

FINMECCANICA – Società per azioni
Registered office in Piazza Monte Grappa 4, Rome
Fully paid up share capital of Euro 2,543,861,738.00
Registered with the Companies' register of Rome, Register No. and Tax Code 00401990585
VAT No. 00881841001

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

A Shareholders' Meeting is called in ordinary session on 29 and 30 May 2013, in first and second call respectively, at 10:30 at Finmeccanica Group Services S.p.A., Via Piemonte 60, 00187 Rome, to resolve upon the following

Agenda

1. Separate Financial Statements at 31 December 2012; presentation of the Consolidated Financial Statements at 31 December 2012; Report of the Board of Directors, Report of the Board of Statutory Auditors and Independent Auditors' Report. Resolutions related thereto.
2. Remuneration Report: resolutions pursuant art. 123-*ter*, paragraph 6, of Legislative Decree No. 58/98.
3. Integration of the Board of Directors. Resolutions related thereto.
 - 3.1 Replacement of a resigned Director.
 - 3.2 Replacement of a resigned Director.

Right to attend the Meeting

In accordance with Article 83-*sexies* of Legislative Decree no. 58/98 and Article 13 of the Articles of Association, Shareholders are entitled to attend the Shareholders' Meeting and exercise their voting right subject to the receipt by the Company of a notice by an intermediary approved under current regulations certifying that the Shareholders concerned have the right to vote on the basis of an assessment of the accounting records as of the closure of the accounts on the seventh market business day prior to the date of the Meeting in first call (20 May 2013), referred to as the "record date".

The notification must reach the Company by the end of the third market business day prior to the day set for the Meeting in first call (and therefore by 24 May 2013). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received prior to the start of the Meeting.

Credit and debit transactions recorded in accounts after 20 May 2013 (record date) are not relevant for the purposes of the exercise of the right to vote. Therefore those who are shown to be the holders of shares only following the aforesaid date will not have the right to attend the Meeting and vote.

The holders of shares that have not yet been dematerialised may only exercise their right to attend the Meeting by delivering their share certificates to an authorized intermediary in due time to allow the certificates to be entered in the centralized dematerialization management system.

Additions to the items on the agenda and submission of motions

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one-fortieth of the share capital may, within ten days following the publication of this notice (and therefore within and absolutely not later than 9 May 2013), request additions to the items on the agenda or, within the same time limit, submit motions additional to those already on the agenda, stating the additional items and motions in the relevant application.

No additions to the agenda may be considered for those matters in relation to which the Meeting can resolve only, as prescribed by law, if submitted by the Directors, or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98.

Applications must be presented in writing by the Shareholders who propose the additions and must be sent via fax to + 39 06 32657172 or to the certified e-mail address assemblea@pec.finmeccanica.com, together with satisfactory documents issued by an intermediary attesting the ownership of the aforementioned shareholding as of the date of the application. Within the aforementioned time limit and in the manner specified above, the Shareholders proposing the additions must send a report explaining the reason for motions concerning new subjects that they suggest be considered or the reason for the additional motions

regarding items already on the agenda. The Company provides information regarding any additions to the agenda or additional motions regarding items already on the agenda in the same form as that laid down for the publication of this meeting notice, at least fifteen days prior to the day set for the Meeting in first call (and therefore within 14 May 2013).

At the same time as it announces additions to the agenda or additional motions regarding items already on the agenda, the Company makes public, in accordance with the procedures provided for in Article 125-ter, paragraph 1, of Legislative Decree no. 58/98, the additional motions regarding items already on the agenda, the Shareholders' reports, as well as any observations on the part of the Board of Directors.

In accordance with Article 126-bis, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may, individually, submit motions to be considered in the Shareholders' Meeting regarding the items on the agenda.

Voting by proxy

All persons having the right to attend the Shareholders' Meeting may be represented by issuing a written proxy in accordance with current regulations. The proxy form available on the Company's website (www.finmeccanica.it, "Shareholders' Meeting" section) and at the Company's registered office may be used for this purpose.

Proxy forms may be sent by recorded delivery to the Company at its registered office to the attention of *Finmeccanica S.p.a. – Affari Legali, Societari e Compliance*, by fax to + 39 06 32657172 or to the certified email address assemblea@pec.finmeccanica.com. If the delegate delivers or transmits a copy of the form to the Company, he must certify, on his/her own responsibility, that the copy is a true copy of the original and the identity of the person granting the proxy.

Shareholders' Representative designated by the Company

In accordance with Article 135-undecies of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Servizio Titoli S.p.A. as the entity to which Shareholders may grant a free proxy, with instructions on how to vote on all or some of the motions on the agenda.

This entity must be delegated by signing the form drawn up for this purpose available on the Company's website (www.finmeccanica.it, "Shareholders' Meeting" section) or at the Company's registered office, and must reach Servizio Titoli S.p.A. as prescribed in the *Avvertenze per la compilazione e la trasmissione* ("Notes for compilation and transmission") to be found on the above mentioned form within the second market business day prior to the day set for the Shareholders' Meeting in first call or second call (and therefore within 27 May 2013, or within 28 May 2013 for the Shareholders' Meeting in second call). The proxy granted in this way will only be effective with regard to the motions for which voting instructions have been given. The proxy and voting instructions are revocable within the same time limits (and therefore within 27 May 2013, or within 28 May 2013 for the Shareholders' Meeting in second call).

Proxies to the Shareholders' Representative must reach Servizio Titoli S.p.A. in the original at its Rome office, Via Monte Giberto 29, 00138, if necessary sending an advance copy with a declaration of conformity to the original by fax to +39 06 45417450 or as an attachment to an e-mail message to ufficioroma@pecserviziotitoli.it.

The Designated Representative will be at the disposal of Shareholders for any necessary information and clarification from 29 April 2013 on telephone number +39 06 45417413 or at e-mail address infofinmeccanica@serviziotitoli.it.

Right to ask questions before the Shareholders' Meeting

Those who have voting rights may ask questions regarding the items on the agenda even before the Shareholders' Meeting. Questions must reach the Company within the third day prior to the date of the Meeting in first call (and therefore within 26 May 2013) in accordance with Article 127-ter of Legislative Decree no. 58/98, together with the inquirer's personal details (surname and forename, place and date of birth, tax code and all the information required for identification if the inquirer is an entity or a company) and the certificate attesting title to the shares concerned as of 20 May 2013 (record date).

Questions must be sent by recorded delivery to the Company's registered office to the attention of *Finmeccanica S.p.A. – Affari Legali, Societari e Compliance*, by fax to + 39 06 32657172 or to the certified e-mail address assemblea@pec.finmeccanica.com. Questions that are received before the Shareholders' Meeting and within the time limit specified above will be answered at the latest during the Meeting; the

Company reserves the right to provide a single answer to questions with the same content. The answers provided for in writing on printed documents at the beginning of the meeting to the persons entitled to vote shall be deemed provided for in the Shareholders' Meeting.

The Company will not take into consideration questions that are not strictly connected with the items on the Meeting agenda or any to which there is an answer already available in the format *Domande e Risposte* ("Questions and Answers") in the Company's website (www.finmeccanica.it, "Shareholders' Meeting" section).

Remuneration Report

Pursuant to Art. 123-*ter*, paragraph 6, of Legislative Decree no. 58/98, the Meeting called to approve the Financial Statements is also required to express a vote, in the form of a non-binding resolution, regarding the first section of the Remuneration Report, illustrating the Company's policy on the remuneration of the members of its administrative bodies, of its general managers and of its executive management with strategic responsibilities, as well as the procedures adopted for the implementation of said policy.

Integration of the Board of Directors

As regard to the items 3.1 and 3.2 on the agenda, each Shareholder interested in putting forward candidates who, even jointly with others, represent at least one-fortieth of the Company's share capital, may submit candidacy proposals within ten days after its publication (and therefore within and absolutely not later than 9 May 2013) by fax to + 39 06 32657172 or to certified e-mail address assemblea@pec.finmeccanica.it, accompanied by the following documents: (a) a report explaining the proposals submitted; (b) a statement in which the nominee accepts his/her candidacy and certifies, under his/her own responsibility, that there are no grounds for his/her ineligibility or incompatibility of office, and that he/she fulfills the requirements for office as provided for by the applicable law and by the Articles of Association (including the possible fulfillment of the requirement of independence provided for by the Articles of Association as well as the possible suitability to be qualified as "independent" pursuant to art. 3 of the Corporate Governance Code for Listed Companies), and, in particular, meets the honorability requirements for listed companies' Directors as set for by the Italian Ministry of Justice Decree no. 162 of 30 March 2000, pursuant to art. 147-*quinquies* of the Italian Legislative Decree no. 58/98; (c) a "curriculum vitae" containing the nominee's personal and professional details; (d) a certificate attesting the ownership of the shareholding at the date of submission of the request.

The Company provides information regarding any candidacy proposal and publishes the relative documents pursuant to the terms and conditions provided for in Article 126-*bis* of Legislative Decree no. 58/98.

In accordance with Article 126-*bis*, paragraph 1, of Legislative Decree no. 58/98, those who have voting rights may individually submit candidacy proposals during the course of the Shareholders' Meeting, filing on such occasion the documents specified in points (b) and (c) above.

Since the Board of Directors did not submit any candidacy proposal related to the items 3.1 and 3.2 on the agenda, proposals submitted by the Shareholders before the Shareholders' Meeting in accordance with terms and conditions above mentioned, as well as proposals submitted during the Shareholders' Meeting by those who have voting rights, shall be voted according to their respective order of submission until the appointment of a Director for each aforementioned items on the agenda.

Information regarding the Company's share capital

As of the date of this notice, Finmeccanica's share capital is Euro 2,543,861,738.00, represented by 578,150,395 shares, all ordinary shares with a nominal value of 4.40 euro each.

Documents

In accordance with current law, the documents pertaining to the Shareholders' Meeting (also with regard to the provisions of art. 125-*quarter* of Legislative Decree No.58/98), including the Board of Directors' explanatory reports and the motions on the items on the agenda, are made available to the public within the terms provided by the existing provisions of law at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.finmeccanica.it, in the "Shareholders' Meeting" section.

Shareholders and those who have voting rights are entitled to examine all the documents filed at the registered office and to obtain copies thereof.

For any further information regarding the Shareholders' Meeting and the exercise of the relevant rights, Shareholders may consult the Company's website (www.finmeccanica.it, "Shareholders' Meeting" section) or by phone at +39 06 45417401 (Servizio Titoli S.p.A.).

This notice has been integrally published on the Company's website www.finmeccanica.it, in the "Shareholders' Meeting" section, and it is also published as an abstract on 30 April 2013 in the daily papers "Il Sole 24 Ore" and "MF".

Rome, 29 April 2013

On behalf of the Board of Directors

The Deputy Chairman

(Adm. Guido Venturoni)