

FINMECCANICA - Società per azioni
Registered office in Rome, Piazza Monte Grappa 4
finmeccanica@pec.finmeccanica.com
Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
(in third and second call)
28 April 2016

SUMMARY OF THE VOTING
(art. 125-*quater*, paragraph 2, Legislative Decree No. 58/98)

Extraordinary Session

1. New Company name: amendments to the Art.1 of the Articles of Association. Resolutions related thereto.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Board of Directors to amend the Art. 1 of the By-laws providing to adopt, until 31 December 2016, the Company's name "Leonardo-Finmeccanica- Società per azioni" (abbreviated form "Leonardo S.p.a." or "Finmeccanica S.p.a.") and to adopt the company name "Leonardo – Società per azioni" (abbreviated form "Leonardo S.p.a.") with effect from 1 January 2017.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	345,406,600	59.743382%	
Shares in relation to which the vote has been cast	344,654,392	59.613276%	99.782225%
Votes in favour	344,518,657	59.589799%	99.742928%
Votes against	2,842	0.000492%	0.000823%
Abstentions	132,893	0.022986%	0.038474%
Shares in relation to which the vote has not been cast	752,208	0.130106%	0.217775%

Ordinary Session

1. Financial Statements at 31 December 2015 of Finmeccanica S.p.a., Oto Melara S.p.A., Whitehead Sistemi Subacquei S.p.A. and relevant Reports of the Board of Directors, Reports of the Board of Statutory Auditors and Independent Auditors' Reports. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2015.

Resolutions: The Shareholders' Meeting approved the Report of the Board of Directors and the Finmeccanica S.p.a. Financial Statements at 31 December 2015 pursuant to the draft published in accordance with the applicable laws. The Shareholders' Meeting therefore approved the proposal submitted by the Board of Directors of allocating the 2015 net profit of Euro 443,927,396.53 as follows:

- Euro 22,196,369.83, equal to 5% of the net profit, to legal reserve;
- Euro 421,731,026.70 to retained earnings.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,682	59.291438%	
Shares in relation to which the vote has been cast	342,793,682	59.291438%	100.000000%
Votes in favour	342,648,271	59.266287%	99.957581%
Votes against	3	0.000001%	0.000001%
Abstentions	145,408	0.042419%	0.0251551%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

Resolutions: The Shareholders' Meeting approved the Report of the Board of Directors and the Oto Melara S.p.A. Financial Statements at 31 December 2015, which close with a profit of Euro 21,893,564.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,682	59.291438%	
Shares in relation to which the vote has been cast	342,793,682	59.291438%	100.000000%
Votes in favour	342,648,214	59.266277%	99.957564%
Votes against	3	0.000001%	0.000001%
Abstentions	145,465	0.042435%	0.0251560%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

Resolutions: The Shareholders' Meeting approved the Report of the Board of Directors and the Whitehead Sistemi Subacquei S.p.A. Financial Statements at 31 December 2015, which close with a loss of Euro 5,986,527.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,682	59.291438%	
Shares in relation to which the vote has been cast	342,793,682	59.291438%	100.000000%
Votes in favour	342,648,214	59.266277%	99.957564%
Votes against	3	0.000001%	0.000001%
Abstentions	145,465	0.042435%	0.02515160%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

2. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98.

Resolutions: The Shareholders' Meeting, by non-binding resolution, resolved in favour of the first section of the Remuneration Report, provided for by art. 123-ter of Legislative Decree no. 58/98, approved by the Board of Directors on 16 March 2016.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,669	59.291438%	
Shares in relation to which the vote has been cast	342,793,669	59.291438%	100.000000%
Votes in favour	297,572,867	51.469803%	86.808157%
Votes against	45,175,477	13.178621%	7.813793%
Abstentions	45,325	0.007840%	0.013222%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

3. Authorisation to purchase and dispose of own shares to be put at the service of the Incentive Plans.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Board of Directors to renew the authorization to purchase and dispose of own shares intended to serve the needs related to the incentive/coinvestment Plans up to a maximum of n. 2,000,000 ordinary shares of Finmeccanica for a period – as regards the purchase – of eighteen months from the date of the shareholders' resolution and - as regards the disposal of purchased shares - within the time limits required for the implementation of the Plans.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,669	59.291436%	
Shares in relation to which the vote has been cast	342,793,669	59.291436%	100.000000%
Votes in favour	341,437,458	59.056858%	99.604365%
Votes against	1,311,386	0.226824%	0.382558%
Abstentions	44,825	0.007753%	0.013076%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

4. Fees of the Independent Auditors;

Resolutions: The Shareholders Meeting approved the well-grounded proposal by the Board of Statutory Auditors in order to integrate the fees to pay for the auditing activities carried out by KPMG, for all the remaining period of the mandate expiring in 2020.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,217	59.291357%	
Shares in relation to which the vote has been cast	342,793,217	59.291357%	100.000000%
Votes in favour	342,743,450	59.282749%	99.985482%
Votes against	3,447	0.000596%	0.001006%
Abstentions	46,320	0.008012%	0.013513%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

5. Remuneration of the Board of Statutory Auditors.

Resolutions: The Shareholders' Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, fix the remuneration of the Statutory Auditors, for the remaining period of office expiring in 2017, as follows: € 80,000 before-tax per year to the Chairman and € 70,000 before-tax per year to each of the other Statutory Auditors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	342,793,217	59.291357%	
Shares in relation to which the vote has been cast	342,792,717	59.291271%	99.999854%
Votes in favour	305,567,244	52.852553%	89.140400%
Votes against	5,156,710	0.891932%	1.504321%
Abstentions	32,068,763	5.546786%	9.355133%
Shares in relation to which the vote has not been cast	500	0.000086%	0.000146%

Disclaimer

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