



# Shareholders' Meeting Guide April 2016

## Questions and Answers



**FINMECCANICA**





## General Information

The Shareholders' Meeting is called in Extraordinary session on 22, 27 and 28 April 2016, in first second and third call respectively and in Ordinary session on 22 and 28 April 2016, in first and second call respectively, at 10,30 a.m. in Rome at the “Accademia dei Lincei”, Via della Lungara 230 – 00165.

Shareholders and all those entitled to attend and vote at the Shareholders' Meeting have the right to examine all the documents filed at the registered office and obtain copies thereof.

For any further information relating to the Shareholders' Meeting and, in particular, the means of exercising related rights, Shareholders may contact +390645417401 (Computershare S.p.A.) and consult Company's website ([www.finmeccanica.com](http://www.finmeccanica.com)), section “Corporate Governance/Meeting 2016”).



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### **The agenda**

The Shareholders' Meeting is called in Extraordinary session to discuss and resolve upon the following agenda:

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

The Shareholders' Meeting is called in Ordinary session to discuss and resolve upon the following agenda:

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;
2. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98;
3. Authorisation to purchase and dispose of own shares to be put at the service of the Incentive Plans;
4. Fees of the Independent Auditors;
5. Remuneration of the Board of Statutory Auditors.

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### **The required quorum**

The Extraordinary Shareholders' Meeting is validly established in first call whether more than half of the corporate capital is represented; in second call more than one third of the corporate capital; in third call more than one fifth of the corporate capital. The Extraordinary Shareholders' Meeting adopts resolution by the affirmative vote of at least three-quarters of the corporate capital represented at the meeting. The Ordinary Shareholders' Meeting is validly established in first call whether at least half of the corporate capital is represented, whilst no quorum is provided for second call. The ordinary Shareholders' Meeting, in both first and second call, adopts resolutions with the favourable votes of the absolute majority of the attending Shareholders.



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### **Which subjects have the right to attend the Meeting?**

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and exercise voting rights is subject to receipt by the Company of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the title to voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the first call of the Shareholders' Meeting (i.e. 13 April 2016), the so-called "record date".

The notice must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (i.e. by 19 April 2016). 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 in the course of the Meeting.

Any credit and debit entries made to the accounts after 13 April 2016 (record date) are not relevant for the legitimacy of voting rights. Therefore, anyone who becomes a holder of shares after such date will not be entitled to attend and vote at the Shareholders' Meeting.

### **May the holders of shares that are not dematerialised attend the Meeting?**

Holders of shares that have not yet been dematerialized may exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorised intermediary, in time for the same to be entered in the centralized management system in dematerialized form.



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### **Is it possible to add items on the agenda and submit 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 the notice of call (i.e. not later than 1<sup>st</sup> April 2016) request additions to the items on the agenda or 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 Shareholders' Meeting can resolve, by law, only 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 proposing Shareholders via fax to number +390632657172 or to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com), together with the satisfactory documentation issued by an authorised intermediary certifying the ownership of the shareholding at the date of the request.

Within the deadline and in the manner indicated above, the proposing Shareholders must submit a report stating the reasons for any proposed motions on additional matters which they propose for discussion or the reasons for any further proposed motions regarding matters already on the agenda.

Any additions to the agenda or presentation of proposals for further motions on matters already included on the agenda will be announced by the Company, in the same manner as prescribed for publication of the call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 7 April 2016). At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by 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 items on the agenda.

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### **Can I dispose of my shares before the Meeting?**

In accordance with Article 83-*sexies* of Legislative Decree no. 58/98, credit and debit entries recorded to the accounts after the accounting of the seventh market business day prior to the date of the Meeting in first call (13 April 2016) are not relevant for the legitimacy of voting rights at the Shareholders' Meeting. Therefore, following such date, the person entitled of the right to vote will be free to dispose of the shares held.

### **Where can I find the documentation relating the Shareholders' Meeting?**

In accordance with the current regulation, the documents pertaining to the Shareholders' Meeting (also with reference to the provisions of article 125-*quater* of Legislative Decree no. 58/98), including the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree 58/98 on the items of 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., on the Company's website [www.finmeccanica.com](http://www.finmeccanica.com) (in the section "Corporate Governance/Meeting 2016"), as well as on the website of the authorized storage mechanism NIS-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

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### **What do I have to do to attend the Meeting?**

To attend the Meeting:

- It is sufficient to go to the authorised financial intermediary (Bank, Manager, Broker) where the Finmeccanica ordinary shares held are deposited and require the issue of the notice for the attendance to the Shareholders' Meeting.
- The Company recommends to produce copy of the notice at the attendance to the Shareholders' Meeting.
- Due to the fact that each intermediary follows differens operating procedures, it is advised not to request the delivery of the notice to be submitted to the Company during the last available days and to inquire about the timing provided for such operation in the deposit agreement.
- To attend the Shareholders' Meeting it is also necessary to submit a valid identification document, for the completion of the administrative operations.





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## **How can I appoint a representative for the Meeting?**

### **Voting by proxy**

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Persons who are entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with applicable law. The proxy form, which is available for download on the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") or at the registered offices, may be used for this purpose. The proxy may be sent in advance by registered mail with return receipt to the registered offices of the Company to the attention of "Legal & Corporate Affairs and Compliance" Unit, or sent by fax to number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com). If the delegate delivers or sends a copy of the proxy to the Company, he/she must certify under his/her own responsibility that the copy is a true copy of the original proxy and the identity of the delegating party.

### **Shareholders' Representative appointed by the Company**

[DOWNLOAD THE PROXY FORM FOR APPOINTED REPRESENTATIVE](#)

Pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Computershare S.p.A. as the entity to which the Shareholders may grant a proxy free of charge, with voting instructions on all or some of the motions on the agenda. The proxy to the above representative must be granted by signing the relevant form which may be downloaded from the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") or requested at the registered office, and should be received by Computershare S.p.A., in the manner indicated in the proxy form in the special "Instructions for filling in and transmission", not later than the end of the second trading day before the date set for the Shareholders' Meeting (i.e. by 20 April 2016; if the Shareholders' Meeting takes place in calls following the first, proxies may be accepted even if received by 25 April 2016, with reference to the second call of the Extraordinary Shareholders' Meeting, or by 26 April 2016 with reference to the third call of the Extraordinary Shareholders' Meeting and the second call of the Ordinary Shareholders' Meeting). Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given. The proxy and voting instructions may be revoked within the same terms and in the same manner provided for their delivery.

The original proxy to the Appointed Representative must be delivered to Computershare S.p.A. in Rome at Via Monte Giberto 33 - 00138 (possibly anticipating a copy with a declaration of conformity to the original), or by fax to number +390645417450 or by certified e-mail to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it). From 22 March 2016 the Appointed Representative will be at Shareholders' disposal for any information they may require at telephone number +390645427413 and e-mail address [infofinmeccanica@computershare.it](mailto:infofinmeccanica@computershare.it)



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### **Can I ask questions to the Company before the Meeting?**

Anyone who has voting rights may submit questions regarding the items on the agenda even before the meeting. These questions must be received by the Company not later than the third day before the date of the Shareholders' Meeting in first call (i.e. not later than 19 April 2016), pursuant to Article 127-ter of Legislative Decree no. 58/98, together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the title to the shares as of 13 April 2016 (record date).

Questions must be sent by registered mail with return receipt to the Company's registered offices to the attention of "Legal & Corporate Affairs and Compliance" Unit, or sent by fax to +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto:assemblea@pec.finmeccanica.com).

Any questions received before the above deadline will be answered during the Shareholders' Meeting at the latest; the Company reserves the right to provide a single answer to questions with the same content.

The Company will not take into consideration questions that are not strictly related to the items on the Shareholders' Meeting agenda or those which have already been answered in the "Questions and Answers" of the section "Corporate Governance/Meeting 2016" of the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com)).

Any answers handed out in hardcopy format to each of the persons having voting rights at the beginning of the meeting are deemed given during the Shareholders' Meeting and will also be annexed to the meeting's minutes.

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### **Can I ask information on the first item on the agenda of the extraordinary session concerning the new company name: amendments to the Article 1 of the Article of Association?**

The Extraordinary Shareholders' Meeting has been called to pass the motion proposed by the Board of Director to amend Article 1 of the Company Articles of Association as follows:

- 1.1. The Company governed by the rules provisions of these Articles of Association shall trade under the name of "Leonardo – Finmeccanica Società per azioni"; the Company may in short and alternatively be called "Leonardo S.p.a." or "Finmeccanica S.p.a."
- 1.2. Starting from 1 January 2017 the Company shall trade under the name of "Leonardo - Società per azioni" or, in short, "Leonardo S.p.a."
- 1.3. The name of the Company may be written with any font in uppercase and/or lowercase"

### **Why change the company name?**

Considering that the previous financial holding model is outdated, with the implementation of the new Organizational and Operational Model of the One Company, Finmeccanica has not only revised its structure to make it more consistent with the needs of customers and markets, and thus ready to support the specific mission of creating value for all the stakeholders, but it also intends to re-define its identity. And it is in this historical moment when Finmeccanica is changing direction, re-defining objectives and priorities, designing new models of development and has presented itself in a new role within the Country system that there is a need for a new name that represents and constitutes the first and most important point of synthesis between the profound true values that characterize the Group and support its strategies.

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### Why just «Leonardo»?

Operating in aerospace, defence and security is a complex mission because the world is complex. A company that aims to do so must be able to anticipate and manage its changes, which are often rapid and unpredictable, integrating different technologies and capabilities. To be competitive at the highest level we must be able to see far ahead, to imagine how the future will be, to understand in what reality our company will actually exist and what resources will be needed for it to grow according to our vision.

A name in which we identify deep roots, universality and a sense of the future. Leonardo represents our Italian history made of scientific achievements and technological excellence, development of philosophical and mathematical thought and research applied to all fields of knowledge, from the arts to architecture, science and music. In the same way, the principles that inspired Leonardo's work and that of his contemporaries are at the basis of our specific business approach: a great business history, which has contributed to our country's economic and technological development, bringing work and innovation to strategic sectors and establishing solid basis – in terms of intelligence, creativity and know-how – from which to export our technological excellence in the world. Leonardo represents the universal value of thought, analysis and research. There is no area of our business that has not found in Leonardo da Vinci a careful scholar, driven by scientific curiosity and the desire to face unexplored scenarios. He imagined human flight, designed flying machines, fortifications and war machines, deepened the study of optics and perspective, studied astronomy and the movement of planets. But even more than the intuition of concepts, technologies and tools that would be developed in later periods and that today form the core of our business, we recognize in this name - and the Renaissance period, to which we liken our own rebirth - a more general, universal value, which is renewal of thought, conceiving the new scientific method and building the bases to support the development of our economic and industrial system. Leonardo means confidence in the future, man's boundless capacity and the goals that the mind imagines even before designing the tools needed to achieve them. We are convinced that the image of the Renaissance man overcoming the barriers of knowledge with just the weapons of thought, intelligence and experimentation is now the mirror and reflection of the new Finmeccanica we imagined, a guiding principle, a model in which we identify because our commitment is aimed at the future of our company, whose growth and development we must ensure, of the new generations, to whom we wish to provide the tools to meet the challenges of a global industrial system that is constantly evolving, and of our country, for our ambition is to be instrumental in building the Italy of tomorrow looking to the world. Finally, for the world itself, for we work every day to make it a safer, more equitable and more sustainable place to live.

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## **Can I ask information on the first item on the agenda of the ordinary session concerning the Financial Statements at 31 Dicembre 2015 of Finmeccanica S.p.a., Oto Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A.?**

### **Separate Financial Statements at 31 December 2015**

The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Financial Statements for the Year 2015, that close with a net profit of Euro 443,927.396.53.

In light of this, the Board of Directors has decided to propose at the Shareholders' Meeting, called in order to approve the Board of Directors' report and the Financial Statement at 31 December 2015, to allocate 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.

The Board of Directors has decided not to propose to the Shareholders' Meeting the distribution of dividends as for the same year 2015.

### **Oto Melara S.p.A. Financial Statements at 31 December 2015**

The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Oto Melara S.p.A. Financial Statements for the Year 2015, that close with a profit of Euro 21,893,564.

In light of this, the Board of Directors has decided to propose at the Shareholders' Meeting to approve the Board of Directors' report and the Oto Melara S.p.A. Financial Statement at 31 December 2015, closed with a profit of Euro 21,893,564.

### **Whitehead Sistemi Subacquei S.p.A. Financial Statements at 31 December 2015**

The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Whitehead Sistemi Subacquei S.p.A. Financial Statements for the Year 2015, that close with a loss of Euro 5,986,527.

In light of this, the Board of Directors has decided to propose at the Shareholders' Meeting to approve the Board of Directors' report and the Whitehead Sistemi Subacquei S.p.A. Financial Statement at 31 December 2015, closed with a loss of Euro 5,986,527.



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**Why submit to the Shareholders' approval the Financial Statements at 31 December 2015 of Oto Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A.?**

The Shareholders' Meeting has been called to approve the Financial Statements at 31 December 2015 of Oto Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A, following the merger by incorporation into Finmeccanica of both Companies with effect from 1 January 2016.

Due to the process of identification of corporate structures involved, the acquiring company, Finmeccanica S.p.a., has in fact assumed the rights and obligations of the merging companies, continuing in all their relationships prior to the merger. It falls within that context the drafting of the said financial statements, for the year ended on before the effects of the merger, as well as the subsequent approval by the Shareholders of the acquiring Company.

**Can I ask information on the second item on the agenda concerning the Remuneration Report?**

The Shareholders' Meeting is called to express, through a non-binding resolution, its vote on the first section of the Remuneration Report provided by Article 123-ter, paragraph 3, of Legislative Decree no. 58/98, which illustrates the Company's policy on remuneration of members of the Administrative Body, General Managers and any other Executives with Strategic Responsibilities, as well as the procedures used to adopt and implement that policy.

With the proposed resolution not binding on the second item on the agenda, the Board of Directors proposes to the General Meeting to vote in favour of the first section of the mentioned Report, prepared and approved by the Board of Directors pursuant to Articles 123-ter of Legislative Decree 58/98 and 84-quater of Consob Regulation no. 11971/99.

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### **Where can I find information concerning the Remuneration Policy?**

The Remuneration Report, drafted pursuant to Article 123-*ter* of Legislative Decree no.58/98 and in accordance with Article 84-*quarter* of Consob Regulation no. 11971/1999, is made available to the public - within the terms provided by the existing provisions of law - on the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") and on the website of the authorized storage mechanism NIS-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

In particular, the first section of the Report discusses the remuneration policy adopted starting in 2016 financial year, presenting the criteria and guidelines adopted by the Company with reference to the remuneration of members of the Administrative Body, General Managers and any other Executives with Strategic Responsibilities. This section is subject to non-binding resolution by the General Shareholders' Meeting, pursuant to paragraph 6, Article 123-*ter* of Legislative Decree no. 58/98.

The second section shows analytically and in registered form the compensation actually paid or otherwise conferred during the financial year 2015 to members of the Administrative and Supervisory Bodies, General Managers and any other Executives with Strategic Responsibilities.

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**[Can I ask information on the third item on the agenda of the ordinary session concerning the authorization to purchase and dispose of own shares to be put at the service of the Incentive Plans?](#)**

Pursuant to Article 144-*bis*, paragraph 1, letter b) of Consob Regulation no. 11971/99, the Board of Directors decided to submit to the Shareholders' Meeting the proposal of authorization to purchase own shares (revoking at the same time the previous authorization to purchase approved on 11 May 2015) up to a maximum of 2,000,000 ordinary Finmeccanica shares, to be used for the purposes of the existing Incentive Plans.

The authorization to purchase is requested for a period of eighteen months from the date of the Shareholders' resolution.

The proposal provides that the purchase shall be carried out, in an appropriately gradual manner, at a maximum and minimum unit price equal to the reference price observed on the Electronic Stock Market on the day prior to the day of the intended purchase (plus or minus 5% for the maximum and minimum price, respectively).

The Company currently holds no. 3.844.152 treasury shares, equal to 0.6649% of share capital; therefore the maximum number of shares to be purchased falls within the limit set by law (art. 2357, par.3, Italian Civil Code).

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**[Can I ask information on the fourth item on the agenda of the ordinary session concerning the fees of the Independent Auditors?](#)**

The Board of Statutory Auditors, upon motion by the Independent Auditors KPMG S.p.A., requested the Board of Directors to include on the agenda of the Ordinary Shareholders' Meeting a specific item concerning the integration of the fees for the Independent Auditors.

In this regard, it is submitted to the Shareholders' Meeting the well-grounded proposal of the Board of Statutory Auditors, to which the Board of Directors refers, as well as published according to the terms and conditions required by law in the section "Corporate Governance/Meeting 2016" of the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com)).

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### **Can I ask information on the fifth item on the agenda of the ordinary session concerning the remuneration of the Board of Statutory Auditors?**

Duly acknowledges the explanatory report prepared by the Board of Statutory Auditors with the reasons as to why it would be appropriate to change the fees, the Board of Directors - by including point 5 on the agenda - considered it appropriate, given the increased functions of the Board of Statutory Auditors, to submit to the Shareholders' meeting all and any further evaluations on the proposed variation of the fees that may be submitted by the shareholders.

It should be noted that - pursuant to the provisions of Article 2402 of the Italian Civil Code and Article 28.1 of the Articles of Association - the remuneration of the Statutory Auditors was decided by the Ordinary Shareholders' Meeting on 11 May 2015 upon appointment of the same, for the entire period of office, as follows:

- (a) the gross amount of 52,000.00 Euro per annum for the Statutory Auditors;
- (b) the gross amount of 78,000.00 Euro per annum for the Chairman of the Board of Statutory Auditors.

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### **Which the reasons in support of the request to change the remuneration of the Board of Statutory Auditors?**

The remuneration of the Board of Statutory Auditors should be varied, if during the period of office objective situations occur that greatly increase the commitment, above all, quantitatively of the Board of Auditors.

The business combination transactions relevant to the "One Company" project and, in particular, the merger by acquisition of Oto Melara S.p.A. and Whitehead Sistemi Subacquei S.p.A. into Finmeccanica S.p.a., and the partial spin off of Alenia Aermacchi S.p.A., AgustaWestland S.p.A. and Selex ES S.p.A. in favour of Finmeccanica are applicable to the above context.

Finmeccanica has changed its financial statements from that of a holding company to an operational company with all the consequent complexities relevant to the new legal entity resulting from these transactions.



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### **Finmeccanica's share capital**

As of the date of the notice of call (22 March 2016), Finmeccanica's share capital is equal to € 2.543.861.738,00, represented by 578.150.395 shares, all ordinary shares with a nominal value of € 4.40 each.

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### **Who are Finmeccanica's Shareholders?**

Based on the outcome of the Shareholders' Book and of the other information available, approximately 30.2% of the corporate capital is held by the Ministry of Economy and Finance, about 50% by institutional investors and about 19,8% by individual investors.

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THANK YOU FOR YOUR ATTENTION

