

## Summary of the resolutions of the ordinary and extraordinary Shareholders'

### Meeting of 4 May 2011

The Shareholders of Finmeccanica S.p.a. (the "**Company**"), who were convened on 4 May 2011 for an ordinary Meeting (second call) and extraordinary Meeting (third call) at the Centro Convegni Matteo Ricci in Rome, Piazza della Pilotta No. 4, have adopted the following resolutions:

(A) during the Ordinary Shareholders' Meeting:

- approval of the Board of Directors' report and the annual financial statements of the Company for the year ended on 31 December 2010;
- approval of the Board of Directors' proposal for the allocation of the net profit of Euro 236,829,152.07; specifically, it was resolved that:
  - 5% of the profit, or Euro 11,841,457.60, shall be allocated to the legal reserve;
  - the remaining Euro 224,987,694.47 shall be carried forward;
  - a maximum of Euro 237,041,661.95 shall be allocated to "retained earnings", with payment of a dividend of Euro 0.41 for each share with dividend rights, including shares relating to any exercise of rights to purchase own shares granted under stock option plans;
- decision to appoint a Board of Directors composed of 11 (eleven) members, their term of office being three financial years expiring on the date of the Shareholders' meeting called to approve the annual financial statements for the year ending on 31 December 2013, said members being as follows:

- Mr. Pier Francesco Guarguaglini (Chairman)<sup>1</sup>;
- Mr. Franco Bonferroni (Director) <sup>1</sup>;
- Mr. Paolo Cantarella (Director)<sup>2</sup>;
- Mr. Giovanni Catanzaro (Director) <sup>1</sup>;
- Mr. Dario Galli (Director) <sup>1</sup>;
- Mr. Marco Iansiti (Director) <sup>2</sup>;
- Ms. Silvia Merlo (Director) <sup>2</sup>;
- Mr. Giuseppe Orsi (Director) <sup>1</sup>;
- Mr. Francesco Parlato (Director) <sup>1</sup>;

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1 Selected from List No. 2 (approximately 30.204% of the share capital), submitted by the Italian Ministry of Economics and Finance.

2 Selected from List no. 1 (approximately 1.063% of the share capital), submitted by: ALLIANZ GLOBAL INVESTORS ITALIA SGR SPA, fund manager for Allianz Azioni Italia; APG ALGEMENE PENSIOEN GROEP N.V., fund manager for Stichting Depositary APG Developed Markets Equity Pool; ARCA SGR SPA, fund manager for Arca Azioni Italia and Arca BB; EURIZON CAPITAL SGR SPA, fund manager for Eurizon Focus Azioni Internazionali, Eurizon Focus Azioni Euro, Eurizon Focus Azioni Italia, Eurizon Focus Azioni Europa and Eurizon Azioni Italia 130/30; EURIZON CAPITAL SA fund manager for Eurizon Stars Fund European Equity, Eurizon Stars Fund Italian Equity, Eurizon Easy Fund Equity Europe, Eurizon Easy Fund Equity Euro, Eurizon Easy Fund Equity Industrials, Eurizon Easy Fund Equity Italy; JPMORGAN ASSET MANAGEMENT (UK) LIMITED, fund manager for JPMorgan Funds, JPMorgan Investment Funds, JPMorgan European Investment Trust PLC, JPMorgan Fund ICVC- JPM Institutional Continental Europe Fund, Commingled Pension Trust Fund (International Equity Index) of JPMorgan Chase Bank NA, JPMorgan European Investment Trust PLC, The Nomura Trust and Banking Co. Ltd, as the Trustee of JPM Railway related Equity Fund and JPMorgan International Equity Index Fund; MEDIOLANUM INTERNATIONAL FUNDS LIMITED, fund manager for "Challenge Funds"; PIONEER INVESTMENT MANAGEMENT SGRPA, fund manager for Pioneer Azionario Crescita; PIONEER ASSET MANAGEMENT SA; PRIMA SGR SPA, fund manager for Prima Geo Italia and UBI PRAMERICA SGR SPA, fund manager for Ubi Pramerica Azioni Italia and Ubi Pramerica Azioni Euro.

- Mr. Christian Streiff (Director) <sup>2</sup>;
- Mr. Guido Venturoni (Director) <sup>1</sup>;

in addition to Mr. Carlo Baldocci, appointed as a non-voting director on 27 April 2011 (with effect from the date of appointment of the directors by the Shareholders' Meeting) by the Italian Minister for Economics and Finance, by virtue of the special authority vested therein by Decree-Law No. 332/94, converted with amendments by Law No. 474/94, to remain in office until the date of expiry of the mandate conferred on the new directors;

- decision to allocate compensation to new members of the Board of Directors of Euro 60,000.00 per year for each director and Euro 90,000.00 per year for the Chairman of the Board of Directors;
- authorisation, within the meaning of and pursuant to Article 2357 of the Italian Civil Code, to purchase, on one or more occasions and by 31 December 2011, a maximum of 1,530,287 ordinary shares of the Company, with a par value of Euro 4.40 each, taking into account the 712,515 treasury shares already held by the Company, subject to a limit of 10% (ten per cent) of the share capital and at a maximum and minimum unit price which must be equal to the reference price recorded on the Italian Electronic Stock Exchange organised and managed by Borsa Italiana S.p.A. on the day preceding the intended purchase date, plus or minus 5% (five per cent) for the maximum and minimum price respectively, to be used to service the residual requirements both of the 2002-2004 Incentive Plan and the 2008-2010 Incentive Plan. To that purpose, the Shareholders' Meeting has also authorised the Board of Directors, and the legal representative on its behalf, to proceed, based on the proportions considered

appropriate, with the purchase of treasury shares in accordance with the following procedures: (i) to purchase on the market in accordance with the operating procedures set forth by the market regulations (Art. 144-bis, paragraph 1b) of the Issuers' Regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as subsequently amended); and (ii) to buy and sell derivative instruments traded on regulated markets (Art. 144-bis, paragraph 1c) of the aforementioned Issuers' Regulation). For the purposes of the aforementioned purchase, the Shareholders' Meeting has decided to authorise the disposition, at any time, entirely or in part, and on one or more occasions, of the treasury shares already in the portfolio and those purchased pursuant to this resolution, in order to service, subject to a decision of the Board of Directors and in accordance with the legal provisions, said incentive plans according to the terms and conditions, time limits and procedures set forth in the plans themselves and/or in the corresponding implementing regulations.

(B) during the Extraordinary Shareholders' Meeting:

- approval of the amendments to Articles 16 and 24 of the Articles of Association, concerning, respectively: (i) the power of the Ordinary Meeting to resolve not only on those matters reserved for it by law, but also on the authorisation for directors to perform related party transactions as referred to in Article 2391-bis of the Italian Civil Code; and (ii) the adoption, by the Board of Directors, of procedures to ensure the transparency and substantive and procedural correctness of related party transactions as referred to in Article 2391-bis of the Italian Civil Code. Consequently, the Extraordinary Shareholders' Meeting has

resolved to grant the Company's legal representative the power to make any formal changes to the resolution in question that should be necessary.