
Servizio Titoli S.p.A., in the person of one of its employees or a person vested with specific authority, acting as Designated Representative pursuant to article 135-undecies of Legislative Decree 58/98 (TUF - Financial Services Act) by Finmeccanica S.p.a. (the Company), is in the process of collecting voting proxies for the ordinary and extraordinary Shareholders' Meeting called for 14 May 2012, on first ordinary and extraordinary call, 15 May 2012 on second extraordinary call and 16 May 2012, on second ordinary and third extraordinary call, under the terms and conditions indicated in the notice of call of the Meeting published on the company website www.finmeccanica.it and on Sole 24 Ore on 4 April 2012.

The proxy and voting instructions may be revoked by midnight on 10 May 2012 using the same procedures used for their conferment.

The person conferring the proxy and voting instructions by signing and sending this form will bear no cost apart from the costs of transmission or mailing.

Conferment of the proxy does not exempt the conferring party from the need to obtain the communication pursuant to art. 83-sexies of Legislative Decree no. 58/98 from the Financial Broker.

Should unknown circumstances arise or if the proposals submitted to the Shareholders' Meeting are changed or supplemented, Servizio Titoli S.p.A., in its capacity as Designated Representative, although having no personal interest in the aforesaid proposals, does not intend, as a mere precaution, to express a vote contrary to that indicated in the instructions, since as it provides the Company also with services relating to Share Register management and support with the Shareholders' Meeting, it may be deemed to fall under the circumstances indicated in art. 135-decies, paragraph 2 lett.f) of Legislative Decree no. 58/98.

PROXY FORM

Complete with the information required based on the Guidance given below and notify the Company through Servizio Titoli S.p.A. (1)

* obligatory information

The undersigned *		born in *	on * Ta:	x Code
(or other equivalent code)	*resident in (city/town) *	(address)	;)	

*

tel. no. *, e-mail

holder of a voting right in his/her capacity as a: (2) \Box registered owner of shares - \Box legal representative – \Box attorney with power of sub-delegation – \Box secured creditor - \Box taker-in - \Box beneficial owner - \Box custodian – \Box manager – \Box other (specify).....

For no.*.....Finmeccanica ordinary shares (ISIN IT0003856405)

(3) registered in the name of Tax Code/V.A.T. no. (or other equivalent code)	resident at/registered office in	born in	on
(<i>City/town)</i> (<i>address)</i>			
registered in securities account (4) no	at		ABI
CAB as indicated in communication no. (5)	made by (<i>Bank</i>)		
APPOINTS the aforementioned Designated Representativ		eholders' Meeting, with refere	ence to the above
shares, as per the instructions provided to said Designated	d Representative and		
DECLARES that he/she is aware			
 that the proxy to the Designated Representative may als this event, the vote will be exercised only for those proposa 			enda and that, in
DATE			JRE

VOTING INSTRUCTIONS

(Part solely addressed to the Designated Representative and to be sent to Servizio Titoli S.p.A. - Check the boxes selected following the Guidance given below)

A) RESOLUTIONS PUT TO THE VOTE (9)

ORDINARY PART	
1st resolution	
Annual Financial Statements at 31 December 2011. Reports of the Board of Directors, Board of Statutory Auditors and Auditing Company; resolutions relaterd thereto FOR AGAINST ABSTAIN	
2nd resolution	
Integration of the Board of Directors FOR GAINST ABSTAIN 3rd resolution	
Appointment of independent auditors for the period 2012-2020; resolutions relating thereto	
Appointment of the Board of Statutory Auditors for the three year period 2012-2014 AGAINST ALL LISTS DABSTAIN FOR ALL LISTS (10)	
5th resolution	
Appointment of the Chairman of the Board of Statutory Auditors for the three-year period 2012-2014,	
Determination of the remuneration of the Board of Statutory Auditors	
Remuneration Report: resolution pursuant to art. 123- <i>ter</i> , par. 6, of Legislative Decree No. 58/98 FORDAGAINSTDABSTAIN EXTRAORDINARY PART 8th resolution	

N.B. Since the Board of Directors has abstained from submitting proposals to the Shareholders' Meeting regarding resolutions numbers 5 and 6, you are also asked to complete the next section C).

B) UNKNOWN CIRCUMSTANCES (11)

In the event of circumstances not known when the proxy is issued the undersigned, with reference to: ORDINARY PART

1st resolution:

 □CONFIRMS THE INSTRUCTIONS □REVOKES THE INSTRUCTIONS □CHANGES THE INSTRUCTIONS 	□FOR □AGAINST □ABSTAIN
2nd resolution: • □CONFIRMS THE INSTRUCTIONS • □REVOKES THE INSTRUCTIONS • □CHANGES THE INSTRUCTIONS	□ FOR □AGAINST □ABSTAIN
 3rd resolution: □CONFIRMS THE INSTRUCTIONS □REVOKES THE INSTRUCTIONS □CHANGES THE INSTRUCTIONS 	
 4th resolution: □CONFIRMS THE INSTRUCTIONS □REVOKES THE INSTRUCTIONS □ CHANGES THE INSTRUCTIONS 	□ FOR LIST NO. □AGAINST ALL LISTS □ABSTAIN FOR ALL LISTS (10)
 5th resolution: □CONFIRMS THE INSTRUCTIONS □REVOKES THE INSTRUCTIONS □CHANGES THE INSTRUCTIONS 	

6th resolution:

- □CONFIRMS THE INSTRUCTIONS
- DREVOKES THE INSTRUCTIONS
- □CHANGES THE INSTRUCTIONS

7th resolution:

- □CONFIRMS THE INSTRUCTIONS
- DREVOKES THE INSTRUCTIONS
- □CHANGES THE INSTRUCTIONS

EXTRAORDINARY PART 8th resolution:

- **CONFIRMS THE INSTRUCTIONS**
- □REVOKES THE INSTRUCTIONS
- □CHANGES THE INSTRUCTIONS

□FOR □AGAINST □ABSTAIN

□FOR □AGAINST □ABSTAIN

□FOR □AGAINST□ABSTAIN

C) CHANGES OR ADDITIONS (12)

In the event of voting on changes or additions to the aforesaid resolutions put to the Shareholders' Meeting, the undersigned authorizes the Designated Representative to vote as follows.

ORDINARY PART

1st resolution:

- Change/addition proposed by the Administrative Body (13)
 - CONFIRMS THE INSTRUCTIONS

 - CHANGES THE INSTRUCTIONS
- Change/addition proposed by the majority shareholder (14)
 - CONFIRMS THE INSTRUCTIONS

 - CHANGES THE INSTRUCTIONS
- Change/addition proposed by the **significant** shareholder (more than 2%) (14)

•	□CHANGES THE INSTRUCTIONS	
Change/ac	ddition proposed by the minority shareholder (14)	
•	CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	CHANGES THE INSTRUCTIONS	
2nd resolution:		
 Change/a 	ddition proposed by the Administrative Body (13)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	DFOR DAGAINST DABSTAIN
 Change/a 	addition proposed by the majority shareholder (14)	
•	CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOŖ □AGAINST □ABSTAIN
 Change/ad 	ddition proposed by the significant shareholder (more than 2%) (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/ac 	ldition proposed by the minority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	CHANGES THE INSTRUCTIONS	
3° resolution:		
 Change/a 	addition proposed by the Administrative Body (13)	□FOR □AGAINST □ABSTAIN
•	CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	
 Change/ 	addition proposed by the majority shareholder (14)	□FOR □AGAINST □ABSTAIN
•	CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	

 Change/addition 	proposed by the significant shareholder (more than 2%) (14)	□FOR □AGAINST □ABSTAIN
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	
 Change/additic 	on proposed by the minority shareholder (14)	□FOR □AGAINST □ABSTAIN
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	
4th resolution:		
 Change/additic 	on proposed by the Administrative Body (13)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR LIST NO. □AGAINST □ABSTAIN (10)
 Change/additi 	on proposed by the majority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR LIST NO. □AGAINST □ABSTAIN(10)
 Change/addition 	proposed by the significant shareholder (more than 2%) (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR LIST NO. □AGAINST □ABSTAIN(10)
 Change/addition 	on proposed by the minority shareholder(14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
• th	□CHANGES THE INSTRUCTIONS	□FOR LIST NO. □AGAINST □ABSTAIN(10)
5 th resolution:		
 Change/addition 	on proposed by the Administrative Body (13)	
•	□CONFIRMS THE INSTRUCTIONS	
•	REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□ FOR. □AGAINST □ABSTAIN
 Change/additi 	on proposed by the majority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	

•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	lition proposed by the significant shareholder (more than 2%) (14)	
•	CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	dition proposed by the minority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
6th resolution:		
 Change/a 	ddition proposed by the Administrative Body (13)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	dition proposed by the majority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	lition proposed by the significant shareholder (more than 2%) (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	ition proposed by the minority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	
7th resolution:		
• • Chang	ge/addition proposed by the Administrative Body (13)	
•	□ CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□ FOR □AGAINST □ABSTAIN
 Change/addit 	ion proposed by the majority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	

•	□CHANGES THE INSTRUCTIONS	□FOŖ □AGAINST □ABSTAIN
 Change/add 	dition proposed by the significant shareholder (more than 2%) (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	□REVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
 Change/add 	ition proposed by the minority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	DREVOKES THE INSTRUCTIONS	
•	CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
EXTRAORDINAR 8th resolution:	Y PART	
 Change/addition 	n proposed by the Administrative Body (13)	
•	□CONFIRMS THE INSTRUCTIONS	
•	DREVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	
•		
 Change/ad 	dition proposed by the majority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	DREVOKES THE INSTRUCTIONS	
•	□CHANGES THE INSTRUCTIONS	□FOR _. □AGAINST □ABSTAIN
• • Change/ad	dition proposed by the significant shareholder (more than 2%) (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•	DREVOKES THE INSTRUCTIONS	
•	CHANGES THE INSTRUCTIONS	□FOR □AGAINST □ABSTAIN
•		
 Change/add 	dition proposed by the minority shareholder (14)	
•	□CONFIRMS THE INSTRUCTIONS	
•		
•		

•

In the event of voting on the **liability action** proposed pursuant to art. 2393, paragraph 2, of the Italian Civil Code by shareholders when the financial statements are approved, the undersigned authorizes the Designated Representative to vote as indicated below:

DATE

SIGNATURE

1. The Proxy Form, to be notified to the Company through the Designated Representative with the voting instructions reserved to said Representative. must be received in the original (together with documentation proving the signing powers as per the following point) by 10 May 2012 at Servizio Titoli S.p.A., Via Monte Giberto 29, 00138 Rome, eventually sending a copy in advance, by the same date, with a declaration of conformity with the original, using one of the following alternative methods: • fax to no. +39 06 45417450

attachment to an e-mail message to the address ufficioroma@pecserviziotitoli.it

for any information and clarifications please contact 06/88345112 available Monday to Friday between 9.00-13.00 and 14.00-18.00.

2. Specify the status of the proxy signatory and attach, where necessary, the documentation proving the signing powers.

3. To be completed only if the registered owner of the shares is different from the proxy signatory, always indicating all relevant personal details.

4. Specify the number of the securities account, the ABI and CAB codes of the depositary intermediary, or in any event its name, obtainable from the securities dossier extract.

5. Any reference to the communication made by the financial broker and his/her name, if different from the securities account depositary indicated in point 4.

6. Enter the references of a valid identity document of the proxy signatory.

7. Enter the surname and name of the person signing the Proxy Form and voting instructions.

8. Pursuant to article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998. "Shares for which a proxy, even partial, has been conferred are counted for purposes of the proper constitution of the shareholders' meeting. In relation to proposals for which voting instructions have not been conferred, the shareholder's shares are not counted for purposes of calculating the majority and the capital guota required for approving resolutions".

9. Resolutions put to the shareholders' meeting, summarized herein, are illustrated in Reports published on the company website "www.fimeccanica.it". Servizio Titoli S.p.A., in its capacity as Designated Representative, has no personal interest in the aforementioned proposals.

10. State the number of the list (taken from the company's website) you wish to vote for or express a vote against or abstain for all lists.

11. Should material circumstances arise, not known when the proxy is issued, which cannot be notified to the appointing person, it is possible to select from: a) confirm the voting instruction already expressed; b) revoke the voting instruction already expressed, c) change the voting instruction already expressed. If no choice is expressed the voting instructions under A) will be deemed to be confirmed.

12. Should changes or additions be made to the proposed resolutions put to the shareholders' meeting, it is possible to select from: a) confirm any voting instruction already expressed: b)revoke the voting instruction already expressed: c) change (or confer) the voting instruction already expressed. If no choice is expressed the voting instructions under A) will be deemed to be confirmed.

13. If a resolution replacing the initial resolution, presented by the administrative body or adopted by the meeting chairman, regardless of the proposer, is put to the vote the voting instructions given herein replace the previous ones.

14. If an alternative resolution to that previously voted which has not obtained the majority of votes required for its approval is put to the vote, the voting instructions, where present, incorporate the previous ones. The appointing person may indicate voting intentions on the alternative proposals presented and such instructions are binding on the Designated Representative who will express the vote only if the proposer has the characteristics indicated in the relevant voting instruction. The various voting instructions expressed in relation to the characteristics of the proposers may also be identical to one another.

Legislative Decree no. 58/98 (TUF)

Art. 135-decies

(Conflict of interests of the representative and substitutes)

1. A proxy may be conferred on a representative having a conflict of interests provided that the representative notifies the shareholder in writing of the circumstances giving rise to said conflict and provided that there are specific voting instructions for each resolution for which the representative has to vote on the shareholders' behalf. The representative is responsible for providing proof that he/she has informed the shareholder of the circumstances giving rise to the conflict of interests.

2. For purposes of this article, a conflict of interests exists in any case where the representative or the substitute:

a) controls, even jointly, the company or is controlled by it, even jointly, or is subject to joint control with the company;

b) is associated with the company or exerts significant interest over it;

c) is a member of the administrative or supervisory body of the company or of the parties indicated in letters a) and b);

d) is an employee or auditor of the company or of the parties indicated in letter a);

e) is the spouse, relative or related to within the fourth degree to the parties indicated in letters a) to c);

f) is linked to the company or to the parties indicated in letters a), b), c) and e) by self- employment or subordinated employment relationships or by other financial relationships that could compromise his independence.

3. The replacement of the representative with a substitute having a conflict of interests is permitted only if the substitute has been indicated by the shareholder. In this case paragraph 1 applies The representative continues to be responsible for the disclosure requirements and related burden of proof.

4. This article also applies if shares are transferred by power of attorney.

Art. 135-undecies

(Representative designated by a company with listed shares)

1. Unless otherwise provided in the Articles of Association, companies with listed shares designate for each shareholders' meeting a person on whom shareholders can confer, by the end of the second open market day prior to the date fixed for the shareholders' meeting in first or sole call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy is only effective for proposals for which voting instructions have been conferred.

2. The proxy is conferred by signing a proxy form the contents of which are governed by a Consob regulation. Conferment of the proxy does not entail costs for the shareholder. The proxy and voting instructions may always be revoked by the date indicated in paragraph 1.

Shares for which the proxy has been conferred, even in part, are counted for purposes of the proper constitution of the shareholders' meeting. In relation to proposals for which voting instructions have not been conferred, the shareholder's shares are not counted for purposes of calculating the majority and capital quota required for the approval of resolutions.
 The person designated as representative is required to report any interests which he/she has on his/her own account or on behalf of third parties regarding the proposed resolutions on the agenda. He/she also maintains confidentiality on the contents of the voting instructions received up to the start of the scrutiny, except when disclosing such information to his/her employees and ancillary staff, who are subject to the same confidentiality obligation.

5. With the regulation indicated in paragraph 2, Consob may establish those circumstances under which a representative who does not find him/herself in one of the conditions indicated in article 135-*decies* may express a vote different from that indicated in the instructions.

Civil Code

Art. 2393

(Corporate liability action)

1. The liability action against the directors is brought following a resolution of the shareholders' meeting, even if the company is in liquidation.

2. The resolution concerning directors' liability may be taken when the financial statements are under discussion, even if it is not listed on the agenda of items to be discussed, when the events concern the year to which the financial statements refer.

3. The liability action may also be brought following a resolution of the board of statutory auditors, taken by majority vote of two thirds of its members.

4. The action may be taken within five years from when the director leaves office.

5. The liability action resolution entails the removal from office of the directors against whom it is brought provided that it is taken with the favourable vote of at least one fifth of the share capital. In this case the shareholders' meeting provides for their replacement.

6. The company may choose not to take liability action and may settle, provided that the waiver and settlement are approved by express resolution of the shareholders' meeting, and provided that there is not a vote against by a minority of shareholders representing at least one fifth of the share capital or, in companies with recourse to the risk capital market, at least one twentieth of share capital or the quota contemplated in the articles of association for taking corporate liability action pursuant to paragraphs one and two of article 2393bis .

PROTECTION OF PERSONS AND OTHER PARTIES IN RELATION TO THE HANDLING OF PERSONAL DATA

POLICY STATEMENT PURSUANT TO ART. 13 OF DECREE LAW 196 OF 30.6.2003

Pursuant to art. 13 of legislative decree n°19 6 of 30 June 2003, containing the code on the matter of personal data handling (hereunder: "the Code") Servizio Titoli S.p.A. (hereunder: "ServizioTitoli") in its capacity as controller of personal data (the "Data") wishes to inform you of the following.

1. PURPOSE OF THE DATA HANDLING

The Data provided will be handled by Servizio Titoli, with the support of electronic and/or paper media, for the following purpose:

a) fulfilment of the obligations concerning representation in the shareholders' meeting and for expressing the vote of the party represented in accordance with the instructions given by same to Servizio Titoli;

b) fulfilment of the obligations provided for by laws, regulations and community legislation, or instructions given by Regulatory Authorities and Bodies or administrative practices.

The conferment of the data and its handling by Servizio Titoli for such purposes, required to manage the contractual relationship or related to the fulfilment of legislative obligations, is obligatory and hence does not require explicit consent, as without it Servizio Titoli would be unable to establish and manage such relationship.

The Data may be accessed only by those persons within Servizio Titoli who need it by virtue of the activities and duties they perform. Said persons, whose number will be kept to the essential minimum, handle the data in their capacity as "data officers", are appointed for this purpose and are properly trained to avoid losses, destruction, unauthorized access or prohibited handling of the data.

The Data Controller is Servizio Titoli, in the person of the director delegated to the function.

2. DISCLOSURE OF DATA TO THIRD PARTIES

Servizio Titoli may disclose the Data for the same purposes for which it has been collected to Regulatory and Supervisory Authorities and Bodies, or other parties indicated by them, under orders issued by them, or prescribed by laws, including community laws, by regulations or by administrative practices

3. HANDLING METHODS

Servizio Titoli handles the Data of interested parties in a lawful and correct manner and in such a way as to ensure its confidentiality and security. The handling – which includes the collection and any other operation covered by the definition of "handling" pursuant to art. 4 of the Code (including, by way of example but without limitations, recording, organization, processing, communication, storage, destruction of Data) - is carried out using manual, computer and/or ICT tools, with organisational procedures and systems strictly related to the purposes indicated.

The Data is kept for the time strictly necessary for the purposes for which it has been collected, in accordance with the law and any provisions of the Autorità Garante.

4. EXERCISE OF RIGHTS

Interested parties may enforce their rights, based on art. 7 of the Code which states, amongst other things, that the interested party may ask for access to his/her Data, obtain a copy of the information handled and, if so required, have the details updated, rectified, supplemented, deleted or blocked, as well as object, in whole or in part, for legitimate reasons, to the handling of the Data concerning him/her.

The interested party may enforce the above rights by contacting, in the manner provided for by the law, Servizio Titoli S.p.A., via Mascheroni 19, 20145 Milan, for the attention of the Data Controller or Data Supervisor, as identified above.

This policy statement was updated in November 2011.

Servizio Titoli S.p.A.