

This text is a summary of the “Verbale riunione CdA 25 settembre 2014” available on the web site www.finmeccanica.com, “Governance/Board of Directors/Resolutions”.
For any conflict or discrepancy between this Summary and the “Verbale riunione CdA 25 settembre 2014”, the last shall prevail.

FINMECCANICA – SOCIETÀ PER AZIONI

25 September 2014

Meeting of the Board of Directors

SUMMARY OF THE RESOLUTIONS

“Amendments to the Bylaws”.

Decree no. 108 issued by the President of the Council of Ministers on 6 June 2014, in force as of 15 August 2014, identified a new list of activities of strategic importance for the national defence and security system for the purposes of the exercise of the special powers of the State pursuant to the Law 11 May 2012 no. 56 converting Decree Law 15 March 2012 no. 21 ("Special powers for corporate structures in the national defence and security industry, and activities of strategic importance in the energy, transport and communications industry").

The aforementioned Decree no. 108 repealed the previous Decree no. 253 issued by the President of the Council of Ministers on 30 November 2012.

The Board of Directors, who has the power to adopt resolutions on the adaptation of the Bylaws to legislative changes as provided for by Article 24.1 d) of the Bylaws and Article 2365, paragraph 2, of the Civil Code, was convened to adopt further amendments to the Bylaws. Such amendments relate to the elimination of the normative reference to the old Decree no. 253 from the Articles 5.1ter, 16.7 and 22.4 of the By-Laws and the integration of such Articles with a general reference to the implementing provisions relating to the special powers of the State.

The Board of Directors

PASSED RESOLUTION

- to approve amendments to the Bylaws due to the repeal of the Decree no. 253 issued by the President of the Council of Ministers on 30 November 2012, by the elimination of the normative reference to the repealed Decree no. 253 from the Articles 5.1ter, 16.7 e 22.4 of the Company's By-Laws and the integration of such Articles with a general reference to the implementing provisions relating to the special powers of the State;
- to file the present resolutions with the Italian office of the register of enterprises and fulfil any other obligations as required.

The new versions of the Articles 5.1ter, 16.7 e 22.4 of the Bylaws are hereinafter reproduced:

Art. 5.1ter

Under Article 1, paragraph 5 of Decree-law no. 21 of 15 March 2012 converted with amendments into Act no. 56 of 11 May 2012, and pursuant to the related implementing provisions, along with any regulations issued in implementation of the aforementioned provisions, anyone (with the exception of the Italian State and Italian public bodies or entities under governmental control) who holds a stake in the share capital above the threshold provided for in Article 120, paragraph 2, of Legislative Decree no. 58/98 as amended or a stake exceeding the thresholds of 3%, 5%, 10%, 15%, 20% and 25%, is required to notify the acquisition made to the Presidency of the Council of Ministers or to any other governmental body in charge pursuant to the regulations currently in force, under the terms and in the manner established by Decree-law no. 21 of 15 March 2012 converted with amendments into Act no. 56 of 11 May 2012. This in order to allow the Presidency of the Council of Ministers or any other governmental body in charge pursuant to the regulations currently in force to exercise the special powers provided

for by the above mentioned laws in case of threat of serious prejudice to the fundamental interests of national defence and security.

Art. 16.7

The resolutions of the General Meeting subject to the exercise of the special powers for matters of national defence and security under Decree-law no. 21 of 15 March 2012 converted with amendments into Act no. 56 of 11 May 2012 and related implementing provisions, shall be adopted and implemented in compliance with the provisions of such regulations.

Art. 22.4

The resolutions of the Board of Directors subject to the exercise of the special powers for matters of national defence and security under Decree-law no. 21 of 15 March 2012 converted with amendments into Act no. 56 of 11 May 2012 and related implementing provisions, shall be adopted and implemented in compliance with the provisions of such regulations.