

FINMECCANICA – Società per azioni
Registered office: 4 Piazza Monte Grappa, Rome
Full paid-up share capital Euro 1,870,877,316.00
Companies' Registry of Rome. Registered No and Tax No 00401990585
V.A.T. No 00881841001

**NOTICE OF CALL
OF THE ORDINARY SHAREHOLDERS' MEETING**

The Company's Shareholders are hereby invited to attend the Ordinary Shareholders' meeting to be held on June 5, 2008 at 11,00 a.m. on the first call, and if need be, on June 6, 2008 at 11,00 a.m., in the second call, in Rome at the *Centro Convegni Matteo Ricci*, Piazza della Pilotta n. 4, to resolve on the following

Agenda:

1. Annual Financial Statements for the year ended 31 December 2007; Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; related resolutions.
2. Designation of the number of members of the Board of Directors.
3. Designation of the term of office of the Board of Directors.
4. Appointment of the Board of Directors.
5. Appointment of the Chairman of the Board of Directors.
6. Indication of the emoluments of the Board of Directors.

As provided for by article 13.1 of the By-Laws, may attend the meeting all Shareholders for whom an authorized intermediary has sent the requested communication at least two days before the date set for the meeting, according to the applicable law and regulations. In addition, according to the above mentioned Article 13.1, the shares deposited must not be withdrawn before the meeting has taken place.

Shareholders with shares not yet certificated may attend the meeting if their share certificates have been sent to an authorized intermediary, in due time for these to be placed in the central management system for uncertificated securities.

Appointment of the Board of Directors

Shareholders are reminded that the appointment of the Board of Directors will take place according to article 18 of the By-Laws, to which we refer.

Pursuant to the above mentioned article of the By-Laws, we specify as follows:

- Directors are appointed by the Shareholders' Meeting on the basis of the lists submitted by Shareholders and by the outgoing Board of Directors. Candidates on these lists must be listed in sequential order;
- Directors who for any reason are not appointed by the list voting system will be elected by the Ordinary General Meeting, deciding by statutory majority;
- in addition to the Directors as above appointed by the Shareholders' Meeting, a Director without voting rights could be appointed by the Italian Economy and Finance Minister, jointly with the Minister for Manufacturing (now the Minister for Economic Development) pursuant to Article 5.1 ter, subparagraph d) of the By Laws;

- lists must be filed by Shareholders at head office and published in at least three Italian national daily newspapers, two of which must be financial, at least 10 days prior to the date set for the Shareholders' Meeting at first convocation;
- each Shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he or she will be disqualified;
- only Shareholders who, either alone or together with other Shareholders, represent at least 1% of voting shares at the Ordinary General Meeting are entitled to submit lists;
- in order to prove possession of the number of shares necessary for the submission of lists, Shareholders must submit and/or send to head office, at least five days prior to the date scheduled for the meeting at first convocation, a copy of the documentation proving that they are eligible to take part in the meeting;
- at least two Directors must satisfy the independence criteria laid down for auditors by law (Article 148, paragraph 3 of Consolidation Act 58/1998); candidates who satisfy said independence criteria will be expressly identified;
- within the same time as that granted for the submission of lists, declarations shall be filed with each list in which each candidate accepts his or her candidacy and attests to the inexistence of any reasons of ineligibility or incompatibility, in addition to the existence of the requirements for office prescribed by the prevailing legislation, including satisfying the independence criteria laid down by the By-Laws, where applicable; Shareholders are also reminded that, being Finmeccanica registered in the special section of the general list of financial intermediaries referred to in Article 113 of Legislative Decree 385 of 1 September 1993, candidates for the office of Director must satisfy the requirements for good repute laid down by the Italian Minister of the Treasury, Budget and Economic Planning in Decrees 516 and 517 of 30 December 1998, in addition to requirements for good repute also provided for Directors of Listed Companies, pursuant to Article 147-*quinquies* of Consolidation Act 58/1998, by Minister of Justice's Decree 162 of 30 March 2000.

In consideration of the fact that a maximum of 12 members of the Board of Directors may be appointed by the Shareholders' Meeting and that, if Directors retire from office, the special co-opting system provided for by Article 18.5 of the By-Laws applies (which stipulates that priority should be given to non-elected candidates on the same list as the outgoing Director), Shareholders are asked to include a sufficient number of candidates on their lists.

For the appointment of Directors elected by list voting, Article 18.4 of the By-Laws also states that:

- each person entitled to vote may only vote for one list;
- two thirds of the Directors to be elected will be taken from the list that receives the most votes from Shareholders, according to the order in which they appear on the list (rounded down to the nearest whole number where necessary);
- the remaining Directors will be taken from other lists in accordance with the procedures set forth in section 8, subparagraph b) of Article 18.4;
- if following the application of the aforementioned procedure the minimum number of two independent Directors required by the By-Laws has not been appointed, the number of votes to be allocated to each candidate will be

calculated according to the system indicated in Article 18.4, section 8, subparagraph b); candidates not yet taken from the lists in accordance with subparagraphs a) and b) of Article 18.4 and who satisfy the independence criteria and who have obtained the highest number of votes will be elected, replacing those non-independent Directors who received the lowest number of votes. A sufficient number of these candidates should be appointed so that the By-Laws are complied with. If there are insufficient candidates to fulfil the minimum requirement of two independent Directors, the Shareholders' Meeting will replace those candidates who do not satisfy the independence criteria and who have obtained the lowest number of votes, deciding by statutory majority.

In accordance with the guidelines of the Corporate Governance Code for Listed Companies on the submission of lists, the Board of Directors recommends that Shareholders deposit their lists at head office at least 15 days prior to the date of the Shareholders' Meeting at first convocation.

In accordance with the Corporate Governance Code for Listed Companies and Article 144-octies of Consob Regulation 11971/1999, Shareholders are also reminded that a CV should be submitted together with each list containing detailed information about the personal and professional characteristics of candidates, including their suitability to be qualified as "independent" within the meaning of Article 3 of the Corporate Governance Code, where applicable.

The outgoing Board of Directors has refrained from submitting its own list of candidates according to Article 18.4 of the By-Laws.

The lists, with the information about the characteristics of candidates, will be promptly published on the Company's web site (www.finmeccanica.it).

The Board of Directors' Reports on the items on the agenda will be available from the Company's head office and from Borsa Italiana S.p.A. within the terms set forth by the applicable law and regulations and Shareholders may request a copy thereof.

The Reports will also be available on the Company's web site (www.finmeccanica.it).

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Pier Francesco Guarguaglini)