



**Ordinary Shareholders' Meeting
2 and 15 April 2013 (First and Second call)**

**Report of the Board of Directors
on the sole item on the Agenda**

Disclaimer

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Report of the Board of Directors on the sole item on the Agenda

Integration of the Board of Directors; resolutions related thereto

Dear Shareholders,

On 21 September 2012, Mr. Franco BONFERRONI, appointed as Director by the Shareholders' Meeting of 4 May 2011, resigned from his office of Director of the Company. The Board, following its due evaluation, deemed appropriate not to make use of the co-optation procedure pursuant to art. 18.5 of the Company's Articles of Associations and to submit to the Shareholders' Meeting any decision relating to his replacement. In this regard, the Board of Directors, in its meeting held last 13 February, resolved to submit to a specific Shareholders' Meeting the decision on the integration of the Board of Directors, establishing, for this purpose, to hold the Meeting on 2 and 15 April 2013 (respectively for first and second call).

On 15 February 2013, Mr. Giuseppe ORSI resigned from his office of Director and, consequently, of Chairman of the Board of Directors. Mr. Orsi has been appointed Director by the Shareholders' Meeting held on 4 May 2011, and therefore his office would have ceased on the date of approval of 2013 financial statements by the Ordinary Shareholders' Meeting. Subsequently, Mr. Orsi had also been appointed Chairman of the same Board of Directors during the Board's meeting held on 1 December 2011. During the meeting held on 21 February 2013, the Board of Directors, after having acknowledged Mr. Orsi's resignation, deemed appropriate not to make use of the co-optation procedure pursuant to art. 18.5 of the Company's Articles of Association and to submit to the Shareholders' Meeting any decision relating to his replacement. The Board of Directors therefore resolved to call the Shareholders' Meeting to resolve upon the replacement of the resigning Directors.

Mr. ORSI and Mr. BONFERRONI had both been chosen among the candidates of the list that obtained the majority of votes. Please note that it will not be possible to appoint the new Directors according to the terms provided by art. 18.5 of the Company's Articles of Associations, *id est* choosing two nominatives from the same list to which Mr. ORSI and Mr. BONFERRONI belong, given that said list fails to contain the names of any possible candidates who have not already been previously elected.

Furthermore, pursuant to art. 2386 of the Italian Civil Code, at the Shareholders' Meeting the office of Mr. Ivanhoe LO BELLO will expire. Mr. Lo Bello had been co-opted by the Board of Directors during the meeting held on 16 May 2012 following the collection of suggestions suitable to ensure proper representation of the interests of the minority Shareholders, to replace Mr. Marco IANSITI, appointed by the Shareholders' Meeting of 4 May 2011 among the candidates of the minority list from which, during the co-optation procedure, had not been possible to choose another nominative, given that said list failed to contain the names of any possible candidates who had not already been previously elected.

In this regard, the Board proposes to confirm Mr. Ivanhoe LO BELLO as Director. The *curriculum vitae* of Mr. Ivanhoe LO BELLO is available on the website of the Company

(www.finmeccanica.it, in the section Investor Relations/Corporate Governance, Corporate Bodies area).

With regard to the foregoing, we would ask you to elect three members of the Board of Directors, according to the majorities provided by the law, in order to restore the number of members of the Board of Directors set forth by the Shareholders' Meeting of 4 May 2011 (eleven).

The office of the three new members of the Board of Directors shall cease on the same date of the office of the Directors currently appointed and therefore with the Shareholders' Meeting called to approve the financial statements as at 31 December 2013.

The Shareholders, in compliance with the provisions of art. 16 of the Regulation of the Shareholders' Meeting, may propose nominees by submitting, during the Meeting, the following documentation:

- a statement in which the individual in question accepts his/her candidacy and certifies, under his/her own responsibility, that there are no grounds for his/her ineligibility or incompatibility of offices, and that he/she possesses the due requirements for office as called for by the law in force and by the Articles of Association (including the possible possession of the requirement of independence called for by the Articles of Association as well as the possible suitability to be qualified as "independent" pursuant to art. 3 of the Self-Regulatory Code for Listed Companies), and in particular meets the good repute requirements for listed companies' Directors as set out by the Italian Ministry of Justice Decree no. 162 of 30 March 2000, pursuant to art.147-*quinquies* of the Italian Legislative Decree no. 58/98;
- a "curriculum vitae" containing the nominee's personal and professional details.

Please also note that, pursuant to the new art. 126-*bis* of the Italian Legislative Decree no. 58/98, the Shareholders that, individually or jointly, represent at least one-fortieth of the corporate capital of the Company may submit, before the Shareholders' meeting, motions on items already on the agenda, within the terms and in compliance with the conditions provided for by the aforementioned art. 126-*bis* of the Italian Legislative Decree no. 58/98. In the light of the above, with regard to the sole item on the agenda of the Shareholders' Meeting, the following documentation shall be submitted to the Company, by fax at the number +390632657172 or to the certified e-mail address assemblea@pec.finmeccanica.com, within and absolutely no later than 10 days from the issue of this report:

- a statement in which the individual in question accepts his/her candidacy and certifies, under his/her own responsibility, that there are no grounds for his/her ineligibility or incompatibility of offices, and that he/she possesses the due requirements for office as called for by the law in force and by the Articles of Association (including the possible possession of the requirement of independence called for by the Articles of Association as well as the possible suitability to be qualified as "independent" pursuant to art. 3 of the Self-Regulatory Code for Listed Companies), and in particular meets the good repute requirements for listed companies' Directors as set out by the Italian Ministry of Justice Decree no. 162 of 30

March 2000, pursuant to art. 147-*quinquies* of the Italian Legislative Decree no. 58/98;

- a “curriculum vitae” containing the nominee’s personal and professional details;
- a certificate attesting the ownership of the shareholding at the date of submission of the request;
- a report explaining the proposal of resolution on the sole item on the agenda of the Shareholders’ Meeting “Integration of the Board of Directors; resolutions related thereto”.

On behalf of the Board of Directors
The Vice President
(Adm. Guido Venturoni)