



SHAREHOLDERS' MEETING GUIDE
29 and 30 MAY 2013

QUESTIONS AND ANSWERS



SHAREHOLDERS' MEETING GUIDE 29 and 30 MAY 2013

General Information

The Shareholders' Meeting is called in ordinary session on 29 May and 30 May 2013 in first and second call respectively at 10,30 in Rome, at Finmeccanica Group Services S.p.A., Via Piemonte 60 – 00187

Shareholders are entitled to examine all the documents filed at the registered office and to obtain copies thereof.

For information pertaining to the Shareholders' Meeting inquirers may phone at the toll free number +44.203.02.69.118 and consult the Company's website.

For any further information regarding the Shareholders' Meeting and the exercise of the relevant rights, Shareholders may also phone at +39 06 45417401 (Servizio Titoli S.p.A.).



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The agenda

The ordinary Shareholders' Meeting has been called to discuss and resolve upon the following agenda:

1. Separate Financial Statements at 31 December 2012; presentation of the Consolidated Financial Statements at 31 December 2012; Report of the Board of Directors, Report of the Board of Statutory Auditors and Independent Auditors' Report. Resolutions related thereto.
2. Remuneration Report: resolutions pursuant art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.
3. Integration of the Board of Directors. Resolutions related thereto.
 - 3.1 Replacement of a resigned Director.
 - 3.2 Replacement of a resigned Director.

[DOWNLOAD THE NOTICE OF CALL](#)

The required quorum

The ordinary Shareholders' Meeting is validly established in first call whether at least half of the corporate capital is represented, whilst no quorum is provided for second call.

The ordinary Shareholders' Meeting, in both first and second call, adopts decision with the favourable votes of the absolute majority of the attending Shareholders'.

Which subjects have the right to attend the Meeting?

In accordance with Article 83-*sexies* of Legislative Decree no. 58/98 and Article 13 of the Company's Articles of Association, Shareholders are entitled to attend the Shareholders' Meeting and exercise their voting right subject to the receipt by the Company of a notice by an intermediary approved under current regulations, certifying that the Shareholders concerned have the right to vote on the basis of an assessment of the accounting records as of the closure of the accounts on the seventh market business day prior to the date of the Meeting in first call (20 May 2013), referred to as the "record date".

The notification must reach the Company by the end of the third market business day prior to the day set for the Meeting in first call (and therefore by 24 May 2013). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received prior to the start of the Meeting. Credit and debit transactions recorded in accounts after 20 May 2013 (record date) are not relevant for the purposes of the exercise of the right to vote. Therefore those who are shown to be the holders of shares only following the aforesaid date will not have the right to attend the Meeting and vote.

May the holders of shares that are not dematerialised attend the Meeting?

The holders of shares that have not yet been dematerialized may only exercise their right to attend the Meeting by delivering their share certificates to an authorized intermediary, in due time to allow the certificates to be entered in the centralized dematerialization management system.

Additions to the items on the agenda and submission of motions

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one-fortieth of the share capital may, within ten days following the publication of this notice (and therefore within and absolutely not later than 9 May 2013), request additions to the items on the agenda or, within the same time limit, submit motions additional to those already on the agenda, stating the additional items and motions in their application. No additions may be considered for those matters in relation to which the Meeting can deliberate only, as prescribed by law, if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98.

Applications must be presented in writing by the Shareholders who propose the additions and must be sent via fax to + 39 06 32657172 or to the certified e-mail address assemblea@pec.finmeccanica.com, together with satisfactory documents issued by an intermediary attesting the ownership of the aforementioned shareholding as of the date of the application.

Within the aforementioned time limit and in the manner specified above, the Shareholders proposing the additions must send a report explaining the reason for motions concerning new subjects that they suggest be considered or the reason for the additional motions regarding items already on the agenda.

The Company provides information regarding any additions to the agenda or additional motions regarding items already on the agenda in the same form as that laid down for the publication of this meeting notice, at least fifteen days prior to the day set for the Meeting in first call (and therefore within 14 May 2013).

At the same time as it announces additions to the agenda or additional motions regarding items already on the agenda, the Company makes public, in accordance with the procedures provided for in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98, the additional motions regarding items already on the agenda, the Shareholders' reports, as well as any observations on the part of the Board of Directors.

In accordance with Article 126-*bis*, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may individually submit motions to be considered in the Shareholders' Meeting regarding the items on the agenda.

Can I dispose of my shares before the Meeting?

In accordance with Article 83-sexies of Legislative Decree no. 58/98, credit and debit transactions recorded in accounts after the accounting of the seventh market business day prior to the date of the Meeting in first call (20 May 2013) are not relevant for the purposes of the exercise of the right to vote at the Shareholders' Meeting. Therefore, following such date, the person entitled of the right to vote will be free to dispose of the shares held.

Documents relating to the Meeting

In accordance with current law, the documents pertaining to the Shareholders' Meeting (also with regard to the provisions of art. 125-*quarter* of Legislative Decree No.58/98), including the Board of Directors' explanatory Reports and the motions on the items on the agenda, are made available to the public within the terms provided by the existing provisions of law at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.finmeccanica.it, in the section "Shareholders' Meeting."

[GO TO THE DOCUMENTS](#)

What do I have to do to attend the Meeting?

To attend the Meeting:

- It is sufficient to go to the authorized financial intermediary (Bank, Manager, Broker) where the Finmeccanica ordinary shares held are deposited and require the issue of the notice for the attendance to the Shareholders' Meeting.
- The Company recommends to produce copy of the notice at the attendance to the Shareholders' Meeting.
- Due to the fact that each intermediary follows different operating procedures, it is advised not to request the delivery of the notice to be submitted to the Company during the last available days and to inquire about the timing provided for such operation in the deposit agreement.

To attend the Shareholders' Meeting it is also necessary to submit a valid identification document, for the completion of the administrative operations.

How can I appoint a representative for the Meeting?

Voting by proxy

All persons having the right to attend the Shareholders' Meeting may be represented by issuing a written proxy in accordance with current regulations. The proxy form, available on the Company's website (www.finmeccanica.it), and at the Company's registered office, may be used for this purpose. Proxy forms may be sent by recorded delivery to the Company at its registered office for the attention of "Finmeccanica S.p.a. – *Affari Legali, Societari e Compliance*", by fax to + 39 06 32657172 or to the certified e-mail address assemblea@pec.finmeccanica.com. If the delegate delivers or transmits a copy of the form to the Company, he must certify on his/her own responsibility that the copy is a true copy of the original and the identity of the person granting the proxy.

[DOWNLOAD
THE PROXY
FORM](#)

Shareholders' Representative designated by the Company

In accordance with Article 135-*undecies* of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Servizio Titoli S.p.A. as the entity to which Shareholders may grant a free proxy, with instructions on how to vote on all or some of the motions on the agenda. This entity must be delegated by signing the form drawn up for this purpose available on the Company's website (www.finmeccanica.it) or at the Company's registered office, and must reach Servizio Titoli S.p.A. as prescribed in the *Avvertenze per la compilazione e la trasmissione* ("Notes for compilation and transmission") to be found on the above mentioned form, within the second market business day prior to the day set for the Shareholders' Meeting in first call or second call (and therefore within 27 May 2013, or within 28 May 2013 in case of second call). The proxy granted in this way will only be effective with regard to the motions for which voting instructions have been given. The proxy and voting instructions are revocable within the same time limits (and therefore within 27 May 2013, or within 28 May 2013 in case of second call).

Proxies to the Shareholders' Representative must reach Servizio Titoli S.p.A. in the original at its Rome office, Via Monte Giberto 29 - 00138, if necessary sending an advance copy with a declaration of conformity to the original by fax to 06 45417450 or as an attachment to an e-mail message to ufficioroma@pecserviziotitoli.it.

[DOWNLOAD THE
PROXY FORM FOR
DESIGNATED
REPRESENTATIVE](#)

The Designated Representative will be at the disposal of Shareholders for any necessary information and clarification from 29 April 2013 on telephone number 06 45417413 or at e-mail address infofinmeccanica@serviziotitoli.it.

Can I ask questions to the Company before the Meeting?

Those who have voting rights may ask questions regarding the items on the agenda even before the Shareholders' Meeting. Questions must reach the Company within the third day prior to the date of the Meeting in first call (and therefore within 26 May 2013), in accordance with Article 127-ter of Legislative Decree no. 58/98, together with the inquirer's personal details (surname and forename, place and date of birth, tax code and all the information required for identification if the inquirer is an entity or a company) and the certificate attesting title to the shares concerned as of 20 May 2013 (record date).

Questions must be sent by recorded delivery to the Company's registered office for the attention of "Finmeccanica S.p.a. – *Affari Legali, Societari e Compliance*", by fax to + 39 06 32657172 or to the certified e-mail address assemblea@pec.finmeccanica.com.

Questions that are received before the Shareholders' Meeting and within the time limit specified above will be answered at the latest during the Meeting; the Company reserves the right to provide a single answer to questions with the same content.

The Company will not take questions into consideration that are not strictly connected with the items on the Meeting agenda or any to which there is an answer already available in the *Domande e Risposte* ("Questions and Answers") section of the Company's website (www.finmeccanica.it).

[Can I have information on the first item on the agenda concerning Financial Statements at 31 December 2012?](#)

The Board of Directors has decided to submit to the Shareholders' Meeting for the approval of the financial statement for the Year 2012, that ended with a loss of Euro 700,041,525.36.

In light of this, the Board of Directors has decided to propose at the shareholders' meeting, called in order to approve the Board of Directors' report and financial statement as of December 31st, 2012, to cover, together with the 2011 loss carried forward of Euro 1,375,550,757.22, through the use of available reserves as indicated below:

Euro 1,375,550,757.22 through the use of the retained earnings reserve;

Euro 585,330,999.34 through the use of the entire share premium reserve;

Euro 114,710,526.02 through the use of the merger surplus reserve.

The Board of Directors has decided not to propose to the Shareholders' Meeting the distribution of dividends as for the year 2012.

[DOWNLOAD THE REPORT OF THE BOD](#)

Can I have information on the second item on the agenda concerning Remuneration Report?

The Shareholders' Meeting is called to express, through non-binding resolution, its vote on the first section of the Report on the remuneration provided in Article 123-ter, paragraph 3, of Legislative Decree no. 58/98 which illustrates the Company's policy on remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities, and the procedures used for the adoption and implementation of this policy.

With the proposed resolution not binding on the second item of agenda, the Board of Directors proposes to the General meeting issue an option in its favor in the first section of that Report.

[DOWNLOAD THE REPORT OF THE BOD](#)

Where can I find information concerning the Remuneration Policy?

On the website www.finmeccanica.it is available the Remuneration Report prepared in accordance with Article 123-ter D. Decree no.58/98 (*TUF-Testo Unico della Finanza*) and in accordance with Article 84-quater by Consob no. 11971/1999 Regulation (*Regolamento Emittenti*).

In particular, the first section of the report discusses the remuneration policy adopted starting in 2013, presenting the criteria and guidelines adopted by the Company in reference to the remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities. This section is subject to non-binding resolution by the General Shareholders' Meeting, pursuant to paragraph 6, Article 123-ter TUF.

The second section shows analytically and in registered form the payment actually paid or attributed during the year 2012 to members of the Administrative and Supervisory Bodies, General Managers and any other Executives with strategic responsibilities.

[DOWNLOAD THE REMUNERATION REPORT](#)

[Can I have information on the third item on the agenda concerning the integration of the Board of Directors ?](#)

The Meeting is called to provide for the integration of the Board of Directors by means of two different resolutions: the first one (point 3.1) concerning the replacement of the resigned Director Mr. Franco BONFERRONI; the second one (point 3.2) concerning the replacement of the resigned Director Mr. Giuseppe ORSI. All of the above, in order to restore the number of members of the Board of Directors determined in 11 (eleven) by the Shareholders' meeting held on 4 May 2011.

Being this a mere integration of the Board of Directors already appointed, the list voting mechanism shall not apply. The appointment shall, therefore, take place, according to the majority provided by the law.

Since the Board of Directors did not submit any candidacy proposal for the replacement of the two resigned Directors, proposals submitted by the Shareholders shall be voted.

The office of the new members of the Board of Directors shall cease on the same date of the office of the Directors currently in charge and therefore on the date of the Shareholders' Meeting called to approve the Financial Statements at 31 December 2013.

[DOWNLOAD THE REPORT OF THE BOD](#)

Is it possible to submit candidates for the office of Director?

Before the Shareholders' Meeting

Shareholders that, individually or jointly, represent at least one-fortieth of the corporate capital of the Company may submit candidates before the Shareholders' Meeting within the terms and according to the conditions provided by Article 126-bis of Legislative Decree no. 58/98, by delivering the documentations provided in the Report of the Board of Directors of the Company.

During the Shareholders' Meeting

Shareholders may submit candidates during the Shareholders' Meeting by delivering the documentations provided in the Report of the Board of Directors of the Company.

* * *

The above mentioned proposals, in compliance with the provisions of Article 16 of the Shareholders' Meeting Rules, shall be voted according to their respective order of submission. In order for the mentioned resolutions to be validly adopted, each submitted proposal shall obtain the favourable vote of the absolute majority of the share capital represented by the Shareholders' attending the Meeting at the moment of the vote.

[DOWNLOAD THE REPORT OF THE BOD](#)

Finmeccanica's share capital

As of the date of the notice of call (29 April 2013), Finmeccanica's share capital is equal to € 2,543,861,738.00, represented by 578,150,395 shares, all ordinary shares with a nominal value of € 4.40 each.

[SEE THE SHARE CAPITAL](#)

Who are Finmeccanica's Shareholders?

Based on the outcome of the Shareholders' Book and of the other information available, approximately 30.2% of the corporate capital is held by the Ministry of Economy and Finance, approximately 46% by Italian and foreign institutional investors, and approximately 23.8% by individual investors.