

This text is a summary of the Shareholders' resolutions reported in the "Verbale Assemblea Straordinaria e Ordinaria" available on the web site Italian version, "Corporate Governance/Assemblea degli Azionisti/2016".

For any conflict or discrepancy between this summary and the "Verbale Assemblea Straordinaria e Ordinaria", the last shall prevail.

**Finmeccanica – Società per azioni**

Registered office in Rome, Piazza Monte Grappa 4

finmeccanica@pec.finmeccanica.com

Fully paid up registered capital € 2,543,861,738.00

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

**(in third and second call respectively)**

**28 April 2016**

**SUMMARY OF THE RESOLUTIONS**

The Shareholders of Finmeccanica – Società per azioni (hereinafter also the "**Company**"), convened on 28 April 2016 for an extraordinary (third call) and ordinary (second call) Meeting at the "Accademia Nazionale dei Lincei" in Rome, Via della Lungara, 230, have adopted the following resolutions.

**Extraordinary Session**

- Approval of the proposal submitted by the Board of Directors to amend the Article 1 of the By-laws providing to adopt: *i)* until 31 December 2016, the Company's name "Leonardo – Finmeccanica – Società per azioni" (abbreviated

form “Leonardo S.p.a.” or “Finmeccanica S.p.a.”) in order to grant the Company a time frame suitable to ensure the required continuity in relationship with foreign countries and *ii*) with effect from 1 January 2017, the company name “Leonardo – Società per azioni” (abbreviated form “Leonardo S.p.a.”).

Considering that the previous financial *holding* model is outdated, with the implementation of the new Organizational and Operational Model of the *One Company*, Finmeccanica has not only revised its structure to make it more consistent with the needs of customers and markets, and thus ready to support the specific mission of creating value for all the *stakeholders*, but it also intends to re-define its identity. And it is in this historical moment when Finmeccanica is changing direction, re-defining objectives and priorities, designing new models of development and has presented itself in a new role within the Country system that there is a need for a new name that represents and constitutes the first and most important point of synthesis between the profound true values that characterize the Group and support its strategies.

A name in which we identify deep roots, universality and a sense of the future. Leonardo represents our Italian history made of scientific achievements and technological excellence, the same way, in terms of intelligence, creativity and know-how from which to export our technological excellence in the world.

## Ordinary Session

1.1 Approval of the Report of the Board of Directors and the Finmeccanica S.p.a. Financial Statements at 31 December 2015.

Approval of the proposal submitted by the Board of Directors of allocating the 2015 net profit of Euro 443,927,396.53 as follows:

- Euro 22,196,369.83, equal to 5% of the net profit, to legal reserve;
- Euro 421,731,026.70 to retained earnings.

1.2 In consideration of the merger by incorporation into Finmeccanica S.p.a. with effect from 1 January 2016, approval of the Report of the Board of Directors and the Oto Melara S.p.A. Financial Statements at 31 December 2015, which close with a profit of Euro 21,893,564.

1.3 In consideration of the merger by incorporation into Finmeccanica S.p.a. with effect from 1 January 2016, approval of the Report of the Board of Directors and the Whitehead Sistemi Subacquei S.p.A. Financial Statements at 31 December 2015, which close with a loss of Euro 5,986,527.

2. Approval, by non-binding resolution, of the first section of the Remuneration Report concerning the Company Remuneration Policy of the members of the governing bodies, General Managers and all the Executives with Strategic Responsibility. The Remuneration Report was approved by the Board of Directors on 16 March 2016 pursuant to Articles 123-ter of Legislative Decree 58/98 and 84-quater of Consob Regulation 11971/99 and in accordance with the

recommendations of the Corporate Governance Code for listed companies.

3. Approval of the proposal submitted by the Board of Directors to renew the authorization - pursuant to and for the purposes of Article 2357 of the Italian Civil Code - to purchase and dispose of own shares intended to serve the needs related to the incentive/coinvestment Plans<sup>1</sup> up to a maximum of n. 2,000,000 ordinary shares of Finmeccanica for a period – as regards the purchase – of eighteen months from the date of the shareholders' resolution and - as regards the disposal of purchased shares - within the time limits required for the implementation of the Plans.

Revocation of the previous authorization to purchase adopted by the Shareholders' Meeting on 11 May 2015, otherwise expiring on 11 November 2016, as far as not already used.

4. Approval of the well-grounded proposal by the Board of Statutory Auditors in order to integrate the fees payable to KPMG SpA for € 1,889,550 for the year 2016 (against a supplemental commitment of 34,678 hours), € 1,819,550 for the

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<sup>1</sup> The characteristics related to the mentioned Plans are described in the Disclosure Documents approved by the Shareholders' Meeting on 11 May 2015, drawn up by the Company pursuant to Article 84-*bis* of the Consob Regulation no. 11971/99 ("Issuers Regulations").

year 2017 (against a supplemental commitment of 33,678 hours), € 1,670,447 for the year 2018 (against a supplemental commitment of 30.793 hours), € 1,320,447 for the year 2019 (against a supplemental commitment of 24,293 hours), and € 1,320,447 for the year 2020 ( against a supplemental commitment of 24,293 hours), for the performance of additional activities for the statutory audit of the financial statements for the financial years 2016 and following to be carried out in compliance with the provisions of Auditing Standard no. 240.

In line with the significant enlargement of the Auditors' duties and responsibilities in view of the new Company structure, resulting in the transformation of the Company from its previous form to a conglomerate company operating directly in the Aerospace, Defence and Security business.

5. Approval of the Shareholder Ministry of Economy and Finance's proposal for fixing the remuneration of the Statutory Auditors, for the remaining period of office expiring in 2017, as follows: € 80,000 before-tax per year to the Chairman and € 70,000 before-tax per year to each of the other Statutory Auditors.

In line with the provisions of section 2402 of the Italian Civil Code and in consideration to the business combination transactions relevant to the "One Company" project and, in particular, the merger by incorporation of Oto Melara S.p.A. and WASS S.p.A. into Finmeccanica S.p.a., and the partial spin offs of Alenia Aermacchi S.p.A., AgustaWestland S.p.A. and Selex ES S.p.A. in favour of Finmeccanica. In particular, Finmeccanica has changed its financial statements

from that of a holding company to an operational company with all the consequent complexities relevant to the new legal entity resulting from these transactions.