

FINMECCANICA – Società per azioni

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

28th April 2010 at 10,30 a.m. (1st call Extraord.)

29th April 2010 at 10,30 a.m. (1st call Ord.)

(2nd call Extraord.)

30th April 2010 at 10,30 a.m. (2nd call Ord.)

(3rd call Extraord.)

BOARD OF DIRECTORS' REPORTS

Agenda

Ordinary Session

1. Financial statements for the period ended on 31 December 2009; reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; consequent resolutions.
2. Proposal to adjust PricewaterhouseCoopers S.p.A.'s fee for the audit procedures related to the provisions of Legislative Decree n. 32/2007.
3. Amendments to Articles 2, 4, 5, 8, 9, 10, 13 and 16 of the Shareholders' Meeting Regulations, also in relation to Legislative Decree n. 27 of 27 January 2010.

Extraordinary Session

1. Amendment to Articles 1, 12 and 14 of the Articles of Association, also in relation to Legislative Decree n. 27 of 27 January 2010.

Disclaimer

These Reports have been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the Reports and the English version, the Italian version shall prevail, as the Italian version constitutes the official document.

Board of Directors' report on the first item on the agenda of the ordinary part of the meeting
Financial statements for the period ended on 31 December 2009; reports of the Board of
Directors, the Board of Statutory Auditors and the Independent Auditors; consequent
resolutions

Dear Shareholders,

The financial statements for the fiscal year 2009 that we are submitting for your approval reports a profit of 251,017,514.66 Euro, which we suggest you allocate as follows:

- 12,550,875.73 Euro, corresponding to 5% of the profit, to the legal reserve;
- a maximum of 237,041,661.95 Euro to the shareholders by granting a dividend of 0.41 Euro per dividend earning share, including the shares associated with any treasury share call options exercised in the framework of stock option plans;
- 1,424,976.98 Euro carried forward.

The amount of the proposed dividend, in line with that of the previous year, is based on the increase in the operating result for the period and preceding periods and is compatible with the cash flow generated by current operations during 2009.

In the light of the above, we ask you to approve the following

Agenda:

“The Ordinary Shareholders’ Meeting of FINMECCANICA Società per azioni:

- having regard to the Board of Directors’ report;
- having regard to the Board of Auditors’ report;
- having examined the financial statements for the period ended on 31 December 2009;
- having noted the report from PricewaterhouseCoopers SpA;

resolves

- to approve the Board of Directors’ report and the financial statements for the period ended on 31 December 2009;
- to approve the Board of Directors’ proposal to allocate the profit of 251,017,514.66 Euro as follows:
 - 12,550,875.73 Euro, corresponding to 5% of the profit, to the legal reserve;
 - a maximum of 237,041,661.95 Euro to the shareholders by granting a dividend of 0.41 Euro per dividend earning share, including the shares associated with any treasury share call options exercised in the framework of stock option plans;
 - 1,424,976.98 Euro carried forward.

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

Board of Directors' report on the second item of the agenda of the ordinary part of the meeting

Proposal to adjust PricewaterhouseCoopers S.p.A.'s fee for the audit procedures related to the provisions of Legislative Decree n. 32/2007

Dear Shareholders,

The Finmeccanica Ordinary Shareholders' Meeting of 23 May 2006 appointed PricewaterhouseCoopers S.p.A. to audit the accounts for the period from 2006 to 2011 in accordance with Legislative Decree 58/1998, as well as to carry out a limited audit of the half-year report and to prepare the annual and half-year reporting packages, for a fee equal to 550,000 Euro per financial year.

This fee was subject, among other things, to variation as envisaged in Consob Communication 96003556 of 18 April 1996, which referred to "the occurrence of exceptional and/unforeseeable circumstances", entitling the auditing firm to formulate an offer for an additional fee.

After the issue of Legislative Decree 32/2007, which amended the requirements concerning the contents of the directors' report and the structure and form of the auditing firm report, the auditing firm, in compliance with the provisions of Audit Principle 001, is also required to express an opinion on the coherence of the directors' report with the financial statements. Therefore, in the light of the additional audit procedures that are to be carried out compared with those originally envisaged in the offer of 15 March 2006, PricewaterhouseCoopers S.p.A. has prepared a request for an adjustment of its fees for the period from 2009 to 2011.

The additional amount requested for each financial year is 60,000 euro, with a commitment of 650 man hours.

Having noted this request, the Board of Directors points out that under Article 159, paragraph 1, of Legislative Decree 58 of 24 February 1998, auditing firms' fees must be determined by the Shareholders' Meeting on the basis of a reasoned proposal on the part of the control body.

The Board of Directors therefore refers the Meeting to the motion submitted by the Board of Auditors, published in the manner prescribed by law.

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

Board of Directors' report on the third item on the agenda of the Ordinary part of the meeting

Amendments to Articles 2, 4, 5, 8, 9, 10, 13 and 16 of the Shareholders' Meeting Regulations, also in relation to Legislative Decree n. 27 of 27 January 2010

Dear Shareholders,

You have been convened in Ordinary Session to deliberate amendments to the General Meeting Regulations in relation to some provisions of Legislative Decree 27 of 27 January 2010, which transposes Directive (EC) 2007/36 on the rights of shareholders of listed companies, and to deliberate some other amendments whose purpose is to lay down more precise rules for General Meeting proceedings.

Specifically, the proposed amendments are:

- **Article 2**

It is proposed to expressly provide that the General Meeting Regulations should be published on the Company's website, in addition to the indication of the date on which the amendments are made.

- **Article 4**

It is proposed to amend the first paragraph of the Article giving a more precise definition of the procedures for access to the meeting venue on the part of those entitled to attend, in line with the new legislation in this matter. Consequently, in the interest of a uniform style, it is proposed to amend the literal tenor of the second paragraph of the Article.

- **Article 5**

It is proposed to delete the provision in the fourth paragraph which now provides that an attendance sheet listing those who attend the meeting and stating the number of their shares should be prepared.

- **Article 10**

It is proposed to insert a provision, in line with the new legislation, regarding the procedures for replying to any questions the shareholders may put before the meeting.

- **Article 16**

It is proposed to delete a part of the fourth, fifth and sixth paragraph and replace them with a general clause regarding the counting of votes.

- **Articles 8, 9, 13 and 16**

Finally, it is proposed to take the opportunity to make some changes to improve style and to align some expressions to the literal tenor of the new legislation governing the procedures for attending General Meetings.

For the above reasons, we therefore ask you to approve amendments to Articles 2, 4, 5, 8, 9, 10, 13 and 16 of the General Meeting of Shareholders' Regulations as set out in the text below, which is compared with the previous version, the amendments being highlighted.

Current text	Proposed new text
<p style="text-align: center;">Article 1</p> <p>These regulations govern proceedings at Ordinary and Extraordinary General Meetings of the Shareholders of Finmeccanica – Società per Azioni, having its registered office at 4 Piazza Monte Grappa, Rome.</p>	<p style="text-align: center;">Article 1 UNVARIED</p>
<p style="text-align: center;">Article 2</p> <p>These regulations, ratified by the Ordinary General Meeting on 10 May 2000, are available to shareholders at the Company's head office and at the venues of General Meetings.</p>	<p style="text-align: center;">Article 2</p> <p>These Regulations, approved by the Ordinary Shareholders' Meeting on 10 May 2000 and afterwards amended by the Ordinary General Meeting of ... is available for consultation by shareholders is available at the Company's registered office, on the Company's website and the venues of General Meetings.</p>
<p style="text-align: center;">Article 3</p> <p>General Meetings may be attended by anyone with a right to take part in the meeting in accordance with the law and with the Articles of Association.</p> <p>Employees of the Company and its controlled companies whose presence is considered useful by the Chairman of the General Meeting in view of the business on the agenda or the nature of their work may also attend the General Meeting.</p> <p>Experts, financial analysts and journalists with permission to attend that particular meeting may take part in General Meetings with the consent of the Chairman of the General Meeting. Requests to attend meetings must reach the Company's head office in sufficient time before the meeting.</p>	<p style="text-align: center;">Article 3 UNVARIED</p>

<p style="text-align: center;">Article 4</p> <p>Anyone entitled to take part in General Meetings pursuant to Article 3, paragraph 1 hereinbefore must present the certificate issued in accordance with the regulations in force to Company representatives at the entrance to the venue of the General Meeting.</p> <p>Anyone entitled to take part in General Meetings pursuant to Article 3, paragraph 3 hereinbefore must present his credentials to Company representatives at the entrance to the venue of the General Meeting so that these may be examined.</p>	<p style="text-align: center;">Article 4</p> <p>Anyone entitled to take part in General Meetings pursuant to Article 3, paragraph 1 hereinbefore must present the certificate issued in accordance with the regulations in force to Company representatives at the entrance to the venue of the General Meeting.</p> <p>The persons referred to in paragraph 1 of Article 3 above are allowed access to the meeting venue after they have been identified and their right to attend has been verified.</p> <p>Anyone entitled to take part in General Meetings pursuant to Article 3, paragraph 3 hereinbefore is requested to present his credentials to Company representatives at the entrance to the venue of the General Meeting so that these may be examined.</p>
<p style="text-align: center;">Article 5</p> <p>Persons attending meetings in accordance with Article 3, paragraph 1 shall elect a Chairman if necessary under Article 15 of the Articles of Association.</p> <p>The Chairman of the General Meeting shall verify the legality of proxies and the right of the attendees to take part in the meeting in accordance with Article 14 of the Articles of Association.</p> <p>During the meeting, with reference to individual items on the agenda, the Chairman shall also verify the right of the attendees to take part to the discussion and to the vote on said items.</p> <p>An attendance sheet shall be prepared under the supervision of the Chairman identifying all attendees in connection with shareholdings and specifying the number of shares.</p> <p>Where necessary, the Chairman may appoint several scrutineers.</p>	<p style="text-align: center;">Article 5</p> <p>Persons attending meetings in accordance with Article 3, paragraph 1 shall elect a Chairman if necessary under Article 15 of the Articles of Association.</p> <p>The Chairman of the General Meeting shall verify the legality of proxies and the right of the attendees to take part in the meeting in accordance with Article 14 of the Articles of Association.</p> <p>During the meeting, with reference to individual items on the agenda, the Chairman shall also verify the right of the attendees to take part to the discussion and to the vote on said items.</p> <p>An attendance sheet shall be prepared under the supervision of the Chairman identifying all attendees in connection with shareholdings and specifying the number of shares.</p> <p>Where necessary, the Chairman may appoint several scrutineers.</p>
<p style="text-align: center;">Article 6</p> <p>No recording devices of any kind whatsoever, photographic equipment, video cameras, tape recorders or similar equipment may be brought into the premises where the General Meeting is held without the express authorisation of the Chairman.</p>	<p style="text-align: center;">Article 6</p> <p style="text-align: center;">UNVARIED</p>

<p style="text-align: center;">Article 7</p> <p>After establishing that the General Meeting is taking place in accordance with the abovementioned rules, the Chairman or, at his invitation, the Secretary, shall read the items on the agenda.</p>	<p style="text-align: center;">Article 7 UNVARIED</p>
<p style="text-align: center;">Article 8</p> <p>During the discussion of the items on the agenda, the Chairman, provided that the Meeting does not object, may proceed in a different order to that shown in the notice of meeting.</p> <p>The Chairman or, at his invitation, the Secretary or the Directors, shall present the items on the agenda.</p> <p>The Chairman shall moderate during the discussion, giving all those entitled to take part in the meeting the opportunity to speak pursuant to Article 9 hereinafter. The Chairman shall intervene to prevent any abuse.</p>	<p style="text-align: center;">Article 8</p> <p>During the discussion of the items on the agenda, the Chairman, provided that the Meeting does not object, may proceed in a different order to that shown in the notice of meeting.</p> <p>The Chairman or, at his invitation, the Secretary or the Directors, shall present the items on the agenda.</p> <p>The Chairman shall moderate during the discussion, giving all those entitled to take part in the meeting the opportunity to speak pursuant to Article 9 hereinafter, intervening – if necessary –. The Chairman shall intervene – to prevent any abuse.</p>
<p style="text-align: center;">Article 9</p> <p>All attendees in connection with shareholdings have the right to speak on each of the items under discussion.</p> <p>Anyone wishing to speak must request permission to do so from the Chairman or – if indicated by the latter – from the Secretary, submitting a written request indicating the item to which the request relates once the items on the agenda have been read.</p> <p>The Chairman may allow speakers' requests to be made by show of hands.</p> <p>Members of the Board of Directors, the Auditors and the Chief Executive may ask to take part in the discussion.</p> <p>The Secretary of the General Meeting and the senior management of the Company, in addition to the Directors, Auditors and Managers of Group Companies, may speak if this is deemed useful by the Chairman in view of the business under discussion.</p>	<p style="text-align: center;">Article 9</p> <p>All attendees in connection with shareholdings persons entitled to vote have the right to speak on each of the items under discussion.</p> <p>Anyone wishing to speak must request permission to do so from the Chairman or – if indicated by the latter – from the Secretary, submitting a written request indicating the item to which the request relates once the items on the agenda have been read.</p> <p>The Chairman may allow speakers' requests to be made by show of hands.</p> <p>Members of the Board of Directors, the Auditors and the Chief Executive may ask to take part in the discussion.</p> <p>The Secretary of the General Meeting and the senior management of the Company, in addition to the Directors, Auditors and Managers of Group Companies, may speak if this is deemed useful by the Chairman in view of the business under discussion.</p>
<p style="text-align: center;">Article 10</p> <p>The Chairman or, at his invitation, the Secretary of the General Meeting, the Directors, the Auditors or the Chief Executive shall reply to speakers at the end of each speech, or once all speakers have finished speaking with regard to the item in question.</p>	<p style="text-align: center;">Article 10</p> <p>The Chairman or, at his invitation, the Secretary of the General Meeting, the Directors, the Auditors or the Chief Executive shall reply to speakers at the end of each speech, or once all speakers have finished speaking with regard to the item in question.</p>

	<p>Replies are given to shareholders' questions that have been put before the General Meeting at the latest during the meeting itself; this may also be done organically for questions having the same content. This will apply unless the information requested is already available in FAQ form in the appropriate section of the Company's website.</p>
<p style="text-align: center;">Article 11</p> <p>The Chairman, in view of the purpose and significance of each item on the agenda, may determine the period of time – which in any case may not be more than 15 minutes – available to each speaker to make his speech. After this time, the Chairman may ask the speaker to finish within the following two minutes.</p> <p>Anyone who has already taken part in the discussion may ask to speak a second time for two minutes, also in order to provide explanations of votes.</p>	<p style="text-align: center;">Article 11 UNVARIED</p>
<p style="text-align: center;">Article 12</p> <p>The General Meeting usually takes place in a single session. During this session, the Chairman, if he considers it appropriate, and if the General Meeting does not object, may interrupt the proceedings for up to three hours.</p> <p>The Chairman shall adjourn the meeting in the case provided by Article 2374 of the Italian Civil Code and may do so in any other case where this is requested or considered appropriate and provided that the General Meeting does not object. If the meeting is adjourned, he shall at the same time set a date and time for the new meeting so that the proceedings may continue.</p>	<p style="text-align: center;">Article 12 UNVARIED</p>
<p style="text-align: center;">Article 13</p> <p>The Chairman is responsible for ensuring that order is maintained at the General Meeting so that the proceedings may take place correctly and without any abuse.</p> <p>For this purpose, unless the General Meeting objects, the Chairman may prevent participants from speaking in the following cases:</p> <ul style="list-style-type: none"> - if the speaker is not entitled to speak or continues to do so after the time allotted to him has elapsed; - if the speaker's contribution is patently unrelated to the item under discussion, and if he has been warned of same; 	<p style="text-align: center;">Article 13</p> <p>The Chairman is responsible for ensuring that order is maintained at the General Meeting so that the proceedings may take place correctly and without any abuse.</p> <p>For this purpose, unless the General Meeting objects, the Chairman may prevent participants from speaking in the following cases:</p> <ul style="list-style-type: none"> - if the speaker is not entitled to speak or continues to do so after the time allotted to him has elapsed; - if the speaker's contribution is patently unrelated to the item under discussion, and if he has been warned of same;

<p>- if the speaker makes inappropriate or insulting remarks; - in case of an obstructive attitude or incitement to violence or disorder.</p>	<p>- if the speaker makes inappropriate or insulting remarks; - in case of an obstructive attitude or incitement to violence or disorder.</p>
<p style="text-align: center;">Article 14</p> <p>If one or more persons present should prevent others from discussing or otherwise behave in such a manner as to create a situation that prevents the meeting from taking place in the proper way, the Chairman shall warn said person to refrain from such behaviour.</p> <p>If this warning is not heeded, the Chairman, unless the General Meeting objects, shall order the person given the warning to vacate the meeting room for the entire duration of the discussion</p>	<p style="text-align: center;">Article 14 UNVARIED</p>
<p style="text-align: center;">Article 15</p> <p>Once everyone has finished speaking, the Chairman shall conclude by declaring the discussion closed for that item on the agenda.</p>	<p style="text-align: center;">Article 15 UNVARIED</p>
<p style="text-align: center;">Article 16</p> <p>The Chairman of the General Meeting may order the voting on each item on the agenda to take place after the discussion has ended on each item or on several items.</p> <p>Before voting begins, the Chairman of the General Meeting shall readmit to the meeting any shareholders ordered to leave during the discussion phase.</p> <p>Voting at the General Meeting shall take place by open ballot.</p> <p>The Chairman of the General Meeting shall determine the voting procedures and may impose a maximum time limit by which votes must be cast. If several proposals for a resolution are tabled, including in the form of amendments to proposals already tabled, these shall be put to the vote in order of presentation, until the proposal that wins the majority required by law or by the Articles of Association is approved.</p> <p>Once voting has ended and the votes counted, the Chairman shall declare ratified the proposal that obtained the favourable vote of the majority required by law or by the Articles of Association.</p> <p>Votes cast in a manner other than that indicated by the Chairman of the General Meeting shall be</p>	<p style="text-align: center;">Article 16</p> <p>The Chairman of the General Meeting may order the voting on each item on the agenda to take place after the discussion has ended on each item or on several items.</p> <p>Before voting begins, the Chairman of the General Meeting shall readmit to the meeting any participants ordered to leave during the discussion phase.</p> <p>Voting at the General Meeting shall take place by open ballot.</p> <p>The Chairman of the General Meeting shall determine the voting procedures and may impose a maximum time limit by which votes must be cast. If several proposals for a resolution are tabled, including in the form of amendments to proposals already tabled, these shall be put to the vote in order of presentation, until the proposal that wins the majority required by law or by the Articles of Association is approved.</p> <p>Once voting has ended and the votes counted, the Chairman shall declare ratified the proposal that obtained the favourable vote of the majority required by law or by the Articles of Association.</p> <p>Votes cast in a manner other than that indicated by the Chairman of the General Meeting shall be</p>

<p>invalid.</p> <p>Shareholders who vote against or who abstain must give their name to the officer responsible.</p> <p>Once all the business on the agenda has been discussed, the Chairman shall declare the General Meeting closed.</p>	<p>invalid.</p> <p>Shareholders who vote against or who abstain must give their name to the officer responsible.</p> <p>At the end of the ballot, the votes cast are counted, after which the Chairman, who may also ask the Secretary or the Notary to assist him, announces the result of voting to the General Meeting.</p> <p>Once all the business on the agenda has been discussed, the Chairman shall declare the General Meeting closed.</p>
<p style="text-align: center;">Article 17</p> <p>For any matter not provided for by these Regulations, the provisions of the Italian Civil Code, the relevant legislation and the Articles of Association shall apply.</p>	<p style="text-align: center;">Article 17 UNVARIED</p>

In the light of the above, we submit the following

Agenda

for your approval.

The Ordinary General Meeting of the Shareholders of “FINMECCANICA – Società per azioni”, having regard to the Board of Directors’ report

resolves

- to approve the proposed amendments to Articles 2, 4, 5, 8, 9, 10, 13, and 16 of the General Meeting Regulations as set out in the text contained in the Board of Directors’ report approved on 22 March 2010, which is to be reproduced word for word in the record of this resolution;
- to grant the Chairman and Chief Executive the power to make whatever formal amendment to this resolution may prove to be necessary.

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

Board of Directors' report on the only item on the agenda of the Extraordinary part of the meeting

Amendment to Articles 1, 12 and 14 of the Articles of Association, also in relation to Legislative Decree n. 27 of 27 January 2010

Dear Shareholders,

You have been convened to an Extraordinary Shareholders' Meeting to deliberate an amendment to some Articles of the Articles of Association with regard to certain provisions of Legislative Decree n. 27 of 27 January 2010, which adopted Directive (EC) 2007/36 on the rights of shareholders of listed companies and the procedures for the conduct of shareholders' meetings, and to consider an amendment to Article 1 of the Articles of Association in order to make provision for an abbreviated company name.

The new rules, introduced by the aforesaid Legislative Decree n. 27/2010, entail some obligatory amendments to the Articles of Association, necessary in order to conform them to the new legislation, and other optional amendments that are left to the discretion of the Shareholders' Meeting.

The new arrangements ensuing from the amendments to the Articles of Association will be applied starting from the meetings called after 31 October 2010; the obligatory amendments to the Articles, however, will be applied from that date onwards regardless of whether or not the Articles have been made compliant.

The obligatory amendments will be made directly by the Board of Directors of Finmeccanica - Società per azioni by virtue of the powers assigned to it under Article 24 (d) of the Articles of Association pursuant to Article 2365, paragraph 2, of the Italian Civil Code.

The optional amendments to the Articles of Association involve: the right to call the annual Shareholders' Meeting to approve the financial statements, under Article 2364, paragraph 2, of the Italian Civil Code, within 180 days of the end of the Company's financial year; the right to make specific arrangements in connection with the provision for the Company to designate a representative for each meeting to whom shareholders may grant a proxy with instructions on how to vote on all or some of the motions on the agenda; the possibility of casting a vote by electronic means; a provision for a mechanism for increasing the amount of shareholders' dividends for shares held for a continuous period of time of not less than one year, to be applied only to shareholdings

not higher than 0.5% or any lower percentage determined, with the exclusion of those persons that have exercised a dominating or substantial influence on the Company in the relevant period; the power to rule out recourse to subsequent Shareholders' Meetings; and the adoption of a new system to identify shareholders.

With regard to the above, the Board has decided to submit only the first two of the aforementioned amendments to the Shareholders' Meeting, since they appear to require consideration more urgently, in addition to the amendment regarding the abbreviated Company name; the Board will postpone the possible adoption of further amendments to a subsequent Shareholders' Meeting, after a more thorough and precise study of the new issues and of aspects related to their applicability, also in the light of the implementation regulations that are to be issued, where there is provision for such regulations.

The proposals regarding amendments to the Articles of Association are set out below.

Article 1

It is proposed to make an express provision that the abbreviated form "Finmeccanica S.p.a.", which is the form normally used in practice, may be used as the Company name.

Article 12

It is proposed that paragraph 12.2 should envisage the possibility of the Ordinary Shareholders' Meeting to approve the financial statements being held within 180 days after the end of the financial period. The version proposed is that already envisaged in the Articles of Association in force until 27 February 2009, amended in the light of the provisions of the new Article 154 *ter* of Legislative Decree 58/1998 as introduced by Article 1 of Legislative Decree 195/2007, now again amended by Legislative Decree 27/2010.

Article 14

Under the new provision of law, the Company must arrange for the appointment of a representative at each Shareholders' Meeting to whom shareholders may grant proxies with instructions on how to vote, unless the Articles of Association state otherwise. The Board, however, considers it helpful and appropriate to make an express provision in paragraph 14.3 to the effect that the Company should have the power to designate a representative at each Shareholders' Meeting to whom shareholders may issue proxies with instructions on how to vote.

For the above reasons, we therefore ask you to approve the amendments to Articles 1, 12 and 14 of the Articles of Association in the text set out below beside the current text, the amendments being highlighted.

Current text	Proposed new text
<p style="text-align: center;">Article 1</p> <p>The Company governed by the rules of these Articles of Association shall trade under the name of “FINMECCANICA – Società per azioni”.</p>	<p style="text-align: center;">Article 1</p> <p>The Company governed by the rules provisions of these Articles of Association shall trade under the name of “FINMECCANICA – Società per azioni” or, in abbreviated form, “FINMECCANICA S.p.a.”.</p>
<p style="text-align: center;">Article 12</p> <p>12.1 As a rule, Ordinary and Extraordinary General Meetings shall be held at the Company’s head office, unless otherwise resolved by the Board of Directors, and provided that such alternative venue is in Italy.</p> <p>12.2 Ordinary General Meetings shall be convened at least once a year in order to approve the financial statements, within one hundred and twenty days from the end of the financial year.</p> <p>12.3 Without prejudice to the provisions of Article 24.1, General Meetings shall adopt resolutions on all matters reserved for it by law.</p>	<p style="text-align: center;">Article 12</p> <p>12.1 As a rule, Ordinary and Extraordinary General Meetings shall be held at the Company’s head office, unless otherwise resolved by the Board of Directors, and provided that such alternative venue is in Italy.</p> <p>12.2 Ordinary General Meetings must be convened at least once a year in order to approve the financial statements, within one hundred and eighty days from the end of the financial year, since the Company has to prepare consolidated financial statements and in view of the particular requirements arising from the Company’s structure and corporate purpose.</p> <p>12.3 Without prejudice to the provisions of Article 24.1, General Meetings shall adopt resolutions on all matters reserved for it by law.</p>
<p style="text-align: center;">Article 14</p> <p>14.1. Any shareholder entitled to take part in General Meetings may appoint a representative in accordance with the law, by issuing a written proxy to another shareholder who is also eligible to take part in General Meetings and who is not</p>	<p style="text-align: center;">Article 14</p> <p>14.1. Any shareholder entitled to take part in General Meetings may appoint a representative in accordance with the law, by issuing a written proxy to another shareholder who is also eligible to take part in General Meetings and who is not</p>

<p>a director, auditor or employee of the Company or of any companies controlled thereby, unless otherwise provided by the relevant legislative provisions. Legally recognised entities and companies may take part in General Meetings in the person of a representative, whether a shareholder or otherwise, appointed by written proxy.</p> <p>14.2 The Chairman of the General Meeting shall be responsible for verifying the legality of proxies granted and shall confirm the right to take part in the meeting in general.</p>	<p>a director, auditor or employee of the Company or of any companies controlled thereby, unless otherwise provided by the relevant legislative provisions. Legally recognised entities and companies may take part in General Meetings in the person of a representative, whether a shareholder or otherwise, appointed by written proxy.</p> <p>14.2 The Chairman of the General Meeting shall be responsible for verifying the legality of proxies granted and shall confirm the right to take part in the meeting in general.</p> <p>14.3 For each General Meeting, the Company may designate a person to whom shareholders may grant proxies with instructions on how to vote regarding all or some of the motions on the agenda in the manner prescribed by law or by regulatory provisions. Proxies are only effective with respect to the motions for which instructions on how to vote have been issued.</p>
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The proposed amendments to the Article of Association do not grant the right of withdrawal to those shareholders not taking part in their approval, as this is not provided for by Article 2437 of the Italian Code.

In the light of the above, we submit the following

Agenda

for your approval:

The Extraordinary Shareholders' Meeting of "Finmeccanica – Società per azioni", having regard to the Board of Directors' report,

resolves

- to approve the amendments to Articles 1, 12 and 14 to the Articles of Association as set out in the text appearing in the Board of Directors' report approved on 22 March 2010, to be quoted word for word in the record of this resolution;

- to grant the Chairman and Chief Executive Officer the power to make any formal amendment to this resolution that should prove necessary.

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