

## **The Board of Directors of Leonardo-Finmeccanica approves the merger by incorporation of Sirio Panel**

Rome, 23 June 2016 – The Board of Directors of Leonardo-Finmeccanica today approved the plan of merger by incorporation of its wholly-owned subsidiary Sirio Panel S.p.A. into Leonardo-Finmeccanica.

The proposed operation, which is part of the reorganization process already undertaken by the Company, aims to meet the objective of organizational efficiency as well as the strategic optimization and rationalization which began with the “One Company” project, and with the adoption of the divisionalization model. As of January 1st 2016, the Company has centralized the coordination and management of the activities of its subsidiaries operating in the core business of the Aerospace, Defence and Security, by implementing a new organizational structure thus enabling a more efficient and effective model. In this context, in particular, the merged company is already integrated within the perimeter of business of Leonardo-Finmeccanica, operating within the Airborne and Space Systems Division: the decision for the merger addresses the need to enhance the expertise and specific knowledge gained by the company, within the framework of a more robust and structured business environment with the necessary economic and financial stability.

Today, the merger by incorporation plan was also approved by the Board of Directors of Sirio Panel S.p.A.

Subsequently, in line with current regulations, the merger operation will be submitted both to the extraordinary Shareholders’ Meeting of the company involved and to the Board of Directors of Leonardo-Finmeccanica (as permitted by law and by the Articles of Association). The merger operation - which benefits from the simplified provisions concerning the absorption of wholly-owned companies - is based on the most recent financial statements approved by each company (Financial Statements as of 31 December 2015), and will be effective - also for tax and accounting purposes - from January, 1 2017. Moreover, Leonardo-Finmeccanica, as the sole shareholder of the company involved, will not issue new shares or assign company shares. Furthermore, the Leonardo-Finmeccanica Articles of Association will not be amended. The relevant documentation will promptly be made publicly available according to the terms and conditions set out in the applicable regulations.

### **Note**

Following the process of the reorganisation of the **Leonardo-Finmeccanica** Group’s companies, it should be noted that from January 1<sup>st</sup> 2016: the “Helicopters” division has absorbed the activities of AgustaWestland; the “Aircraft” division has absorbed part of the activities of Alenia Aermacchi; the “Aero-structures” division has absorbed part of the activities of Alenia Aermacchi; the “Airborne & Space Systems” division has absorbed part of the activities of Selex ES; the “Land & Naval Defence Electronics” division has absorbed part of the activities of Selex ES; the “Security & Information Systems” division has absorbed part of the activities of Selex ES; the “Defence Systems” division has absorbed the activities of OTO Melara and WASS.

**Leonardo-Finmeccanica** is among the top ten global players in Aerospace, Defence and Security and Italy’s main industrial company. As a single entity from January 2016, organised into business divisions (Helicopters; Aircraft; Aero-structures; Airborne & Space Systems; Land & Naval Defence Electronics; Defence Systems; Security & Information Systems), Leonardo-Finmeccanica operates in the most competitive international markets by leveraging its areas of technology and product leadership. Listed on the Milan Stock Exchange (LDO), at 31 December 2015 Finmeccanica recorded consolidated revenues of 13 billion Euros and has a significant industrial presence in Italy, the UK and the U.S.

Finally, it should be clarified that the above mentioned operation (“of lesser importance”) is exempt from the application of the “Procedure for Related Parties Transactions” adopted by the Board of Directors of Leonardo-Finmeccanica, concerning the operations put in place with subsidiaries, pursuant to art. 14, paragraph 2 of Consob Regulation No. 17221/2010, as amended and supplemented, and to art. 11.2, letter e) of the above mentioned Procedure.