### **2004 Results Presentation**

London/Milan/New York - 4/5/11 April 2005

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Chairman and CEO

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## Agenda

- > 2004 Highlights and 2005 outlook (Slides 4-6)
- > 2004 Financial Highlights & 2005-06 business outlook (Slides 8 -19)
- ➤ Earnings guidance (Slide 20)
- > IFRS (Slide 21)
- ➤ Looking forward (Outlook and strategy) (Slides 23 48)



# Pier Francesco Guarguaglini

## 2004 Financial Highlights & 2005-06 business outlook

## 2004: A year of significant progress

#### Highlights:

- 2004 profitability ahead of expectations and well above 2003 levels
- \*2004 Pro Forma A&D revenues already close to Eur 10.0bn target (two years ahead of expectations)
- Strong organic growth in revenues and EBITA
- Positive cash flow
- Strong balance sheet with low gearing (%)
- Acquisition of GKN stake in AgustaWestland completed
- Successful sale of 93m STM shares raised €1. 45bn
- Substantial progress made towards becoming a 'focussed' A&D business



## 2005 will be a major turning point...

- Recent developments very positive for Finmeccanica
- Phase I of our repositioning/re-focussing of Finmeccanica now completed
- > 100% ownership of AgustaWestland considerably improves cash flow
- > BAE Systems agreements increase our UK 'footprint' and cash flow
- Alcatel deals provide access to French space budget



## We are now beginning phase II of our strategic plan

- > Fewer JVs and more outright ownership means more control over our destiny
- ➤ US 'Marine One' win very positive for AgustaWestland (US PRV opportunities)
- Moving closer towards finally exiting non core activities
- Well placed to undertake further selective strategic initiatives in Aerospace and Defence
- We are now a key 'reference' company in any future European consolidation in the industry
- Now Europe's number three aerospace and defence group



## Alessandro Pansa Slides 8-21

# **2004 Financial Highlights**

# **Financial Highlights 2004**

(Eur mln)	2004	2003	%chg 04/03
Revenues	9,387	8,646	+8.6
EBITA	614	549	+12
Operating margin (%)	6.5%	6.3%	
Pre tax result	722	411	+76
Tax	(174)	(211)	-17.5
Net income	526	189	n.s.
EPS fully diluted (Eur cents)	6.05	2.22	n.s
Dividend per share (Eur cents)	1.3	1.0	+30
Orders	10,802	9,136	+18.2
Backlog	25,877	22,276	+16.2
Net financial debt	371	256	+45
Working Capital	(58)	(37)	n.s.
Operating Cash Flow	364	496	
EVA	193	168	+15
ROI (%)	23.1%	20.2%	
Debt/Equity	10%	8%	
Net Bank Debt/EBITDA	0.43	0.30	+41



## Continuing to deliver on our financial commitments

Guidance	_	2004 Result	Outcome
Revenue growth +7%	·····•	+8.6%	✓
EBITA >Eur 550m	·····	Eur 614 m	✓
Net Debt/Equity < 35-40%	·····	10%	✓
Operating Cash Flow > 0		Eur 364 m	✓
Monetise STM stake		Eur 1,494 m proceeds raised from sale of 96 m shares.	✓
Dividend policy: increase together with profits	·····	30% dividend increase proposed by Board.	✓



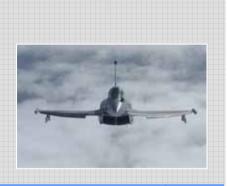
## Building a stronger future on the back of a profitable 2004

- Growth strategy in 2004 continued accompanied by:
  - improving margins and return on capital;
  - increased cash flow;
  - extremely low gearing;
  - negative working capital.
- ➤ Earnings quality driven by higher industrial operating profit (+12%) and lower tax (- 17%) compared to 2003
- One-time costs incurred for major reshaping of group's activities
- Future growth and profitability secured by strong order flow, growing backlog and higher R&D (+18%)
- Dividend increased by 30%
- Proposed regrouping of shares: 1 for 20



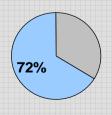


## Aeronautics: current growth driven by military



(Euro mln)	2004	%chg
Revenues	1,709	30%
Ebita	154	12%
Orders	3,141	n.s.
Backlog	5,430	33%

#### **Defence Revenues**



- Eurofighter, C27J, AMX upgrades and Aermacchi drive growth in 04.
- Military and ATR drive further revenue expansion in 05 and 06.
- Eurofighter Tr 2 orders, expected to total > Eur 3bn by 07, secure production runs until 2012.
- Significant export opportunities for C27J particularly in USA.
- Opportunities for European industrial collaboration on new advanced trainer M346 (ie Greece).
- MoU signed with Boeing for production of 15% B787 air frame.
- First large B787 order expected from Boeing in 05.
- Programme JV set up with Vought for final assembly of 26% air-frame. Work started on new factory in S Carolina.
- Negotiating possible investment in A350 programme.
- A380 production starting to increase.
- ATR consortium consolidated proportionately from 2005.

#### Civil to kick in from 06/07

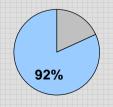


## Helicopters: growth drivers positive



(Euro mln)	2004	%chg
Revenues	2,542	(2%)
Ebita	257	(7%)
Orders	1,808	1%
Backlog	5,238	(16%)

**Defence Revenues** 

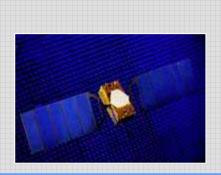


- Profitability sustained in 04 by growing customer support.
- UK MoD just confirmed AW to be preferred 'prime contractor'.
- UK to spend £3 bn on helicopters in next 10 years of which about £1 bn on Future Lynx.
- US Presidential selection opens up many potential new export opportunities (US PRV).
- American military spending to escalate over next 7 years.
- AW has invested in wide range of new helicopters ready to compete.
   Civil prospects remain positive particularly in offshore market for AB139.
- Integration benefits of Eur 50m on annual basis expected by end 2006.

2005/6 may see important 'new programme' wins

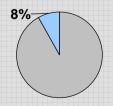


## Space: 2004 a year of recovery



(Euro mln)	2004	%chg	
Revenues	782	2%	
Ebita	32	n.s	
Orders	1,052	56%	
Backlog	1,428	20%	
Баскіод	1,428	20%	

#### **Defence Revenues**



- Recovery in profitability in 2004 driven by restructuring.
- Large CosmoSkymed order now fully booked (Eur 800m).
- Space 'nadir' took place in 2002/03.
- National security and defence programmes growing.
- EU and ESA identify strategic role for Space.
- Priorities are satellite navigation (Galileo), earth monitoring (GMES & Cosmo) and broad band comms.
- 2005/05 to be positively influenced by Alcatel agreements.
- Integration benefits expected from industrial efficiencies, procurement and R&D sharing.
- Critical mass and access to French Space agency budget lowers risk and enhances quality of earnings.
- Margins set to improve supported by steady revenue growth.

Significant integration benefits expected already in 2006.

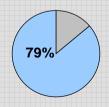


## **Defence electronics: exciting growth prospects**



(Euro mln)	2004	%chg
Revenues	2,056	11%
Ebita	186	16%
Orders	1,893	(2%)
Backlog	3,472	(3%)

#### **Defence Revenues**



- Military comms and AMS drive strong growth in 2004.
- Future growth driven by ATM, Avionics, TETRA and naval command & control (FREMM).
- UK 'Avionics' brings additional Eur 1 bn in revenues and Eurofighter Tr 2 orders worth Eur 2.5bn.
- Significant integration benefits expected from sharing Eurofighter programme.
- Newly acquired Italian AMS now improving its profitability.
- IT capabilities (Elsag) to be integrated in 05 (consolidated 1 Jan 05).
- Annual organic growth of ~ 10% expected for whole business over next four years.
- Overall operating margins of 8-9% targeted by 2008.

Profitability of acquired UK businesses to improve from 2006.

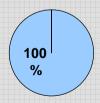


## **Defence Systems: profitability improves in 2004**



(Euro mln)	2004	%chg
Revenues	1,148	4%
Ebita	106	20%
Orders	811	(49%)
Backlog	4,148	(11%)

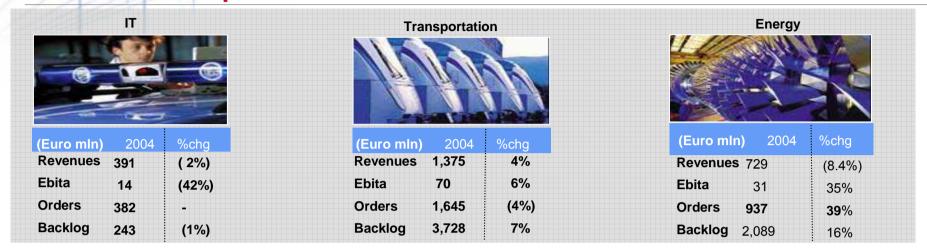
#### **Defence Revenues**



- Profitability of Missiles and Armaments improves in 2004.
- MBDA benefits from ongoing rationalisation.
- Future missile programmes under pressure in European budgets.
- US missile companies benefit from weaker dollar in export markets.
- Missile guidance and targeting systems gaining in importance for air defence (Finmeccanica strengths).
- Demand expected to increase in m term for land vehicle upgrades and electronics integration.
- Opportunities for naval gun exports to US.
- Slight reduction in revenues and margins in short term.



### Non-core: European rail investment set to increase



<u>IT:</u> Elsag's new mission to develop technologies and system integration capabilities for Aerospace, Defence and Security markets. Selenia's security business (approx 100m revenues) injected into Elsag.

<u>Transportation:</u> growing backlog and strong domestic demand particularly for mass transit and high speed systems underpin future growth prospects.

•Margins to improve thanks to efficiency drive, increased service activity and better contract mix.

**Energy:** investments in gas and steam turbine technologies to strengthen Ansaldo's competitive position.

- •Margins to improve also thanks to increased service activities.
- •Nuclear expertise offers opportunities for plant decommissioning.

IT repositioned as security business in A&D



## Management objectives (1)

#### Increased industrial efficiency — higher operating margins thanks also to

- ➤ Good quality order acquisition: about 70% of A&D order intake in 2005 expected to come from helicopter and defence electronic sectors
- New life cycle and risk management programmes being implemented
- All contracts subject to EVA analysis

#### Orderly growth in capex — steady improvement in FOCF

- Bring capex in line with depreciation over next few years
- Accelerate financial breakeven on our investments



## Management objectives (2)

### Maintain working capital under control → improve capital returns

Management to be rewarded for achieving specific targets on net inventories and trade receivables.

IRR on new investments — WACC (7.6%) + min hurdle 3%

Exploit integration benefits of acquired assets.

### Retain strong balance sheet — maintain/improve credit ratings

- Lengthened average debt maturity from 5 to >10 years.
- Significant diversification of debt sources (exchangeable bond, different maturities etc).
- > 59.7 m shares of STM still owned (of which 20m underlying exchangeable).

All this in order to achieve steady increase in ROI and distributable net income.



## **Guidance incorporating IFRS impact**

2005

2006

>10% Revenue / annual change >20% ~Eur 800m ~Eur 700m\* **EBITA** 

Cumulative Free Operating Cash Flow of > Eur 600 mln in next 3 years (2005-07).

Dividend policy: increase together with profits.

Optimal capital structure: Net debt/Equity < 35-40%.

Net bank debt/EBITDA <2.0.

Higher thinking. FINMECCANICA

## **IFRS** impact

- ➤ Guidance for 2005 and 2006 has been given including the estimated impact of IFRS on our accounts going forward.
- Finmeccanica will publish its first IFRS accounts for first half 2005.
- ➤ Prior to this we will provide further information on the impact we expect IFRS to have on our accounts.



# Pier Francesco Guarguaglini

## **Looking forward (Outlook and strategy)**

#### Finmeccanica: Our Future

- We are now a key player in aerospace/defence/security
  - Our earnings outlook for 2005/6 is good.
  - 2005 group pro forma revenues are estimated at €12.2bn (~ €10bn from A&D).
  - We are building a strong position in the fast growing security market.
  - And explains why we recently repositioned the Elsag IT business.
  - Our dependence on domestic defence orders is falling.
  - Our 'footprint' in important defence markets is growing (UK and USA).
  - In 1997 we were a minor player in the European aerospace and defence industry.
  - Meaning that we were unable to participate in any significant industry consolidation.



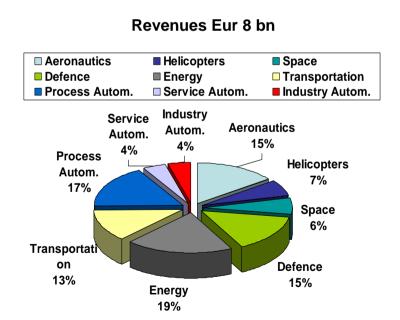


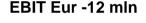
### What was Finmeccanica in 1997?

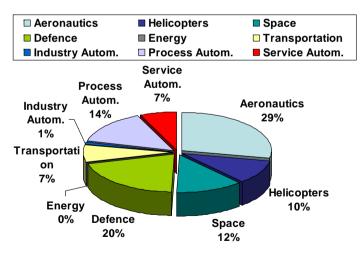
#### A watershed in our history

#### A loss making 'State' holding company

- Nearly bankrupt (Debt was 6x Equity)
- Net loss of > Eur 1 bn and negative Ebit
- 83% controlled by the Italian government
- A very small European aerospace/defence player
- Aerospace/defence only 43% of total revenues
- A classic conglomerate with no focus







Going nowhere and unknown in the financial markets



#### What did we do?

- We recapitalised, disposed of non-core assets and merged with MEI (total proceeds of Eur 2.8 bn) in 1998-99.
- We have turned large losses into decent profits.
- ➤ Successfully privatised in 2000 increasing our float from 17% to 66%
- More than doubled our Aerospace & Defence revenues (proforma 2004)
- Moved up the European A&D rankings (six acquisitions adding Eur 3.5 bn revenues)
- > As a result we regained access to the international capital markets



## Finmeccanica today

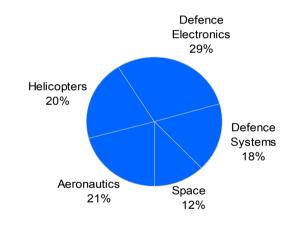
- Strengthened our Balance Sheet: Debt/Equity ratio below 10%
- Improving profitability: 2004 EBITA of €600m+and increased dividend (+30%)
- Europe's third largest aerospace/defence company
- ≥ 2005 proforma Aerospace & Defence revenues accounting for >80% of total group revenues of >€12 bn
- Involved in most key European aerospace/defence programmes
- With a growing footprint in the UK, our "Second" domestic market
- And significant expansion plans in the USA and RoW
- All growth has been achieved whilst maintaining a strong balance sheet

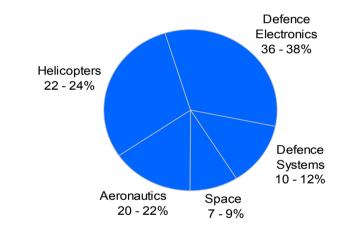


### Focussed growth in areas of excellence

Investments concentrated in specific sectors where we have leadership as well as ownership of products, technology and services thereby

- increasing our pricing power
- > enhancing our strategic credibility
- > improving the credibility of our other A&D businesses





Aerospace & Defence 2003 reported revenues Eur 6.3 bn

Aerospace & Defence proforma 2005 revenues ~ Eur 10 bn\*

Thus achieving critical mass and scale economics



## Our strategic aims

## Our core strategy comprises of:

- > Fully integrating companies acquired during 'Phase I' of our development plan
- ➤ Since 2002 we have moved up four places in the global rankings to 11th place
- Improving profitability as well.



## Phase II is starting and we already possess...

- Building on our established areas of strength (Phase II)
  - Helicopters
  - Defence Electronics
  - Aeronautics
  - Space Services
  - Leveraging our proven and wide ranging industry leading technologies
- Consolidate existing positions as a value added 'System of Systems' integrator
- Increase our European and US footprint through further acquisitions



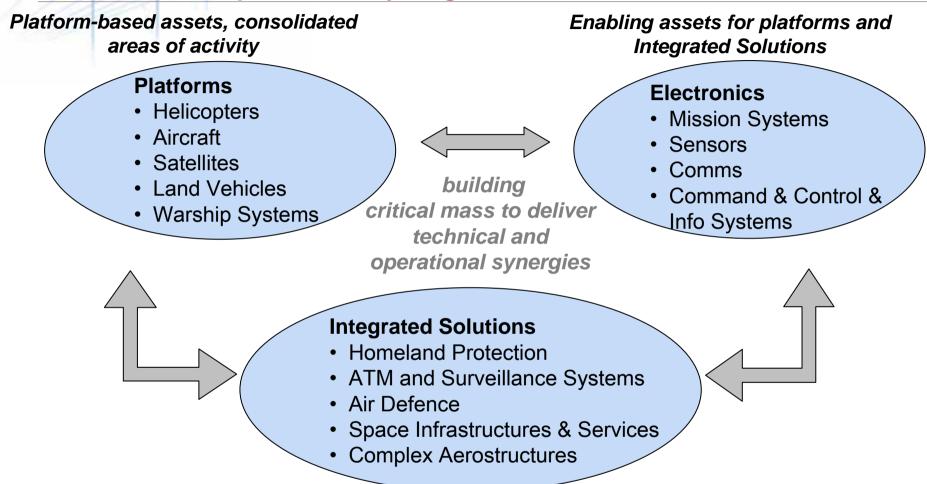
### 'Excellent technological know how'

- No other helicopter manufacturer has our 'Systems Integration' skills
- Only AgustaWestland builds its transmission system in house
- Our domestic Eurofighter 'avionics' are leading edge
- Highly advanced in radar, infrared and laser optics
- Sophisticated sensors for missiles and torpedoes
- Encryption for highly secure communications
- We have excellent 'Composites' technology to be used on the B787
- Our 'trainer' fighter aircraft use state of the art 'fly by wire' technology
- Finally we also have a dedicated and highly skilled workforce

None of this would have been possible without significant investment



## Technical and operational synergies



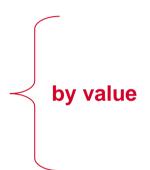
#### We have a range of products and technologies consistent with:

Operational requirements for integrated solutions within Network Enabled Environment. Technology convergence across air, land, naval and joint programmes.



## **Current involvement in important international programmes**

- Our important aerospace and defence programmes
  - Eurofighter (20% of programme airframe and circa 60% of all avionics)
  - EH101 exports (Denmark/Portugal/Japan)
  - C27J (Italy/Greece)
  - CosmoSkyMed (Italy/France)
  - Horizon Destroyer (Italy/France)
  - A380/B787 airframe structures
- We are also involved in many other important programmes
- Thus ensuring that our revenue stream is well diversified



## Recently acquired access to foreign defence budgets

- The US defence 'procurement' budget in 2005 will be €69.0bn (US\$90.0bn)
  - (€60bn in direct procurement and estimated €9bn in proposed supplementary spending)
- The UK defence 'procurement' budget in 2005 will be €17.0bn (US\$22.0bn)
  - (€8.5bn in direct procurement and €8.5bn from the DLO spares and maintenance programmes)
- The Italian defence procurement budget in 2004 was only €3.2bn (US\$4.2bn)
- And will be €600m lower in 2005
  - However, Ministries of Industry and the Interior offer additional programme access (TETRA)
  - Ministry of Defence does however 'guarantee' key international programmes
  - (i.e. Eurofighter/Cosmo Satellite/NH90 helicopter/ key missile programmes)
- G7/8 defence spending now more accessible and Asia also offers opportunities
  - (Arab Emirates and Middle East/India/Japan/Malaysia/Pakistan/Singapore)



## **Strong Finances**

- Substantial shareholders' equity
- > Very little net debt
- Consistently low Debt/Equity ratio since 'privatisation'
- > Investment grade rating from all three main agencies

All of which allow us...



## To grow more profitably

- Continued organic growth in Aerospace and Defence
- Increased programme visibility in 2005/6
  - Eurofighter T1 production build up and T2 contract agreed
  - C27J deliveries to Italy and Greece, opportunities in Canada, US, Bulgaria and Portugal.
  - Strong ramp up of Cosmoskymed production
  - Future Lynx on its way
  - Growing orders and production of the AB 139 helicopter
  - Horizon Destroyer on track
  - Work started on TETRA
- Successfully acquired 'critical mass' in Defence Electronics
- Now repositioned in Space enhancing renewed profitability
- And increased our international presence
- Which all lead to better top line growth and enhanced earnings quality
- Far more focussed business as a result

Technological capability to have major a role in new programme bids

Higher thinking.

## The company has and will continue to change for the better

## > Significant recent developments

- Purchase of GKN stake in AgustaWestland
- Sale of a majority of our co-controlling stake in STM
- Creation of 'UK Avionics' following agreement with BAE Systems
- Space agreements with Alcatel
- US 'Marine One' win potentially highly lucrative for AgustaWestland
- Re-positioned Elsag as a security business within Defence Electronics
- Focus on security/logistics/real time software applications
- Potential disposal of non core energy and transport units

From an industrial holding company to a focussed industrial group



# AgustaWestland: Success breeds success

### The company continues to build on:

- Extensive and successful 'full service' product range incorporating 'industry leading' technology
- US 'Marine One' win opens up unparalleled export opportunities
- UK MoD selection relaunches Lynx prospects also overseas
- GKN: €50m of annual integration benefits will secured from the end of 2006
- These include 'Outsourcing/Integrated procurement/Elimination of cost duplication'
- And very importantly the 'Integration of engineering and production'
- Through the concept of a 'Single' factory for all our existing production centres
- AgustaWestland's long term future therefore looks very secure

### A massive success for Italian/UK co-operation

A decade of investment is now paying dividends



### **US101** 'Marine One' focus: Won on merit

### Initial contract for 8 aircraft worth US\$ 1.8 bn

#### > 15 additional helicopters worth US\$2.5bn

- US101 offers best 'value for money'
- Already in production
- Proven military service record in Italy and the UK
- Success in other markets (Japan-Tokyo police with potential for another 80 aircraft from other agencies)
- Highly flexible in operational use and maintenance

#### 'Through life' Product Support contracts still to be awarded

- US101 now able to access other important military users as a result
- It opens up US DoD 'Personnel Recovery Vehicle' opportunities (Circa 200 aircraft)

#### > Puts more focus on the full AW range (A109/A119/AB139)

- US DoD spend on replacement helicopters potentially worth US\$15.0bn
- Potential to access Light Utility Helicopter requirements (A109/A119/AB139)



# Other opportunities in North America

### **Numerous:**

- > Already longstanding relationships with Bell, Boeing and Lockheed Martin
- > Provide openings for:
  - Partner: Lockheed Martin US101
  - Partner: L3 Communications C27J (US DoD requirement for up to 200 military transporters)
  - Partner: Bell AB139 and 'Tilt Rotor'
  - Partner: Boeing B737 'Multi-mission' (200 aircraft needed)
  - Partner: Vought B787 manufacturing facility underway in South Carolina
  - Partner: Remington JV with Elsag based in North Carolina (Auto crime security)



# **BAE 'Avionics' agreement: Why?**

- It moves us up to sixth in the World in defence electronics
  - And provides critical access to key US programmes such as the JSF
- We become number two in Europe and number one in the UK
- Circa 60% of the total Eurofighter programme avionics
- With potentially €3.0bn of revenues from 'tranche 2'
- Defence electronics is growing
  - (UK investment and R&D programme spending is €14.0bn)
- We gain access to all major 'Network Enabled Capability' programmes
  - €1.0bn of additional turnover will be consolidated as a result
  - We obtain much more access to the UK defence procurement budget
  - Centralised procurement and reduced overheads should result in margins doubling by 2008
  - So reaching existing Finmeccanica 'avionics' levels of 10%
  - Because significant restructuring costs are already accounted for in the acquisition price



# It gives us autonomy and full managerial control over:

≥ 75%
Avionics JV

- Avionic systems and equipment
- Combat, surveillance and surface systems & radar
- Electro-optical and space systems
- Simulators and UAVs

Land radar and command & control systems

100%

- Naval radar and mission systems
- Air Traffic Control radar
- Air Traffic Management systems

Military & Secure Communications

Land & naval communication systems and tactical command & control systems

100%

- CNI (Communications, Navigation, Identification)
- Secure Communications
- PMR (Private Mobile Radio)

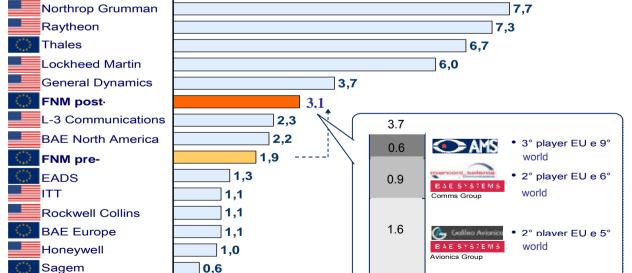
Total revenues: Eur 1.580 bn

Total revenues: Eur 616 mln

FINMECCANICA

**New AMS (Italy)** 

Total revenues: Eur 895 mln



2004 Revenues in Euro bn

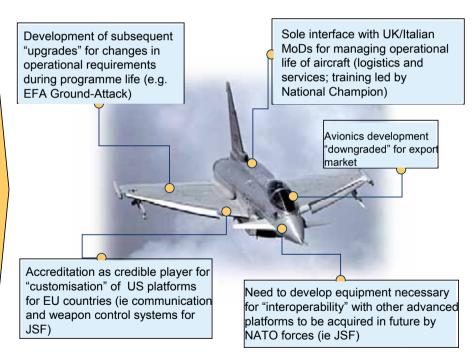
Higher thinking.

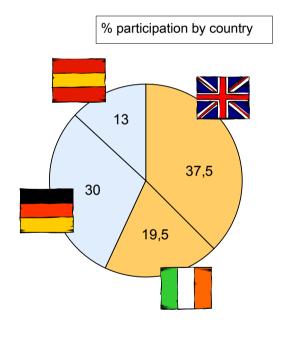
FINDECCANICA

# Increased participation in Eurofighter programme

- Airframe activity remains at 20% but avionics rises from 20% to circa 60%
- Additional Tranche 2 orders worth ~ Eur 2.5 bn

Direct control (SDR/EDR of Alenia Aeronautics) or indirect control (supply of equipment/sub -systems by FNM cos or **BAE Avionics** Group) of – 80% of equipment and systems with a high electronic content







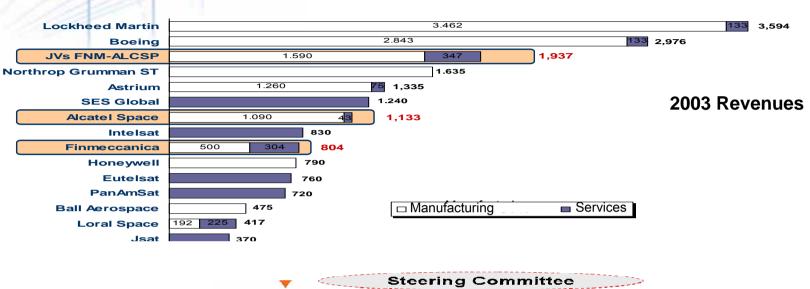
# Alcatel 'Space' agreements: Sensible industrial consolidation

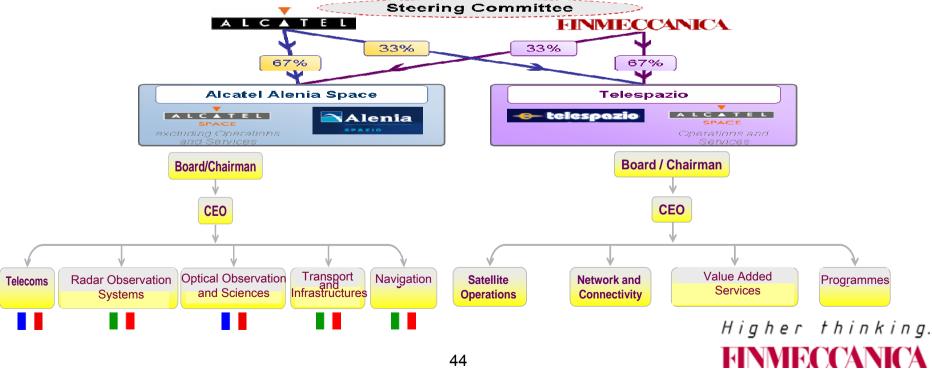
- It allows us to focus on services (Telespazio)
- Alcatel will be the 'lead' in terms of manufacturing
- But Alenia Spazio will retain certain manufacturing interests
  - Radar/Infrastructure and Transport/Navigation
- Creating the largest Space satellite and services group in Europe
  - The two combine to 'enrich' the 'offer' accelerating much needed consolidation in the industry
  - Position both to have a stronger role in the future of the European Space industry
  - Shared procurement and cost cutting will result in improved high single digit margins by 2008
  - Maximise civil and institutional opportunities and increase access to the French 'Space' budget

Resulting in genuine net benefits for both manufacturing and services



# We now rank third in the global 'Space' industry





# Elsag: Now a core business in Security

- Core business now expanded to Aerospace, Defence & Security
- > IT Elsag has now been been repositioned under 'Defence Electronics' to
  - Strengthen C4ISR capabilities in-house
  - Meet military requirements for increasingly sophisticated software applications
  - Offer logistics systems and services to armed forces (outsourcing)
  - Capture significant share of expanding security needs (airports, harbours, transport, land and sea surveillance).
- This will provide opportunities in what is a growth market



# All this while nurturing our Defence System businesses

- ➤ Missiles: currently building Meteor air-to-air missile for Eurofighter.

  Growth prospects best for air defence systems with system integration capabilities crucial success factor.
- ➤ Underwater systems: highly profitable. World leader in light conventional torpedoes/increasing demand for heavy torpedoes currently under development for French/Italian navies.
- ➤ Armaments: world leader in naval guns. Opportunities to integrate electronic systems on land vehicle platforms.

Important operational, technical and commercial synergies with Defence Electronics



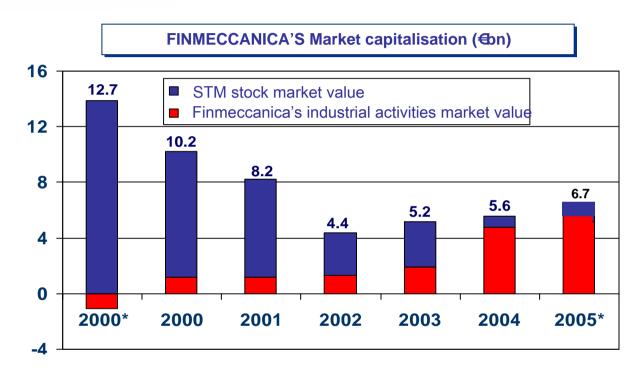
# **Summary and conclusion**

- Now much closer to realising our Aerospace & Defence aims
- 'Phase I' is completed
- Our strategy and long term goals are very clear
- 2005/6 will be good years for profitability (We have strong earnings visibility)
- We have the financial strength to invest in other A&D assets
- Our technological skills are widely regarded
- We are now already very 'international'
- And will become even more so by 2007/8
- 'Phase II' of our long term strategic plan is starting



# And we have now "de-coupled" from STMicro

Correlation R squared Finmeccanica-STMicro fallen from 0.86 in 2002 to 0.13 in last three months of 2005.



Values at 31.12 of every year

From the public offering in June 2000 until today the market value of Finmeccanica's industrial activities\* have increased significantly rising from a negative value of - Eur 1.1 bn (the corresponding market capitalisation of the STMicro stake was Eur 13.8 bn) to + Eur 5.9 bn

The value of Fimeccanica's industrial activities is calculated as the difference between the market capitalisation of Finmeccanica and the stock market capitalisation of the stake in STMicro.



<sup>\*</sup> Values at 2 June 2000 and at 30 March 2005