

**FINMECCANICA – Società per azioni**  
Registered office: 4 Piazza Monte Grappa, Rome  
Full paid-up share capital Euro 1.869.854.448.00  
Companies' Registry of Rome. Registered No and Tax No 00401990585  
V.A.T. No 00881841001

**NOTICE OF CALL  
OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Company's Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders' meeting to be held on May 29, 2007 at 16,00 on the first call, and if need be, on May 30, 2007 at 11,00, in the second call, in Rome at the *Cassa Nazionale di Previdenza e Assistenza Forense*, Via Ennio Quirino Visconti No 8, to resolve on the following

**Agenda:**

**Ordinary meeting**

1. Statutory Financial Statements as of December 31, 2006; Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors; related resolutions.
2. Appointment of one Member of the Board of Directors.
3. Authorization to the purchase and disposal of Company's shares required by incentive plans for the years 2002-2004 and the years 2005-2007.
4. Incentive plan for the years 2008-2010 and authorization to the purchase and disposal of the required Company's shares; related resolutions.

**Extraordinary meeting**

1. Amendment of articles 3, 18, 25 and 28 of the Company's By-Laws, pursuant to Law n. 262/2005; related resolutions.
2. Capital increase pursuant to article 2441, 4<sup>th</sup> paragraph, 2<sup>nd</sup> sentence, Italian Civil Code; related resolutions.

As provided for by article 13.1 of the By-Laws, may attend the meeting all Shareholders for whom an authorized intermediary has sent the requested communication at least two days before the date set for the meeting, according to the applicable law and regulations. In addition, according to the above mentioned Article 13.1, the shares deposited must not be withdrawn before the meeting has taken place.

Shareholders with shares not yet certificated may attend the meeting if their share certificates have been sent to an authorized intermediary, in due time for these to be placed in the central management system for uncertificated securities.

Shareholders are reminded that the appointment of the Director will take place with the statutory majorities, according to article 18.5 of the By-Laws; under the specific circumstances, it will not possible to appoint a Director pertaining to the same list of the ceased Director, provided that from such list does not remain any candidate not previously elected.

Shareholders may directly propose candidate in the course of the meeting; to this end, it is necessary to provide for a statement of the candidates by which they accept the nomination and they declare, under their own responsibility, that all requirements set forth by applicable legislation have been met. Being Finmeccanica a Company registered in the special section of the “Financial Intermediary” according to Art. 113 of the Legislative Decree 385/1993, candidates must also comply with requirements pursuant to the Decrees of the Ministry of Treasure nr. 516 and 517 issued on December 30, 1998.

To allow the Company to comply with the relevant duties of disclosure, for any candidate a “*curriculum vitae*” containing personal and professional data must also be submitted.

The Board of Directors’ Reports on the items on the agenda will be available from the Company’s head office and from Borsa Italiana S.p.A. within the terms set forth by the applicable law and regulations. The Reports will also be available on the Company’s web site ([www.finmeccanica.it](http://www.finmeccanica.it)).

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