



SHAREHOLDERS' MEETING GUIDE MAY 2014

QUESTIONS AND ANSWERS





General Information

The Shareholders' Meeting is called in Extraordinary session on 9, 14 and 15 May 2014, in first, second and third call respectively, at 10:00 a.m. at the Conference Centre "Matteo Ricci" in Rome, Piazza della Pilotta 4, and in Ordinary session on 9 and 15 May 2014, in first and second call respectively, the same time and place.

Shareholders and all those entitled to attend and vote at the Shareholders' Meeting have the right to examine all the documents filed at the registered office and obtain copies thereof.

For any further information relating to the Shareholders' Meeting and, in particular, the procedure to the exercise of the related rights, Shareholders may consult Company's website (www.finmeccanica.com, "Shareholders Meeting 2014" area) or contact +390645417401 (Computershare S.p.A.).



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The agenda

The Shareholders' Meeting is called in Extraordinary and Ordinary session to discuss and resolve upon the following agenda:

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Extraordinary Session

1. Amendments to the Articles of Association: insertion of Article 18bis to the Articles of Association in regard to honorableness requirements and related causes of ineligibility and forfeiture of the members of the Board of Directors, with consequent amendment of Article 18.3. Resolutions related thereto.

Ordinary Session

1. Financial Statements at 31 December 2013; Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2013.
2. Determination of the number of members of the Board of Directors.
3. Determination of the term of office of the Board of Directors.
4. Appointment of the members of the Board of Directors.
5. Appointment of the Chairman of the Board of Directors.
6. Determination of the remuneration of the Board of Directors.
7. Integration of the fees of the Independent Auditors for the financial year 2012.
8. Limits to the fees of Directors with delegated powers pursuant to Article 23-bis of Legislative Decree no. 201/2011.
9. Report on Remuneration: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98.

For more info see  **NOTICE OF CALL**

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The required quorum

The ordinary Shareholders' Meeting is validly established in first call whether at least half of the corporate capital is represented, whilst no quorum is provided for second call. The ordinary Shareholders' Meeting, in both first and second call, adopts decision with the favourable votes of the absolute majority of the attending Shareholders'.

The extraordinary Meeting is validly constituted when it is represented, (i) in first call, more than half of the share capital, (ii) in second call more than one third of the corporate capital, and (iii) in third call more than one fifth of corporate capital.

The extraordinary Shareholders' Meeting adopts resolution by the affirmative vote of at least three-quarters of the corporate capital represented at the meeting.



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Which subjects have the right to attend the Meeting?

Pursuant to Article 83-sexies of Legislative Decree no. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and exercise voting rights is subject to receipt by the Company of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the title to voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the first call of the Shareholders' Meeting (*i.e.* 29 April 2014), the so-called "*record date*".

The notice must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (*i.e.* by 6 May 2014). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received in the course of the Meeting.

Any credit and debit entries made to the accounts after 29 April 2014 (*record date*) are not relevant for the legitimacy of voting rights. Therefore, anyone who becomes a holder of shares after such date will not be entitled to attend and vote at the Shareholders' Meeting.

May the holders of shares that are not dematerialised attend the Meeting?

Holders of shares that have not yet been dematerialized may only exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorised intermediary in time for the same to be entered in the centralized management system in dematerialized form.



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Is it possible to add items on the agenda and submit motions?

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, within ten days following the publication of the notice of call (*i.e.* not later than 7 April 2014) request additions to the items on the agenda or submit motions additional to those already on the agenda, stating the additional items and motions in the relevant application. No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting can resolve, by law, only if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98. Applications must be presented in writing by the proposing Shareholders via fax to number +390632657172 or to the certified e-mail address assemblea@pec.finmeccanica.com, together with the satisfactory documentation issued by an authorised intermediary certifying the ownership of the shareholding on the date of the request. Within the deadline and in the manner indicated above, the proposing Shareholders must submit a report stating the reasons for any proposed motions on additional matters which they propose for discussion or the reasons for any further proposed motions regarding matters already on the agenda. Any additions to the agenda or presentation of proposals for further motions on matters already included on the agenda will be announced by the Company, in the same manner as prescribed for publication of the call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 24 April 2014). At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by the Board of Directors.

In accordance with Article 126-*bis*, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may individually submit motions to be considered in the Shareholders' Meeting regarding items on the agenda.



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Can I dispose of my shares before the Meeting?

In accordance with Article 83-*sexies* of Legislative Decree no. 58/98, credit and debit transactions recorded in accounts after the accounting of the seventh market business day prior to the date of the Meeting in first call (29 April 2014) are not relevant for the purposes of the exercise of the right to vote at the Shareholders' Meeting. Therefore, following such date, the person entitled of the right to vote will be free to dispose of the shares held.

Where can I find the documentation relating the Shareholders' Meeting?

In accordance with the current regulation, the documentation relating the Shareholders' Meeting (also with reference to the provisions of article 125-*quater* of Legislative Decree no. 58/98), including the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree 58/98 on the items of the agenda, will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.finmeccanica.com, in the "Shareholders Meeting 2014" area.

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What do I have to do to attend the Meeting?

To attend the Meeting:

- It is sufficient to go to the authorised financial intermediary (Bank, Manager, Broker) where the Finmeccanica ordinary shares held are deposited and require the issue of the notice for the attendance to the Shareholders Meeting.
- The Company recommends to produce copy of the notice at the attendance to the Shareholders' Meeting.
- Due to the fact that each intermediary follows different operating procedures, it is advised not to request the delivery of the notice to be submitted to the Company during the last available days and to inquire about the timing provided for such operation in the deposit agreement.

To attend the Shareholders' Meeting it is also necessary to submit a valid identification document, for the completion of the administrative operations.



[How can I appoint a representative for the Meeting?](#)

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Voting by proxy

Persons who are entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with applicable law. The proxy form, which is available for download on the Company's website (www.finmeccanica.com, section "Shareholders Meeting 2014") or at the registered offices may be used for this purpose. The proxy may be sent in advance by registered mail with return receipt to the registered offices of the Company to the attention of "Legal and Corporate Affairs and Compliance" Unit, or sent by fax to number +390632657172 or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com. If the delegate delivers or sends a copy of the proxy to the Company, he/she must certify under his/her own responsibility that the copy is a true copy of the original proxy and the identity of the delegating party.

For more info see

 **PROXY FORM**

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Shareholders' Representative appointed by the Company

Pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Computershare S.p.A. as the entity to which the Shareholders may grant a proxy free of charge, with voting instructions on all or some of the motions on the agenda. The proxy to the above representative must be granted by signing the relevant form which may be downloaded from the Company's website (www.finmeccanica.com, section "Shareholders Meeting 2014") or requested at the registered office, and should be received by Computershare S.p.A., in the manner indicated in the proxy form in the special "Instructions for filling in and transmission", not later than the end of the second trading day before the date set for the Shareholders' Meeting (*i.e.* by 7 May 2014; if the Shareholders' Meeting takes place in calls following the first call, proxies may be accepted even if received by 12 May 2014 with reference to the second call of extraordinary Shareholders' Meeting, or by 13 May 2014 with reference to the third call of extraordinary Shareholders' Meeting and the second call of ordinary Shareholders' Meeting). Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given.

For more info see

 **PROXY FORM FOR APPOINTED REPRESENTATIVE**

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The proxy and voting instructions may be revoked within the same terms and in the same manner provided for their delivery.

The original proxy to the Appointed Representative must be delivered to Computershare S.p.A. at Via Monte Giberto 29 - 00138 Rome (possibly anticipating a copy with a declaration of conformity to the original), or by fax to number +390645417450 or by certified e-mail to ufficioroma@pecserviziotitoli.it.

The Appointed Representative will be at Shareholders' disposal for any information they may require from 31 March 2014 on telephone number +390645427413 and e-mail address infofinmeccanica@computershare.it.



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Can I ask questions to the Company before the Meeting?

Anyone who has voting rights may submit questions regarding the items on the agenda even before the meeting. These questions must be received by the Company not later than the third day before the date of the Shareholders' Meeting in first call (*i.e.* not later than 6 May 2014), pursuant to Article 127-*ter* of Legislative Decree no. 58/98, together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the title to the shares as of 29 April 2014 (*record date*).

Questions must be sent by registered mail with return receipt to the Company's registered offices to the attention of "Legal and Corporate Affairs and Compliance" Unit, or sent by fax to +390632657172 or by e-mail to the certified e-mail address assemblea@pec.finmeccanica.com.

Any questions received before the above deadline will be answered during the Shareholders' Meeting at the latest; the Company reserves the right to provide a single answer to questions with the same content.

The Company will not take into consideration questions that are not strictly related to the items on the Shareholders' Meeting agenda or those which have already been answered in the "Questions and Answers" of the "Shareholders Meeting 2014" area of the Company's website (www.finmeccanica.com).

Any answers handed out in hardcopy format to each of the persons having voting rights at the beginning of the meeting are deemed given during the Shareholders' Meeting.

[Can I ask information on the item of the agenda of the Extraordinary session? Which are the amendments to the Articles of Association?](#)

Following the request submitted by the Shareholder Ministry of Economy and Finance, pursuant to and for the purposes of article 2367 of the Italian Civil Code, the Shareholders' Meeting has also been convened, in extraordinary session, to resolve on the insertion in the Company's Articles of Association of new honourableness requirements and related causes of ineligibility and forfeiture of the members of the Board of Directors. In particular, as illustrated in the request of the above mentioned Shareholder Ministry of Economy and Finance, the proposed amendment of the Articles of Association is aimed at strengthening the requirements of honourableness prescribed for Directors of listed companies by the provisions of Article 2 of the Decree of the Ministry of Justice no. 162 of 30 March 2000, pursuant to Articles 147-quinquies and 148 of Legislative Decree no. 58/1998.

In particular, the Shareholders are requested to approve the proposal to amend the Articles of Association by way of the introduction of the new Article 18bis and consequent amendment of Article 18.3, as described in the Report pursuant to Article 125-ter of Legislative Decree no. 58/98 submitted by the Shareholder Ministry of Economy and Finance, to which contents reference should be made.

For more info see  **EXPLANATORY REPORTS**

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Can I ask information on the first item on the agenda of the Ordinary session concerning Financial Statements at 31 December 2013?

The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Financial Statement for the Year 2013, that ended with a loss of Euro 355.418.120,05.

In light of this, the Board of Directors has decided to propose at the Shareholders' Meeting, called in order to approve the Board of Directors' report and Financial Statement at 31 December 2013, to cover this loss through the use of available reserves as indicated below:

- Euro 265.055.593,74 through the use of the entire merger surplus reserve.
- Euro 90.362.526,31 through the use of the retained earnings reserve;

Therefore, the Board of Directors has decided not to propose to the Shareholders' Meeting the distribution of dividends as for the year 2013.

For more info see  **EXPLANATORY REPORTS**

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What is the mechanism for appointing members of the Board of Directors?

With reference to the method of appointment of Directors elected through list voting, please refer to Article 18.3 of the Articles of Association, which, in brief, provides the following:

- each person entitled to vote in the Shareholders' Meeting may vote for only one list;
- two-thirds of the Directors to be appointed (rounded down to the lower whole number where necessary, in case of a fractional number) shall be taken from the list that obtained the majority of votes cast by the Shareholders, in the order in which they are listed;
- the remaining Directors shall be taken from the other lists in the manner prescribed by Article 18.3 b);
- if, following the above procedure, at least two independent Directors as required by the Articles of Association are not elected, the proportion of votes for each candidate will be calculated according to the method described in Article 18.3 b); consequently, the candidates elected will be those who have not yet been taken from the lists as provided by Article 18.3 subparagraphs a) and b) who satisfy the independence requirements and have obtained the highest proportions of votes, in the number needed to ensure compliance with the Articles of Association, replacing the non-independent Directors who have received the lowest proportion of votes. If the number of candidates does not make possible to comply with the requirement for at least two independent Directors, the Shareholders' Meeting will pass resolution, with the majorities provided by law, to replace the candidates who do not meet the independence requirements and have received the lowest number of votes;
- if application of the procedure referred to in subparagraphs a) and b) does not allow compliance with regulations in force regarding gender balance, the number of votes to allocate to each candidate taken from the lists shall be calculated by dividing the number of votes obtained from each list by the list order number of each of these candidates; the candidate of the gender most represented with the lowest number of votes of the candidates taken from all the lists shall be replaced, without prejudice to the minimum number of independent Directors, by the candidate of the less represented gender who is listed (with the next highest list number) in the same list of the replaced candidate, or, failing this, by a person appointed with the majorities provided by law. If candidates from different lists have obtained the same number of votes, the candidate of the list from which the highest number of Directors was taken will be replaced or, in the alternative, the candidate from the list that received the lowest number of votes or, in the event of a tie, the candidate who obtained less votes from the Shareholders' Meeting in a specific vote.

For the appointment of Directors who for any reason are not elected using the above procedure, as provided by Article 18.4 of the Articles of Association, the Shareholders' Meeting will pass resolution based on the majorities provided by law, in any case ensuring compliance with the above criteria.

Who can submit a list for appointing members of the Board of Directors?

In accordance with Article 18.3 of the Articles of Association, each Shareholder may submit, or take part in the submission of, only one list of candidates and each candidate may only appear in one list, failing which shall be deemed ineligible, according to the method of the list vote.

The right to submit lists is held exclusively by those Shareholders who, alone or together with other Shareholders, represent at least 1% of the shares having voting rights in the Ordinary Shareholders' Meeting.

The minimum shareholding required to submit lists of candidates is determined by taking into account the shares which are registered in name of any shareholder on the day on which the lists are filed with the Company.

In accordance with Article 18.3 of the Articles of Association, the expiring Board of Directors can submit a list of candidates. In this regard, the expiring Board of Directors has decided not to submit its own list of candidates.

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Can I know the procedure for presentation of lists of candidates?

The lists of candidates, duly signed by the Shareholders who submit them and accompanied by the documents listed on the notice of call, must be delivered by hand to the Company's registered office in Rome, Piazza Monte Grappa 4, or sent by certified e-mail to assemblea@pec.finmeccanica.com, not later than the above deadline of 14 April 2014. In particular, Shareholders must file at the Company's registered office the document certifying the ownership of the number of shares represented, in the manner required for the submission of lists, even after filing of the list of candidates, provided this is done within the deadline for publication of the lists by the Company (*i.e.* not later than 18 April 2014).

Shareholders who wish to submit a list of candidates are requested to previously contact the "Finmeccanica S.p.a. Corporate Affairs" Unit at the e-mail address assemblea@pec.finmeccanica.com or by phone +390632473529 in order to define all the operational details.

When will the submitted lists of candidates be published?

The lists of candidates properly submitted, together with the above mentioned information and documentation, will be made available to the public at the registered office, Borsa Italiana S.p.A. and on the Company's website (www.finmeccanica.com, "Shareholders Meeting 2014" area) within twenty-one days before the date of the first call (*i.e.* not later than 18 April 2014).

How can I know the Board of Directors advice to Shareholders on the composition of the new Board of Directors?

With reference to the appointment of the new Board of Directors, taking into account the opinion of the Nomination Committee and the results of the Board self assessment, the Finmeccanica's Board of Directors – in accordance with the recommendations of the Corporate Governance Code – has issued its advice to the Shareholders about the composition of the new Board of Directors.

The relevant document, "Finmeccanica's Board of Directors advice to Shareholders on the composition of the new Board of Directors", attached to the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree no. 58/98 with reference to the items 2, 4 and 5 on the agenda of the Ordinary Shareholders' Meeting, is also available on the "Shareholders Meeting 2014" area of the Company's website (www.finmeccanica.com).

For more info see  **BoD ADVICE**

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How will the number and the term of office of the new Board of Directors be determined?

In order to proceed with appointing the new Board of Directors, it is necessary to preliminarily determine the number of its members.

Number of members of the Board of Directors:

In accordance with the provisions of Article 18.1 of the Articles of Association, the Board of Directors must consist of a number of members no less than eight and no more than twelve, it being the duty of the Shareholders' Meeting to determine the number within these limits.

The Board of Directors submitted its advice to the Shareholders on the composition of the Board of Directors to be appointed, and therefore reference should be made to such document entitled “Finmeccanica’s Board of Directors advice to shareholders on the composition of the new Board of Directors” .

Term of office of the Board of Directors

Article 18.2 of the Articles of Association provides that the Board of Directors shall be appointed for a period not exceeding three financial years and that the Directors may be re-elected pursuant to Article 2383 of the Italian Civil Code.

In relation to the foregoing, the Shareholders' Meeting is requested to determine the term of office of the Board of Directors based upon proposals that may be submitted by the Shareholders, within the abovementioned limit of three financial years

For more info see ➡ **EXPLANATORY REPORTS**

For more info see ➡ **BoD ADVICE**

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How will the Chairman of the Board of Directors be appointed?

The Shareholders' Meeting is vested with the power to appoint the Chairman of the Board of Directors; Article 19.1 of the Articles of Association in fact provides that the Board of Directors elects among its members the Chairman only if the Shareholders' Meeting has not resolved upon this matter.

The Shareholders' Meeting is therefore requested to appoint the Chairman of the Board of Directors among the members appointed at the outcome of the votes set out in the previous item on the agenda, based upon the proposals that may be submitted by the Shareholders.

The advice of the Board of Directors related to this item on the agenda are contained in the document “Finmeccanica’s Board of Directors advice to shareholders on the composition of the new Board of Directors”.

For more info see ➡ **EXPLANATORY REPORTS**

For more info see ➡ **BoD ADVICE**

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How will the emoluments of the Board of Directors be determined?

Article 27.1 of the Articles of Association requires that the Chairman and the other members of the Board of Directors are due, in addition to the refund of expenses incurred in connection with their office, emoluments to be determined by the Ordinary Shareholders' Meeting and that the relevant resolution remains valid for subsequent financial years until otherwise determined by the Shareholders' Meeting.

In this regard it should be noted that the Ordinary Shareholders' Meeting held on 4 May 2011 determined the emoluments for the Board of Directors, now expiring, as follows: € 90,000.00 gross per annum for the Chairman and € 60,000.00 gross per annum for each of the other Directors.

In relation to the above, the Shareholders' Meeting is requested to determine the emoluments due to the Chairman and to the other members of the Board of Directors based upon proposals submitted by the Shareholders.

For more info see  **EXPLANATORY REPORTS**

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Can I ask information on the seventh item on the agenda of the Ordinary session, concerning the integration of the fees of the Independent Auditors for the financial year 2012?

The Shareholders' Meeting is requested to resolve upon the well-grounded proposal issued by the Board of Statutory Auditors, based on a specific request of the Independent Auditors KPMG S.p.A., concerning the integration of the fees of the Independent Auditors for the financial year 2012.

The well-grounded proposal by the Statutory Auditors is made available on the Company's website (www.finmeccanica.com, "Shareholders Meeting 2014" area), according to the terms required by law.

For more info see ➡ **PROPOSAL OF THE BOARD OF
STATUTORY AUDITORS**

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[Can I ask information on the eighth item on the agenda of the Ordinary session, concerning limits to the fees of Directors with delegated powers pursuant to Article 23-bis of Legislative Decree no. 201/2011?](#)

Article 23-bis of Legislative Decree 201/2011, converted with amendments by Law 214/2011, and subsequently amended by Article 84-ter of Legislative Decree 69/2013, converted with amendments by Law 98/2013, introduced into our legal order a special regulation prescribing limits to the remuneration of Directors with delegated powers of companies directly and indirectly controlled by Public Administrations.

Therefore, the resolution submitted *for approval* in compliance with the mentioned regulations, relates to the implementation of the above principle – applicable to Finmeccanica S.p.a. and its Italian subsidiaries not directly subject to the regulations – i.e. the fee set out in Article 2389, third paragraph, of the Italian Civil Code may not be fixed and paid, in accordance with the mentioned provisions, in an amount greater than 75 per cent of the total remuneration determined for any reason, including the one of any employment relationships with the same company, assuming as a reference the total maximum fee potentially paid in relation to the various salary components provided in any relevant resolutions and/or contracts.

The new obligations are applied as a "one-off", i.e. only with reference to the first renewal of boards of directors after 21 August 2013 (date of entry into force of Law no. 98/2013 which converted, with amendments, Legislative Decree 69/2013) and, in the case of listed companies and their subsidiaries, from the date of the resolution of the Shareholders' Meeting of the listed parent company or, where the renewal has already taken place, to the fees still to be determined or to be definitively determined, in line with the shareholders' Meeting resolutions adopted in this regard and in compliance with the purposes and limitations established by applicable regulations.

If this resolution is approved, the Board of Directors of Finmeccanica shall implement the Shareholders' Meeting resolution with reference to the Company and, as part of exercising its activity of direction and coordination, to the relevant subsidiaries .

For more info see  **EXPLANATORY REPORTS**

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Can I ask information on the ninth item on the agenda of the Ordinary session, concerning the Remuneration Report?

The Shareholders' Meeting is called to express, through non-binding resolution, its vote on the first section of the Report on the remuneration provided in Article 123-ter, paragraph 3, of Legislative Decree no. 58/98 which illustrates the Company's policy on remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities, and the procedures used for the adoption and implementation of this policy. With the proposed resolution not binding on the second item of agenda, the Board of Directors proposes to the General meeting issue an opinion in its favor in the first section of that Report.

For more info see  **EXPLANATORY REPORTS**
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Where can I find information concerning the Remuneration Policy?

On the website www.finmeccanica.it is available the Remuneration Report prepared in accordance with Article 123-ter D. Decree no.58/98 and in accordance with Article 84-quater by Consob no. 11971/1999 Regulation (Issuers' Regulations).

In particular, the first section of the report discusses the remuneration policy adopted starting in 2014, presenting the criteria and guidelines adopted by the Company in reference to the remuneration of members of the Administrative Body, General Managers and any other Executives with strategic responsibilities. This section is subject to non-binding resolution by the General Shareholders' Meeting, pursuant to paragraph 6, Article 123-ter TUF.

The second section shows analytically and in registered form the payment actually paid or attributed during the year 2012 to members of the Administrative and Supervisory Bodies, General Managers and any other Executives with strategic responsibilities.

Finmeccanica's share capital

As of the date of the notice of call (29 April 2013), Finmeccanica's share capital is equal to € 2,543,861,738.00, represented by 578,150,395 shares, all ordinary shares with a nominal value of € 4.40 each.

[See the Share Capital](#)

Who are Finmeccanica's Shareholders?

Based on the outcome of the Shareholders' Book and of the other information available, approximately 30.2% of the corporate capital is held by the Ministry of Economy and Finance, approximately 46% by Italian and foreign institutional investors, and approximately 23.8% by individual investors.