

This text is a summary of the “Verbale Assemblea Straordinaria e Ordinaria 15 maggio 2014” available on the web site Italian version, “Governance/Assemblea degli Azionisti/2014”.

For any conflict or discrepancy between this summary and the “Verbale Assemblea Straordinaria e Ordinaria 15 maggio 2014”, the last shall prevail.



FINMECCANICA - Società per azioni

Registered office in Rome, Piazza Monte Grappa 4

finmeccanica@pec.finmeccanica.com

Fully paid up registered capital € 2,543,861,738.00

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
(in third and second call respectively)
15 May 2014**

SUMMARY OF THE RESOLUTIONS

The Shareholders of Finmeccanica S.p.a. (hereinafter also the “**Company**”), convened on 15 May 2014 for an extraordinary (third call) and ordinary (second call) Meeting at the Conference Centre "Matteo Ricci" in Rome, Piazza della Pilotta 4, have adopted the following resolutions.

Extraordinary Session

- Non-approval of the proposal submitted by the shareholder Ministry of Economy and Finance (by a report pursuant to Article 125-ter, paragraph 3, of Legislative Decree no. 58/98, attached to the request pursuant to Article 2367 of the Italian Civil Code) regarding the introduction into the Articles of Association of a clause prescribing requirements of honorableness and related causes of ineligibility and forfeiture of the members of the Board of Directors.



Ordinary Session

- Approval of the Report of the Board of Directors and the Company Financial Statements at 31 December 2013. Approval of the Board of Directors' proposal for covering the 2013 loss of Euro 355,418,120.05 by using the entire merger surplus reserve for Euro 265,055,593.74 and the retained earnings reserve for Euro 90,362,526.31.

- Approval of the Shareholder Ministry of Economy and Finance's proposal for setting the number of the Directors at eleven.

- Approval of the Shareholder Ministry of Economy and Finance's proposal for setting the term of the office of the Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve Company Financial Statements at 31 December 2016.

- Appointment of the members of the Board of Directors as follows:
 - Giovanni DE GENNARO¹
 - Mauro MORETTI¹
 - Piero Guido ALPA¹
 - Marina Elvira CALDERONE¹

¹ Selected from List No. 2 submitted by the Ministry of Economy and Finance holding approximately 30.204% of the share capital of Finmeccanica S.p.a.



- Paolo CANTARELLA²
 - Marta DASSU¹
 - Alessandro Alfonso Angelo DE NICOLA¹
 - Dario FRIGERIO²
 - Fabrizio LANDI¹
 - Silvia MERLO²
 - Marina RUBINI²
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- Approval of the Shareholder Ministry of Economy and Finance's proposal for appointing Giovanni De Gennaro as Chairman of the Board of Directors.

² Selected from List No. 1 submitted by a group of Asset Management companies and Institutional Investors holding approximately 1.427% of the share capital of Finmeccanica S.p.a. (AcomeA SGR S.p.A. fund manager for: AcomeA Performance, AcomeA MFL Prud, AcomeA MFL Agrees, AcomeA MFL Dinam, AcomeA Europa, AcomeA Globale, AcomeA Italia; Anima SGR S.p.A. fund manager for: Fondo Anima Geo Italia, Fondo Anima Star Italia Alto Potenziale, Fondo Anima Italia; APG Asset Management N.V. fund manager for: Stichting Depository APG Developed Markets Equity Pool; Arca S.G.R. S.p.A. fund manager for: Arca BB, Arca Azioni Italia; Ersel Asset Management SGR S.p.A. fund manager for Fondersel P.M.I.; Eurizon Capital S.G.R. S.p.A. fund manager for: Eurizon Azioni Italia, Eurizon Azioni PMI Europa; Eurizon Capital S.A. fund manager for: Eurizon Easy Fund Equity Italy, Eurizon Investment SICAV - Europe Equities, Eurizon Easy Fund - Equity Small Cap Europe, Eurizon Easy Fund - Equity Industrial LTE, Eurizon Easy Fund - Equity Europe LTE, Eurizon Easy Fund - Equity Euro LTE, Eurizon Easy Fund - Equity Italy LTE; Fideuram Investimenti S.G.R. S.p.A. fund manager for: Fideuram Italia; Fideuram Asset Management (Ireland) Limited fund manager for: Fideuram Fund Equity Italy, Fonditalia Equity Italy; Interfund Sicav fund manager for: Interfund Equity Italy; Mediolanum Gestione Fondi SGR p.A. fund manager for: Mediolanum Sviluppo Italia, Mediolanum Flessibile Italia, Mediolanum Flessibile Globale; Mediolanum International Funds Limited fund manager for: Challenge Funds; Pioneer Asset Management S.A. fund manager for: Pioneer Funds - Italian Equity; Pioneer Investment Management SGRpA fund manager for: Pioneer Italia Azionario Crescita; Ubi Pramerica SGR fund manager for: Ubi Pramerica Azioni Italia).



- Approval of the Shareholder Ministry of Economy and Finance's proposal for setting the remuneration of the Directors as follows: Euro 90,000 before-tax per year to the Chairman and Euro 80,000 before-tax per year to each of the other Directors.
- Approval of the Board of Statutory Auditors' well-grounded proposal pursuant to Article 13, paragraph 1, of Legislative Decree no. 39/2010 for integrating the fees payable to KPMG S.p.A. for additional activities of statutory audit of the Company Financial Statements for the financial year 2012, for an amount of Euro 350,000.
- Approval of the Board of Directors' proposal for the transposition and the consequent application of the provisions set out in Article 23-bis, paragraphs 5-quater, 5-quinquies and 5-sexies of Legislative Decree no. 201/2011, converted with amendments by Law no. 214/2011, as amended by Legislative Decree no. 69/2013, converted with amendments by Law no. 98/2013, stating the principle (applicable to Finmeccanica S.p.a. and its Italian subsidiaries not directly subject to the mentioned provisions) that the fee set out in Article 2389, third paragraph, of the Italian Civil Code "may not fixed and paid in an amount greater than 75 per cent of the total remuneration determined for any reason, including the one for any employment relationships with the same company, during the mandate preceding the renewal".
- Approval, by non-binding resolution, of the first section of the Remuneration Report, provided for by art. 123-ter of Legislative Decree no. 58/98, approved by the Board of Directors on 19 March 2014.