



**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

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

A Shareholders' Meeting is called in Extraordinary session on 22, 27 and 28 April 2016, in first second and third call respectively and in Ordinary session on 22 and 28 April 2016, in first and second call respectively, at 10:30 a.m. in Rome at the "Accademia Nazionale dei Lincei", Via della Lungara, 230 – 00165, to discuss and resolve upon the following

#### **Agenda**

##### **Extraordinary Session**

1. New Company name: amendments to the Art.1. of the Articles of Association. Resolutions related thereto.

##### **Ordinary Session**

1. Financial Statements at 31 December 2015 of Finmeccanica S.p.a., Oto Melara S.p.A., Whitehead Sistemi Subacquei S.p.A. and relevant Reports of the Board of Directors, Reports of the Board of Statutory Auditors and Independent Auditors' Reports. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2015;
2. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98;
3. Authorisation to purchase and dispose of own shares to be put at the service of the Incentive Plans;
4. Fees of the Independent Auditors;
5. Remuneration of the Board of Statutory Auditors.

##### **Additions to the items on the agenda and submission of 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 this notice (*i.e.* not later than 1<sup>st</sup> April 2016) 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](mailto: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 this call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 7 April 2016). 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.

### **Right to attend the Shareholders' Meeting and exercise voting rights**

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.* 13 April 2016), 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 19 April 2016). 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 13 April 2016 (*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.

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.

### **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](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") 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 "Finmeccanica S.p.a. - Legal, Corporate Affairs and Compliance", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto: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.

### **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](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") 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 20 April 2016; if the Shareholders' Meeting takes place in calls following the first, proxies may be accepted even if received by 25 April 2016, with reference to the second call of the Extraordinary Shareholders' Meeting, or by 26 April 2016 with reference to the third call of the Extraordinary Shareholders' Meeting and the second call of the Ordinary Shareholders' Meeting). Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given. 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. in Rome at Via Monte Giberto 33 - 00138 (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@pecserviziitoli.it](mailto:ufficioroma@pecserviziitoli.it).

From 22 March 2016 the Appointed Representative will be at Shareholders' disposal for any information they may require at telephone number +390645427413 and e-mail address [infofinmeccanica@computershare.it](mailto:infofinmeccanica@computershare.it).

### **Right to ask questions before the Shareholders' 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 19 April 2016), 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 13 April 2016 (*record date*).

Questions must be sent by registered mail with return receipt to the Company's registered offices to the attention of " Finmeccanica S.p.a. – Legal, Corporate Affairs and Compliance", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.finmeccanica.com](mailto: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, nor those which have already been answered as "Questions and Answers" format at the Company's website ([www.finmeccanica.com](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016").

Answers released in printed form to each of the persons having voting rights at the beginning of the meeting are deemed given during the Shareholders' Meeting.

### **Remuneration Report**

Pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree no. 58/98, the Shareholders' Meeting called to approve the financial statements is also required to cast its vote, with a non-binding resolution, on the first section of the Remuneration Report, illustrating the Company's policy on the remuneration of the members of the management bodies, general managers and executives with strategic responsibilities, as well as on the procedures adopted for the implementation of such policy.

### **Information about share capital**

As of the date of this Notice of call, the share capital of Finmeccanica is equal to € 2,543,861,738.00, and is represented by 578,150,395 shares consisting solely of ordinary shares having a nominal value of € 4.40 each.

### **Documentation**

The documents pertaining to 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 Agenda items, are made available to the public - within the terms provided by the existing provisions of law - at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website [www.finmeccanica.com](http://www.finmeccanica.com), in the section "Corporate Governance/Meeting 2016", as well as on the website of the authorized storage mechanism NIS-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

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 regarding the Shareholders' Meeting and, in particular, the means of exercising related rights, Shareholders may consult Company's website ([www.finmeccanica.com](http://www.finmeccanica.com), section "Corporate Governance/Meeting 2016") or contact +390645417401 (Computershare S.p.A.).

An extract of this Notice of call, which is published in full on the Company's website [www.finmeccanica.com](http://www.finmeccanica.com) in the section "Corporate Governance/Meeting 2016", is also published in the newspapers "la Repubblica" and "MF" on 22 March 2016.

Rome, 22 March 2016

On behalf of the Board of Directors  
The Chairman  
(Giovanni De Gennaro)