

**FINMECCANICA S.p.a. –Extraordinary and Ordinary Shareholders’ General Meeting to be held on 22<sup>th</sup> of April 2016 (1<sup>st</sup> Extraordinary and Ordinary Call), on 27<sup>th</sup> April 2016 (2<sup>nd</sup> Extraordinary Call) and on 28<sup>th</sup> of April 2016 (2<sup>nd</sup> Ordinary Call and 3<sup>rd</sup> Extraordinary Call)**

**Proxy Form and Voting Instructions for Computershare S.p.A.**

**Computershare S.p.A.**, represented by one of its own employee with specific power of attorney, as Appointed Representative pursuant to art. 135-undecies of Legislative Decree n. 58/98 by **Finmeccanica - Società per azioni** (the Company), shall collect the voting proxies relating to the Shareholders’ Meeting convened on 22<sup>th</sup> of April 2016, 1<sup>st</sup> Extraordinary and Ordinary call, on 27<sup>th</sup> of April 2016, 2<sup>nd</sup> extraordinary call and 28<sup>th</sup> of April 2016, 2<sup>nd</sup> ordinary Call and 3<sup>rd</sup> Extraordinary Call, at 10:30 a.m., under the conditions and within the deadlines reported in the notice of Meeting published on the Company’s website [www.finmeccanica.com](http://www.finmeccanica.com) within the section “Shareholders Meeting” and as summary notice on the newspaper “la Repubblica” and “MF”.

The proxy form with voting instructions, to be conferred within the second trading day prior to the date the Meeting will be held, on 20<sup>th</sup> of April 2016, relating to the 1<sup>st</sup> call, 25<sup>th</sup> of April 2016, relating to the 2<sup>nd</sup> extraordinary call and 26<sup>th</sup> of April, relating to the 2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call, may be cancelled within the same deadlines and with the same procedures used for their conferral.

**Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.**

**Article 135-decies of Legislative Decree n. 58/98 (Conflict of interest of the representative and substitutes)**

Computershare S.p.A., as Appointed Representative, is not involved in any of the situations that give rise to a conflict of interest as contemplated in article 135-decies of Legislative Decree n. 58/98. Nevertheless, the Appointed Representative does not intend to exercise the right, under art. 134 of the Issuers Regulation (Regulation adopted by Consob under Resolution 11971 of 14 May 1999), to express a vote other than that indicated in the voting instructions received in the event of unknown circumstances or in the event of amendments or integrations to the proposals submitted to the Meeting.

**PROXY FORM**

Fill in the required information, taking into account the “Instructions for filling in and submitting the form” (available at the bottom of this document) and notify the Company through Computershare S.p.A. (1)

**\* mandatory informations**

The undersigned *		Place of birth *	
Date of birth *	Tax code *	residing in (town and country) *	
address *			
Telephone no. *		e-mail	
entitled to the voting right at the trading day of <b>13<sup>th</sup> of April 2016</b>		<b>(record date) as (2):</b>	
<input type="checkbox"/> legal representative or proxy holder with power of sub-delegation	<input type="checkbox"/> pledgee	<input type="checkbox"/> contango broker	<input type="checkbox"/> person in whose name the shares are registered
<input type="checkbox"/> other (specify)		<input type="checkbox"/> usufructuary	<input type="checkbox"/> manager <input type="checkbox"/> depositary
for no. *	<b>Finmeccanica Ordinary Shares</b>		
<b>(3)</b> registered in favour of	Place of birth *		
Date of birth *	Tax code *	residing in (town and country) *	
address *			
registered in the securities account <b>(4)</b> no.	at	Bank code	Sorte code
as resulting from statement no <b>(5)</b>	made by (Bank)		

**DELEGATES** the above Appointed Representative to attend and exercise the right to vote at the above mentioned Meeting, with reference to the above shares, as per the instructions provided and

**DECLARES** that he/she is aware that the proxy to the Appointed Representative may contain voting instructions even on just a number of items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred

DATE	I.D. <b>(6)</b> (type)*	Issued by *	no. *	SIGNATURE
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**VOTING INSTRUCTIONS**

(Form to be known by the Appointed Representative only - Tick the relevant boxes and send to Computershare S.p.A. according to the “Instructions for filling and submitting the form” available at the bottom of this document)

The undersigned **(7)**

**DELEGATES** the Appointed Representative to vote at the above mentioned Meeting, according to the following instructions **(8)**:

**Be aware that this proxy form is subject to any modification in order to consider the integration of the agenda of the Shareholders' Meeting and the presentation of new proposed resolutions, pursuant the art. 126bis Legislative Decree no. 58/98, within ten days of the publication of the notice of the Meeting, i.e. within 1 April 2016. In this case, this proxy form shall promptly replace on the Company’s website [www.finmeccanica.com](http://www.finmeccanica.com) within the section “Corporate Governance / Shareholders Meeting 2016”.**

<b>RESOLUTIONS TO BE VOTED</b>	<p><i>Voting Instructions:</i></p> <p><b>Section A:</b> F = For, C = Against, A = Abstention  <b>Section B/C:</b> Conf = confirm the previous instructions, Rev = cancel the previous instructions, Mod = modify the previous instructions</p>
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**Extraordinary Session**

1. New company name: Amendments of Article 1 to the Association. Related and consequent resolutions <b>(9)</b>						
<b>Section A</b>				<i>Istruzioni di voto</i>		
A1 – vote on proposal of the Board of Directors				F	C	A
<b>Section B and C</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)				Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)				Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)				Conf	Rev	F C A
C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)				Conf	Rev	F C A

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**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 <b>(9)</b>						
<b>Section A</b>				<i>Istruzioni di voto</i>		
A1 – vote on proposal of the Board of Directors				F	C	A
<b>Section B and C</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)				Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)				Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)				Conf	Rev	F C A
C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)				Conf	Rev	F C A

2. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98 <b>(9)<sup>i</sup></b>						
<b>Section A</b>				<i>Istruzioni di voto</i>		
A1 – vote on proposal of the Board of Directors				F	C	A
<b>Section B and C</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)				Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)				Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)				Conf	Rev	F C A
C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)				Conf	Rev	F C A

<sup>i</sup> It should be noted here, according to the Article 123-ter, paragraph 6, of Legislative Decree no. 58/98, that the resolution on item 2 is not binding

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3. Authorisation to purchase and dispose of own shares to be put at the service of the Incentive Plans (9)					
<b>Section A</b>			<i>Istruzioni di voto</i>		
A1 – vote on proposal of the Board of Directors			F	C	A
<b>Section B and C</b>			Conf	Rev	Mod <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)			Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)			Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)			Conf	Rev	F C A
C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)			Conf	Rev	F C A

  

4. Fees of the Independent Auditors (9)					
<b>Section A</b>			<i>Istruzioni di voto</i>		
A1 – vote on proposal of the Board of Directors			F	C	A
<b>Section B and C</b>			Conf	Rev	Mod <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)			Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)			Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)			Conf	Rev	F C A
C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)			Conf	Rev	F C A

  

5. Remuneration of the Board of Statutory Auditors (13)					
<b>Section B and C</b>			Conf	Rev	Mod <i>istruzioni di voto</i>
B – vote in the event of unknown circumstances (10)			Conf	Rev	F C A
C1 – vote in the event of amendment/integration submitted to the Meeting by the chairman (11)			Conf	Rev	F C A
C2 – vote in the event of amendment/integration submitted to the Meeting by the holder of majority equity interest (12)			Conf	Rev	F C A

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C3 – vote in the event of amendment/integration submitted to the Meeting by the holder of minority equity interest (12)	Conf	Rev	F	C	A
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**DATE**

**SIGNATURE**

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**Avvertenze per la compilazione e la trasmissione**

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1. The **Proxy form** (together with the documentation providing proof of the signatory powers as per point 2 below and with **Voting Instructions**) shall be sent to Computershare S.p.A. within 20<sup>th</sup> of April 2016, relating to the 1<sup>st</sup> call, 25<sup>th</sup> of April 2016, relating to the 2<sup>nd</sup> extraordinary call and on 26<sup>th</sup> of April 2016, relating to the 2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call, using one of the following alternative methods:
  - an electronic copy (PDF) sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) via “Posta Elettronica Certificata” (registered mail) with electronic signature, or
  - via fax no. +39 0645417450, or
  - an original proxy to Computershare, Via Monte Giberto, 33, 00138, Rome - Italy.
2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
5. Reference to the statement made by the intermediary and his/her name, if differing from the depository of the securities account as per point 4 above
6. Provide details on a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders’ Meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions”.
9. The resolutions proposed to the Shareholders’ Meeting, which are briefly referred to herein, are reported in the illustrative reports published on the company website [www.finmeccanica.com](http://www.finmeccanica.com) within the section “Corporate Governance/Shareholders Meeting 2016” in accordance with the current regulation. Computershare S.p.A., as Appointed Representative, has not personal interest in the mentioned proposals.
10. In the event of a new proposal not published within the deadline required by the article 126-bis of Legislative Decree 24/02/1998 n. 58 is submitted to the Meeting, the Appointed Representative shall not express any vote without instructions. Nevertheless, should relevant circumstances occur, which are unknown at the time of issue of the proxy and which cannot be notified to the proxy grantor, one of the following options may be chosen: a) confirm the voting instruction already expressed; b) cancel the voting instruction already expressed; c) amend the voting instruction already expressed. If no choice is made, the voting instructions expressed in sub a) are confirmed.
11. Should a resolution replacing the initial resolution, submitted by the Board of Director or endorsed by the chairman, regardless of the proponent, the voting instructions provided in the Section C shall replace the previous ones in the Section A. In the absence of a proposal by the Board of Directors, the Shareholders’ Meeting will be called to approve the proposals presented at the meeting. Therefore, the voting instructions are collected by the Appointed Representative in Section C as the only expression to vote on the proposals submitted by the persons mentioned in this paragraph.
12. In the event of an alternative proposal of a shareholder is submitted to the Meeting and the previous proposal is not approved, the voting instructions provided shall replace the previous. The proxy giver may fill in the voting instructions on the alternative proposals in the section C: these mentioned voting instructions are mandatory for the Appointed Representative, but just in case the proponent has the same feature as indicated in the section C).
13. **Regarding the point n. 5 ordinary session, as the Board of Directors has refrained from making proposals to the Shareholders’ Meeting, it is required to complete section C).**

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*Legislative Decree 24/02/1998 n. 58*

**Article 126-bis**

Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

**Article 135-decies**

Conflict of interest of the representative and substitutes

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company;

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- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.

3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

Appointed representative of a listed company

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Article 134 of the Issuers Regulation (Regulation adopted by Consob under Resolution 11971 of 14 May 1999)**

(Representative appointed by the company with listed shares)

1. The proxy form provided under Article 135-undecies of the Consolidated Law shall contain at least the information provided by the schedule set out in Annex 5A.
2. The representative that does not have any conflicts of interest as set out under Article 135-decies of the Consolidated Act, where expressly authorised by the delegating party, may express a vote not aligned to the instructions in case significant events occur that were not known at the time the proxy was issued, and that cannot be communicated to the delegating party, provided that it could be reasonably inferred that, had the delegating party known of these significant events, it would have given its approval, or in the event of changes or additions to the proposals submitted to the shareholders' meeting.
3. When sub-paragraph 2 applies, the representative will state at the meeting:
  - a) the number of votes not expressed in accordance with the instructions received, or, in the event of a new proposal, expressed without instructions, with respect to the total number of votes exercised, distinguishing between abstentions, votes against and votes in favour;
  - b) the reasons behind the vote not expressed in accordance with the instructions received or in the absence of instructions.



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**PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA”**  
**INFORMATION NOTICE EX ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003**

Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: “the Code”), Computershare S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: “Computershare S.p.A.”) as data controller of the personal data (hereafter: “Data”) intends informing you of the following.

**1. PURPOSE OF DATA PROCESSING**

The Data provided will be processed by Computershare with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the Shareholders’ Meeting and expressing the represented subject’s vote in compliance with the instructions provided by the subject to Computershare;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Computershare for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Computershare from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Computershare on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as “Data Processors”, are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Computershare in the person of the Director appointed for this function.

**2. COMMUNICATION OF DATA TO THIRD PARTIES**

Computershare may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

**3. DATA PROCESSING METHODS**

Computershare processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of “processing” pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

**4. EXERCISING OF RIGHTS**

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data.

Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

Computershare S.p.A.