

FINMECCANICA - Società per Azioni

Registered Office at Piazza Monte Grappa 4, Rome
Fully paid-up share capital Euro 2,543,861,738.00
Companies' Registry of Rome. Registered No and Tax Ref. 00401990585
V.A.T. No. 00881841001

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Company's Shareholders are hereby invited to attend the Ordinary Shareholders' Meeting to be held on 28th April 2009 at 10,30 a.m. at first call and, if necessary, on 29th April at 10,30 a.m. at second call, in Rome at the "*Centro Convegni Matteo Ricci*", Piazza della Pilotta 4, Rome, to resolve on the following

Agenda

1. Annual Financial Statements for the year ended 31st December 2008; reports by the Board of Directors, Board of Statutory Auditors and Independent Auditors; related resolutions.
2. Appointment of the Board of Statutory Auditors for the 2009-2011 three year term.
3. Appointment of the Chairman of the Board of Statutory Auditors.
4. Determination of the emoluments of the Board of Statutory Auditors.
5. Authorisation to purchase and disposal of treasury shares in relation to the share incentive plans; inherent and ensuing resolutions.

Those Shareholders who received notification to attend the Meeting through an authorized intermediary as provided for by the regulations in force, within the deadline of two days prior to the date of the Meeting, pursuant to Article 13.1 of the Company's Articles of Association, shall be entitled to attend the meeting.

Article 13.1 of the Company's Articles of Association also provides that the shares deposited by the Shareholders intending to attend the Meeting must not be withdrawn before the Meeting has taken place.

Those Shareholders in possession of shares not yet certificated are reminded that the right to attend the Meeting may be exercised only subject to delivery of the share certificates to an authorized intermediary suitably in advance in order that they may be placed in the central management system for uncertificated securities.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors, which consists of five Regular Statutory Auditors and two Alternate Statutory Auditors, will be appointed pursuant to the terms of Article 28 of the Company's Articles of Association, to which reference should be made.

Under the terms of the aforesaid regulation and in accordance with the legislation in force, the following should be noted:

- the Meeting shall appoint the members of the Board of Statutory Auditors on the basis of lists submitted by the Shareholders, in which the candidates shall be listed in consecutive order;
- each list shall be divided into two sub-lists, one for the candidates for the office of Regular Statutory Auditor and one for the candidates for the office of Alternate Statutory Auditor;
- at least the first of the candidates in each sub-list must be entered in the official register of auditors of accounts, and must have been performing as a legal auditor of accounts for a period of no less than three years;
- only those Shareholders who, alone or jointly with other Shareholders, collectively hold at least one per cent of the Company's capital with voting rights at Ordinary Shareholders' Meetings shall be entitled to submit lists;
- each Shareholder may submit or jointly submit one list only, and each candidate may appear on only one list, failing which he or she shall be disqualified;
- the lists of candidates signed by the submitting Shareholder or Shareholders must be filed at the registered office of the Company – Piazza Monte Grappa 4, Rome – at least ten days prior to the date set for the Meeting at first call (and therefore no later than 18th April 2009), and must be published within the same deadline in at least three Italian national daily newspapers, two of which must be financial. To enable the Shareholders to submit the lists within the aforesaid deadline, the Company's Offices shall remain open from 09,00 a.m. to 05,00 p.m. on Saturday 18th April 2009;
- together with each list and within the same ten day deadline, declarations must also be filed at the registered office of the Company, by means of which the candidates accept their candidature and state, upon their own responsibility, that there are no reasons for ineligibility or incompatibility with the office, and that they meet the requirements prescribed by the legislation in force and the Articles of Association. In particular, it should be noted that each candidate must satisfy the independence requirements laid down for auditors in Article 148, paragraph 3, of Legislative Decree no. 58/1998, and must satisfy the requirements for good repute and professionalism laid down in Decree no. 162 by the Minister of Justice of 30th March 2000, pursuant to the terms of Article 148, paragraph 4, of Legislative Decree no. 58/1998; being your Company registered in the relevant section of the general list of financial intermediaries pursuant to Article 113 of Legislative Decree no. 385 of 1st September 1993, the candidates for the office of Auditor must also meet the requirements for good repute laid down in Decree no. 516 by the Italian Minister of the Treasury, Budget and Economic Planning of 30th December 1998. In addition, any persons holdings the office of Regular Statutory Auditor in five Italian issuers, or holding other administration and control offices in other companies exceeding the limit provided for in the applicable relevant regulations (article 144-*terdecies* of Consob Regulation no. 11971/1999), cannot be elected to the office of Auditor, or if elected shall be removed from office;
- in accordance with the guidelines set forth in the Corporate Governance Code for Listed Companies concerning the submission of lists, the Board of Directors expressly recommends that Shareholders submit their lists to the registered office of the Company at least fifteen days prior to the date set for the Meeting at first call;

- moreover, in accordance with the terms of the aforesaid Corporate Governance Code and Article 144-*sexies* and 144-*octies* of Consob Regulation no. 11971/1999, the Shareholders are reminded that a CV should be submitted together with each list containing detailed information about the personal and professional characteristics of each candidate, as well as a declaration by the Shareholders, other than those who, alone or jointly, hold the controlling or majority shareholding, stating the absence of any link to these latter within the meaning of Article 144-*quinquies* of the aforesaid Consob Regulation. With regard to the contents of the aforesaid declaration, which is required under the terms of Article 144-*sexies*, paragraph 4b), of the Regulation, the attention of the Shareholders submitting a minority list is drawn to Consob Communication no. DEM/9017893 of 26th February 2009;
- taking into account that, pursuant to the terms of Article 2400, final paragraph, of the Italian Civil Code, at the time of appointment and prior to acceptance of the office the Meeting must be informed of the administration and control offices held by each Auditor in other companies, upon submission of the lists each candidate must also provide a specific declaration to that effect, which may be attached to the CV and should be regularly updated up to the time when the Shareholders' Meeting effectively takes place. The candidates should also ensure that they have authorized the publication of their CVs on the Company's web site;
- finally, in order to prove their possession of the number of shares necessary for the submission of lists, the Shareholders must provide and/or deliver to the registered office of the Company a copy of the documentation attesting their entitlement to take part in the Meeting at least five days in advance of the date set for the Meeting at first call.

With regard to the mechanism for the appointment of Auditors elected by list voting system, Article 28 of the Articles of Association also states as follows:

- each person entitled to vote may only vote for one list during the Meeting;
- at least two Regular Statutory Auditors and one Alternate Statutory Auditor shall be taken from those entered in the official register of auditors of accounts who have been performing as legal auditor of accounts for a period of no less than three years;
- the Auditors who do not meet these requirements shall be selected from among those who have gained at least three years' overall experience in performing the activities or functions listed in Article 28.1, paragraph 3, of the Company's Articles of Association, with reference to the areas and sectors of relevance to the performance of the activities listed in Article 4 of the Articles of Association (corporate objects);
- three Regular Statutory Auditors and one Alternate Statutory Auditor shall be selected from the list obtaining the majority of the votes from Shareholders taking part in the meeting;
- two Regular Statutory Auditors and one Alternate Statutory Auditor shall be selected from the minority lists, as explained in Article 28.3, paragraph 11b), of the Articles of Association;
- the Chairman of the Board of Statutory Auditors shall be appointed by the Meeting from among the Auditors elected by the minority pursuant to the

terms of Article 148, paragraph 2-*bis*, of Legislative Decree no. 58/1998 and Article 28.3, penultimate paragraph, of the Articles of Association.

The lists, with the required information and documentation, will be timely published on the Finmeccanica's web site (www.finmeccanica.it).

The Board of Directors' Reports on the items on the agenda will be available from the registered office of the Company and from Borsa Italiana SpA within the deadlines prescribed by the regulations in force, and the Shareholders may request copies thereof. The Reports will also be available from the Finmeccanica's web site (www.finmeccanica.it).

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