

FINMECCANICA – Società per azioni
Registered office at Piazza Monte Grappa 4, Rome
Fully paid up share capital 2,543,861,738 euro
Rome Register of Companies No. and Tax Code 00401990585
VAT No. 00881841001

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

A Shareholders' Meeting is called in Ordinary Session on 29 and 30 April 2010, in first and second call respectively, at 10.30 in Rome at the Centro Convegni Matteo Ricci, Piazza della Pilotta 4, and in Extraordinary Session on 28, 29 and 30 April, in first, second and third call respectively, at the same time and place, to deliberate the following

Agenda

Ordinary Session

1. Financial statements for the period ended on 31 December 2009; reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; consequent resolutions.
2. Proposal to adjust PricewaterhouseCoopers S.p.A.'s fee for the audit procedures related to the provisions of Legislative Decree n. 32/07.
3. Amendments to Articles 2, 4, 5, 8, 9, 10, 13 and 16 of the Shareholders' Meeting Regulations, also in relation to Legislative Decree n. 27 of 27 January 2010.

Extraordinary Session

1. Amendments to Articles 1, 12 and 14 of the Articles of Association, also in relation to Legislative Decree n. 27 of 27 January 2010.

The fully paid up and subscribed share capital is €2,543,861,738.00, represented by 578,150,395 shares with a nominal value of € 4.40 each. Each share is entitled to exercise one vote, except for the 1,144,077 treasury shares held by the company on the date of this notice, whose voting rights are suspended in accordance with the law.

All those with voting rights are entitled to attend the Shareholders' Meeting if the notification of their intention to take part is received through an authorised intermediary in accordance with current legislation within two days before the day set for the meeting, as laid down in Article 13.1 of the Articles of Association.

Shareholders are also informed that under Article 13.1 of the Articles of Association, shares deposited with the company may not be collected before the meeting has taken place.

Persons holding voting rights may ask to be represented by means of a written proxy, subject to compatibility and within the limits laid down in current law and in the Articles of Association. The proxy form reproduced at the foot of the communication that the intermediary appointed to keep the accounts issues to the holder of voting rights may be used for this purpose.

Shareholders owning shares that have not yet been dematerialised are reminded that the right to take part in Shareholders' Meetings may only be exercised by handing over the share certificates to an authorised intermediary, in time for them to be entered in the centralised management system on the basis of the dematerialisation regime.

The Directors' reports regarding the items on the agenda will be at the disposal of the public at the company's registered office and at Borsa Italiana S.p.A. within the time limit specified by current legislation, and Shareholders will be entitled to ask for copies. The reports will also be available for consultation on the Finmeccanica website (www.finmeccanica.it).

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