

Rome, 30 May 2007

PRESS RELEASE**Shareholders' meeting approves 2006 results and dividend**

The shareholders of Finmeccanica SpA, who met today in Rome, have approved the company's annual results for 2006 and viewed a presentation of the consolidated figures. The results were positive and up sharply on the previous year, leading to a solid level of ROI and creating good value for shareholders. This performance has enabled the company to increase its dividend by 13% compared with 2005.

Shareholders welcomed Finmeccanica's strategy of consolidating its aerospace and defence businesses, the group's satisfactory profitability and its sound capital and financial management. This allowed a significant rise in investment, including research and development spending (EUR 1,783 million, or 14% of revenues). The results once again confirm Finmeccanica's position as one of the world's leading high-tech investors in the sectors of aerospace, defence and security.

Key figures

Consolidated net profit came in at EUR 1,020 million in 2006, up EUR 624 million (158%) on the EUR 396 million generated the previous year. The result was due partly to the capital gain of approximately EUR 404 million raised from the public share offer on 60% of Ansaldo STS SpA and the capital gain of around EUR 291 million from the sale of Finmeccanica's entire stake (about 30%) in AvioGroup SpA, the holding company of the Avio group, to BCV Investment SA, a special-purpose vehicle set up by the Cinven funds. Finmeccanica subsequently bought back 15% of AvioGroup SpA. Revenues totalled EUR 12,472 million, a rise of EUR 1,520 million (14%) versus the EUR 10,952 million posted in 2005. Of the total growth, about EUR 824 million (+8%) came from organic growth, while the remaining EUR 696 million was due to external growth. ROI increased to 17.7%, from 17.5% the previous year. New orders in 2006 came to EUR 15,725 million, a rise of EUR 342 million (2%) on the EUR 15,383 million generated in 2005. The proportion of military orders was 56%, a higher percentage than in 2005. The order backlog stood at EUR 35,810 million, up EUR 3,696 million (12%) versus the EUR 32,114 million posted at 31 December 2005. This is equivalent to about three years' production. Net debt was EUR 858 million at 31 December 2006, a decrease of EUR 242 million (22%) compared with the EUR 1,100 million recorded in 2005. The debt/equity ratio of 16% is within the limits of a conservative financial management policy, and below the maximum limits set by the major ratings agencies.

Dividend

In light of the 2006 results, the shareholders' meeting approved the payment of a EUR 0.35 dividend, up 13% versus the previous year. The dividend will be paid on 21 June 2007 (ex-date: 18 June 2007).

New board member

The shareholders' meeting approved the appointment of Filippo Andreatta as a director. Prof. Andreatta joined the board by the invitation of its members on 27 March 2007.

Filippo Andreatta is an independent, non-executive director and a member of the Strategy Committee since 14 May 2007. He was born in Bologna on 12 July 1968 and is an expert in political science and

international relations. He is a professor of political science at Bologna University and head of the specialist degree course in international and diplomatic studies at the politics faculty of Forlì. He also teaches at John Hopkins University School of Advanced International Studies, Bologna Center. He sits on committees at a number of institutions, including Italy's Institute of International Affairs, the think tank AREL, and the Institute of Training and Labour Studies, and is on the board of Alma Graduate School.

Extension of authorisation to purchase own shares

With reference to the share incentive schemes pursuant to the shareholders' resolutions of 16 May 2003 and 1 June 2005 (incentive schemes for 2002-2004 and 2005-2007), the shareholders' meeting voted to extend the authorisation to purchase and sell own shares for the purposes of the schemes for a period of 18 months from the date of the resolution, up to a maximum of 4,200,000 ordinary Finmeccanica shares. This buyback may be implemented in several stages as considered appropriate, at the market price recorded on the day before the purchase plus 5% (maximum) or at the market price recorded on the day before the purchase minus 5% (minimum). The shares may be purchased on the market, or via the purchase and sale of derivative instruments traded on regulated markets. The company currently holds 600,601 own shares, equivalent to 0.1413% of the share capital.

Share incentive scheme for 2008-2010

Shareholders also voted to renew the incentive plan for Finmeccanica's key personnel for the three-year period 2008-2010. Under the plan, staff are given free shares if they hit performance targets.

The shareholders' meeting voted to authorise the purchase and sale of own shares for the purposes of this scheme for a period of 18 months from the date of the resolution, up to a maximum of 7,500,000 ordinary Finmeccanica shares. This buyback may be implemented in several stages as considered appropriate, at the market price recorded on the day before the purchase plus 5% (maximum) or at the market price recorded on the day before the purchase minus 5% (minimum). The shares may be purchased on the market, or via the purchase and sale of derivative instruments traded on regulated markets. The company currently holds 600,601 own shares, equivalent to 0.1413% of the share capital.

Amendments to the articles of association

The extraordinary shareholders' meeting also approved a number of amendments to the company's articles of association pursuant to law 262 of 28 December 2005 (savings law) and the subsequent legislative decree 303 of 29 December 2006.

Capital increase

Finmeccanica's Extraordinary Shareholders Meeting today has approved a capital increase giving mandate to the Board of Directors for its possible execution within 30 June 2009. The capital increase may be carried out in different tranches, reserved to institutional investors with the exclusion of preemptive rights, within the limits of 10% of company share capital and therefore in the maximum nominal sum of euro 185,638,002, by issuing a maximum n. 42,190,455 shares at the nominal value of euro 4.40 each, to be carried out in whole or in part in underwriting and/or in whole or in part to service convertible bonds or bonds *cum warrant*.

The Board of Directors could execute the resolution, in accordance with the procedure and criteria provided therein within 30 June 2009, in the event that, along with the use of traditional funding sources, it become necessary to utilise a share capital increase, in order to adapt the capital structure necessary to pursue its growth strategy assuring, at the same time, the Group's financial and capital solidity.

Should the increase in capital be undertaken, the issue price is to be aligned to the market value of the shares at the time of the offer and shall, in any event, exceed a figure equivalent to 90% of the weighted average of the official price of the Finmeccanica shares during the 30 stock exchange days preceding the offer.

Should the increase in capital be placed at the service of a convertible bond or bond *cum warrant*, the issue price of the compendium shares shall exceed the value of the weighted average of the official price of the Finmeccanica shares during the 30 stock exchange days preceding the offer by at least 15%.

Should the increase in capital be executed in full, the shareholder Ministry of Finance and Economy shall retain a shareholding in excess of 30% of the share capital of Finmeccanica, as provided by the D.P.C.M. – Prime Ministerial Decree- dated 28 September 1999.