

Rome, 4 October 2013

Finmeccanica approves the sale of Ansaldo Energia

The Board of Directors of Finmeccanica, convened today under the chairmanship of Gianni De Gennaro, has resolved to sell its shareholding in Ansaldo Energia to Fondo Strategico Italiano.

The transaction has been agreed at a fixed price of 777 million euros, and an earn out worth up to 130 million euros maturing over the years 2014, 2015 and 2016, linked to delivery of economic results by Ansaldo Energia laid out in the current business plan already approved by the Company.

The transaction provides for the sale of 99.55% (*) of Ansaldo Energia: with 84.55% (39.55% owned by Finmeccanica and 45% by First Reserve) at closing, expected by the end of 2013; the remaining 15% stake of Finmeccanica to be sold, through a put and call option, to be exercised from 30 June 2017 to 31 December 2017, based on the price of 777 million euros, capitalised at an annual compound interest rate of 6%.

Through this operation Finmeccanica will achieve the following:

- Cash in of 273 million euros at closing, for the sale of 39.55% of its shareholding;
- Cash in of 117 million euros, plus 6% *pro rata temporis* interest rate, from the exercise of the put-call option in 2017, on its remaining 15% stake;
- Deconsolidating at closing its financial debt amounting, at 30 June 2013, to approximately 220 million euro for the 55% stake of Finmeccanica;
- Cash in of up to 130 million euros through the earn out in 2015, 2016 and 2017.

(*) Ansaldo Energia's management holds 0.45% of the company's shares

Finmeccanica is Italy's main industrial group, leader in the high technology field, and ranks among the top ten groups at world level in the Aerospace, Defence and Security sectors. Listed on the Milan Stock Exchange (FNC IM; SIFI.MI), with revenues of approximately 17 billion Euro, over 68,000 employees, 150 operating and commercial locations and 345 production facilities in 50 different countries world-wide, Finmeccanica is an international and multicultural group with an important presence in its four domestic markets: Italy, United Kingdom, the United States and Poland. Finmeccanica's success is based on its technological excellence, which springs from conspicuous investments in Research & Development (amounting to 12% of the revenues), and the constant efforts it makes to develop and integrate the skills, know-how and values of its operating companies. Finmeccanica is active in the following sectors: Helicopters (AgustaWestland), Defence Electronics and Security (Selex ES, DRS) and Aeronautics (Alenia Aermacchi) – which represent its core business – and it is also well positioned in the sectors of Space (Telespazio, Thales Alenia Space), Defence Systems (Oto Melara, WASS, MBDA), Energy (Ansaldo Energia) and Transportation (Ansaldo STS, AnsaldoBreda, BredaMenarinibus).

The sale of Ansaldo Energia contributes to consolidating Finmeccanica's capital structure and constitutes a fundamental step in the implementation of Finmeccanica's strategic plan, which envisages strengthening governance, operational restructuring and streamlining the Group's portfolio of activities. Finmeccanica will thus be enabled to further focus its resources on the Aerospace, Defence and Security sectors, developing new technologies and products – both civil and military – that represents its core activity, thus creating value for shareholders and contributing to growing the technological capabilities of the Italian industrial system.

Within the broader process of restructuring and reinforcing Italy's electro-mechanical industry, Finmeccanica and Fondo Strategico Italiano have also signed a non-binding Memorandum of Understanding that envisages the entry of an industrial player in the sharecapital of Ansaldo Energia and indicates Doosan as the preferred partner, also considering the strategic and industrial negotiations entertained with Finmeccanica. In the same MoU, Finmeccanica and Fondo Strategico Italiano have agreed to assess opportunities for strategic operations within the railway sector, also involving leading international players.

Pursuant to the provisions made in Article 6 of Consob Regulation N. 17221/2010, it should be pointed out that the purchasing party Fondo Strategico Italiano S.p.A. is a related party to Finmeccanica by way of it also being controlled by the Ministry of Economy and Finance, which currently holds a 30.20% stake in Finmeccanica and an 80% stake in Fondo Strategico Italiano (through its affiliate Cassa Depositi e Prestiti S.p.A.).

On the basis of the foregoing, the transaction was approved by the Board of Directors following the unanimous vote in favour passed by the Control and Risks Committee in its capacity of Committee for Related Parties Transactions.

As the transaction is deemed to be of "major relevance", the Company shall proceed to publish the Informative Document within the established terms, as provided by the aforesaid Regulation.

For the transaction, Finmeccanica was assisted by its Banca IMI and Deutsche Bank financial advisors and by the Grimaldi Law Firm. The Committee for Related Parties Transactions was assisted by financial advisor Equita Sim.