

**MEETING OF THE BOARD OF DIRECTORS OF**

**“FINMECCANICA – Società per azioni”**

**REPUBLIC OF ITALY**

At 10:30 am on the twenty seventh day of February in the year two thousand and nine

27 February 2009

*Omissis*

“Amendment to the Articles of Association: adjustment to Article 12.2 of the Articles of Association to bring it into line with the legislation in force”.

*Omissis*

The Board of Directors, ... *omissis* ...

Resolves

To amend Article 12.2 of the Articles of Association as follows:

12.2. “Ordinary General Meetings shall be convened at least once a year in order to approve the financial statements within 120 days from the end of the financial year”.

The Chairman acknowledged that the resolution to amend the Articles of Association was taken with the required majority in accordance with Article 22 of the Articles of Association, and passed on to me the new text of said Articles containing article 12.2 amended as specified above. He then stated that the new text of the Articles of Association also includes the amendment to Article 5.1 as formalised by himself by virtue of the proxy conferred upon him for said purpose by the Board, by means of the deed of notary issued on this day, whereby, in accordance with the resolution adopted by the Remuneration Committee on 15 October 2008, the price of each of the shares to be issued after 14 October 2008 in relation to the 2002-2004 Shares Incentive Plan has been reduced from Euro 14.00 to Euro 12.28.

*Omissis*

Signed: Pier Francesco Guarguaglini

Ignazio de Franchis, Notary