



Procedura

“Shareholders’ Access to Company Accounts”

	Issue	
Procedure no. 13	Date 11/ 05/ 2009	Signed: The Chairman and Chief Executive Officer P.F. Guarguaglini

Disclaimer

This Report has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the report and the English version, the Italian version shall prevail, as the Italian version constitutes the official document.

1. PURPOSE

By this procedure, Finmeccanica S.p.a. regulates the terms and means whereby Shareholders may exercise their right to examine (pursuant to article 2422 of the Italian Civil Code) the company books indicated in paragraphs 1) and 3) of article 2421 of the Italian Civil Code, that is the Shareholders' Book and the Shareholders' Meetings' Minutes Book.

2. SCOPE

The procedure establishes the means whereby the Shareholders of Finmeccanica S.p.a. may examine the above-mentioned books, together with the rules to be followed when exhibiting the Shareholders' Book and the Shareholders' Meetings' Minutes Book to the said Shareholders. The present procedure shall apply to Finmeccanica S.p.a. as of the date of issue, and shall be regularly reviewed in order to, *inter alia*, incorporate therein any changes in law or practice. The present procedure is available on Finmeccanica S.p.a.'s website.

Listed here below are the main provision of Italian law applicable to this procedure:

- a) the Italian Civil Code;
- b) the Italian Financial Services Act (article 85);
- c) CONSOB decision no. 11768/98 ("Market Regulations", article 33);
- d) Royal Decree 239/42;
- e) Law no. 1064/55.

3. ROLES AND RESPONSIBILITIES

This procedure establishes those roles and related responsibilities, assigned within Finmeccanica S.p.a., associated with the provision of Shareholders' access to the contents of the Books pursuant to article 2421, paragraphs 1) and 3) of the Italian Civil Code.

Given the considerable number of Shareholders and of volumes constituting the Company records to be exhibited, in order to enable each Shareholder to exercise his/her right to view said Books in a fast, effective manner, Finmeccanica hereby sets forth the following operating procedures to be observed during examination of the aforesaid Books by the Company's Shareholders.

1) The Shareholder must:

apply in writing to *Finmeccanica S.p.a., Piazza Monte Grappa 4, 00195 Rome, Direzione Affari Legali e Societari, Funzione Affari Societari*, specifying which Books he/she wishes to examine, and must attach to said application the certificate(s) issued by the broker regarding the exercise of the right of examination, pursuant to article 85 of the Italian Financial Services Act and to article 33 of Market Regulations;

The *Direzione Affari Legali e Societari, Funzione Affari Societari* ('Legal and Corporate Affairs Department'), having verified the validity and completeness of the said application, shall promptly arrange for an appointment with the interested party (taking into account any period of company closure);

On the agreed day, subject to verification of the existence of the requirements for exercise of the right of examination, the aforementioned Books shall be examined by the relevant Shareholders: this must take place during business hours.

2) the 'Legal and Corporate Affairs Department' shall:

- adopt all necessary measures in order to prevent the Books being damaged; the Books shall be examined subject to constant surveillance;
- prevent Shareholders from copying the Books in any way;

- ask the Shareholders to apply in writing any statements taken from the Books in question; the validity of the application shall be assessed by the Company, which will subsequently notify the interested party in writing of its decision. The cost of issuing such statements shall be charged to the Shareholder(s) in question;
- ask the Shareholders, upon completion of examination of the Books, to sign a statement declaring that he/she was granted access to view the Books for which exhibition had been applied for;
- follow Shareholders during the entire inspection process conducted in the Company's rooms and until the Shareholders leave said rooms.