

RULES OF PROCEDURE OF THE REMUNERATION COMMITTEE

Article 1

Formation – Chairmanship

1. The Remuneration Committee shall be formed by means of a resolution of the Board of Directors of Finmeccanica S.p.A.
2. It shall be composed of non-executive directors selected by the Board of Directors at the time of its appointment, the majority of them independent. The Board of Directors shall decide on the number of Committee members.
3. If the Board has not appointed a Chairman, the Committee shall arrange to elect one at its first meeting.
4. The Head of Human Resources of the Company and, at the invitation of the Committee Chairman, other Company executives shall be involved in the Committee's work, depending on the topics under discussion.
5. If for any reason a Committee seat should become vacant, the Board of Directors shall appoint a new member in accordance with the preceding paragraphs.
6. The Committee's term of office shall be identical to that of the Board of Directors, which, if terminated for any reason whatsoever, shall result in the immediate dissolution of the Committee.

Article 2

Meetings and resolutions

1. The Remuneration Committee shall meet periodically to perform the duties and responsibilities referred to in Article 3 hereinafter.
2. The Remuneration Committee may meet in any location, in Italy or elsewhere.

3. Committee meetings shall be convened by the Chairman or – in case of his absence or impediment – by another member of the Committee. The notice of meeting shall indicate the location, date and time of the meeting and the items on the agenda. A copy of the notice shall be sent by the Secretariat of the Board of Directors to the Chairman of the Board of Statutory Auditors.
4. The Secretariat of the Board of Directors shall assist the Chairman and members of the Remuneration Committee with organising meetings and the related activities.
5. Committee meetings may take place by teleconference or videoconference, on condition that all participants can be identified and are able to follow and take part simultaneously in the discussion of business, as well as being able to see documents in real time.
6. Committee meetings shall be chaired by the Chairman or, in his absence, by the member who is most senior in age.
7. For Committee meetings to be valid, the majority of its members must be present.
8. Resolutions shall be adopted by a majority vote of those present; in case of a tied vote, the person chairing the meeting shall have the deciding vote.
9. The Committee's resolutions shall be recorded in minutes, which shall be signed by the Chairman of the meeting. Copies of minutes shall be authentic if signed by the Chairman, or by the acting chairman.

Article 3

Functions and tasks

The Remuneration Committee shall perform the functions and tasks defined by the Board of Directors as indicated below:

- determining the salary and contract terms of the Chairman and Chief Executive Officer, in consultation with the Board of Statutory Auditors if required by Article 2389 of the Italian Civil Code, within the framework and subject to the limitations of any employment relationship, with also reference to the appointment, salary adjustment, termination (by settlement if necessary) and obligations surviving said employment relationship;

- assessing the proposals of the Chairman and Chief Executive Officer in relation to the general criteria for pay and incentives, in addition to the plans and mechanisms in place for developing the management skills of the Group's key resources and executive directors of Group companies;
- assisting the senior management of the Company in defining the best management policies for the Group's management resources;
- preparing, for the Board's approval, remuneration plans based on the allotment of or options to buy Company's shares, for directors and executives of the Company and of Group companies;
- defining the implementing regulations of said remuneration plans and the arrangements for closing previous performance share plans.

The Committee shall report to the Board of Directors at least every six months

Article 4

Powers

In order to perform the tasks assigned to it, the Remuneration Committee may enlist the help of Company's employees or external professionals, paid for by the Company, provided that such persons are bound by the necessary confidentiality obligations.

Article 5

Compliance with the code of conduct

Members of the Remuneration Committee are required to discharge the mandate conferred on them with professionalism, transparency and independence of judgement. To this end, they shall refrain at all times from any actions, behaviour or statements that could raise doubts as to the application of these criteria to their work.