

Rome, 27-06-2008

**ASSESSMENT OF THE INDEPENDENCE OF THE BOARD OF DIRECTORS**

At its meeting on 26 June, the Finmeccanica board of directors, appointed by the shareholders' meeting on 6 June 2008, carried out an assessment of the independence of its non-executive members, as required by the Code of Conduct for Listed Companies, in light of the information provided by the individuals concerned in relation to any applicable situations described in the Code.

As a result of this assessment, the board has judged that out of the ten non-executive directors, all directors meet the requirement of independence with the sole exception of Francesco Parlato, in virtue of his working relationship with the Italian Economy and Finance Ministry, which holds a stake of approximately 33.71% in the company.

The board submitted the assessment of the independence of its members to the board of auditors, which verified that the evaluation criteria and procedures defined in the board of directors' regulations had been applied correctly, and did not raise any objections.

LEAD INDEPENDENT DIRECTOR.

With the abstention of the Chairman and CEO as required by the board of directors' regulations, the board then appointed Guido Venturoni as Lead Independent Director, charged with leading and coordinating the requests and contributions of the non-executive directors, as recommended in the Code of Conduct.

The Lead Independent Director will remain in post for the period of the board of directors' mandate, i.e. until the shareholders' meeting to approve the 2010 annual results.]

Appointment of Ambassador Giovanni Castellaneta

The Italian Finance Minister, in agreement with the Minister for Economic Development, has appointed Ambassador Giovanni Castellaneta as director through its "special powers" granted by Law 474/1994.

Mr Castellaneta, who does not have voting rights in accordance with article 5.1 ter point d) of the articles of association, will work alongside the 11 members of the board appointed by the shareholders' meeting on 6 June 2008.

Committee appointments.

The board of directors also reconvened the Committees—already set up in line with the provisions of the Code of Conduct—which currently consist of:

INTERNAL CONTROL COMMITTEE:

Piergiorgio ALBERTI – *Chairman (independent)*
Franco BONFERRONI (*independent*)
Nicola SQUILLACE (*independent*)
Maurizio DE TILLA (*independent*)
all non-executive and independent.

REMUNERATION COMMITTEE:

Riccardo VARALDO – *Chairman (independent)*
Piergiorgio ALBERTI *(independent)*
Franco BONFERRONI *(independent)*
Francesco PARLATO *(not independent)*
all non-executive and mostly independent.

STRATEGY COMMITTEE:

Pier Francesco GUARGUAGLINI (Chairman)
Andrea BOLTHO von HOHENBACH
Giovanni CASTELLANETA
Dario GALLI
Richard GRECO
Francesco PARLATO
Nicola SQUILLACE
Guido VENTURONI

DIRECTOR RESPONSIBLE FOR PREPARING ACCOUNTS.

Lastly, the board of directors, subject to the opinion of the board of auditors, appointed General Manager Alessandro PANSA as the director responsible for preparing the company's accounting statements, pursuant to article 154-bis, paragraph 1 of the TUF finance law and articles 25.4 and 25.5 of the articles of association, until the mandate of the current board expires.