

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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**Servizio Titoli S.p.A.**, in the person of one of its employees or a person vested with specific authority, acting as **Designated Representative** pursuant to article 135-undecies of Legislative Decree 58/98 (TUF - Financial Services Act) by **Finmeccanica S.p.a. (the Company)**, is in the process of collecting voting proxies for the ordinary and extraordinary shareholders’ meeting called for **29 April 2011**, in first ordinary and extraordinary call, **3 May 2011** in second extraordinary call and **4 May 2011**, in second ordinary and third extraordinary call, under the terms and conditions indicated in the notice of call of the meeting published on the company website “www.finmeccanica.it” on 18 March 2011 and on Sole24ore on 19 March 2011.

The proxy and voting instructions may be revoked by **27 April 2011** using the same procedures used for their conferment.

**The person conferring the proxy and voting instructions by signing and sending this form will bear no cost apart from the costs of transmission or mailing.**

**Conferment of the proxy does not exempt the conferring party from the need to obtain the communication pursuant to art. 83-sexies of Legislative Decree no. 58/98 from the Financial Broker .**

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Should unknown circumstances arise or if the proposals submitted to the shareholders’ meeting are changed or supplemented, Servizio Titoli S.p.A., in its capacity as Designated Representative, although having no personal interest in the aforesaid proposals, does not intend, as a mere precaution, to express a vote contrary to that indicated in the instructions, since as it provides the Company also with services relating to Share Register management and support with the shareholders’ meeting, it may be deemed to fall under the circumstances indicated in art. 135-decies, paragraph 2 lett.f) of **Legislative Decree no. 58/98**.

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**PROXY FORM**

**Complete with the information required based on the Guidance given below and notify the Company through Servizio Titoli S.p.A. (1)**

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**\* obligatory information**

The undersigned \* ..... born in \* ..... on \* ..... Tax Code \* ..... resident in (city/town) \* ..... (address) \* ..... tel. no. \* ....., e-mail .....

holder of a voting right in his/her capacity as a: **(2)**  registered owner of shares -  legal representative –  attorney with power of sub-delegation –  secured creditor -  holder on behalf of third parties ;  beneficial owner -  custodian –  manager –  other (specify).....

for\*.....Finmeccanica ordinary shares (ISIN IT0003856405)

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**(3)** registered in the name of .....born in..... on .....  
Tax Code.....resident at/registered office in (*city/town*).....(*address*).....

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registered in securities account **(4)** no. .... at ..... ABI .....  
CAB ..... as indicated in communication no. **(5)** ..... made by (*Bank*) .....

**APPOINTS** the aforementioned Designated Representative to attend and vote in the aforesaid shareholders' meeting, with reference to the above shares, as per the instructions provided to said Designated Representative and

**DECLARES** that he/she is aware

• that the proxy to the Designated Representative may also contain voting instructions on only some of the proposals on the agenda and that, in this event, the vote will be exercised only for those proposals for which voting instructions have been given;

DATE ..... Identity doc. **(6)** \*(*type*) .....issued by \* ..... no. \* ..... SIGNATURE

.....

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**VOTING INSTRUCTIONS**

*(Part to be used solely by the Designated Representative and sent to Servizio Titoli S.p.A. - Check the boxes selected following the Guidance given below)*

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The undersigned **(7)** .....

**APPOINTS** the Designated Representative to vote according to the following instructions **(8)** in the shareholders’ meeting indicated above:

**A) RESOLUTIONS PUT TO THE VOTE (9)**

ORDINARY PART

**1st resolution**

Approval of the Financial Statements at 31 December 2010. Reports of the Board of Directors, Board of Statutory Auditors and Auditing Company; Resolutions relating thereto..... FORAGAINSTABSTAIN

**2nd resolution**

Determination of the number of members of the Board of Directors..... FORAGAINSTABSTAIN

**3rd resolution**

Determination of the term of office of the Board of Directors..... FORAGAINSTABSTAIN

**4th resolution**

Appointment of the Board of Directors..... FOR LIST NO. ....AGAINST ALL LISTS ABSTAIN FOR ALL LISTS **(10)**

**5th resolution**

Appointment of the Chairman of the Board of Directors..... FORAGAINSTABSTAIN

**6th resolution**

Determination of the remuneration of the Board of Directors ..... FORAGAINSTABSTAIN

**7th resolution**

Authorisation to buy and dispose of own shares servicing share incentive plans; resolutions relating and deriving thereto

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FORAGAINSTABSTAIN

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EXTRAORDINARY PART

**8th resolution**

Amendment to articles 16 and 24 of the Articles of Association..... FORAGAINSTABSTAIN

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**N.B. Since the Board of Directors has abstained from submitting proposals to the Shareholders’ Meeting regarding resolutions numbers 2,3,5 and 6, you are also asked to complete the next section C).**

**B) UNKNOWN CIRCUMSTANCES (11)**

In the event of circumstances not known when the proxy is issued the undersigned, with reference to:

ORDINARY PART

**1st resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST  ABSTAIN

**2nd resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST  ABSTAIN

**3rd resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST  ABSTAIN

**4th resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR LIST NO. ....  AGAINST ALL LISTS  ABSTAIN FOR ALL LISTS **(10)**

**5th resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST  ABSTAIN

**6th resolution:**

- CONFIRMS THE INSTRUCTIONS

- REVOKES THE INSTRUCTIONS  
**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

- CHANGES THE INSTRUCTIONS  FOR  AGAINST  ABSTAIN

**7th resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS  FOR  AGAINST  ABSTAIN

EXTRAORDINARY PART

**8th resolution:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS  FOR  AGAINST  ABSTAIN

**C) CHANGES OR ADDITIONS (12)**

In the event of voting on changes or additions to the aforesaid resolutions put to the Shareholders’ Meeting, the undersigned authorizes the Designated Representative to vote as follows.

ORDINARY PART

**1st resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR  AGAINST
  - ABSTAIN
- Change/addition proposed by the **majority shareholder** (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR
  - AGAINST  ABSTAIN
- Change/addition proposed by the **significant shareholder (more than 2%)** (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS

- CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR
- AGAINST ABSTAIN

**2nd resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by the **majority shareholder** (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by the **significant shareholder (more than 2%)** (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN

**3° resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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- CHANGES THE INSTRUCTIONS  FOR  AGAINST
- ABSTAIN
- Change/addition proposed by the **majority** shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR  AGAINST
- ABSTAIN
- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR  AGAINST
- ABSTAIN
- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR  AGAINST
- ABSTAIN

**4th resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR LIST NO. ....  AGAINST
- ABSTAIN
- Change/addition proposed by the **majority** shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS  FOR LIST NO. ....,  AGAINST
- ABSTAIN

- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS
- ABSTAIN
- Change/addition proposed by another shareholder (14)

FOR LIST NO. ....  AGAINST

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS
- ABSTAIN

FOR LIST NO. ....  AGAINST

**5<sup>th</sup> resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS
- ABSTAIN
- Change/**addition** proposed by the **majority** shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS
- ABSTAIN
- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS
- ABSTAIN
- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS
- ABSTAIN

FOR  AGAINST

FOR  AGAINST

FOR  AGAINST

FOR  AGAINST



**6th resolution:**

- Change/addition proposed by the **Administrative Body** (13)

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST

ABSTAIN

- Change/addition proposed by the **majority** shareholder (14)

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST

ABSTAIN

- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST

ABSTAIN

- Change/addition proposed by another shareholder (14)

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST

ABSTAIN

**7th resolution:**

- Change/addition proposed by the **Administrative Body** (13)

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

FOR  AGAINST

ABSTAIN

- Change/addition proposed by the **majority** shareholder (14)

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS

- CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS

**Finmeccanica S.p.a. – Shareholders’ Meeting of 29 April 2011 (1<sup>st</sup> ordinary and extraordinary call) – 3 May 2011 (2<sup>nd</sup> extraordinary call) and 4 May 2011 (2<sup>nd</sup> ordinary call and 3<sup>rd</sup> extraordinary call) – Proxy Form and Voting Instructions to SERVIZIO TITOLI S.p.A.**

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- CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN

**EXTRAORDINARY PART**

**8th resolution:**

- Change/addition proposed by the **Administrative Body** (13)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by the **majority** shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by the **significant** shareholder (**more than 2%**) (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS
  - CHANGES THE INSTRUCTIONS FOR AGAINST
- ABSTAIN
- Change/addition proposed by another shareholder (14)
  - CONFIRMS THE INSTRUCTIONS
  - REVOKES THE INSTRUCTIONS

•  
 ABSTAIN

CHANGES THE INSTRUCTIONS

FOR     AGAINST

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In the event of voting on the **liability action** proposed pursuant to art. 2393, paragraph 2, of the Italian Civil Code by shareholders when the financial statements are approved, the undersigned authorizes the Designated Representative to vote as indicated below:

FOR    AGAINST    ABSTAIN

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DATE .....

SIGNATURE .....

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**Guidance for completing and transmitting the form**

1. The **Proxy Form**, to be notified to the Company through the Designated Representative with **the voting instructions** reserved to said Representative, must be received in the original (together with documentation proving the signing powers as per the following point) by **27 April 2011** at Servizio Titoli S.p.A., Via Monte Giberto 33, 00138 Roma, eventually sending a copy in advance, by the same date, with a declaration of conformity with the original, using one of the following alternative methods:

- fax to no. +39 06 88345203

- attachment to an e-mail message to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it)

**for any information and clarifications please contact 06/88345112 available Monday to Friday between 9.00-13.00 and 14.00-18.00.**

2. Specify the status of the proxy signatory and attach, where necessary, the documentation proving the signing powers.

3. To be completed only if the registered owner of the shares is different from the proxy signatory, always indicating all relevant personal details.

4. Specify the number of the securities account, the ABI and CAB codes of the depositary intermediary, or in any event its name, obtainable from the securities dossier extract.

5. Any reference to the communication made by the financial broker and his/her name, if different from the securities account depositary indicated in point 4.

6. Enter the references of a valid identity document of the proxy signatory.

7. Give the surname and name of the person signing the Proxy Form and voting instructions.

8. Pursuant to article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, “Shares for which a proxy, even partial, has been conferred are counted for purposes of the proper constitution of the shareholders’ meeting. In relation to proposals for which voting instructions have not been conferred, the shareholder’s shares are not counted for purposes of calculating the majority and the capital quota required for approving resolutions”.

9. Resolutions put to the shareholders’ meeting, summarized herein, are illustrated in Reports published on the company website “[www.fimeccanica.it](http://www.fimeccanica.it)”. Servizio Titoli S.p.A., in its capacity as Designated Representative, has no personal interest in the aforementioned proposals.

10. State the number of the list (taken from the company’s website) you wish to vote for or express a vote against or abstain for all lists.

11. Should material circumstances arise, not known when the proxy is issued, which cannot be notified to the appointing person, it is possible to select from: a) confirm the voting instruction already expressed; b) revoke the voting instruction already expressed, c) change the voting instruction already expressed. If no choice is expressed the voting instructions under A) will be deemed to be confirmed.

12. Should changes or additions be made to the proposed resolutions put to the shareholders’ meeting, it is possible to select from: a) confirm any voting instruction already expressed; b) revoke the voting instruction already expressed; c) change (or confer) the voting instruction already expressed. If no choice is expressed the voting instructions under A) will be deemed to be confirmed.

13. If a resolution replacing the initial resolution, presented by the administrative body or adopted by the meeting chairman, regardless of the proposer, is put to the vote the voting instructions given herein replace the previous ones.

14. If an alternative resolution to that previously voted which has not obtained the majority of votes required for its approval is put to the vote, the voting instructions, where present, incorporate the previous ones. The appointing person may indicate voting intentions on the alternative proposals presented and such instructions are binding on the Designated Representative who will express the vote only if the proposer has the characteristics indicated in the relevant voting instruction. The various voting instructions expressed in relation to the characteristics of the proposers may also be identical to one another.

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**Legislative Decree no. 58/98 (TUF)**

**Art. 135-decies**

*(Conflict of interests of the representative and substitutes)*

1. A proxy may be conferred on a representative having a conflict of interests provided that the representative notifies the shareholder in writing of the circumstances giving rise to said conflict and provided that there are specific voting instructions for each resolution for which the representative has to vote on the shareholders’ behalf. The representative is responsible for providing proof that he/she has informed the shareholder of the circumstances giving rise to the conflict of interests.
2. For purposes of this article, a conflict of interests exists in any case where the representative or the substitute:
  - a) controls, even jointly, the company or is controlled by it, even jointly, or is subject to joint control with the company;
  - b) is associated with the company or exerts significant interest over it;
  - c) is a member of the administrative or supervisory body of the company or of the parties indicated in letters a) and b);
  - d) is an employee or auditor of the company or of the parties indicated in letter a);
  - e) is the spouse, relative or related to within the fourth degree to the parties indicated in letters a) to c);
  - f) is linked to the company or to the parties indicated in letters a), b), c) and e) by self-employment or subordinated employment relationships or by other financial relationships that could compromise his independence.
3. The replacement of the representative with a substitute having a conflict of interests is permitted only if the substitute has been indicated by the shareholder. In this case paragraph 1 applies. The representative continues to be responsible for the disclosure requirements and related burden of proof.
4. This article also applies if shares are transferred by power of attorney.

**Art. 135-undecies**

*(Representative designated by a company with listed shares)*

1. Unless otherwise provided in the Articles of Association, companies with listed shares designate for each shareholders’ meeting a person on whom shareholders can confer, by the end of the second open market day prior to the date fixed for the shareholders’ meeting in first or sole call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy is only effective for proposals for which voting instructions have been conferred.
2. The proxy is conferred by signing a proxy form the contents of which are governed by a Consob regulation. Conferment of the proxy does not entail costs for the shareholder. The proxy and voting instructions may always be revoked by the date indicated in paragraph 1.
3. Shares for which the proxy has been conferred, even in part, are counted for purposes of the proper constitution of the shareholders’ meeting. In relation to proposals for which voting instructions have not been conferred, the shareholder’s shares are not counted for purposes of calculating the majority and capital quota required for the approval of resolutions.
4. The person designated as representative is required to report any interests which he/she has on his/her own account or on behalf of third parties regarding the proposed resolutions on the agenda. He/she also maintains confidentiality on the contents of the voting instructions received up to the start of the scrutiny, except when disclosing such information to his/her employees and ancillary staff, who are subject to the same confidentiality obligation.
5. With the regulation indicated in paragraph 2, Consob may establish those circumstances under which a representative who does not find him/herself in one of the conditions indicated in article 135-decies may express a vote different from that indicated in the instructions.

**Civil Code**

**Art. 2393**

*(Corporate liability action)*

1. The liability action against the directors is brought following a resolution of the shareholders’ meeting, even if the company is in liquidation.
2. The resolution concerning directors’ liability may be taken when the financial statements are under discussion, even if it is not listed on the agenda of items to be discussed, when the events concern the year to which the financial statements refer.
3. The liability action may also be brought following a resolution of the board of statutory auditors, taken by majority vote of two thirds of its members.
  4. The action may be taken within five years from when the director leaves office.
  - 5.

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5. The liability action resolution entails the removal from office of the directors against whom it is brought provided that it is taken with the favourable vote of at least one fifth of the share capital. In this case the shareholders' meeting provides for their replacement.
6. The company may choose not to take liability action and may settle, provided that the waiver and settlement are approved by express resolution of the shareholders' meeting, and provided that there is not a vote against by a minority of shareholders representing at least one fifth of the share capital or, in companies with recourse to the risk capital market, at least one twentieth of share capital or the quota contemplated in the articles of association for taking corporate liability action pursuant to paragraphs one and two of article 2393bis .

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**PROTECTION OF PERSONS AND OTHER PARTIES IN RELATION TO THE HANDLING OF PERSONAL DATA  
POLICY STATEMENT PURSUANT TO ART. 13 OF DECREE LAW 196 OF 30.6.2003**

Pursuant to art. 13 of legislative decree n° 196 of 30 June 2003, containing the code on the matter of personal data handling (hereunder: “the Code”) Servizio Titoli S.p.A. (hereunder: “ServizioTitoli”) in its capacity as controller of personal data ( the “Data”) wishes to inform you of the following.

**1. PURPOSE OF THE DATA HANDLING**

The Data provided will be handled by Servizio Titoli, with the support of electronic and/or paper media, for the following purpose:

- a) fulfilment of the obligations concerning representation in the shareholders’ meeting and for expressing the vote of the party represented in accordance with the instructions given by same to Servizio Titoli;
- b) fulfilment of the obligations provided for by laws, regulations and community legislation, or instructions given by Regulatory Authorities and Bodies or administrative practices.

The conferment of the data and its handling by Servizio Titoli for such purposes, required to manage the contractual relationship or related to the fulfilment of legislative obligations, is obligatory and hence does not require explicit consent, as without it Servizio Titoli would be unable to establish and manage such relationship.

The Data may be accessed only by those persons within Servizio Titoli who need it by virtue of the activities and duties they perform, without prejudice to the provisions of point 4, paragraph 2, of this policy statement. Said persons, whose number will be kept to the essential minimum, handle the data in their capacity as “data officers”, are appointed for this purpose and are properly trained to avoid losses, destruction, unauthorized access or prohibited handling of the data.

The Data Controller is Servizio Titoli with registered office in via Mantegna, 6, 20154 Milan, Italy, in the person of the director delegated to the function.

The Data Supervisor for Servizio Titoli is Avv. Massimo Zirulia, who is responsible for responding to any requests received regarding the handling of personal data. An up to date list of any other internal or external data Supervisors may be obtained from Avv. Zirulia, domiciled for the purpose at the registered office of Servizio Titoli.

**2. DISCLOSURE OF DATA TO THIRD PARTIES**

Servizio Titoli may disclose the Data for the same purposes for which it has been collected to:

- a) Regulatory and Supervisory Authorities and Bodies, or other parties indicated by them, under orders issued by them, or prescribed by laws, including community laws, by regulations or by administrative practices

**3. TRANSFER OF DATA ABROAD**

The interested party’s Data may also be transferred abroad, within the European Union, for the same purposes listed in point 1 above, with or without the aid of electronic or in any event automated means.

**4. HANDLING METHODS**

Servizio Titoli handles the Data of interested parties in a lawful and correct manner and in such a way as to ensure its confidentiality and security. The handling – which includes the collection and any other operation covered by the definition of “handling” pursuant to art. 4 of the Code (including, by way of example but without limitations, recording, organization, processing, communication, storage, destruction of Data) - is carried out using manual, computer and/or ICT tools, with organisational procedures and systems strictly related to the purposes indicated.

Servizio Titoli’s membership of the London Stock Exchange Group means that the interested person’s Data, in accordance with the aforesaid terms and conditions, may also be held on computer media at LSE plc, its subsidiaries or associates. The Data is kept for the time strictly necessary for the purposes for which it has been collected, in accordance with the law and any provisions of the *Autorità Garante*.

**5. EXERCISE OF RIGHTS**

Interested parties may enforce their rights, based on art. 7 of the Code which states, amongst other things, that the interested party may ask for access to his/her Data, obtain a copy of the information handled and, if so required, have the details updated, rectified, supplemented, deleted or blocked, as well as object, in whole or in part, for legitimate reasons, to the handling of the Data concerning him/her.

The interested party may enforce the above rights by contacting, in the manner provided for by the law, Servizio Titoli S.p.A., via Mantegna, 6, 20154 Milan, for the attention of the Data Controller or Data Supervisor, as identified above.

This policy statement was updated in January 2011.

Servizio Titoli S.p.A.