



FINMECCANICA - Società per azioni
Registered office in Rome, Piazza Monte Grappa 4
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Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
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FINMECCANICA'S BOARD OF DIRECTORS ADVICE TO SHAREHOLDERS ON THE COMPOSITION OF THE NEW BOARD OF DIRECTORS

(expressed at the meeting held on 19 March 2014)

In accordance with the recommendations of the Corporate Governance Code, the Board of Directors of Finmeccanica, taking into account the opinion of the Nomination Committee and the results of the self assessment, carried out in view of the Shareholders' Meeting (to be held on 9, 14, 15 May 2014) – that, *inter alia*, will appoint the new Directors - submits its advice to the Shareholders regarding the professional profiles deemed appropriate.

The Board considers the current number of directors to be appropriate to fulfil its duties, and sufficient to form the Committees and ensure adequate representation of minority shareholders; the Board considers that:

• the Chairman:

- should be authoritative, recognised as reliable by institutions, be preferably independent at the time of the initial appointment and, in any case, a guarantee for all the Shareholders;
- should have experience at primary institutional level, *i.e.* have an experience as Chairman of Boards of listed companies or of companies of significant complexity;
- should be a non-executive Director.

• the Executive Director:

- should be vested with wide management powers and perform the role of Chief Executive Officer;
- should have previous management experience in listed companies having a size, complexity and international level comparable to that of Finmeccanica;

- should have knowledge of the business of Finmeccanica or other similar businesses.

• **the other Directors:**

- should be non-executive and mostly independent from the management and the Shareholders, as provided by law and the Corporate Governance Code;
- should have specific skills and expertise and be selected among
 - managers who have held top management positions with responsibility in business management or in finance and control of companies of significant complexity and international presence.
 - experts in the aerospace, defence and security industries, risk management and corporate and commercial law, also internationally.

The Board considers that the directors should not only have complementary skills and professional backgrounds to ensure an in-depth analysis of any item on the agenda and also ensure an appropriate membership of the Board Committees, but they should also be available to attend all and any Board and Committee meetings, as well as informal meetings with other Directors.

Finally, the Board is in favour of ensuring gender balance and a range of different ages of Directors.