



NOMINATION COMMITTEE
RULES OF PROCEDURE

December 2013

Disclaimer

These Rules of Procedure of the Nomination Committee have 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 these Rules of Procedure and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document

Article 1

Formation - Chair

1. The Nomination Committee is set up by means of a resolution passed by the Board of Directors of Finmeccanica - Società per azioni.
2. The Committee consists of at least three Directors appointed by the Board of Directors at the time of nomination by means of a majority vote, the majority of whom shall be independent.
3. At its first meeting, the Committee elects its Chairman, if the latter has not already been appointed by the Board of Directors. The Committee meetings may be attended by other parties, upon invitation by the Committee through its Chairman, and where appropriate on the basis of the items on the agenda, including other members of the Board of Directors and employees of the Company or Group Companies, as well as the Chairman of the Board of Auditors or another Auditor delegated by the latter.
4. If a member of the Committee should no longer be in office for any reason, the Board of Directors will appoint the new member in accordance with the procedures described above.
5. The duration of the mandate conferred upon the Committee is the same as that of the Board of Directors. If the mandate of the Board of Directors should cease in advance for any reason, the Committee will step down from office immediately.

Article 2

Meetings and Resolutions

1. The Committee meets at regular intervals to carry out its duties and functions as described in article 3 below.
2. The Committee may meet in any location, within or outside Italy, and makes use of the services of a Secretary, to be appointed during the first meeting.
3. The meetings are convened by the Chairman, or by the Secretary at the request of the latter, or when a written request for a meeting is made by at least two Committee members, by telegram, fax or email giving at least 72 hours notice. In urgent cases, the Committee meetings may be convened with advance notice of 24 hours. The notice of convening shall specify the location, date and time of the meeting and the items on the agenda to be discussed and resolved upon.
4. The Secretary to the Board of Directors assists the Chairman and members of the Committee with the running of its meetings and the related activities.
5. The Committee meetings may be held by teleconference or video conference, on condition that it is possible to identify all the participants and that they are able to follow the events and intervene on the matters under discussion simultaneously, and examine documents in real time. If these requirements are satisfied, the official location of the meeting is that in which the Chairman is present.

6. The Committee meetings are chaired by the Chairman or, if he is absent or otherwise unable to attend, by the oldest Committee member.
7. The Committee meetings are deemed validly convened only if the majority of the members are present.
8. The resolutions are passed by the majority of the votes of those attending. In the event of a tie, the Chairman has the casting vote.
9. The resolutions passed by the Committee are entered in the minutes of the meetings, which are signed by the Chairman of the meeting and the Secretary.

Article 3 Functions and Duties

The Nomination Committee performs the functions and duties set out below:

- it expresses opinions to the Board of Directors on the number of board members and the composition of the board, and makes recommendations on the professional figures whose presence on the board is deemed appropriate;
- it makes recommendations to the Board of Directors based on the respective orientation on the maximum number of positions as director or auditor that may be held by any individual which are compatible with the effective performance of the duties of a Director of the Company;
- it proposes to the Board of Directors candidates for the office of Director in the event of co-opting, when it is necessary to replace independent Directors;
- at the request of the Board of Directors, it carries out inquiries to enable the Board to assess the possible adoption of a plan for the succession of the Executive Directors, in addition to carrying out preliminary studies for the preparation of such plan.

The Committee reports to the Board of Directors on its activities at least once every six months.

Article 4 Powers

In performing its functions, the Committee has the right to access all the information necessary to enable it to carry out its duties, and may avail itself of the assistance of the company organisational Units, or outside consultants at the Company's expense, provided these latter are adequately bound by the necessary confidentiality commitments and do not find themselves in positions that might compromise their independence of judgment.

The Company provides the Committee with the financial resources it requires to carry out its duties.

Article 5
Ethical Conduct

The Committee members are obliged to perform the mandate conferred upon them in a professional and transparent manner, and with independence of judgment, and their conduct must comply with the ethical principles of the Company. To this end, they must refrain from actions and conducts which would violate said requirements.