



## **ANALYSIS OF INTERNATIONAL SCENARIOS COMMITTEE**

### **RULES OF PROCEDURE**

**September 2016**

#### *Disclaimer*

*These Rules of Procedure of the Analysis of International Scenarios 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**

### **Establishment - Chairmanship**

1. The Analysis of International Scenarios Committee is set up by means of a resolution adopted by the Board of Directors of Leonardo S.p.a..
2. The Committee consists of four Directors, appointed by the Board of Directors.
3. At its first meeting, the Committee elects its Chairman, if the latter has not already been appointed by the Board of Directors.
4. If a member of the Committee should no longer be in office for any reason, the Board of Directors will appoint a new member.
5. The term of the office conferred upon the Committee is the same as that of the Board of Directors. If the office of the Board of Directors should cease in advance for any reason, the Committee will terminate from office immediately.

## **Article 2**

### **Meetings and Resolutions**

1. The Committee meets 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 is supported by the Research Department, which assumes the secretariat functions and within which the Committee's Secretary is appointed.
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 Chairman of the Board of Statutory Auditors, who may designate another regular Statutory Auditor as his/her substitute, shall attend the Committee meetings; may also participate the Chairman of the Board of Directors, the Chief Executive Officer and General Manager, as well as the other members of the Board of Statutory Auditors. By invitation of the Committee, through its Chairman, on the basis of the specific items to be discussed, may attend the meeting other persons, including other members of the Board of Directors, employees of the Company or of Group Companies.
5. The Committee meetings may be held via videoconferencing or eventually via teleconferencing, provided that all those attending can be identified, and are permitted to follow, and intervene in discussion of the questions dealt with, and to view documents in real time. Once such requirements have been met, the meeting shall be deemed held in the place where the meeting's Chairman is situated.
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 with the presence of the majority of its members.
8. The resolutions are passed by the majority of the votes of those attending. In the event of a tied vote, the Chairman has the casting vote.
9. The meetings and the Committee's resolutions shall be recorded in the minutes which shall be signed by the Chairman of the meeting and by the Secretary and the Chairman of the Committee shall inform the Board of Directors thereof during the first available meeting. The Committee shall also provide the Board of Directors a report with regard to those activities carried out.

### **Article 3**

#### **Functions and Duties**

The Analysis of International Scenarios Committee supports the Board of Directors with through focused in-depth analysis, concerning opportunities and geopolitical risks significant for the definition of the Company's and Group's strategic guidelines set out by the Chief Executive Officer and General Manager, and in particular assesses:

- geopolitical events in areas and Countries of primary interest, with the relevant potential impact on business in aeronautics, space, security and defence sectors;
- evolution of key Countries' defence policies, with the relevant impact on investment and procurement policies in the Countries of greatest interest to the Company, both in civil and in defense and security areas.

### **Article 4**

#### **Powers**

1. In performing its functions, the Committee is usually supported by the Company's organizational Units and, in particular, will be effectively supported by the Research Department, currently located within the Strategy, Business Development and Innovation organizational Unit, and which will provide for the instruction of topics under analysis assigned by the Committee, by preparing working paper and presentations useful to the discussion.
2. The Company provides the Committee with the financial resources it requires to carry out its duties.

### **Article 5**

#### **Ethical Conduct**

The Committee members are bound to perform their office 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 such requirements.

**Article 6**  
**Final provisions**

The Committee may submit to the Board of Directors, in the light of applicative practice, any proposals for amendments of these Rules pertaining to the performance of the same Committee.