



FINMECCANICA

Whistleblowing Management

Guidelines

**Approved by the Board of Directors on
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1. Objective

Finmeccanica S.p.a. (hereinafter “Finmeccanica”), in the pursuit of its business goals and objectives, is actively involved in the fight against corruption and unlawful conduct, at any work level and in all geographical areas, both through the dissemination and promotion of ethical values and principles and through the actual implementation of rules of conduct and control processes, in line with the requirements set forth by the applicable rules and regulations and with the best international practices.

In consideration of its size and operation at the global level, the Finmeccanica Group (hereinafter also “**Group**”) has developed company protocols and monitoring systems with the aim of eliminating or minimizing the risk of commission of crimes when carrying out activities that are potentially more exposed to the occurrence of unlawful conduct.

Wanting to further implement its reference documents and the highest international standards, these Guidelines define and describe the process for managing disclosures, even anonymous ones, by anyone who becomes aware of facts contrary to law or to the internal rules and regulations of the Group.

2. Effectiveness and scope

These Guidelines will take effect immediately and their implementation is mandatory and binding for all Group Companies, which will adopt them through Board resolution within 60 days from the date of approval of this document.

The above-mentioned companies will communicate the successful adoption of these Guidelines to the Finmeccanica Surveillance Body.

3. Definitions

The definitions used in these Guidelines are given below.

Disclosures’ archive: physical and electronic archive of the Finmeccanica Surveillance Body containing the “history” of all disclosures received and of the notes/reports/documents that accompany them.

Privacy Code: Legislative Decree no. 196 of June 30, 2003, as amended.

Code of Ethics: the document that defines the set of ethical principles and values adopted by Finmeccanica or by the Group Companies.

Disclosures Committee: the Committee appointed by the CEO and General Manager of Finmeccanica, composed of the heads of the Group Internal Audit, Legal, Corporate Affairs and Compliance, Human Resources and Organization, Security, and Administration, Finance and Control (CFO) organizational units.

Legislative Decree no. 231: Legislative Decree no. 231 of June 8, 2001, as amended.

Group or Finmeccanica Group: Finmeccanica and the companies controlled directly or indirectly by it.

Finmeccanica or the Company: Finmeccanica S.p.a.

Model 231: the Organization, Management and Control Model adopted by Finmeccanica or by the Italian Group Companies in compliance with Legislative Decree no. 231; for the non-Italian Group Companies, the compliance programs or other systems provided for by the respective reference legal systems.

Anti-corruption regulations: the applicable laws provided for by the legal systems that each Group Company belongs to, with special reference to the Legislative Decree 231, the Bribery Act (2010), the Foreign Corrupt Practices Act (1977), the Convention of the Organization for Economic Cooperation and Development (OECD) on combating bribery of foreign public officials in international business transactions (1997), the United Nations Convention Against Corruption (General Assembly Resolution no. 58/4 of October 31, 2003) and the applicable Council of Europe Conventions (Civil and Criminal Law Conventions on Corruption – 1999).

Surveillance Body: the body appointed to monitor operation and compliance with Model 231 of Finmeccanica and of the Italian Group Companies; for the non-Italian Group Companies, the body or subject appointed to monitor the operation and observance of the compliance programs, the code of ethics or other systems provided for by the respective reference legal systems (i.e. Compliance Committee, Ethics Committee, Ethics Officers, Compliance Officer or other body/subject appointed for this purpose, in compliance with the respective reference legal systems).

Coordination and Consultation Body for the prevention of corruption: the body composed of the President *pro tempore* of Finmeccanica and the Chairmen *pro tempore* of the Control and Risk Committee, the Board of Statutory Auditors and the Surveillance Body of Finmeccanica, pursuant to Legislative Decree 231/01.

Group Personnel: employees (senior management, middle management, employees, blue collar workers) and other collaborators in any parasubordinate form, as well as members of the corporate bodies (Directors and Auditors), of the Finmeccanica Group.

Company Protocols: the Models 231, Codes, Guidelines, Directives, Procedures, Policies, Manuals and Operating Instructions of the Finmeccanica Group.

Disclosure: communication concerning behavior of any nature (even omissive), attributable to Group Personnel or to third parties who have a relationship of any nature with the Finmeccanica Group, carried out in violation of:

- ✓ Internal codes;
- ✓ Model 231;
- ✓ Internal company Protocols;
- ✓ Laws or regulations, with specific regard to anti-corruption regulations;

and in any case aimed at causing harm or damage to the Finmeccanica Group.

Defamatory disclosure: disclosure that, at the end of the preliminary investigation phase, turns out to be unfounded and made in bad faith and in any case for the sole purpose of maligning or causing harm or damage of any nature to the offended person or company.

Competent o.u.: the Group Internal Audit organizational unit or the Security organizational unit charged by the Disclosures Committee to perform in-depth checks on the disclosures received.

Group Company(ies): the company(ies) controlled directly or indirectly by Finmeccanica.

4. Fostering the culture of transparency

So that the culture of transparency and correctness becomes interwoven into the company's social culture and daily operations, the Finmeccanica Group promotes the awareness and observance of the company Protocols among all employees and/or collaborators, requiring their observance and providing for suitable disciplinary or contractual sanctions in the event of non-observance.

Since prevention and control over the actions taken are activities conferred on all employees and not only on the bodies appointed to this by law, the Group encourages its personnel to report cases of possible infraction of the company Protocols, ensuring them:

1. careful and effective management of the same;

2. mention of the initiative had in the personal file of each employee, accompanying the professional experience gained and the individual career path, if the disclosure is:
 - ✓ signed;
 - ✓ detailed and qualified;
 - ✓ suitable for making it possible to prevent and/or repress unlawful conduct.

4.1 Guarantee of anonymity

The Group encourages anyone who becomes aware of suspicious practices to disclose them, guaranteeing, at the same time, maximum protection and confidentiality for the informant and protection from defamatory disclosures.

In order to protect and safeguard the author of the disclosure, the Finmeccanica Group guarantees discretion and confidentiality during the entire disclosure management process, from the time the disclosure is received to the preliminary investigation and conclusion phase.

In particular, the Group personnel involved, in any capacity, in the different disclosure management phases must guarantee the maximum level of confidentiality with regard to the content of the same and to the informants, adopting the security requirements envisaged for “confidential information”¹.

4.2 Protection from defamatory disclosures

In order to protect everyone’s dignity, honor and reputation, the Finmeccanica Group undertakes to offer maximum protection from defamatory disclosures, censoring them and informing the subjects/bodies cited in bad faith.

In this context, if the groundlessness and the bad faith of the informant are verified at the end of the disclosure verification/analysis phase by the competent o.u., the Surveillance Body, in the case of employees, will evaluate the adequacy of the consequent initiatives that the Human Resources and Organization o.u. puts in place in this regard.

¹ Directive on the “Classification of company information” dated December 13, 2013.

5. Disclosures' transmission channels

The following transmission channels are envisaged for disclosures concerning Finmeccanica:

- ✓ organismodivigilanza@finmeccanica.com;
- ✓ Surveillance Body, Piazza Monte Grappa 4, 00195, Rome, Italy;
- ✓ Fax number: +39 06 45538059;
- ✓ Website: www.finmeccanica.com.

For disclosures concerning the Group Companies, the dedicated information channels envisaged by their own company Protocols remain valid. In these cases, the Surveillance Body of the Group Company transmits the received disclosures, through the above-mentioned transmission channels, to the Disclosures Committee and, for information purposes, to Finmeccanica's Surveillance Body.

Anyone who receives a disclosure outside of the dedicated information channels promptly transmits it, in the original, to the Surveillance Body of the Group Company concerned or that of Finmeccanica (if the report concerns the latter), guaranteeing maximum confidentiality in order to protect the informant and the identity and reputation of the subjects disclosed.

6. Receiving the disclosures

The received disclosures are registered by the Surveillance Body of Finmeccanica or of the Group Companies and:

1. archived if considered unfounded "*ictu oculi*", or if too generic and lacking the minimum elements to be able to launch any in-depth analysis. Said disclosure is kept in any case in the archives of the Surveillance Body, accompanied by a brief note explaining the reason for its removal and sent for information purposes to the Disclosures Committee;
2. sent to the Disclosures Committee, for the subsequent preliminary investigation phase.

7. Preliminary investigation phase

The Disclosures Committee performs a preliminary analysis of the received disclosure, aimed at verifying the need to perform further checks to ascertain the facts reported in it. This need is determined on the basis of the following elements:

- ✓ information provided together with the disclosure;
- ✓ current procedures in force relevant to the disclosed facts;
- ✓ previous disclosures/verifications having the same subject and already examined;

- ✓ facts or situations, with respect to which an investigation is already underway by public authorities (ordinary or special judicial authorities, administrative bodies and independent authorities invested with surveillance and control functions).

In the event that the Disclosures Committee considers it unnecessary to investigate further, it draws up a note explaining the analyses performed and sends it, along with the disclosure, to the Finmeccanica Surveillance Body (or that of the Group Company and for information purposes to that of Finmeccanica, if the disclosure comes from the Body of the subsidiary itself) for final storage in the archive dedicated to it.

If instead the Committee considers it necessary to investigate further, it prepares a request for in-depth analysis with clear identification of the objectives of the verification, giving a mandate to the Group Internal Audit o.u. or to the Security o.u., based on the sphere of competence of the activities to be performed.

8. Performing verifications

Once the mandate for the verifications to be carried out has been received, the competent o.u. draws up the detailed scope of work, showing the plan of activities and relevant execution times, in order to fulfil the indicated verification objectives.

The competent o.u. (Group Internal Audit or Security) performs the checks, if necessary also with the support of external specialized consultants, periodically updating the Disclosures Committee on the state of progress of the work, if appropriate.

At the end of the activities, the Group Internal Audit o.u. or the Security o.u. draws up the Report of the emerged results accompanied by the Action Plan, prepared by the process owner/manager of reference, for the resolution of any anomalies detected. These documents are then transmitted to the Disclosures Committee for the considerations of competence.

9. Analysis of the Report and Action Plan

Once it has received the Report of the results accompanied by any Action Plan, the Disclosures Committee evaluates its adequacy in terms of correspondence of the results obtained to the objectives of control and verification of the facts denounced in the disclosure.

In the event that the Committee, having received the Report and Action Plan, considers it necessary to perform further in-depth analyses, it interacts with the competent o.u., asking it to carry out further checks.

The Disclosures Committee sends the Report and any Action Plan to Finmeccanica's Surveillance Body or to the Surveillance Body of the Group Company, if the disclosure was transmitted by the latter².

10. Filing the Report and initiating communications of competence

The Surveillance Body, when it has received the Report of the analyses performed (including any Action Plan), files it along with the disclosure in the Disclosures' Archive and transmits it to the Chairman of the Board of Directors, to the CEO and to the Board of Statutory Auditors of competence (Finmeccanica or Group Company, depending on the cases).

If it turns out from a disclosure transmitted directly to Finmeccanica's Surveillance Body that a Group Company is found responsible for critical issues, the Report will be transmitted not only to the recipients mentioned above but also to the Surveillance Body of the company itself.

11. Action Plan monitoring

The competent o.u. (Group Internal Audit or Security) ensures semiannual monitoring of the implementation of the Action Plans, aimed at overcoming the gaps detected by the verification that, besides improving/strengthening the Internal Control and Risk Management System, may also result in management actions or disciplinary measures against employees and/or legal actions against third parties. The Disclosures Committee receives the outcomes of these monitoring activities on a semiannual basis.

12. Reporting

The Disclosures Committee draws up, on a semiannual basis, an informative summary of the activities carried out and the progress of the Action Plans referred to above, for:

- ✓ Finmeccanica's Board of Directors;
- ✓ Finmeccanica's Control and Risk Committee;
- ✓ Finmeccanica's Board of Statutory Auditors;

² In this second case, also to the Finmeccanica Surveillance Body for information purposes.

- ✓ Finmeccanica's Surveillance Body;

and, for the disclosures related to the subsidiary companies, for the:

- ✓ Board of Directors of the subsidiary;
- ✓ Board of Statutory Auditors of the subsidiary;
- ✓ Surveillance Body of the subsidiary.

Relative to the disclosures concerning conduct subject to the risk of corruption, the Disclosures Committee draws up an informative summary of the activity carried out and of the progress of the Action Plans on a semiannual basis - for the bodies listed above - which will be brought also to the attention of the Coordination and Consultation Body for the Prevention of Corruption.

13. Measures and sanctions

If unlawful conduct ascribable to one or more employees comes to light following the verification of the disclosures, conducted in accordance with this document, the Group will act promptly and immediately, through suitable and proportionate measures and sanctions, taking account of the criminal relevance of such conduct and of the establishment of criminal proceedings in cases in which they constitute a crime, according to the provisions of Model 231, the Code of Ethics and the collective labor agreement or of the other applicable national rules and regulations.

In particular for Finmeccanica, reference is made to what is envisaged in sections 13.3 and 13.4 below.

13.1 Directors and Auditors

If, following the analyses performed on the disclosure, unlawful conduct carried out by one or more Directors and/or Auditors is verified, the Surveillance Body of the company concerned promptly informs its Board of Directors and its Board of Statutory Auditors which, on the basis of their respective competences, will take one of the following initiatives, taking account of the seriousness of the violation and in accordance with the powers provided by law and/or by the Articles of Association:

- ✓ statements in meeting minutes;
- ✓ formal warning;
- ✓ revocation of the assignment/mandate;

- ✓ request for convocation or convocation of the Meeting with the adoption of suitable measures against the subjects responsible for the violation on the agenda, including the exercise of judicial actions aimed at the recognition of the Director's responsibility with regard to the Group Company and payment of the damages suffered.

13.2 Surveillance Body

If, following the analyses performed on the disclosure, unlawful conduct carried out by one or more members of the Surveillance Body of Finmeccanica or of a Group Company is verified, the Disclosures Committee promptly informs the President, the CEO and the Board of Statutory Auditors of the company concerned which, on the basis of their respective competences, will take one of the following initiatives, taking account of the seriousness of the violation and in accordance with the powers provided by law and/or by the Articles of Association:

- ✓ statements in meeting minutes;
- ✓ revocation of the assignment;
- ✓ the exercise of judicial actions aimed at the recognition of the responsibility of the member of the Surveillance Body of Finmeccanica or of a Group Company and payment of the damages suffered.

13.3 Senior Management

If, following the analyses performed on the disclosure, unlawful conduct carried out by a senior manager is verified, the Surveillance Body will make sure that the company concerned, through the Human Resources and Organization o.u., applies the most suitable measures in compliance with the provisions of the National Collective Labor Agreement of the Senior Management of companies that produce goods and services.

In particular:

- ✓ where the violation is so serious as to damage the relationship of trust, not allowing the continuation, even temporary, of the work relationship, the senior manager is subject to dismissal without notice;

- ✓ if the violation is of lesser entity but still serious enough to irreparably damage the relationship of trust, the senior manager is subject to justified dismissal with notice.

With reference to the non-Italian Group companies, if unlawful conduct comes to light from the verification of the disclosures, the same will apply the sanction system provided for by the applicable regulations to their own senior management.

13.4 Blue Collar Workers, Employees and Middle Management

If, following the analyses performed on the disclosure, unlawful conduct comes to light, the sanctions that can be imposed, by the Human Resources and Organization o.u., fall within those provided for by the company Disciplinary Regulations, in compliance with the procedure provided for by article 7 of the Workers' Statute and by the applicable collective source regulations. The abstract categories of breaches describe the behaviors subject to sanctions, identifying the related disciplinary measures according to their seriousness.

In particular, in compliance with the provisions contained in the National Collective Labor Agreement for workers in the private metalworking industry and the plants' installation:

- ✓ the worker who violates Model 231 or the Code of Ethics or adopts, in the execution of activities, a conduct that does not comply with the provisions in Model 231 or in the Code itself, is subject to measures of verbal warning, written warning, fine or suspension from work and from wages, according to the seriousness of the violation, recognizing in such conduct violations of the duties of the employee identified by the National Collective Contract prejudicial for the discipline and morale of the company;
- ✓ the worker who establishes, in the execution of activities, a considerable non-fulfilment in violation of the provisions of Model 231 or the Code of Ethics, is subject to dismissal with notice, recognizing in such conduct violations that are more serious than those identified in the previous point;
- ✓ the worker who adopts, in the execution of activities, conduct unequivocally directed at the commission of a crime in violation of Model 231 or the Code of Ethics, such as to determine the concrete application of sanctions against the Group Company, is subject to dismissal without notice, recognizing in such conduct a very serious violation that causes the Group Company serious moral and/or material damage.

With reference to the non-Italian Group companies, if unlawful conduct comes to light from the verification of the disclosures, the same will apply the sanction system provided for by the regulations applicable to it to their own staff.

13.5 Collaborators, auditors, advisors, partners, counterparties and other external subjects

Each unlawful behavior carried out by subjects other than those mentioned above, verified following analyses on received disclosures, will be examined by the Surveillance Body in order to suggest to the Finmeccanica CEO and General Manager or to the CEO of the Group Company concerned, that they evaluate the adoption of measures, such as the unilateral withdrawal from the contract, provided for by special negotiation clauses.

14. Traceability of the disclosures' management process

The Surveillance Body stores the disclosures received in special paper/computer archives, in accordance with the provisions of the internal regulations³ for managing information classified as “confidential”.

All the organizational units involved in the disclosure management process guarantee, within their respective competence, the traceability of the information, filing the documentation produced.

The documentation must be kept for at least 10 years.

15. Dissemination and publication of the document

The Disclosures Committee, with the support of the External Relations o.u, looks after the dissemination and publication of this document on the Company website.

As regards internal dissemination, the document in question will be sent by the Human Resources and Organization o.u. to every:

- ✓ member of the Board of Directors, the Board of Statutory Auditors and the Surveillance Body;
- ✓ employee through posting in the spaces dedicated to company communications;

³ Directive on the “Classification of company information” dated December 13, 2013.

- ✓ new employee, along with a copy of the internal company Codes, delivered in hard copy signed for acknowledgement of receipt.

The Surveillance Body will monitor the dissemination on a semiannual basis, as required.

The Surveillance Body will also monitor the implementation and dissemination of the content of this document at the Group Companies.

16. Privacy

In accordance with art. 4, paragraph 1, letter f and art. 28 of the Privacy Code, the Data Controller of the personal data acquired during the management of the disclosures is Finmeccanica or the Group Company that receives the disclosure. In the case of Group Companies headquartered in non-European Union countries, the latter appoint a Representative in Italy, pursuant to and in accordance with art. 5, paragraph 2 of the Privacy Code.

In connection with the processing of the above-mentioned data, the Surveillance Body is appointed Data Processor in accordance with art. 29 of the Privacy Code.

The Data Processor processes the data in compliance with the current regulations and based on the Data Controller's instructions.

Subjects who, for various reasons, are involved in the disclosures' management process, are also appointed in writing as Persons in charge of the processing, in accordance with art. 30 of the Privacy Code.

Please find enclosed the information note (art. 13 of the Privacy Code) on the processing of personal data connected with the disclosures for the purposes of collection of the related consent (Annex 2).