

Rome, 16 May 2012

Supplementary disclosures requested by CONSOB

Pursuant to and for the purposes of Art. 114, paragraph 5, of Legislative Decree 58/1998, in compliance with the request received from CONSOB on 9 May 2012, Finmeccanica publishes the following information, together with the specific questions received from CONSOB.

This information, which was also released during today's Shareholders' Meeting, is available to the public as an attachment to the Annual Financial Report and to the Report of the Board of Statutory Auditors, on the Company's website (www.finmeccanica.com), at the registered office of the Company and with Borsa Italiana SpA.

Supplementary disclosures requested to the Board of Directors

In a notice of 9 May 2012 (correspondence registration no. DCG/12038494), with regard to the Shareholders' Meeting (ordinary part) of Finmeccanica SpA (the "Company" or the "Issuer") scheduled for 14 and 16 May 2012 on first and second call, respectively, the agenda for which includes, among others, the approval of the separate financial statements and the presentation of the consolidated financial statements at 31 December 2011, CONSOB requested that the Board of Directors and the Board of Statutory Auditors of Finmeccanica, pursuant to Art. 114, paragraph 5, of the Consolidated Financial Law (Legislative Decree 58/1998), provide the following information to be attached to the Annual Financial Report and the Report of the Board of Statutory Auditors pursuant to Art. 153, paragraph 1, of the Consolidated Financial Law and to publish it, after the Shareholders' Meeting, in a press release in the manner provided for under Part III, Title II, Chapter I of the Issuers' Regulation. Consequently, in compliance with those requests (which in order to facilitate understanding are listed in the same order as in the notice from CONSOB mentioned above) the supplementary disclosures under the responsibility of the Board of Directors are provided below.

- I. *Report on Corporate Governance for 2011, prepared for the Shareholders' Meeting in compliance with Art. 123-bis, paragraphs 1 and 2 of the Consolidated Financial Law.***
 - a) *The above report states that the Action Plan for 2012 put forward by the Internal Audit Organisational Unit and defined with the Supervisory Body of Finmeccanica, provides for the issue, in the first half of 2012, of Group Directives and Company Procedures governing "sensitive activities concerning the Audit System", in particular those relating to purchases, sponsorships, M&A transactions and the granting of engagements for consulting and professional services.***

Please provide detailed information on the state of implementation of the 2012 Action Plan and, specifically, on the implementation of the above procedures and any updates on the initiatives taken to improve the Internal control System of Finmeccanica and its Group.

We can confirm that the following Group Directives and corporate Procedures – which are currently being prepared – will be issued by 30 June 2012 to better regulate governance of sensitive activities concerning the Audit System:

- a) New purchasing procedure for Finmeccanica Spa: update of the previous purchasing procedure issued in 2003 aimed at improving a number of aspects relating to controls and authorisations;
- b) Directive on sponsorships: a new Directive aimed at defining roles, responsibilities and traceability in the process of approving sponsorships;
- c) Directive on M&A transactions: a new Directive aimed at defining roles, responsibilities and traceability in the process for approving extraordinary finance transactions, with particular reference to transactions for the acquisition or sale of companies, businesses and branches of business;
- d) Directive concerning the granting of engagements for consultancy and professional services: a new Directive aimed at defining roles, responsibilities and traceability in the process of entering into consultancy and professional service contracts, other than those dealt with by Directive 17 regarding the "Execution and management of contracts in support of commercial activities with the Public Administrations, institutional clients and State-owned companies", issued on 8 February 2011;
- e) Directive concerning the management of complimentary items, hospitality, facilitating payments and entertainment expenses: a new Directive aiming at defining roles, responsibility and traceability in the management of these issues.

The adoption of the Directives under points (b) and (d) above will also entail a review to be completed by the end of 2012, of the sponsorship and consulting contracts in force in order to adapt them to the newly issued provisions.

Furthermore, on 9 March 2012, the Directive 21 regarding "Trade Compliance" was issued. It covers: (i) the import/export of equipment for military, dual or commercial use that is subject to specific regulatory requirements (with particular regard to ITAR, EAR, OFAC, EU Council and applicable laws in the UK and Italy); and (ii) programmes of sanctions or other restrictive measures effecting Countries or individuals that are considered sensitive (particularly by the competent authorities in the US, EU, UK and Italy, as well as in accordance with UN Security Council resolutions).

The goal of this Directive is to establish a group-wide system of compliance. Therefore, Group's Companies involved in exporting activities, even if only potentially falling within the scope of application of the above mentioned regulations and programmes, must implement the Directive by way of a system providing for the adoption of specific Procedures.

- b) The above mentioned Report says that in 2011 the internal control system for financial reporting was further developed with a specific component for managing the risks of fraud. In particular, *"a list of fraud schemes was identified (Fraud Library) classified by process and by risk macro-category [...]. On the basis of a fraud risk assessment results, [...] existing controls were supplemented with additional controls deriving from the schemes defined in the Fraud Library"*. In addition, the Report states that *"the monitoring plan (test) for the anti-fraud control components will be started in the first half of 2012 with specific checks.[...] Finally, the 2012 Action Plan provides for the issue of a Manual for the management of compliance with Law 262/05, including the component related to the management of risks of fraud "*.**

Considering that the internal control system supplemented with the new risk of fraud management component could be fully operational in 2012, please provide detailed information concerning the coverage level of existing procedures compared with the fraud schemes identified by the Issuer in 2011, possible critical areas as of 31 December 2011 and the reasons why the internal control system was considered adequate to mitigate risks of fraud. In addition, please provide detailed information concerning the state of implementation of the above anti-fraud monitoring activities and the timetable for the issue of the above mentioned Manual.

The 105 fraud schemes identified (Group Fraud Library), which have been classified by process and by risk macro-category (fraudulent misrepresentation of the financial statements, misappropriation of company assets, bribery), include, among others, "preventive" checks, roughly 70% of which have

already been included in existing and operating administration and accounting procedures (narrative). These checks have not found any particularly critical areas.

In addition, besides the routine audits conducted to ensure the actual application of administration and accounting procedures in preparing both the separate and the consolidated financial statements, the anti-fraud monitoring plan provides for both the test entity level controls (which monitor the anti-fraud monitoring environment at the company level) and the detection audits (aimed at detecting any fraud against the company) starting from June 2012. The detection audits, which are to be conducted on a rotation basis, will concern the processes that are of particular interest for the Group.

The internal control system has been deemed to be adequate, effective and operational in light of the considerations described above, the routine audits conducted and the actions taken in response to press news and investigations that have concerned the Parent Company, certain subsidiaries and certain senior managers of the Group.

The 2012 action plan provides for the issue by the end of September of a Manual for the management of compliance with Law 262/05, including the component related to the management of risks of fraud.

- c) **The Report under consideration states that the subsidiary Selex Sistemi Integrati SpA granted an engagement to an independent third party (RINA SERVICES SpA) to carry out technical services, currently under way, for the purpose of analysing the fairness of the value and the standard of the works carried out under the subcontracting agreements awarded by Selex Sistemi Integrati to the companies Arc Trade Srl, Print Sistem Srl, Techno Sky SpA and Renco SpA in the period from 1 January 2008 to 30 November 2011, for a total value of the orders of about €138 million. The report also includes the preliminary findings of the analysis conducted by RINA, as contained in an "Interim Report" issued by the latter on 20 March 2012. Please report the findings of the analysis conducted by RINA.**

The engagement granted to RINA has been divided into two phases: Phase 1 – Verification of the price fairness and estimated measurements (expected duration: four months); Phase 2 – on-site verification of the correspondence between the contractual agreements and actual performance (expected duration: four months).

Verification of the fairness of the value of subcontracting agreements must be performed taking into account the different types of contracts: civil construction and related equipments; provision of hardware; software development and upgrades; setting-up services.

On 20 March 2012, RINA provided Selex Sistemi Integrati with an Interim Report based on an analysis of an initial set of contracts covering 76% of the total value of the orders included in the engagement. This interim report states that: (i) regarding the orders to be analysed both by RINA and the Internal Audit unit of Selex Sistemi Integrati, there were no discrepancies between the assessments of RINA and the results of the audit reports of Selex Sistemi Integrati, showing some critical issues regarding the relationships under consideration; (ii) regarding the orders analysed by RINA but not by Selex Sistemi Integrati, no significant anomalies were encountered.

The final outcome of the audit is to be presented in an Assessment Report currently being prepared by RINA.

- d) **The Report on Corporate Governance notes that Selex Sistemi Integrati SpA engaged an external professional to assess possible shareholders' suits to file against the former directors of the company. Please provide an update on any shareholders' suits approved by the Shareholders' Meeting of Selex Sistemi Integrati SpA against the former directors of the company.**

Selex Sistemi Integrati obtained an independent opinion from the professional engaged. In the opinion of the mentioned advisor, given the structure of management powers within the company, there is a theoretical basis for a shareholders' suit against the Chief Executive Officer in charge at the time of the events, whereas the non-executive directors and the Board of Statutory Auditors would not be liable.

As the events almost entirely regard years prior to 2011 and given the principle of the indivisibility of the damages claim against the Chief Executive Officer, the effective evaluation of the advisability of

pursuing such a course will be conducted in a specific Shareholders' Meeting once the final opinion of RINA concerning the quantification of damages has been obtained.

Consequently, on the basis of the recommendations received, the Shareholders' Meeting of Selex Sistemi Integrati SpA, held on 10 May 2012, approved the financial statements for 2011 without resolving about the pursuit of liability actions.

- e) **The Report, with reference to the Parent Company and Group companies other than Selex Sistemi Integrati, states that "as regards the proceedings concerning a number of directors, managers and employees of Group companies [...] any additional actions to defend the interests of Finmeccanica and the of Group companies are being considered."**

Please provide updated information on the "additional actions to defend" the interests of Finmeccanica and the Group companies that have been undertaken or that will be undertaken, with specific regard to the granting of engagements or other initiatives to assess possible liability actions and/or claims for damages against directors, corporate officers and/or members of the Supervisory Body ex Legislative Decree 231/01 of the Group.

As regards Selex Sistemi Integrati SpA, the company – in addition to the initiatives discussed above – sent five employees formal letters of disciplinary action. Following the disciplinary procedure, penalties were imposed, consisting of termination of employment in two cases and suspension in three cases. In addition, taking into account the findings of the Audit Reports mentioned above, the company engaged a law firm to seek, in the interest of the company, restitution of money unduly paid to a supplier.

With regard to the enquiries concerning other Group companies, between the date of publication of the financial statements at 31 December 2011 and today, no additional information has emerged that would justify, as things currently stand, undertaking additional actions to defend the interests of the Group, including any initiatives to file shareholder suits and/or other claims for damages against directors, corporate officers and/or members of supervisory bodies ex Legislative Decree 231/01 of Group companies.

Any other decision will be taken following completion of the enquiries.

- f) **As indicated in the Report, in November 2010, Selex Sistemi Integrati SpA and a number of managers of the company received notices of investigation for, respectively, offences under Art. 25 of Legislative Decree 231/01, Art. 2 and Art. 8 of Legislative Decree 74/2000 and Art. 319 of the Italian Criminal Code. As announced by the company on 23 April 2012, Selex Sistemi Integrati SpA was notified of the findings of the preliminary investigation, according to which Selex is under investigation for the offence pursuant to Art. 25, paragraph 2, of Legislative Decree 231/01, in relation to Art. 321 of the Criminal Code, which is alleged to have been committed – as part of the award of contracts to the company by Enav SpA – by corporate officers in the interest and for the benefit of Selex. More specifically, that offence is alleged to have been committed in 2009 and 2010 by the Chief Executive Officer and the Sales Director in office at the time.**

Please provide adequate information concerning the measure containing the findings of the preliminary investigation.

The above mentioned measure was issued by the Prosecution Office of the Court of Rome against, among others, Selex Sistemi Integrati SpA.

The notice indicates that Selex Sistemi Integrati SpA is under investigation for the criminal offence pursuant to Art. 25, paragraph 2, of Legislative Decree 231/01, in relation to Art. 321 of the Criminal Code.

Selex Sistemi Integrati SpA's legal counsels are currently examining the documentation filed by the Prosecution Office in order to obtain a more complete understanding of the allegations.

- g) **The Report states that Selex Sistemi Integrati SpA initiated activities to assess the adequacy and define possible amendments of the Organisational, Management and Control Model pursuant to Legislative Decree 231/01.**

Please provide updated information on the state of implementation of the assessment of the adequacy and the amendment of the Model pursuant to Legislative Decree 231/01 of Selex Sistemi Integrati SpA.

The Report also states that the existing 231/01 Organisational, Management and Control Model of Finmeccanica "is also a point of reference for other Group companies in the preparation of their own protocols".

Please provide information on the intent to undertake an assessment and possible amendment of the compliance Model of Finmeccanica and the other Group companies.

Selex Sistemi Integrati SpA has started a review of the Organisational, Management and Control Model pursuant to Legislative Decree 231/01 with the support of a criminal lawyer and a consulting firm, both with remarkable experience in this field. The review regards both the Model and the system of corporate procedures.

With reference to the review of the Model, the activity carried out so far has resulted in the drafting of an initial document that differs from the previous one in the general part, as for the systematic structure, the characteristics and the duties of the Supervisory Body and the structure of disciplinary and penalty arrangements; and in the special part as it is characterized by its organisation into "families" of criminal offences rather than by a "process" approach.

Such preliminary document will be further developed and supplemented with a review of the risk mapping, the consequent updating of sensitive areas, the preparation of examples of the possible ways offences relevant for the purposes of Legislative Decree 231/01, the gap analysis – which is currently under way – and bringing the Model in line with the new corporate organisation and the system of delegated powers, which is still being implemented.

As for the system of corporate procedures, those addressed by the Model are currently being reviewed.

These activities also take into account the recent allegations of the Prosecution Office.

Finmeccanica Spa and the other Group companies are currently updating their respective Organisational Models to take into account the environmental regulations that affect a large number of plants and offices throughout Italy (Legislative Decree 121/11, which introduced Art. 25-*undecies* into the text of such Legislative Decree). The updating also regards the organisational changes and relevant systems of delegated powers in each company. As for Finmeccanica Spa, the new Organisational Model is expected to be issued by the end of the current year, following the preliminary assessments already carried out and approval by the Board of Directors.

- h) On 14 March 2012, the Chairman of Finmeccanica, Giuseppe Orsi, sent two notes to the chief executive officers of the main Group subsidiaries concerning failures to comply with Group procedures and directives concerning "purchasing" and "contracts for consulting and business development services" noted in the Forensic report of the Independent Auditors. In particular, as indicated in the Corporate Governance Report, the Chairman called on the recipients of those notes to fully comply with Group directives and procedures and asked them to report by 12 April 2012 on the actions taken and initiatives adopted.**

Please provide updated information on the disclosure by the Group companies concerning the initiatives adopted, as requested by the Chairman of Finmeccanica in the note of 14 March 2012.

The replies to the notes of the Chairman and Chief Executive Officer of Finmeccanica Spa were received from the subsidiaries by the specified deadlines and, in brief, they confirmed compliance with Group procedures, finding no issues other than those already known.

More specifically:

- as regards actions carried out or to be carried out with regard to consulting and business development engagements granted prior to the issue of Directive 17 on the "Execution and management of contracts in support of commercial activities with the Public Administrations, institutional clients and State-owned companies" and the Guidelines on "Commercial Advisors & Sales Promoters" issued on 11 January 2012 in implementation of that Directive, the companies

have, where necessary, undertaken to update their contracts to take account of the instructions of Finmeccanica Spa by 30 June 2012 at the latest, as provided for in the Guidelines;

- as regards actions carried out or to be carried out with regard to purchasing, the companies reported that they deem the protocols in place appropriate both to the organisation and to the operational requirements of the various organisations. The purchasing process was also assessed within the audit plans activities, showing workability and substantial efficiency of the related control system .

II. Annual Financial Report

- a) **The above mentioned Report, in addressing risk management, states that the Group devotes specific attention to long-term fixed-price contracts. The Group conducts a review of the estimated costs of contracts at least quarterly and, as specified in the "Order Risk Management" directive, has implemented Lifecycle Management and Risk Assessment procedures. In addition, in consideration of the events that characterised 2011, the Group is also committed to "improving its industrial efficiency and its ability to precisely perform to customer specifications".**

Please describe (i) the control activities carried out concerning the effectiveness of those procedures and the related findings; (ii) the areas in which the improvement activities are to be undertaken.

The bid, management and control model of the Finmeccanica Group's programmes is founded on four essential processes that are activated during the bid preparation stage and governed with specific directives:

- *EVMS - Earned Value Management System*, which specifies the rules to adopt in planning schedules, estimating costs and monitoring performance;
- *Risk Management*, which specifies the procedures to use in estimating, monitoring and updating order risks over the entire lifecycle of the project;
- *Phase Review*, a process that may involve persons external to the company in which the achievement of key programme milestones is assessed and, where necessary, actions to mitigate any issues are developed;
- *Economic Value Added*, which allows to synthetically measure the creation of value of single programmes through the combination of economic and financial variables.

The indicators of the performance of the main Group programmes produced by the application of the four methodologies indicated above, together with update of the estimated cost at completion, are provided by the operating companies to management control of the Parent Company on a quarterly basis, using a specific tool for this process. They serve as the basis for discussion of developments in the main orders and enable comprehensive analysis during specific management meetings held on at least a quarterly basis between the top management of Finmeccanica and that of the operating companies. Accordingly, the consistent application of these procedures and their results are constantly monitored by Group management control.

In addition, in view of the issues that emerged during 2011, as already reported by the directors as from the 2011 half-year report, the Group launched comprehensive restructuring and reorganisation processes to improve industrial efficiency and reduce costs associated with non-compliance and delays in the delivery of its products, with a specific focus on the engineering, manufacturing and procurement areas. Developments in those programmes are monitored and analysed specifically by Finmeccanica, using monthly dedicated reports by the operating companies that indicate the status of the process, developments in key performance indicators and the results achieved, as well as any issues and the actions identified to address them.

- b) **The mentioned Annual Financial Report discusses certain developments concerning the B787 programme that led to the recognition of significant charges considered "exceptional".**

Please provide information concerning (i) the overall amount of the order; (ii) the amounts recognised in Finmeccanica's consolidated financial statements, indicating annual

percentages for stage of completion; (iii) the procedures used to determine the order charges in 2011, taking account of the initiation in December 2009 of a joint work plan with the customer to adjust the average price of the aircraft for the entire programme.

Within the B787 programme, which involves the manufacture by Boeing of a commercial aircraft in carbon fibre, Alenia Aermacchi SpA (hereinafter also "Alenia") is a key and sole supplier to Boeing in the manufacture of the stabilisers and part of the fuselage, accounting for about 15% of the total aircraft structure. More specifically, in 2005 Boeing and Alenia signed a framework agreement governing purchases that Boeing could make through 2021, up to a maximum of 1,022 aircraft and a maximum amount of about US\$ 7 billion (taking account of the various subsequent amendments).

The framework agreement was activated by Boeing with two orders, in 2005 and 2006, providing for the delivery of 300 fuselages. After the receipt of the initial order, significant difficulties encountered in the development the product meant the original price quote was no longer adequate and the price for the 300 assemblies ordered was revised upwards to ensure an appropriate return. For those orders, the revenues recognised in the consolidated financial statements of the Finmeccanica Group amounted to about €mil. 450 for the period 2006–2009, corresponding to a stage of completion of 17%. In 2010 and 2011, annual revenues amounted to about €mil. 245, bringing the stage of completion to 27% at 31 December 2010 and 37% at 31 December 2011.

In consideration of the major challenges encountered during product development, rendering the original price uneconomic, in December 2009 the parties initiated a joint process to adjust the remuneration of additional activities that could potentially be awarded to Alenia under the framework agreement in the case of the success of the programme. This process took account of the increase in the cost of the product as a result of subsequent configuration changes and the obvious difficulty of estimating costs for an entirely innovative product. Pending completion of the process, a number of significant changes occurred in the reference scenario:

- in September 2011, Boeing presented an initial set of analytical evidence of losses incurred for non-compliance of the stabilisers already delivered. Consequently, the directors of Alenia recognised a provision for risks in the financial statements at 31 December 2011 equal to the maximum contractual amount that could be requested by Boeing (€mil. 161);
- the certification of the B787 (which was only issued in August 2011) and the delivery of the first aircrafts (beginning in September 2011) made it highly likely that Boeing would exercise its option to purchase additional assemblies. Pending completion of the renegotiation of the average prices of the assemblies (which is still under way), the directors of Alenia, even without any formal orders, prudentially recognised a provision of €mil. 500 to face for the risk of completing the entire programme at an average unrewarding price if compared to the estimated cost of the completion of the 1,022 units, as well as restating the margins on the first orders for 300 aircraft (with the elimination of cumulative margins recognised in the income statement from 2006 to 2010, totalling about €mil. 70).

- c) **Non-recurring costs include the effect of the impairment of the goodwill of DRS in the amount of €646 million "mainly as a result of the significant decline in expected volumes of activity due to: cuts in the US defence budget and, more generally, to the change in the US Department of Defence's strategy to scale back the size of forces and procurement, and the withdrawal of troops from theatres of war. It was also impacted by the decline in operating profitability, which, although remaining at good levels for the segment, reflects the industry's increased competitiveness and aggressiveness in the defence market", as well as the allocation of additional costs of €20 million for the restructuring plan to enhance the efficiency and optimise the company structures.**

Please provide updated information concerning the implementation of the DRS reorganisation and the possible need in the short-term to review the targets set out in the business plan, including for the purposes of impairment testing and estimating restructuring costs.

In a scenario affected by the cuts in the US defence budget and the consequent increase in the competitiveness and aggressiveness of our competitors, the DRS reorganisation is aimed at enhancing efficiency along the following lines:

- rationalising the corporate structure, through the merger and consolidation of certain businesses and the adjustment of the DRS operating and management structure to take account of the changing competitive context, enabling it to offer its products on a more integrated basis;
- reducing structure duplications, with the concentration of operations at a smaller number of sites, especially with particular reference to corporate activities;
- adjusting the workforce to production volumes, which have declined from the level seen up to 2010.

In early 2012, DRS continued the actions to adjust the workforce begun in 2011 and started other activities to rationalise and adjust its structure, with a particular focus on developing a new, more highly integrated organisation targeting three business areas, as well as consolidating its structures.

Management feels these actions are suitable to enable DRS to maintain its competitive positioning, even in the complex market environment in which it operates, and to improve profitability.

As regards the impairment testing conducted for the purposes of the financial statements at 31 December 2011, the outcome of the tests was adversely impacted by the current situation in the US market, prompting the recognition of an impairment loss of €mil. 646, determined on the basis of a plan that incorporates the effects of the actions already taken. The net expected benefits of the additional restructuring initiatives that had not yet been implemented as of the balance sheet date were not considered in determining the result for the year, as provided for by the applicable accounting standards, although in the absence of further market deterioration they could improve the prospective contribution of DRS to the performance of the Finmeccanica Group.

III. *Events and media reports following the publication of the documentation prepared for the Shareholders' Meeting.*

- a) **The particular reference in this case is the press release of 18 April 2012 with which Finmeccanica provided clarifications concerning the circumstances involving Valter Lavitola, the Hon. Marco Reguzzoni and the supply of AgustaWestland helicopters to India as well as the press reports concerning, among others, the investigation conducted by the Prosecutor's Office of Naples and the alleged relationships between the companies of the Finmeccanica Group and companies referable to Guido Ralph Haschke concerning orders acquired in India. Reference is also made to the note issued by the company on 2 May 2012 concerning these events.**

Please provide information concerning the internal audit checks performed by the Issuer concerning these events, indicating, among other things:

- i) **with regard to the lease agreement for the premises to be used for AgustaWestland customer support services between the latter and Avioport SpA, whose shareholders include Malpensa Real Estate BV (70%) and Finair Srl (30%), if the shareholders of Finair Srl and Polo Ticino Uno SpA (which holds 70% of Finair Srl) include any related parties of the Finmeccanica Group or are associated with the Hon. Marco Reguzzoni;**
 - ii) **with regard to the relationships between the Finmeccanica Group and Guido Ralph Haschke and/or companies referable to him, any transactions carried out with such counterparties;**
 - iii) **the conclusions reached, even if preliminary, concerning the potential risks and any economic and financial impact on the Group's situation at 31 December 2011 of the enquiries under way concerning the tenders in India and the consulting services rendered by Mr Haschke.**
- i) **The checks performed by AgustaWestland SpA concerning the identity of the shareholders of Finair Srl and Polo Ticino Uno SpA did not find any natural or legal persons who are related**

- parties of the Finmeccanica Group. In addition, the information obtained indicates that none of those parties is associated with the Hon. Marco Reguzzoni;
- ii) the checks performed concerning the relations between the Finmeccanica Group and Guido Ralph Haschke and/or companies referable to him found that:
- Alenia Aeronautica SpA (now Alenia Aermacchi SpA) entered into a Service Agreement in the Indian subcontinent for the period from 1 April 2011 to 31 March 2012, for a fee of € 300,000, of which € 220,000 have been paid to date;
 - OtoMelara SpA entered into a Service Agreement regarding naval and land products in India for the period from April 2011 to March 2012, for a fee of € 58,000;
 - AgustaWestland SpA entered into three Consultancy Agreements between December 2005 and September 2007 concerning scouting for the sale of civilian helicopters in India, for which fees totalling € 400,000 were paid. Those agreements have no connection with the subsequent supply of the 12 helicopters discussed above;
 - Ansaldo Energia SpA, through its Abu Dhabi branch, entered into a contract for specialised personnel for assembly and worksite activities in the Middle East and North Africa. The agreement covered the period from 1 January 2005 to 31 December 2006 at an annual cost of €. 600,000. Ansaldo Energia SpA also entered into two commercial support contracts and one contract for the supply of specialised personnel: the first, dated 15 June 2006, regarded the acquisition of an order from a private Indian party for a fee of € 202,000; the second, dated 15 January 2011, regarded the supply of spare parts for a plant in India, with a fee of € 249,000, of which € 223,000 have been paid to date; the third regarded security services for a worksite in Algeria for the period 2007 – 2010, for a total fee of € 1,140,000, of which € 1,093,000 have been paid to date;
 - Ansaldo Breda SpA entered into a commercial promotion contract in India covering the period from 1 November 2008 to 31 October 2009, for a fee of €.120,000;
- iii) at present, the Company has not found any potential risks or any potential economic and financial impact on the Group's situation at 31 December 2011 deriving from the enquiries under way concerning the tenders in India and the activities of Mr Haschke.
- b) With regard to the notices of investigation transmitted to members of the Board of Directors of Finmeccanica concerning, among other things, the criminal offence of illegal financing of political parties, please provide adequate information concerning the checks and all other actions that the Issuer intends to carry out.**

On 2 May 2012 the director of Finmeccanica Spa Franco Bonferroni, during a joint meeting of the Internal Audit Committee and the Board of Statutory Auditors of the Company, announced that, at the end of March 2012, he had received a notice of investigation issued by the Rome Prosecution Office concerning the criminal offence of illegal financing of political parties.

During the same meeting, Mr Bonferroni stated that he had requested and been granted a meeting with the investigating magistrate, which was held on 21 April 2012. In addition, Mr Bonferroni reported that on that occasion he had denied any involvement whatsoever in the alleged offences.

On the same day Mr Bonferroni made the same statement to the Board of Directors.

Any decision by the Company concerning possible actions in this regard, in the light of the information currently available, has been postponed until the investigation has been completed.

Supplementary disclosures requested to the Board of Statutory Auditors

Dear Shareholders,

on 20 April 2012 the Board of Statutory Auditors of Finmeccanica S.p.a. filed its report prepared pursuant to art. 153, paragraph 1, of the Consolidated Financial Law and addressed to the Shareholders' Meeting called on 14 and 16 May 2012 for the approval of Annual Accounts for the year ended 31 December 2011. The document has been published on the Company's website.

On 9 May 2012 CONSOB sent via fax a letter to the Board of Directors and the Board of Statutory Auditors by which, in compliance with art. 114, par. 5, of the Consolidated Financial Law requested each of the two Boards to provide specific information during the Shareholders' Meeting, in addition to that provide in their relevant reports, to be attached to the Annual Financial Report and to the Report of the Board of Statutory Auditors respectively, as well as include this information in the press release to be published in the manner provided for in Part III, Title II, Chapter I of the Issuers' Regulation after the Shareholders' Meeting.

With reference to the Board of Statutory Auditors, CONSOB requested the following.

"In the Report pursuant to art. 153, paragraph 1 of the Consolidated Financial Law of 20 April 2012, the Board of Statutory Auditors of Finmeccanica referred that during 2011 *"the internal audit system for financial reporting was further developed including a specific component for managing risk of fraud"*, that *"the related monitoring activities will be started in the first half of 2012"* and that, in this regard, the Independent Auditors noted that the Model of compliance with Law 262/2005 of the Finmeccanica Group *"does not currently include the assessment of the specific risks of fraudulent offences to be potentially committed and suggested that this assessment be implemented"*. The Board of Statutory Auditors then stated that *"the administrative and accounting procedures prepared in previous years already included controls that, at the time, were deemed appropriate to mitigate risks of fraud"*.

Having said that, pursuant to art. 114, par. 5 of the Consolidated Financial Law, the Board of Statutory Auditors is requested to provide information about: i) the critical areas, if any, of the system for the control of the risks of fraud as of 31 December 2011, expressing its own opinion on the appropriateness of the existing procedures, also in relation to the fraud schemes identified by the Issuer in 2011, as reported in the abovementioned Report on Corporate Governance; ii) the state of implementation of the above mentioned anti-fraud monitoring activity.

The Board of Statutory Auditors is also requested to provide its assessments on the actions to defend the interests of Finmeccanica and of the Group companies that have been undertaken or that will be undertaken, with specific regard to the granting of engagements or other initiatives to assess possible shareholder suits against corporate officers of Finmeccanica or of other group companies.

Finally, reference is made to the events and information reported in point III above and to the information therein provided to the Board of Directors (information requested with regard to *Events and media reports following the publication of the documentation prepared for the Shareholders' Meeting*, described in the supplementary disclosures given by the Board of Directors). In this respect, the Board of Statutory Auditors is requested to provide information concerning: i) the assessments made by the Board of Statutory Auditors, even if preliminary, about the results of the internal audits carried out by the Issuer ; ii) the audits and initiatives, if any, which the Board of Statutory Auditors intends to undertake.

With reference to the first request for information, it is noted that the Company, following the instructions of the Independent Auditors, which reports that the Model under Law no. 262/2005 does not include a specific and separate treatment of the risks concerning fraudulent offences that may be potentially committed, says that the controls already provided for in the established administrative and

accounting procedures cover about 70% of the 105 fraud schemes identified and included in the Fraud Library of the Group. This statement is confirmed also by the results of the specialised firm used by Finmeccanica since a long time for the support on the management of compliance with Law no. 262/2005. With the support of this firm a number of fraud schemes were identified on the basis of the instructions given by qualified international parties. It is to be underlined that the Independent Auditors did not detect any significant deficiencies in the internal control system during the financial reporting process.

In the light of the above, considering that the notice from the Independent Auditors was delivered in March 2012, that the process for the identification and separate treatment of the fraud risks in the scope of the model under Law no. 262/2005 was started by the Company in 2010 requiring more than one year in consideration of the size and structure of the Group, the Board of Statutory Auditors acknowledged the engagement of the Company to upgrade the control system for the prevention of risks of fraud, also in the light of the most recent experiences, with the implementation and formalization of specific audit activities. As regards the state of implementation the Directors report that the integration activities will be made starting from June 2012 and the Manual for the management of the compliance with Law no. 262/2005 will be issued in September 2012. The Board of Statutory Auditors will supervise the fulfillment of the planned initiatives and the related timetable.

As for the second request for information, the Directors report the initiatives undertaken and to be undertaken to defend the interests of Finmeccanica and of the Group companies, with reference to the subsidiary Selex Sistemi Integrati S.p.A., as well as the unavailability, so far, of appropriate elements to justify the starting of shareholders' suits and or claims of damages against directors and corporate officers of Finmeccanica or of other group companies, pending the results of the ongoing investigations. In this regard, to the best of its current knowledge gained as part of its supervisory duties, the Board of Statutory Auditors has nothing to report.

As for the third request for information about the preliminary assessments made by the Board of Statutory Auditors with reference to the results of the internal audits carried out by Finmeccanica concerning: i) the lease agreement for the premises to be used for AgustaWestland customer support services between the latter and Avioport; ii) a contract for the supply of helicopters in India; iii) the relationships of the Finmeccanica Group with Mr. Guido Ralph Haschke and/or with companies referable to him, the following is reported.

The outcome of the internal audit activities now available, the declarations of the Directors, the findings of the Independent Auditors do not unveil behaviors that do not comply with the Italian or Indian regulations; concerning the premises rented by AgustaWestland, no connections were noted with the Hon. Marco Reguzzoni or parties related to the Finmeccanica Group. The Board of Statutory Auditors also requested to the Internal Audit of Finmeccanica S.p.a. further investigation for a more detailed description of all the contracts related to the Indian order. Therefore, on the basis of the information available to this Board of Statutory Auditors, except for the additional information that might emerge from such requested investigation on the contracts connected to the Indian order, we believe that the audits carried out by the Company are appropriate because they are consistent with the time available and that the conclusions reached by the Company with reference to the separate and consolidated financial statements as of 31 December 2011 are consistent with the results of the audits carried out so far.