



Ordinary Shareholders' Meeting 14 and 16 May 2012 (I - II call)
Extraordinary Shareholders' Meeting 14, 15 and 16 May 2012 (I - II - III call)

Extraordinary Part

Board of Directors' Report
on the sole item on the Agenda

Disclaimer

This Report has 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 the Report and the English version, the Italian version shall prevail, as the Italian version constitutes the official document.

Report of the Board of Directors on the sole item on the agenda for the extraordinary session

Amendment of Articles 18 and 28 and insertion of Article 34 of the Articles of Association following the provisions introduced by Law No. 120/2011 on gender equality on Boards of Directors and Boards of Statutory Auditors of listed companies.

Dear Shareholders,

You have been invited to attend the Extraordinary Meeting to resolve on the amendment of the Articles of Association with regard to the new provisions introduced to our legal system by Law no. 120 of 12 July 2011 regarding gender equality on boards of directors and boards of statutory auditors of listed companies.

In particular, also through the introduction of new paragraphs 1-*ter* to article 147.3 and 1-*bis* to article 148 of Legislative Decree no. 58/98, the aforesaid legislation has imposed on listed companies to respect, in the appointment of company management and supervisory bodies, the criteria of gender balance so that at least one fifth of the members for the first mandate following 12 August 2012 and one third for the two following mandates belong to the least represented gender.

In implementation of the regulatory powers conferred by the aforesaid articles, CONSOB, in its resolution no. 18098 of 8 February 2012, has amended the Issuer Regulations by inserting the new article 144-*undecies* which, among other things, contains the obligation for listed companies to introduce provisions to their own Articles of Association regulating the composition of the lists and replacement of the members of the boards who have come to the end of their mandate, in order to ensure compliance with the criterion of gender balance.

The provisions in question, as stated above, apply to renewals subsequent to 12 August 2012, so this has no effect on the renewal of the Company's Board of Statutory Auditors which this Ordinary Meeting has been called to resolve upon.

The proposed amendments to the Company's Articles of Association are shown below:

Article 18.4

In order to guarantee compliance with the provisions concerning gender balance, it is proposed that a new paragraph be added to article 18.4 of the Company's Articles of Association in order to provide that in the lists for the appointment of the Board of Directors candidates of a different gender are included, provided that such lists contain the names of three or more candidates.

Furthermore, it is proposed to delete the existing paragraph 11 point c) of article 18.4 of the Company's Articles of Association, concerning the appointment of independent directors, and adopt a new wording similar to that envisaged in the new point c-*bis*), in order to standardise the mechanisms aimed at ensuring the appointment of independent directors with those ensuring the compliance with the provisions regarding gender balance.

The new wording of article 18.4 points c) and c-*bis*) provides that, if the list voting mechanism with application of the ratio method and corresponding replacements does not result in the appointment of a minimum number of independent directors as required by law, or gender balance is not achieved, the General Meeting shall attend to the appointment, in compliance with the majorities provided by the law.

Article 18.5

It is proposed to amend the existing article 18.5 of the Company's Articles of Association in order to provide that, in the event of appointment of directors which, for whatsoever reason, should not be carried out in accordance with the preceding statutory provisions, the General Meeting, resolving in compliance

with the majorities provided by the law, shall nevertheless ensure the presence of the minimum number of independent directors required by law, and compliance with gender balance criterion.

A similar proposed amendment is formulated with reference to article 18.5 for the replacement of directors who have ceased to serve during the course of their mandate.

Article 28

For the purpose of ensuring compliance with the provisions on gender balance, it is proposed that a new section be added to article 28.3 of the Company's Articles of Association, to provide that in the lists for the appointments to the Board of Statutory Auditors – taking both subsidiary lists into account – candidates of different genders are included in the subsidiary lists of regular auditors, provided that such lists contain the names of three or more candidates. Moreover, a provision is proposed to the effect that, if the subsidiary list of alternate auditors refers to two candidates, these must be of different gender.

It is also proposed that a new wording be adopted for certain paragraphs in the aforesaid article 28.3, and that new provisions be introduced on the basis of which, if the list voting mechanism with application of the ratio method and corresponding replacements, in the updated version that is proposed to adopt, does not comply with the existing provisions concerning that gender balance, the General shall attend to the appointment, in compliance with the majorities provided by the law, still in order to ensure compliance with the provisions in question. Furthermore, if the replacement mechanisms contemplated in article 28.3 do not allow complying with the provisions in question, the General Meeting must be convened as soon as practicable to resolve upon the matter.

Finally, it is proposed to integrate article 28.3-*bis* in order to include a provision whereby if for whatever reason the appointment of one or more regular and alternate auditors or the composition of the Board of Statutory Auditors cannot be achieved in accordance with the provisions of article 28, the General Meeting must resolve, in compliance with the majorities provided by the law, to ensure the compliance with the criterion of gender balance, in addition to the criterion of representation of minorities.

It is also proposed to amend the third paragraph of article 28.1, and the second paragraph of article 28.3, of the Company's Articles of Association, adopting the new wording used in decree no. 39/2010 which implemented the Directive 2006/43/CE regarding legally required auditing, no longer making reference to "auditors of accounts" but to "legal auditors".

Article 34

Finally it is proposed to introduce the new article 34 to the Company's Articles of Association on the basis of which, in accordance with the provisions of the new regulations, provision will be made for the statutory requirements outlined above regarding gender balance to be applied as of the first renewal of the Board of Directors and of the Board of Statutory Auditors subsequent to 12 August 2012 and for three consecutive mandates.

In light of the above we therefore propose approving the amendment of articles 18 and 28, and the introduction of the new article 34 to the Company's Articles of Association, as set out below, with the existing text and the new text alongside, with evidence of the amendments, one another for the sake of comparison.

Existing text	Proposed new text
<p style="text-align: center;">Article 18</p> <p>18.1. The Company shall be governed by a Board of Directors composed of no fewer than eight and no more than 12 members, excluding the director without a voting right appointed in accordance with the provisions of Article 5.1 ter, subparagraph d). From time to time, General Meetings, before proceeding with the election of the Board of Directors, shall determine the number of members within the aforesaid limits.</p> <p>18.2. Directors shall be appointed for a period of no more than three financial years and shall be re-eligible for office in accordance with Article 2383 of the Italian Civil Code.</p> <p>18.3. Should the director appointed in accordance with Article 5.1 ter, subparagraph d) leave office, the Italian Minister of the Economy and Finance, jointly with the Italian Minister of Economic Development, shall appoint a replacement in accordance with Article 2, paragraph 1 of Decree-law No 332 of 31 May 1994, converted with amendments into Act No 474 of 30 July 1994.</p> <p>18.4. Without prejudice to the powers of appointment referred to in the preceding subparagraph, directors shall be appointed by General Meetings based on lists submitted by shareholders and by the retiring Board of Directors in which the candidates are numbered consecutively.</p> <p>If the retiring Board of Directors submits its own list, this must be deposited at head office and published by the twenty-fifth day preceding the date of the meeting at first convocation and, published by the company at least twenty-one days before the date of the meeting, still in case of first convocation, in accordance with the procedures provided for in the relevant regulations.</p> <p>The lists submitted by shareholders must be deposited at head office by the twenty-fifth day preceding the date of the meeting at first convocation, and published by the Company at least twenty-one days before the date of the meeting, still in case of first convocation, in accordance with the procedures provided for in the relevant regulations.</p> <p>Each shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he or she shall be disqualified.</p>	<p style="text-align: center;">Article 18</p> <p>18.1 The Company shall be governed by a Board of Directors composed of no fewer than eight and no more than 12 members, excluding the director without a voting right appointed in accordance with the provisions of Article 5.1 ter, subparagraph d). From time to time, General Meetings, before proceeding with the election of the Board of Directors, shall determine the number of members within the aforesaid limits.</p> <p>18.2 Directors shall be appointed for a period of no more than three financial years and shall be re-eligible for office in accordance with Article 2383 of the Italian Civil Code.</p> <p>18.3 Should the director appointed in accordance with Article 5.1 ter, subparagraph d) leave office, the Italian Minister of the Economy and Finance, jointly with the Italian Minister of Economic Development, shall appoint a replacement in accordance with Article 2, paragraph 1 of Decree-law No 332 of 31 May 1994, converted with amendments into Act No 474 of 30 July 1994.</p> <p>18.4 Without prejudice to the powers of appointment referred to in the powers of appointment referred to in the preceding subparagraph, directors shall be appointed by General Meetings based on lists submitted by shareholders and by the retiring Board of Directors in which the candidates are numbered consecutively.</p> <p>If the retiring Board of Directors submits its own list, this must be deposited at head office and published by the twenty-fifth day preceding the date of the meeting at first convocation and, published by the company at least twenty-one days before the date of the meeting, still in case of first convocation, in accordance with the procedures provided for in the relevant regulations.</p> <p>The lists submitted by shareholders must be deposited at head office by the twenty-fifth day preceding the date of the meeting at first convocation, and published by the Company at least twenty-one days before the date of the meeting, still in case of first convocation, in accordance with the procedures provided for in the relevant regulations.</p> <p>Each shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he or she shall be disqualified.</p>

Only those shareholders who, either alone or together with other shareholders, represent at least 1% of the shares with voting rights at Ordinary General Meetings, shall be entitled to submit lists, or such lesser number as might be provided by legal or regulatory provisions, where applicable. In order to prove possession of the number of shares necessary for the submission of lists, shareholders must deposit at head office, within the deadline provided for the publication of the lists by the Company, the relevant certificate proving that they are in possession of the number of shares represented.

At least two Directors must satisfy the independence criteria as laid down for statutory auditors by law. Candidates on the lists who satisfy the independence criteria must be expressly indicated. All candidates must also satisfy the requirements for good repute laid down by the applicable legislation.

Declarations must be deposited together with each list, and within the deadline provided for the of the lists, in which each candidate accepts his or her candidacy and attests, under his or her own responsibility, that there are no reasons for ineligibility and that the requirements laid down by the applicable legislation for the office in question have been met, including satisfying the independence criteria, as required by these Articles of Association.

Directors nominated shall immediately inform the Company if they no longer satisfy the aforesaid independence criteria and requirements for good repute and if any reasons for ineligibility have arisen. Each person entitled to vote may only vote for one list. Directors shall be elected as follows:

- a) two thirds of the directors to be elected shall be taken from the list that receives the most votes, according to the order in which they appear on the list, rounded down to the nearest whole number where necessary;
- b) the remaining directors shall be taken from the other lists; for this purpose, the votes received by the lists shall be divided once, twice, three times and so on, according to the numbering of the directors to be elected. The ratios thus obtained shall be assigned in consecutive order to the candidates on each list, based on the order shown in the list. The

Only those shareholders who, either alone or together with other shareholders, represent at least 1% of the shares with voting rights at Ordinary General Meetings, shall be entitled to submit lists, or such lesser number as might be provided by legal or regulatory provisions, where applicable. In order to prove possession of the number of shares necessary for the submission of lists, shareholders must deposit at head office, within the deadline provided for the publication of the lists by the Company, the relevant certificate proving that they are in possession of the number of shares represented.

At least two Directors must satisfy the independence criteria as laid down for statutory auditors by law. Candidates on the lists who satisfy the independence criteria must be expressly indicated. All candidates must also satisfy the requirements for good repute laid down by the applicable legislation.

Lists presenting three or more candidates must also include candidates of a different gender, in accordance with the notice convening the General Meeting, to allow a constitution of the board of directors in compliance with the provisions relating to gender balance.

Declarations must be deposited together with each list, and within the deadline provided for the of the lists, in which each candidate accepts his or her candidacy and attests, under his or her own responsibility, that there are no reasons for ineligibility and that the requirements laid down by the applicable legislation for the office in question have been met, including satisfying the independence criteria, as required by these Articles of Association.

Directors nominated shall immediately inform the Company if they no longer satisfy the aforesaid independence criteria and requirements for good repute and if any reasons for ineligibility have arisen. Each person entitled to vote may only vote for one list. Directors shall be elected as follows:

- a) two thirds of the directors to be elected shall be taken from the list that receives the most votes, according to the order in which they appear on the list, rounded down to the nearest whole number where necessary;
- b) the remaining directors shall be taken from the other lists; for this purpose, the votes received by the lists shall be divided once, twice, three times and so on, according to the numbering of the directors to be elected. The ratios thus obtained shall be assigned in consecutive order to the candidates on each list, based on the order shown in the list. The

ratios thus allocated to the candidates on the various lists shall be arranged in decreasing order in a single list. Those candidates who have obtained the highest ratios shall be elected.

If several candidates obtain the same ratio, the director shall be chosen from the list which has not yet elected a director or which has elected the fewest directors.

If none of these lists has elected a director, or if all of them have elected the same number of directors, the candidate on the list with the highest number of votes shall be elected. In case of a tied vote, where the same ratios are obtained, the entire meeting shall hold another vote and the candidate that receives the simple majority of votes shall be elected.

- c) ~~if, following the application of the aforesaid procedure, the minimum number of independent Directors required by the Articles of Association has not been appointed, the ratio of votes to be allocated to each candidate on the various lists will be calculated according to the method described in subparagraph b); candidates not yet elected from the lists pursuant to subparagraphs a) and b) and who satisfy the independence criteria and who have obtained the highest ratios shall be elected. They shall be sufficient in number to ensure compliance with the Articles of Association and shall replace non-independent directors who have been allocated the lowest ratios. If there are insufficient candidates to fulfil the required minimum of two independent directors, the Meeting shall adopt a resolution based on the statutory majority to replace those candidates who do not satisfy the independence criteria and who have obtained the lowest ratios.~~

ratios thus allocated to the candidates on the various lists shall be arranged in decreasing order in a single list. Those candidates who have obtained the highest ratios shall be elected.

If several candidates obtain the same ratio, the director shall be chosen from the list which has not yet elected a director or which has elected the fewest directors.

If none of these lists has elected a director, or if all of them have elected the same number of directors, the candidate on the list with the highest number of votes shall be elected. In case of a tied vote, where the same ratios are obtained, the entire meeting shall hold another vote and the candidate that receives the simple majority of votes shall be elected.

- c) **if, following application of the aforesaid procedure, the minimum number of independent Directors required by the Articles of Association has not been appointed, the ratio of votes to be allocated to each candidate taken from the lists will be calculated by dividing the number of votes obtained for each list by the sequential order number of each of said candidates; candidates not fulfilling the requirements of independence with the lowest ratio among the candidates taken from all the lists are replaced, starting with the last, by any independent candidates appearing on the same list as the replaced candidate (following the order in which they are named). If the list in question does not contain other candidates, the above replacement will be carried out by the board of directors on the basis of the necessary legal majority vote, in accordance with what is contemplated in article 18.5 below. If candidates on different lists have obtained the same ratio, the candidate replaced will be the one on the list from which the greater number of Directors has been taken or, at a secondary level, the candidate taken from the list which has obtained the lesser number of votes or, in the event of a tied vote, the candidate who obtains fewer votes from the General Meeting when the relevant vote is taken;**

- c-bis) if application of the procedure contemplated in letters a) and b) does not allow to comply with the provisions in force regarding gender balance, the vote ratio to be allocated to each candidate on the lists will be calculated by dividing the number of**

<p>18.5 For directors not appointed in accordance with the afesaid procedure for any reason, the meeting shall adopt a resolution based on the statutory majority. If during the financial year one or more directors should be absent, the procedure laid down by Article 2386 of the Italian Civil Code shall be adopted, without prejudice to the powers of appointment referred to in Article 5.1 ter, subparagraph d). To replace directors who have left office, the meeting shall adopt resolutions based on the statutory majority by selecting replacements from the same list as that to which the departed directors belonged, provided that candidates not previously elected remain on this list. The Board of Directors shall proceed with the replacement pursuant to Article 2386 of the Italian Civil Code by selecting replacements based on the same criteria as set out in the preceding subparagraph at the next suitable meeting after the withdrawal from office is announced.</p> <p>18.6 If the number of the members of the Board of</p>	<p>votes obtained for each list by the sequential order number of each of the candidates; the candidate of the more representative gender with the lowest ratio among the candidates from all the lists is replaced – taking into account the minimum number of independent Directors – by the candidate belonging to the less representative gender that may be shown (with the next highest successive ranking) on the same list as the replaced candidate, otherwise by persons appointed in accordance with the procedure stated in article 18.5 below. In the event that candidates from different lists have obtained the same ratio, the candidate replaced will be the one on the list from which the greater number of Directors has been taken or, at a secondary level, the candidate taken from the list that has obtained the fewer number of votes or, in the event of a tied vote, the candidate who has obtained fewer votes from the General Meeting when the relevant vote is taken;</p> <p>18.5 For directors not appointed in accordance with the procedures described above, for any reason, the meeting shall adopt a resolution based on the statutory majority so as to ensure the presence of the minimum number of independent directors required by law and Articles of Association, as well as compliance with the provisions in force with regard to gender balance. If during the mandate one or more directors should be absent, the procedure laid down by Article 2386 of the Italian Civil Code shall be adopted, without prejudice to the powers of appointment referred to in Article 5.1-ter, subparagraph d). To replace directors who have left office, the meeting shall adopt resolutions based on the statutory majority by selecting replacements from the same list as that to which the departed directors belonged, provided that candidates not previously elected remain on this list. The Board of Directors shall proceed with the replacement pursuant to Article 2386 of the Italian Civil Code by selecting replacements based on the same criteria as set out in the preceding subparagraph so as to ensure the presence of the minimum number of independent directors required by law and Articles of Association, as well as compliance with the provisions in force with regard to gender balance, at the next suitable meeting after the withdrawal from office is announced.</p> <p>18.6 If the number of the members of the Board of</p>
--	--

<p>Directors, excluding the member appointed in accordance with Article 5.1 ter, subparagraph d), should be reduced for any reason whatsoever by one third, the entire Board shall be considered revoked and a General Meeting shall be convened to appoint new directors in accordance with the procedure referred to in the present article and in Article 5.1 ter, subparagraph d).</p>	<p>Directors, excluding the member appointed in accordance with Article 5.1 ter, subparagraph d), should be reduced for any reason whatsoever by one third, the entire Board shall be considered revoked and a General Meeting shall be convened to appoint new directors in accordance with the procedure referred to in the present article and in Article 5.1 ter, subparagraph d).</p>
<p>18.7 The General Meeting may change the number of members of the Board of Directors, even while they are in office, provided that the number of members remains within the limit set out in the first paragraph of Article 18. Appointments shall be made in accordance with the present article. Directors thus elected shall remain in office until the term of office of existing directors expires.</p>	<p>18.7 The General Meeting may change the number of members of the Board of Directors, even while they are in office, provided that the number of members remains within the limit set out in the first paragraph of Article 18. Appointments shall be made in accordance with the present article. Directors thus elected shall remain in office until the term of office of existing directors expires.</p>
<p>Article 28</p>	<p>Article 28</p>
<p>28.1 The General Meeting shall elect a Board of Statutory Auditors, composed of five Regular Statutory Auditors, and shall determine their emoluments. The General Meeting shall also elect two Alternate Statutory Auditors. At least two of the Regular Statutory Auditors and at least one of the Alternative Statutory Auditors shall be selected from among those listed in the official register of auditors who have performed statutory audits of accounts for a period of no less than three years; Auditors who do not fulfil these criteria shall be selected from among those who have at least three years' experience in the following areas:</p> <ul style="list-style-type: none"> a) administration or control or management tasks in capital companies that have share capital of no less than EUR 2,000,000, or b) professional activities or university teaching in legal, economic, financial or techno-scientific fields, strictly connected to the Company's business activities, or c) management of public bodies or public administrations operating in the credit, financial and insurance sectors or in sectors strictly connected to the Company's, <p>strictly connected fields or sectors being understood to mean those that are functional to the performance of the activities listed in Article 4 hereinbefore.</p>	<p>28.1 The General Meeting shall elect a Board of Statutory Auditors, composed of five Regular Statutory Auditors, and shall determine their emoluments. The General Meeting shall also elect two Alternate Statutory Auditors. At least two of the Regular Statutory Auditors and at least one of the Alternative Statutory Auditors shall be selected from among those listed in the official Register of legal auditors who have performed statutory audits of accounts for a period of no less than three years; Auditors who do not fulfil these criteria shall be selected from among those who have at least three years' experience in the following areas:</p> <ul style="list-style-type: none"> a) administration or control or management tasks in capital companies that have share capital of no less than EUR 2,000,000, or b) professional activities or university teaching in legal, economic, financial or techno-scientific fields, strictly connected to the Company's business activities, or c) management of public bodies or public administrations operating in the credit, financial and insurance sectors or in sectors strictly connected to the Company's, <p>strictly connected fields or sectors being understood to mean those that are functional to the performance of the activities listed in Article 4 hereinbefore.</p>
<p>28.2. Retiring Auditors shall be re-eligible for office.</p>	<p>28.2 Retiring Auditors shall be re-eligible for office.</p>
<p>28.3. The appointment of the Board of Statutory Auditors shall take place based on lists submitted by shareholders in accordance with the procedures referred to below, so that</p>	<p>28.3. The appointment of the Board of Statutory Auditors shall take place based on lists submitted by shareholders in accordance with the procedures referred to below, so that</p>

two regular members and one alternate member are elected by the minority. Each list, in which candidates shall appear in consecutive order, shall be divided into two sub-lists: one for candidates to be elected to the office of Regular Statutory Auditor and the other for candidates to be elected to the office of Alternate Statutory Auditor. At least the first candidate in each sub-list must be entered in the official register of auditors and must have been performing statutory audits of accounts for a period of no less than three years.

Only those shareholders who, either individually or jointly with other shareholders, collectively hold at least 1% of the share capital with voting rights at Ordinary General Meetings shall be entitled to submit lists, or such lesser number as might be provided by legal or regulatory provisions, where applicable.

Each shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he or she shall be disqualified.

The lists, signed by the shareholder or shareholders who submit them, must be deposited at the Company's head office by the twenty-fifth day preceding the date of the meeting at first convocation and, published at least twenty-one days prior to the meeting, still in case of first convocation, in accordance with the procedures provided for in the corresponding regulations.

Declarations must also be deposited with each list within the term provided for the of the aforementioned lists, in which each candidate accepts his or her candidacy and attests, under his or her own personal responsibility, that there are no reasons for ineligibility, and that the prescribed requirements for the appointment have been met.

Without prejudice to the reasons for ineligibility provided by law, auditors may not be appointed, and if elected shall be dismissed from office upon the applicable legislation, if they hold the office of regular

two regular members and one alternate member are elected by the minority.

Each list, in which candidates shall appear in consecutive order, shall be divided into two sub-lists: one for candidates to be elected to the office of Regular Statutory Auditor and the other for candidates to be elected to the office of Alternate Statutory Auditor. At least the first candidate in each sub-list must be entered in the official Register of **legal** auditors and must have been performing statutory audits of accounts for a period of no less than three years.

The lists that, taking into account both subsidiary lists, present three or more candidates must include – on the subsidiary list of Regular Statutory Auditors – candidates of a different gender, in accordance with the provisions of the notice convening the General Meeting, in order to allow the constitution of the board of directors in compliance with the provisions relating to gender balance. If the subsidiary list of alternate auditors of said lists names two candidates, these must belong to different genders.

Only those shareholders who, either individually or jointly with other shareholders, collectively hold at least 1% of the share capital with voting rights at Ordinary General Meetings shall be entitled to submit lists, or such lesser number as might be provided by legal or regulatory provisions, where applicable.

Each shareholder may submit or take part in the submission of only one list and each candidate may appear on only one list, failing which he or she shall be disqualified.

The lists, signed by the shareholder or shareholders who submit them, must be deposited at the Company's head office by the twenty-fifth day preceding the date of the meeting at first convocation and, published at least twenty-one days prior to the meeting, still in case of first convocation, in accordance with the procedures provided for in the corresponding regulations.

Declarations must also be deposited with each list within the term provided for the of the aforementioned lists, in which each candidate accepts his or her candidacy and attests, under his or her own personal responsibility, that there are no reasons for ineligibility, and that the prescribed requirements for the appointment have been met.

Without prejudice to the reasons for ineligibility provided by law, auditors may not be appointed, and if elected shall be dismissed from office upon the applicable legislation, if they hold the office of regular

statutory auditor in five Italian issuers or if they hold in other companies tasks of administration and control exceeding the required limit provided by the same legislation.

Each person eligible to vote may only vote for one list.

In order to prove possession of the number of shares necessary for the submission of lists, shareholders must deposit at head office, within the term provided for the publication of the lists by the Company, a copy of the certificate proving the possession of the number of shares represented.

Members of the Board of Statutory Auditors shall be elected as follows:

- a) three Regular Statutory Auditors and one Alternate Statutory Auditor shall be taken from the list that receives the majority of votes cast, in the order in which they appear on the list;
- b) two Regular Statutory Auditors and one Alternate Statutory Auditor shall be taken from the minority lists; for this purpose, the votes received by these lists shall be divided once and then twice, according to the consecutive numbering of the candidates on the list.

The ratios thus obtained shall be assigned in consecutive order to the candidates on each of these lists, based on the order shown in the list. The ratios thus allocated to the candidates on the various lists shall be arranged in decreasing order on a single list. Those candidates with the highest ratios shall be elected. If several candidates have obtained the same ratio, the candidate shall be selected from the list which has not yet elected a Regulatory Statutory Auditor.

In case of a tied vote, where candidates have received the same ratios, the entire meeting shall hold another vote, the candidate with the majority of votes being elected.

statutory auditor in five Italian issuers or if they hold in other companies tasks of administration and control exceeding the required limit provided by the same legislation.

Each person eligible to vote may only vote for one list.

In order to prove possession of the number of shares necessary for the submission of lists, shareholders must deposit at head office, within the term provided for the publication of the lists by the Company, a copy of the certificate proving the possession of the number of shares represented.

Members of the Board of Statutory Auditors shall be elected as follows:

- a) three Regular Statutory Auditors and one Alternate Statutory Auditor shall be taken from the list that receives the majority of votes cast, in the order in which they appear on the list;
- b) two Regular Statutory Auditors and one Alternate Statutory Auditor shall be taken from the minority lists; for this purpose, the votes received by these lists shall be divided once and then twice, according to the consecutive numbering of the candidates on the list.

The ratios thus obtained shall be assigned in consecutive order to the candidates on each of these lists, based on the order shown in the list. The ratios thus allocated to the candidates on the various lists shall be arranged in decreasing order on a single list. Those candidates with the highest ratios shall be elected. If several candidates have obtained the same ratio, the candidate shall be selected from the list which has not yet elected a Regulatory Statutory Auditor.

In case of a tied vote, where candidates have received the same ratios, the entire meeting shall hold another vote, the candidate with the majority of votes being elected.

The Chairman of the Board of Statutory Auditors shall be appointed by the General Meeting from among those Auditors elected by the minority. Should the Chairman of the Board of Statutory Auditors leave office, his or her replacement shall be the most senior Statutory Auditor in age from among those elected by the minority, until the next General Meeting, which must appoint the Chairman from among the Auditors elected by the minority.

If application of the above procedure does not allow to comply with the provisions in force in terms of gender balance, the vote ratio to be allocated to each candidate taken from the subsidiary lists of Regular Statutory Auditors on the different lists will be calculated by dividing the number of votes obtained by each list by the number

<p>If an Auditor elected by majority vote is replaced, he or she shall be replaced by the Alternate Statutory Auditor elected by the same majority while, if an Auditor elected by the minority is replaced, he or she shall be replaced by the Alternate Statutory Auditor elected by that minority.</p> <p>The Chairman of the Board of Statutory Auditors shall be appointed by the General Meeting from among those Auditors elected by the minority. Should the Chairman of the Board of Statutory Auditors leave office, his or her replacement shall be the most senior Statutory Auditor in age from among those elected by the minority, until the next General Meeting, which must appoint the Chairman from among the Auditors elected by the minority.</p> <p>In accordance with Article 2401 of the Italian Civil Code, additional members shall be appointed to the Board of Statutory Auditors by the General Meeting based on the statutory majority from those candidates on the same list as the Auditor who has left office.</p> <p>28.3bis If for any reason whatsoever the appointment of one or more Regular Statutory Auditors or Alternate Statutory Auditors or additional members of the Board</p>	<p>of votes obtained by each list for the sequential number of each of said candidates; the candidate of the more representative gender with the lowest ratio among the candidates from all the lists is replaced by the candidate belonging to the less representative gender that may be shown (with the next highest successive ranking) on the same subsidiary list of Regular Statutory Auditors as the replaced candidate, or at a secondary level, on the subsidiary list of alternate auditors on the same list as the replaced candidate (who will then take the position of the alternate candidate he replaces), otherwise, where this would not constitute compliance with the provisions relating to gender balance, he is replaced by persons appointed in accordance with the procedure defined in article 28.3-<i>bis</i> below.</p> <p>In cases where candidates on different lists have obtained the same ratio, the replaced candidate will be the candidate on the list from which the greater number of Auditors has been taken or, at a subsidiary level, the candidate taken from the list that has obtained the fewer number of votes or, if there is a tied vote, the candidate who obtains fewer votes when the General Meeting takes the relevant vote.</p> <p>If an Auditor elected by majority vote is replaced, he or she shall be replaced by the Alternate Statutory Auditor elected by the same majority while, if an Auditor elected by the minority is replaced, he or she shall be replaced by the Alternate Statutory Auditor elected by that minority, in order to ensure compliance with the provisions in force with regard to gender balance. If the replacement does not allow to comply with the provisions in force with regard to gender balance, the General Meeting must be convened as soon as practicable to ensure the compliance with said provisions.</p> <p>In accordance with Article 2401 of the Italian Civil Code, additional members shall be appointed to the Board of Statutory Auditors by the General Meeting based on the statutory majority from those candidates on the same list as the Auditor who has left office, and so as to ensure compliance with the provisions in force with regard to gender balance.</p> <p>28.3-<i>bis</i> If for any reason whatsoever the appointment of one or more Regular Statutory Auditors or Alternate Statutory Auditors or additional members of the Board of Statutory</p>
---	--

<p>of Statutory Auditors cannot take place in accordance with that provided by the present article, the General Meeting shall adopt a resolution in accordance with the minority representation's principle.</p> <p>28.4 Meetings of the Board of Statutory Auditors may take place by teleconference or by videoconference, on the condition that all participants can be identified and are able to follow the discussion and take part simultaneously in the discussion of meeting business and view documents in real time. Provided these requirements have been met, the meeting of the Board of Statutory Auditors is considered to take place wherever the person chairing the meeting is located.</p>	<p>Auditors cannot take place in accordance with that provided by the present article, the General Meeting shall adopt a resolution, in compliance with the majorities provided by the law, in accordance with the minority representation's principle and so as to ensure compliance with the provisions in force regarding gender balance.</p> <p>28.4 Meetings of the Board of Statutory Auditors may take place by teleconference or by videoconference, on the condition that all participants can be identified and are able to follow the discussion and take part simultaneously in the discussion of meeting business and view documents in real time. Provided these requirements have been met, the meeting of the Board of Statutory Auditors is considered to take place wherever the person chairing the meeting is located.</p>
--	--

<p><i>NOT PRESENT</i></p>	<p style="text-align: center;">ARTICLE 34</p> <p>The provisions of articles 18.4, 18.5, 28.3 and 28.3-bis aimed at ensuring compliance with the existing provisions concerning gender balance apply as of the first renewal of the Board of Directors and of the Board of Statutory Auditors subsequent to 12 August 2012 and for three consecutive mandates.</p>
---------------------------	---

The proposed amendments to the Articles of Association do not entitle those Shareholders who do not concur with the corresponding approval to the right of withdrawal, in that they do not fulfil the requirements for withdrawal identified in article 2437 of the Italian Civil Code.

In light of the above, we hereby submit for your approval the following

Agenda

The Extraordinary Shareholders Meeting of "Finmeccanica – Società per azioni"

- in light of the Report of the Board of Directors

HEREBY RESOLVES

- to approve the proposed amendment to articles 18 and 28 of the Company's Articles of Association and the introduction to the Company's Articles of Association of article 34 as resulting from the text

Finmeccanica S.p.a.

of the Report of the Board of Directors approved on 27 March 2012, which is to be reproduced in the minutes of this resolution;

- to confer on the Chairman and Chief Executive Officer the right to make any changes of a formal nature to this resolution that are deemed necessary.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
(Giuseppe Orsi)