



## MEETING REGULATIONS

Approved by the Ordinary Shareholders' Meeting on 30 April 2010

### *Disclaimer*

*These Regulations have been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the Regulations and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.*

**LEONARDO – Società per azioni**

**MEETING REGULATIONS**

ART. 1

These regulations govern proceedings at Ordinary and Extraordinary General Meetings of the Shareholders of Leonardo – Società per Azioni, having its registered office at 4 Piazza Monte Grappa, Rome.

ART. 2

These Regulations, approved by the Ordinary Shareholders' Meeting on 10 May 2000 and afterwards amended by the Ordinary General Meeting of 30 April 2010 is available at the Company's registered office, on the Company's website and the venues of General Meetings.

ART. 3

General Meetings may be attended by anyone with a right to take part in the meeting in accordance with the law and with the Articles of Association.

Employees of the Company and its controlled companies whose presence is considered useful by the Chairman of the General Meeting in view of the business on the agenda or the nature of their work may also attend the General Meeting.

Experts, financial analysts and journalists with permission to attend that particular meeting may take part in General Meetings with the consent of the Chairman of the General Meeting. Requests to attend meetings must reach the Company's head office in sufficient time before the meeting.

ART. 4

The persons referred to in paragraph 1 of Article 3 above are allowed access to the meeting venue after they have been identified and their right to attend has been verified.

Anyone entitled to take part in General Meetings pursuant to Article 3, paragraph 3 hereinbefore is requested to present his credentials to Company representatives at the entrance to the venue of the General Meeting so that these may be examined.

ART. 5

Persons attending meetings in accordance with Article 3, paragraph 1 shall elect a Chairman if necessary under Article 15 of the Articles of Association.

The Chairman of the General Meeting shall verify the legality of proxies and the right of the attendees to take part in the meeting in accordance with Article 14 of the Articles of Association.

During the meeting, with reference to individual items on the agenda, the Chairman shall also verify the right of the attendees to take part to the discussion and to the vote on said items.

Where necessary, the Chairman may appoint several scrutineers.

ART. 6

No recording devices of any kind whatsoever, photographic equipment, video cameras, tape recorders or similar equipment may be brought into the premises where the General Meeting is held without the express authorisation of the Chairman.

ART. 7

After establishing that the General Meeting is taking place in accordance with the abovementioned rules, the Chairman or, at his invitation, the Secretary, shall read the items on the agenda.

ART. 8

During the discussion of the items on the agenda, the Chairman, provided that the Meeting does not object, may proceed in a different order to that shown in the notice of meeting.

The Chairman or, at his invitation, the Secretary or the Directors, shall present the items on the agenda. The Chairman shall moderate during the discussion, giving all those entitled to take part in the meeting the opportunity to speak pursuant to Article 9 hereinafter, intervening – if necessary - to prevent any abuse.

ART. 9

All persons entitled to vote have the right to speak on each of the items under discussion.

Anyone wishing to speak must request permission to do so from the Chairman or – if indicated by the latter – from the Secretary, submitting a written request indicating the item to which the request relates once the items on the agenda have been read.

The Chairman may allow speakers' requests to be made by show of hands.

Members of the Board of Directors, the Auditors and the Chief Executive may ask to take part in the discussion.

The Secretary of the General Meeting and the senior management of the Company, in addition to the Directors, Auditors and Managers of Group Companies, may speak if this is deemed useful by the Chairman in view of the business under discussion.

ART. 10

The Chairman or, at his invitation, the Secretary of the General Meeting, the Directors, the Auditors or the Chief Executive shall reply to speakers at the end of each speech, or once all speakers have finished speaking with regard to the item in question.

Replies are given to shareholders' questions that have been put before the General Meeting at the latest during the meeting itself; this may also be done organically for questions having the same content. This will apply unless the information requested is already available in FAQ form in the appropriate section of the Company's website.

ART. 11

The Chairman, in view of the purpose and significance of each item on the agenda, may determine the period of time – which in any case may not be more than 15 minutes – available to each speaker to make his speech. After this time, the Chairman may ask the speaker to finish within the following two minutes.

Anyone who has already taken part in the discussion may ask to speak a second time for two minutes, even in order to provide explanations of votes.

#### ART. 12

The General Meeting usually takes place in a single session. During this session, the Chairman, if he considers it appropriate, and if the General Meeting does not object, may interrupt the proceedings for up to three hours.

The Chairman shall adjourn the meeting in the case provided by Article 2374 of the Italian Civil Code and may do so in any other case where this is requested or considered appropriate and provided that the General Meeting does not object. If the meeting is adjourned, he shall at the same time set a date and time for the new meeting so that the proceedings may continue.

#### ART. 13

The Chairman is responsible for ensuring that order is maintained at the General Meeting so that the proceedings may take place correctly and without any abuse.

For this purpose, unless the General Meeting objects, the Chairman may prevent participants from speaking in the following cases:

- if the speaker is not entitled to speak or continues to do so after the time allotted to him has elapsed;
- if the speaker's contribution is patently unrelated to the item under discussion, and if he has been warned of same;
- if the speaker makes inappropriate or insulting remarks;
- in case of an obstructive attitude or incitement to violence or disorder.

#### ART. 14

If one or more persons present should prevent others from discussing or otherwise behave in such a manner as to create a situation that prevents the meeting from taking place in the proper way, the Chairman shall warn said person to refrain from such behaviour.

If this warning is not heeded, the Chairman, unless the General Meeting objects, shall order the person given the warning to vacate the meeting room for the entire duration of the discussion.

#### ART. 15

Once everyone has finished speaking, the Chairman shall conclude by declaring the discussion closed for that item on the agenda.

#### ART. 16

The Chairman of the General Meeting may order the voting on each item on the agenda to take place after the discussion has ended on each item or on several items.

Before voting begins, the Chairman of the General Meeting shall readmit to the meeting any participants ordered to leave during the discussion phase.

Voting at the General Meeting shall take place by open ballot.

The Chairman of the General Meeting shall determine the voting procedures and may impose a maximum time limit by which votes must be cast. If several proposals for a resolution are tabled, including in the form of amendments to proposals already tabled, these shall be put to the vote in order of presentation, until the proposal that wins the majority required by law or by the Articles of Association is approved.

At the end of the ballot, the votes cast are counted, after which the Chairman, who may also ask the Secretary or the Notary to assist him, announces the result of voting to the General Meeting. Once all the business on the agenda has been discussed, the Chairman shall declare the General Meeting closed.

ART. 17

For any matter not provided for by these Regulations, the provisions of the Italian Civil Code, the relevant legislation and the Articles of Association shall apply.