

For the modalities of transmission of the proxy/sub-delegation to the Designated Representative Computershare S.p.A., follow the instructions for transmission at the end of this document

**PROXY/SUB-DELEGATION FORM TO ATTEND THE SHAREHOLDERS' MEETING**

**Leonardo - Società per azioni**

The undersigned \_\_\_\_\_, born in \_\_\_\_\_, on \_\_\_\_\_ and resident in \_\_\_\_\_, address \_\_\_\_\_, No. \_\_\_\_\_, tax code \_\_\_\_\_ in his/her capacity of:

- Shareholder of Leonardo S.p.a. as the holder of No. \_\_\_\_\_ ordinary shares of Leonardo S.p.a.
- Legal Representative of \_\_\_\_\_, holder of No. \_\_\_\_\_ ordinary shares of Leonardo S.p.a.
- Subject entitled to vote with reference to No. \_\_\_\_\_ ordinary shares of Leonardo S.p.a. in his/her capacity as of holder of \_\_\_\_\_ (pledge, usufruct, etc.)

**DELEGATES/SUB-DELEGATES**

Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni No. 19 – 20145 to represent him/her at Shareholders' Meeting of the Company, convened in extraordinary session on May 17, 20 and 24, 2024 (first, second and third call) and in ordinary session May 17 and 24, 2024 (first and second call).

Date and Place

Delegator's Signature

\_\_\_\_\_

\_\_\_\_\_

## VOTING INSTRUCTIONS

### EXTRAORDINARY SESSION

RESOLUTION	VOTE <sup>1</sup>		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> a) Proposed amendment to Article 2.2 regarding the manner of establishing offices of the Company.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> b) Proposed amendment to Article 5.1 regarding the elimination of the express nominal value of ordinary shares.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> c) Proposed amendments to Articles 5.1ter, 16.7 and 22.4 regarding compliance with the Golden Power legislation.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> d) Proposed amendments to Articles 15.2 and 17.3 regarding the appointment of the Secretary of the Shareholders' Meeting and the signing of the minutes of meetings.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

<sup>1</sup> F = For; C = Against; A = Abstain.

<sup>2</sup> Section available only if in reference to it, a resolution proposal has been submitted pursuant to the paragraph in the notice of call "Submission of individual resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98". The individual resolution proposals will be published on Company's website ([www.leonardo.com](http://www.leonardo.com), section "2024 Shareholders' Meeting"), by May 4 2024 .

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> e) Proposed amendments to Articles 16.1, 16.2, 16.3, 18.3, and 28.3 regarding the power to hold the Shareholders' Meeting on single call.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> f) Proposed amendment to Article 17.1 regarding the manner of voting at the Shareholders' Meeting for election to corporate offices.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> g) Proposed amendment to Article 18.4 regarding the criteria to be applied for the replacement of directors who have ceased to hold office.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> h) Proposed amendments to Articles 28.1 and 28.3 regarding the appointment of the Board of Statutory Auditors. Proposed introduction of Article 34 regarding the effective date of the mechanism for the appointment of the Chairman of the Board of Statutory Auditors.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> i) Proposed amendments to Articles 20.3 and 28.4 regarding the conduct of Board of Directors' and Board of Statutory Auditors' meetings.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> j) Proposed amendment to Article 24.2 regarding the reformulation of the duties of directors.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>Amendment to the Articles of Association of Leonardo S.p.a.</b> k) Proposed amendments to Articles 8.2, 8.3, 18.2, 22.3, 25.1 and 25.2 merely functional to an improvement in the form of the current literal wording of the Articles of Association.			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

### ORDINARY SESSION

RESOLUTION	VOTE		
<b>1. Financial statements as at 31 December 2023 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2023.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

RESOLUTION	VOTE		
<b>2. Allocation of the profit of the year.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup>	F	C	A

<b>3. Appointment of the Board of Statutory Auditors for the three-year period 2024-2026.</b>	F	C	A
<ul style="list-style-type: none"> <li>- <b>LIST No. 1</b> filed by Ministry of Economy and Finance</li> <li>- <b>LIST No. 2</b> filed by a group of asset management companies and institutional investors<sup>3</sup></li> </ul>	List <sup>4</sup> no. ....	To all lists	To all lists

<b>4. Appointment of the Chairman of the Board of Statutory Auditors.</b> <sup>5</sup>			
vote for the appointment of the Chairman of the Board of Statutory Auditor taken from the minority list and indicated with progressive <b>no. 1 (Luca Rossi)</b>	No. ....		A
vote for the appointment of the Chairman of the Board of Statutory Auditor taken from the minority list and indicated with progressive <b>no. 2 (Giulia Pusterla)</b>			

<b>5. Determination of the remuneration of the members of the Board of Statutory Auditors.</b>			
vote for resolution filed by Ministry of Economy and Finance <sup>6</sup>	F	C	A

RESOLUTION	VOTE		
<b>6. Long-term Incentive Plan for the Leonardo Group's management. Related and consequent resolutions.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup>	F	C	A

<sup>3</sup> Arca Fondi Sgr S.p.A., BNP Paribas Asset Management, Eurizon Capital S.A., Eurizon Capital SGR S.p.A., Fideuram Asset Management Ireland, Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A., Greenwood Builders Fund II, LP, Generali Asset Management S.p.A. Società di Gestione del Risparmio, Kairos Partners Sgr S.p.A., Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.p.A.

<sup>4</sup> Indicate the number of the list you intend to vote for or vote against or abstain for all the lists. In the case of only one list, the expressions of vote shall relate to this single proposal. The lists submitted by the Shareholders were published by the Company on 24 April 2024 on the website [www.leonardo.com](http://www.leonardo.com), in the "2024 Shareholders' Meeting" section.

<sup>5</sup> Indicate the number of the candidate you intend to vote for. Since this is an appointment bound by specific legal provisions, the vote against is not foreseen, while abstention is considered expressed for both candidates.

<sup>6</sup> Shareholder Ministry of Economy and Finance (MEF) submitted an individual resolution proposal for item no. 5 on the Agenda, published on the Company's website, "2024 Shareholders' Meeting" section, on 24 April 2024. MEF proposes to approve the following remuneration, unchanged compared to that of the previous term: €80,000 gross per year for the Chairman of the Board of Statutory Auditors; €70,000 gross per year for each other Regular Auditor.

<b>7. Report on remuneration policy and fees paid: binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98<sup>7</sup>.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

<b>8. Report on remuneration policy and fees paid: non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98<sup>8</sup>.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest <sup>2</sup>	F	C	A
vote for resolution proposed by <sup>2</sup> _____	F	C	A

Vote for proposals otherwise allowed <i>ex lege</i> <sup>2</sup>	F	C	A
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<sup>7</sup> In this regard, please note that, pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98, the resolution on point 7 is binding.

<sup>8</sup> In this regard, please note that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98, the resolution on point 8 is not binding.

## INSTRUCTION FOR TRANSMISSION OF THE PROXY/SUB-DELEGATION

The Proxy/sub-delegation Form, to be notified to the Designated Representative Computershare S.p.A. with the Voting Instructions reserved for it together with an identity document and any documentation proving the powers of signature, must be received preferably by 6:00 p.m. on the day before the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on 16 May 2024 in the event that the Shareholders' Meeting in extraordinary and ordinary session is held on first call, by 6:00 p.m. on 19 May 2024 in the event that the Shareholders' Meeting in extraordinary session is held on second call, and by 6:00 p.m. on 23 May 2024 in the event that the Shareholders' Meeting in extraordinary session is held in third call and the Shareholders' Meeting in ordinary session is held on second call) in one of the following alternative ways:

- **Certified Electronic Mail (PEC) holders:** if the delegating party (also a legal entity) has a PEC email, it can send a copy of the electronically reproduced proxy to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) (PDF format);
- **Holders of Advanced Electronic Signature, qualified or digital (FEA):** the delegating party holding an Advanced Electronic Signature (FEA) can send a copy of the proxy electronically reproduced with Advanced Electronic Signature also by ordinary electronic mail to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- **Holders of ordinary e-mail:** the delegating party may send a copy of the electronically reproduced proxy to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) (PDF format). In this case, the original of the proxy, the instructions and a copy of the related documentation must be sent to the registered office of Computershare S.p.A. ref. "Delega Assemblea Leonardo S.p.a.", Via Monte Giberto 33, 00138 Rome;
- **Via FAX at the number +39 0645417450:** in this case the original of the proxy, instructions and a copy of the related documentation must be sent to the registered office of Computershare S.p.A. ref. "Delega Assemblea Leonardo S.p.a.", Via Monte Giberto 33, 00138 Rome.

**The transmission of the Proxy Form in a manner and in terms other than those indicated above or the exclusive transmission by post, will not guarantee the correct assignment of the proxy to the Designated Representative.**

## INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18 (the so-called "Cura Italia" Decree), as converted, with amendments, into Law No. 27 of 24 April 2020 (the effectiveness of which was last extended by Law Decree no. 198 of 29 December 2022 as converted, with amendments, into Law no.14 of 24 February 2023), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller processes the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant to article 4 of the Regulation - shall be performed by paper or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

### Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;

- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

### Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.