

REPORT ON REMUNERATION POLICY AND FEES PAID

2026

LETTER OF THE CHAIR OF THE REMUNERATION COMMITTEE

Dear Shareholders,

it is with great responsibility and commitment that, as Chair of the Remuneration Committee, established in May 2023, I present to you the Report on Remuneration Policy and Fees Paid, as recently approved by the Board of Directors' meeting held on 26 March 2026.

Over the last three years, Leonardo has undergone a profound and radical transformation, establishing itself as a completely different and strengthened entity in every respect. Since 2022, the group has recorded significant growth in all key financial indicators: orders have increased by 38%, revenues by 33%, and EBITA by 44% while cash generated has increased by 86%. At the same time, the workforce has grown by 22%, reflecting sustained expansion and stronger in-house capabilities.

These extraordinary results reflect not only solid economic performance, but also a strategic and operational transformation that has redefined Leonardo's positioning in the global market. Investor recognition has been equally significant: market capitalisation is six times higher than in April 2023, far exceeding the average growth of the European Aerospace & Defence sector.

This success, achieved through the hard work of all staff, is supported by a strategy of organic growth and mergers and acquisitions, as well as new strategic partnerships. Of particular note, among these, are the Edgewing JV, created to develop the new generation of combat aircraft, combining expertise of Leonardo in Italy, BAE Systems in the United Kingdom, and Japan Aircraft Industrial Enhancement in Japan, as well as the JV LBA with Baykar Technologies, focused on the development of technologies for remotely piloted aircraft systems, and the LRMV JV with Rheinmetall for growth in Military Land Vehicles segment.

Leonardo stands out for its technological excellence and digital innovation, with the aim of reinforcing its leading role in the European defence sector through a multi-domain and interoperable approach. With the update of the 2026-2030 Industrial Plan, the company aims to complete its transformation in a dual-use technology leader in Global security through the integration of advanced digitalisation, artificial intelligence, and optimisation of production processes.

To support these ambitions, Leonardo's remuneration policy is a key tool, designed above all to attract, motivate, and retain key talent. It encourages behaviour geared towards profitable and sustainable growth, robust cash generation, and investments with high strategic and financial returns, ensuring full alignment between individual objectives, the company's key priorities, and the interests of all stakeholders.

Since the beginning of its mandate, Leonardo has initiated a profound transformation of its remuneration policy, which has significantly redefined the company's positioning compared to three years ago. In an increasingly competitive and dynamic market environment, the Board of Directors has worked determinedly to update the remuneration policy in line with the Group's new strategic ambitions, with the aim of aligning Leonardo with the main industry benchmarks. In particular, the Board of Directors pursued, in the previous two financial years, an evolution of the variable policy to market values to ensure an adequate incentive to achieve challenging goals.

In 2026 too, with the aim of ensuring ongoing monitoring of market practices, a detailed benchmarking analysis was carried out, comparing Leonardo's remuneration policy with that of comparable companies. While recognising the progress made in previous years, the analysis highlighted a still significant gap with respect to median market levels, especially with regards to the remuneration of the Chief Executive Officer and General Manager.

In the light of these developments, the Board has chosen to continue with a balanced and forward-looking approach to the evolution of its remuneration policy. After having completed the realignment of the variable policy in terms of the ratio between variable and fixed remuneration in recent years, the Board has focused its attention mainly on the fixed component of the CEO-GM's remuneration in 2026. This decision is part of a broader process of alignment with best industry practices, aimed at strengthening the significant changes already made and ensuring that the remuneration of all management members is consistent with market trends.

Despite the progress made, even considering this latest measure, which is subject to approval by the Shareholders' Meeting, the overall remuneration package would remain slightly below the median for the Italian panel and would be positioned around the first quartile of the international panel. This confirms the need to continue along the evolutionary and responsible path of remuneration policy undertaken.

This commitment concerns not only top management, but extends to all human resources, through initiatives aimed at enhancing and rewarding talent, thus encouraging the participation and engagement of all company staff. As part of this process, the Board of Directors has in fact ensured:

- The updating of the system of objectives linked to variable remuneration to align it with the company's new strategic phase. From 2024, the system has been made more challenging, geared towards the Group's growth and transformation priorities, ensuring full consistency with market expectations. In this system, sustainability continues to be a key focus of Leonardo's remuneration policy. Through clear, measurable, and constantly monitored objectives, the Group pays particular attention to occupational safety, reducing environmental impact, and promoting diversity and inclusion.
- A significant evolution in the remuneration package for all group employees. Specifically, a system for weighing roles at the organisational level was implemented, which provided a solid basis for making consistent and targeted decisions regarding people development. This made it possible to associate market benchmarks with each position to orient remuneration systems towards gradual alignment with the market and support the Group's focus on pay equity. This has led to initiatives for different segments of the population, such as the expansion of LTI beneficiaries for management and the launch of a remuneration and career development programme dedicated to all recent graduates.
- Innovation in the remuneration policy tools adopted: in fact, I recall with pride and satisfaction that a share ownership plan was launched in 2025 in the main countries where Leonardo operates, namely Italy, the United Kingdom, the United States and Poland. This strategic initiative aims to strengthen the link between company results and people's wellbeing, creating a virtuous ecosystem in which the company's success translates into concrete and shared benefits, fostering a deep sense of belonging and active participation. Thanks to the share ownership plan, over 11,000 employees have become shareholders, demonstrating the enthusiasm and commitment of our people in wanting to participate in the Group's growth and success.

On behalf of the Committee, I am pleased to present this Report, which aims to provide a comprehensive, transparent, and clear overview of the application of the policy in 2025 and the policy elements for 2026.

I sincerely thank you, the Shareholders, for your attention, and I hope that this Report will receive your broad approval at the Shareholders' Meeting.

I would like to express my sincere gratitude to the members of the Remuneration Committee – Trifone Altieri, Giancarlo Ghislanzoni, Elena Vasco and Steven Duncan Wood - for their commitment and dedication during this term of their office. Special recognition also goes to the staff of the corporate departments involved, with special thanks to the head of the People & Organisation function, Antonio Liotti, and his team for their valuable collaboration.

Sincerely

Enrica Giorgetti

Chair of the Remuneration Committee

REPORT ON REMUNERATION POLICY AND FEES PAID 2026

Drafted pursuant to arts. 123-ter of Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation - TUF) and pursuant to art. 84-quater of CONSOB Resolution no. 11971 of 14 May 1999 (Issuers' Regulation).

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Introduction

This Report has been prepared in compliance with the regulatory provisions in force and in line with the recommendations expressed by the Corporate Governance Code for listed companies, which the Company complies with; it summarises the principles and guidelines on the basis of which Leonardo SpA decides and monitors pay policy and its implementation, with particular reference to the members of the Governing Bodies and Executives with Strategic Responsibilities¹. The pay policy of Division Managing Directors, the Heads of organizational units dedicated to the business, and the CFO/Officer in charge of the Company's financial reporting is described in the category of "Executives with Strategic Responsibilities". The pay policy linked to the members of the Board of Directors, the Board of Statutory Auditors and the General Manager is described in dedicated paragraphs.

This Report, which was approved by the Board of Directors of Leonardo SpA on 26 March 2026 subject to the opinion of the Remuneration Committee, is divided into two Sections:

- The first Section of the document illustrates the remuneration policy adopted for the 2026 financial year, setting out the criteria and guidelines that the Company has adopted in relation to the remuneration of its Governing Bodies' members, the General Manager, and Other Executives with Strategic Responsibilities, and without prejudice to Art. 2402 of the Italian Civil Code, of the members of the control body.
- The second Section on the fees paid in relation to the previous year analyses and details the fees actually paid to, or in any case assigned, to Directors, the General Manager, the Co-General Manager and Statutory Auditors, as well as to Other Executives with Strategic Responsibilities, for the 2025 financial year.

Pursuant to art. 123-*ter* of the TUF, the first Section on remuneration policy is subject to the approval by the Shareholders' Meeting by a binding vote, while the second Section on fees paid is subject to the approval by the Shareholders' Meeting by a consultative vote.

The two sections of the Report on the policy regarding remuneration and fees paid are preceded by a chapter in which the market and investors are presented with some background information useful for reading the Remuneration Policy with a view to the Company's Strategy. This introductory section also provides a summary of the main elements of the Policy that is very easy to read and understand.

If the Shareholders' Meeting does not approve the remuneration policy submitted for voting in accordance with art. 123-*ter*, paragraph 3-*bis*, of the TUF, the Company will continue to pay fees conforming to the most recent remuneration policy approved by the Shareholders' Meeting. The Company will submit a new remuneration policy to the shareholders' vote at the latest at the next following Shareholders' Meeting provided for in art. 2364, paragraph 2, or at the Shareholders' Meeting provided for in art. 2364-*bis*, paragraph 2, of the Italian Civil Code.

The remuneration policy set out in this Report has also been adopted by the Company, as required by CONSOB Regulation no. 17221/2010 with regard to related-party transactions, also in accordance with and

¹ Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024, the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors and any persons who hold the position of General Manager and Co-General Manager of the Company, the Officer in charge of the Company's financial reporting, pursuant to art. 154-bis of the Consolidated Law, as well as the Division Managing Directors and the Heads of organizational units dedicated to the business (they are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents).

for the purposes of art. 11.2(b) of the Procedure for Related Parties Transactions approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024.

This document is available at the Company's registered office and on its website (www.leonardo.com), in the specific "Shareholders' Meeting 2026" and "Corporate Governance/Remuneration" sections, as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

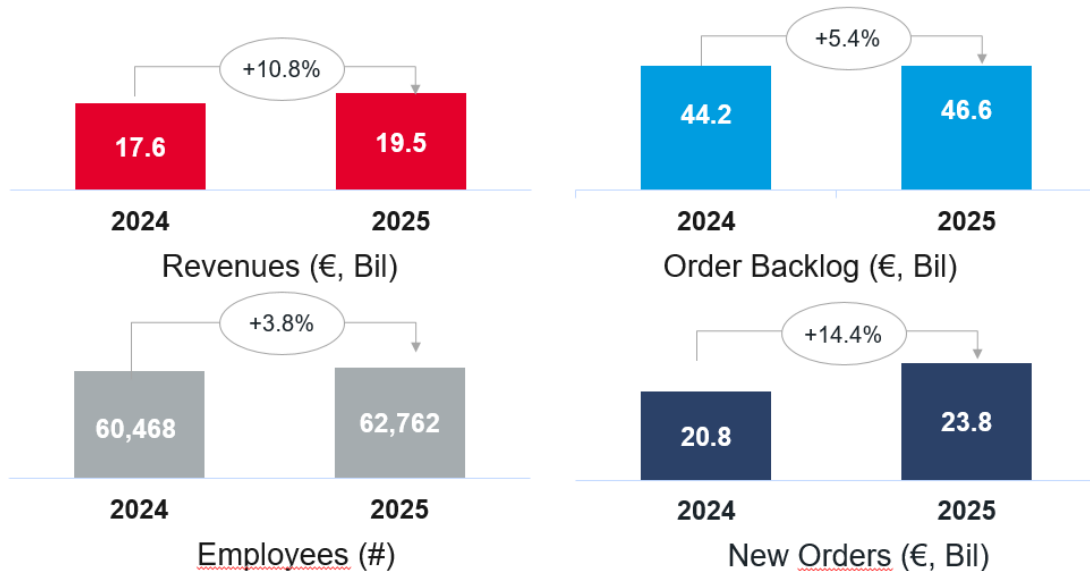
The Executive Summary is also available in the Remuneration section of the company website at the address "Investors/Corporate Governance/Remuneration/Remuneration Summary".

REPORT ON REMUNERATION POLICY AND FEES PAID **2026**

Executive Summary



2025 Highlights



Update of the Industrial Plan 2026 (2026 – 2030)

The 2023-2025 path

In a context characterised by increasingly complex geopolitical and technological scenarios, the issue of defence and security has gradually emerged as a continent-wide, multi-domain challenge. Consequently, these areas can no longer be considered separate or exclusively national but must be addressed through an integrated approach linking space, cyber, and traditional operational domains. This implies strengthening European industrial cooperation, developing advanced digital technologies, and creating interoperable capabilities capable of ensuring strategic autonomy, resilience, and technological superiority.

In this scenario, Leonardo’s vision is to respond to three significant challenges in Global defence:

- 1. Defence is increasingly based on bytes, as well as on bullets** – The battlefield has changed, moving increasingly towards a combination of conventional and advanced systems, digital technologies, satellite applications and drones;
- 2. From conventional Defence to the broader concept of “global security”** – The traditional concept of defence is evolving towards a broader dimension of global security. Regional conflicts have effects that transcend geographical and military boundaries, generating repercussions in key areas such as energy, food supply, social stability, cyberspace, and critical infrastructure. In this context, it is becoming increasingly essential to have the capacity for observation, analysis, and continuous monitoring of scenarios to anticipate risks and strengthen the resilience of each country as a system;
- 3. Security as a continental rather than a national issue** - No European country can claim sufficient autonomy, and the current fragmentation of Defence spending is making Europe increasingly weak. The acceleration of technological progress and the rapid succession of unprecedented events in the global geopolitical balance require not only increased investment but, above all, greater synergy, including through standardisation and interoperability of platforms.

To respond to these challenges, Leonardo has embarked on a **path of profound transformation**, based on:

- **Strengthening core activities** through greater industrial focus, portfolio rationalisation, and prioritisation of investments in areas of highest strategic value, supported by research and development in digital technologies, the work of the Leonardo Innovation Labs, and the supercomputing capabilities of the davinci-1 super-computer.
- Integrating organic growth with M&A development through **international partnerships, joint ventures, and targeted acquisitions** aimed at strengthening technological capabilities and filling specific gaps in the offering, such as:
 - The **Edgewing JV**, formed by **Leonardo, BAE Systems and Mitsubishi**, for the development of a Sixth-generation fighter jet.
 - **The acquisition of Iveco Defence Vehicles**, to expand the portfolio to Land platforms.
 - The **LMRV JV with Rheinmetall**, for the development of Main Battle Tanks and Tracked Infantry Vehicles.
 - The **LBA JV with Baykar**, for the development of UAV platforms with cutting-edge technology.
 - The creation of an **End-to-End European operator in Space** with the Bromo project, a **JV with Airbus and Thales**.
 - The acquisition of technological players in the **Cyber Security** area, such as **SSH and Axiomatics**, aimed at completing the portfolio of solutions in the sector.

However, this path has helped strengthen the Group's position as an increasingly credible player in the development and provision of **integrated, multi-domain solutions**, in line with the evolution of operating scenarios and customer needs.

This transformation is reflected in the results from 2022 to 2025, in fact:

- **+38% of new orders** to €bil. 23.8 in 2025
- **+33% of revenues** to €bil. 19.5
- **+44% of EBITA** to €bil. 1.8
- **+86% of FOCF** to €bil. 1.0

These results were greatly appreciated by the market, with **Leonardo's future capitalisation increasing by approximately 6x**, during the reporting period.

At present, Leonardo operates as a true multinational company with a clear industrial vision and a strong focus on execution.

Guidelines of the new Industrial Plan

When the main international conflicts gradually stabilize in the future, this could lead to a **“new normal” centered on more sustainable and resilient global security**. In this phase, the traditional concept of defence will evolve further towards an integrated and preventive approach, which will require Governments and major industrial players to strengthen and systematise critical infrastructure by exploiting dual-use technologies. The adoption of advanced solutions in the digital, space, and cyber domains, together with the use of platforms, will become a key element in ensuring the protection of economic and social systems in an increasingly connected and complex world.

Consequently, with its **2026-2030 Strategic Plan**, Leonardo aims to complete its transformation **from a defence leader with the most comprehensive product portfolio in all domains of manned and unmanned defence platforms to a leading dual-use company in global security**, with capabilities of excellence in **Artificial Intelligence (AI), High-Performance Computing (HPC), Data Analytics, and Cybersecurity**. This positioning is not only intended as a technological evolution, but as a lever to ensure **multi-domain interoperability**, operational resilience, and integrated response capabilities to complex and interconnected global security scenarios. In fact, digitisation and the convergence of physical and cyber systems are key elements in addressing **hybrid and multi-vector threats**, going beyond the traditional siloed approach.

In this vision, the **Michelangelo Dome** represents the primary use case of Leonardo's new vision: an advanced defence system with an **open and modular architecture** that allows the transition from a “siloed” defence to

a truly **multi-domain architecture**, integrating sensors, platforms, and command and control on land, sea, air, space, and cyber.

Michelangelo Dome is an ecosystem in which:

- Proprietary and third-party systems (including other **Air Defence Systems**) can be interoperated in real time
- **AI-based data fusion tools** enable the aggregation of information from different domains
- **Multi-layer rapid response** is enabled against a wide spectrum of threats, from hypersonic missiles to swarms of autonomous drones.

With these solutions, Leonardo does not merely provide high-performance defensive capabilities, but aims to offer a **resilient, interoperable, and adaptive global security model**: a framework in which dual-use technology becomes an enabling factor in addressing threats that no longer manifest themselves as isolated events, but as interconnected, evolving, and often sophisticated phenomena. This perspective guides investment in **AI, HPC, cybersecurity, autonomous and collaborative systems**, and the construction of open architectures capable of integrating with both proprietary resources and third-party ecosystems, with a view to end-to-end security and support for institutional partners at the international level.

Leonardo sustainability plan

Leonardo’s mission is to provide technologies for a safer future: innovative integrated solutions for communities’ defence, security, and protection that help countries and their institutions safeguard citizens and critical infrastructure, contributing to peace and prosperity in society. In line with this mission, the Industrial Plan, and the priorities that came out of the double materiality analysis, Leonardo has put together a five-year sustainability plan for the period 2026 to 2030, which covers the entire value chain and is fully integrated into the business. It structurally strengthens the link between sustainability and industrial strategy, positioning it as a lever for value creation and an enabler of competitiveness and resilience in the medium to long term. The sustainability plan aims to increase the efficiency and resilience of operations, develop integrated technologies and solutions for the protection of people, infrastructure, and communities, and anticipate and manage risks, strengthening Leonardo's role as a reliable partner to Governments and institutions. **The Plan consists of over 90 high-impact projects, structured according to an updated framework that covers the Group's entire business portfolio and geographical scope.**



- **Integrated sustainability throughout the value chain**
- Increasing commitment to **digitisation of solutions and operations** and strengthened **HPC capacity**
- Strong focus on technologies, with a growing role for Space and Cyber solutions
- **Data-driven** approach and **project measurability** based on a **digital ecosystem** and management control

The new framework has been designed to be closely aligned with **the Group's industrial priorities and decision-making processes**. It focuses activities on the main business areas while enhancing the positive impact that the company has on the outside world, concentrating initiatives on four well-established clusters - instead of the eight in the previous version:

- Efficiency in operations with a consequent reduction in environmental and climate impact, and a more resilient supply chain;
- Development of innovative technologies capable of generating a positive impact on society and adaptation to climate change;
- People empowerment, skills development, and social value generation in local communities;
- Compliance with business ethics and human rights principles across all Group activities.

The priorities of the 2026–2030 plan include the development of products and solutions with positive impacts on society - including multi-domain solutions for global security and climate change adaptation -, as well as digital products and services and technologies with reduced environmental impact (e.g., flight simulators), decarbonisation, optimisation of resource use and circularity, with a focus on critical raw materials, the application of Life Cycle Assessment (LCA), and strengthening of a sustainable supply chain.

Projects are defined through clear and measurable objectives and monitored through KPIs integrated into a digital ecosystem dedicated to managing plan performance and supporting the integration of sustainability and industrial objectives.

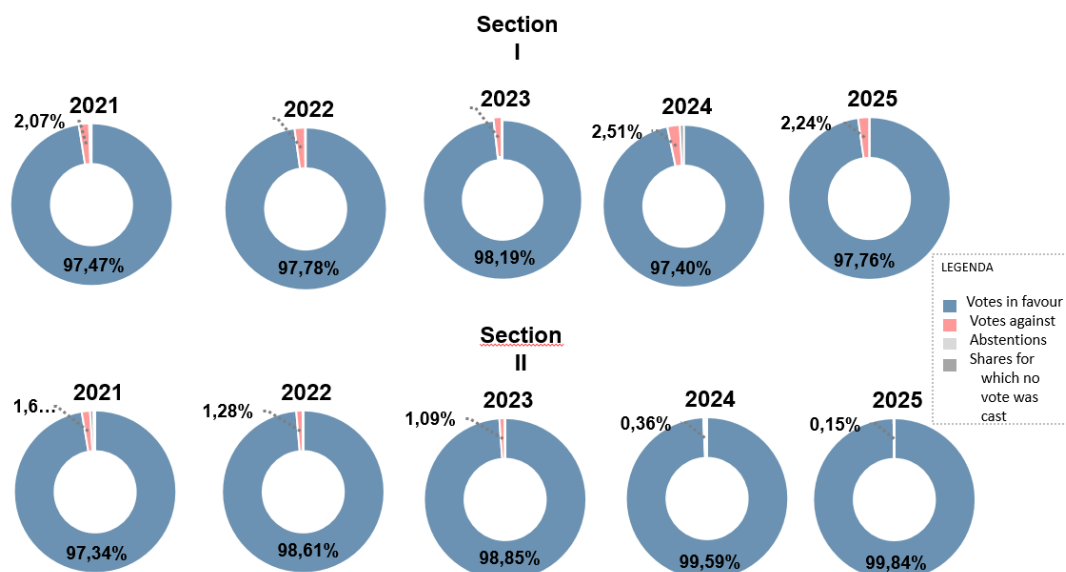
Leonardo Remuneration Policy

Leonardo's Remuneration Policy is designed to meet the challenges posed by the Industrial Plan, of which the Sustainability Plan forms an integral part. The link between variable incentive plans and the Industrial Plan is described below:

<u>LINES OF THE INDUSTRIAL PLAN</u>		Organic Growth and Innovation	Business Efficiency	International Alliances and M&A	Sustainability
MBO PLAN	EBITA	✓	✓	✓	
	FREE OPERATING CASH FLOW	✓	✓	✓	
	GROUP ORDERS	✓	✓	✓	
	INDUSTRIAL PLAN OBJECTIVES	✓	✓	✓	
	DOW JONES SUSTAINABILITY INDICES		✓		✓
	ACCIDENT FREQUENCY RATE	✓			✓
LTI PLAN	TOTAL SHAREHOLDER RETURN	✓	✓	✓	✓
	NET DEBT	✓	✓	✓	✓
	RETURN ON INVESTED CAPITAL	✓	✓	✓	✓
	GROUP REVENUES	✓		✓	✓
	GENDER DIVERSITY (STEM AREA)				✓
	CLIMATE CHANGE			✓	✓




Trend of voting result on the annual remuneration report

The following graph shows the trend of voting at Shareholders' Meetings relating to the contents of Section I on the remuneration policy in the last five years (2021-2025). It shows a positive trend of votes in favour. The results in general and especially the reasons given for votes against cast at the 2025 Shareholders' Meeting, even through stakeholder engagement and the monitoring of recommendations from proxy advisors, have been taken into account in considering and evaluating the updates and improvements made to the Remuneration Policy and this document.






Summary schedule on the Remuneration Policy 2026

The following section provides a summary of the main 2026 policy elements:

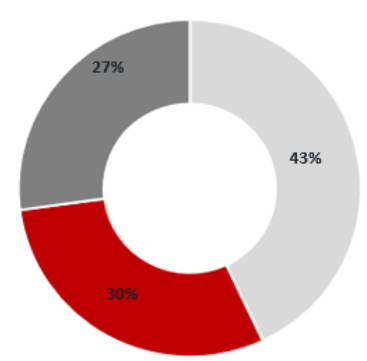
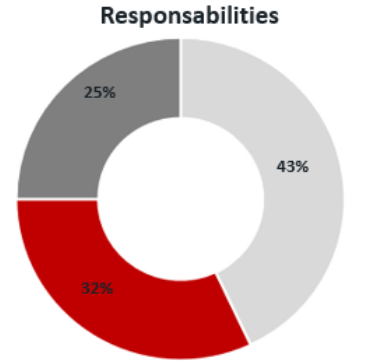
FIXED REMUNERATION			
PRINCIPLE AND PURPOSE	CHARACTERISTICS AND PERFORMANCE CONDITIONS	AMOUNTS	REF.
 <p>It is proportionate to the responsibilities assigned, the contribution requested, competencies and experience</p>	 <p>It is determined with reference to market pay benchmarks and periodically reviewed also in relation to the pay-mix policies</p>	 <p>CHAIRMAN € 490,000 p.a., of which: - € 90,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code - € 400,000 pursuant to art. 2389 paragraph 3 of the Italian Civil Code</p> <p>CEO AND GENERAL MANAGER € 1,150,000 p.a., of which: - € 80,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code</p>	<p>Page 34</p> <p>Page 35</p>

		- € 1,070,000 as Gross Annual Remuneration (RAL) for the position of General Manager	
		EXECUTIVES WITH STRATEGIC RESPONSIBILITIES	Page 42
		Remuneration set in relation to the responsibilities of the person concerned and the market positioning	
SHORT-TERM VARIABLE REMUNERATION (LEONARDO GROUP MBO SYSTEM)			
It is an incentive to achieve annual business and sustainability targets set out in accordance with the Industrial Plan and the Budget	FOR ALL BENEFICIARIES If one or both of the following thresholds is not achieved: - Group EBITA: 85% of budget - Group Free Operating Cash Flow (FOCF): 100% of budget the bonus relating to both KPIs (50% weight for CEO-GM and in a range of between 40% and 50% for Executives with Strategic Responsibilities) is set to zero	CHAIRMAN MBO not envisaged	Page 34
	2026 CEO AND GENERAL MANAGER OBJECTIVES 1) Group EBITA (25%) 2) Group FOCF (25%) 3) Group Order Intake (25%) 4) Industrial plan objectives (15%) 5) Inclusion of Leonardo in Dow Jones Best-in-class Indices (5%) 6) Average accident frequency rate (5%)	CEO AND GENERAL MANAGER - Target incentive: 90% of Fixed Remuneration - Maximum incentive equal to 156% of target incentive	Page 35
	EXECUTIVES WITH STRATEGIC RESPONSIBILITIES 1) Group EBITA (from 15% to 25%) 2) Group FOCF (from 15% to 25%) 3) Division / Function targets (from 40% to 50%) 4) Inclusion of di Leonardo in Dow Jones Best-in-class Indices (5%) 5) Average accident frequency rate (5%)	EXECUTIVES WITH STRATEGIC RESPONSIBILITIES - Target incentive: from 50% to 80% of Fixed Remuneration, commensurate with the role - Maximum incentive equal to about 142% of target incentive	Page 43
	TYPE OF RESULT MEASUREMENT <ul style="list-style-type: none">• On / off mechanism: Strategic Plan and ESG objectives• Incentive curve: Group and Division EBITA, Group and Division Free Operating Cash Flow, Group and Division Order Intake, Function and Role Target: on/off mechanism or incentive curve according to the specific objective Plan subject to Malus and Claw-back clauses		Page 36 Page 44
LONG-TERM VARIABLE REMUNERATION			

PRINCIPLE AND PURPOSE 	CHARACTERISTICS AND PERFORMANCE CONDITIONS 	AMOUNTS 	REF.
<p>It is aimed at promoting the pursuit of Leonardo's sustainable success in the long-term.</p>	<p>The features are described for the Long-Term Incentive Plan approved by the Shareholders' Meeting held on 24 May 2024, in ordinary sessions, as amended by the Shareholders' Meeting held on 26 May 2025.</p> <p>The Plan provides for a free allotment of the Company's ordinary shares (Performance Share) to the CEO and General Manager, and the Executives with Strategic Responsibilities and is structured into three annual awards.</p> <p>2026-2028 OBJECTIVES</p> <ol style="list-style-type: none"> 1) Relative Total Shareholder Return (35%) 2) Return on Invested Capital (25%) 3) Group Revenues (20%) 4) Group Net Debt (10%) 5) Scope 1 and 2 Emission Intensity (5%) 6) Gender diversity - % of female new hires with STEM degree (Science, Technology, Engineering and Mathematics) (5%) <p>RESULT MEASUREMENT</p> <ul style="list-style-type: none"> • Relative benchmarks (TSR): compared to the Peer Group • Absolute benchmarks: ROIC, Group Revenues, Group Net Debt, Climate Change, Gender Diversity <p>PERFORMANCE AND HOLDING PERIOD</p> <ul style="list-style-type: none"> • Performance period: three years • Holding Period: 50% of awarded shares are subject to 2-year non-transferability obligation <p>Plan subject to Malus and Claw-back clauses.</p>	<p>CHAIRMAN</p> <p>LTI not envisaged.</p>	<p>Page 35</p>
		<p>CEO AND GENERAL MANAGER</p> <p>The target LTI share envisaged for the CEO and General Manager is equal to 140% of overall Fixed Remuneration. Maximum incentive may be up to 136% of target incentive.</p>	<p>Page 39</p>
		<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <p>The target LTI share envisaged is between 60% and 140% of Fixed Remuneration. Maximum incentive may be up to 136% of incentive target.</p>	<p>Page 45</p>
NON-CASH BENEFITS			
<p>Benefits are granted consistently with the purposes of the Leonardo Group's remuneration policy</p>	<p>Non-cash benefits are defined in accordance with provisions of law, collective bargaining agreements and any other applicable union agreements</p>	<ul style="list-style-type: none"> • Supplementary pension plan • Supplementary/replacement health insurance benefits • Insurance cover • Company car • Accommodation for guests' use 	<p>Pages 42, 45</p>
PAY IN THE EVENT OF TERMINATION OF OFFICE AND EMPLOYMENT			
<p>Retention purpose connected with the role in line with long-term strategies, values and interests</p>	<p>They are set in relation to key roles and non-competition obligations</p>	<p>CHAIRMAN</p> <p>No severance pay.</p>	
		<p>CEO AND GENERAL MANAGER</p> <p>The severance pay equal to 24 months' fees of Fixed and Short-Term Variable Remuneration in the event of termination of office or of employment</p>	<p>Page 41</p>

		<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <p>Allowance under the National Collective Bargaining Agreement of reference</p>	<p>Page 45</p>
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PAY-MIX TARGET

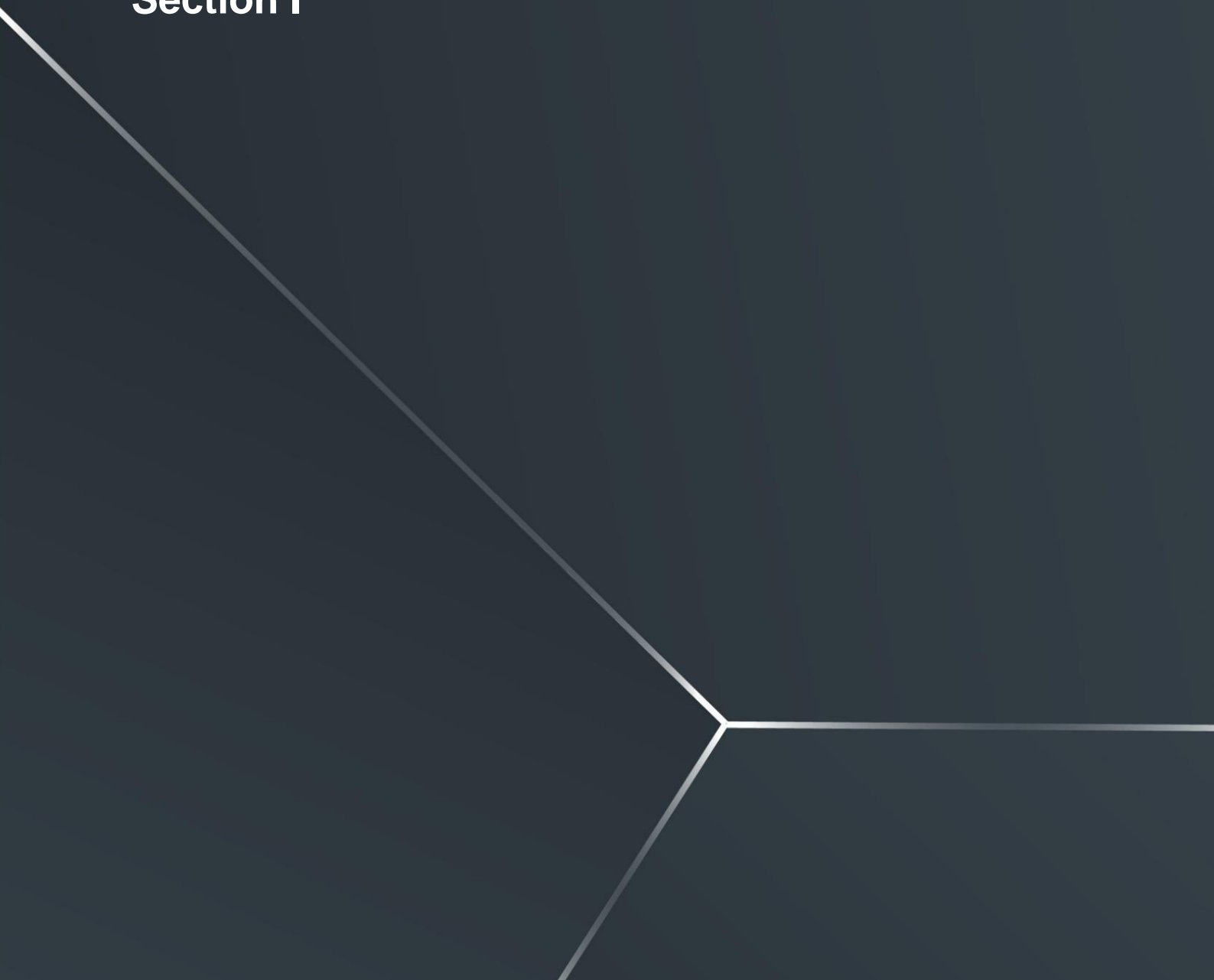
<p>It shows the weight of various (fixed, short-term variable and long-term variable) components of remuneration</p>	<p>The charts below refer to the pay-mixes, calculated by considering the valuation of short- and long-term incentives after assuming results by target.</p> <div style="display: flex; justify-content: space-around;"> <div data-bbox="414 604 813 1187"> <p>Pay Mix CEO and General Manager</p>  <p>■ Fixed remuneration ■ Short-Term Variable Remuneration ■ Long-Term Variable Remuneration</p> <p>CEO-GM: Page 35</p> </div> <div data-bbox="1037 604 1436 1187"> <p>Pay Mix Executives with Strategic Responsibilities</p>  <p>■ Fixed remuneration ■ Short-Term Variable Remuneration ■ Long-Term Variable Remuneration</p> <p>ESR: Page 43</p> </div> </div>	
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CEO-GM PAY RATIO VS EMPLOYEES' AVERAGE PAY IN 2025

<p>Ratio of CEO-GM's remuneration to employees' average pay</p>	<p>The ratio is calculated by considering:</p> <ul style="list-style-type: none"> the CEO and GM's total remuneration with reference to FY 2025, including fixed remuneration, and short-term and long-term variable remuneration, the latter being measured at fair value calculated on the basis of the following parameters: <ul style="list-style-type: none"> reference book value for TSR (€ 12.1); reference book value for other indicators (€ 13.7); total employee's average pay in 2025, calculated by considering the base salary plus any variable short- and long-term bonuses actually accrued. 	<p>The Ratio was 48.3x in 2025 compared to 34.5x in 2024.</p> <p>The deviation from the ratios of previous financial years is due to the recognition of the 2025 accrual under the first LTI plan assigned to the CEO-GM (LTI 2023–25) from the start of his term of office. The figures used in previous financial years therefore did not include this amount.</p>	<p>Page 52</p>
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**REPORT ON REMUNERATION
POLICY AND FEES PAID
2026**

Section I



Governance

Bodies and persons involved in the preparation, approval and implementation of the Remuneration Policy

With regard to the governance of the remuneration systems, the following is a more detailed description of the related management activities and the respective responsibilities, divided according to the role played by each body involved in the preparation and approval of the remuneration policy regarding the members of the Governing Bodies, the General Manager, and the other Executives with Strategic Responsibilities.

Shareholders' Meeting

The duties of the Shareholders' Meeting – as far as the matters of interest to this Report are concerned - are:

- to set the fees payable to the members of the Board of Directors and the Statutory Auditors;
- to approve any remuneration plans based on financial instruments assigned to Directors, the General Manager, and the other Executives with Strategic Responsibilities, other employees and consultants, pursuant to art. 114-*bis* of the TUF;
- to examine and assess Section I of the Report regarding the remuneration policy in order to cast a binding vote and Section II of the Report about the fees paid in the previous year to cast a non-binding vote.

Board of Directors

The duties of the Board of Directors – as far as the matters of interest to this Report are concerned - are:

- to determine, on the proposal of the Remuneration Committee, the remuneration of those Directors with delegated powers and of any other Director vested with specific functions following the opinion of the Board of Statutory Auditors;
- to define the Company's policy in relation to the remuneration of Directors, General Manager, and other Executives with Strategic Responsibilities, in compliance with the legal provisions in force and with the Corporate Governance Code for listed companies;
- to approve this Remuneration Report and submit it to the Shareholders' Meeting pursuant to, and within the limits set out in, art. 123-*ter*, paragraphs 3-*bis* and 6, of the TUF;
- to submit to the Shareholders' Meeting, upon proposal from the Remuneration Committee, potential remuneration plans based on the allotment of shares or other financial instruments;
- to implement the aforesaid remuneration plans based on shares or other financial instruments, with the support of the Remuneration Committee, as approved by the Shareholders' Meeting.

No Director attends Board of Directors' meetings at which motions regarding his/her own remuneration are approved.

Furthermore, there has been a Remuneration Committee in the Board of Directors for a long time, the composition and functions of which are detailed below.

Executives with Strategic Responsibilities

Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024, the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors and any persons who hold the position of General Manager and Co-General Manager of the Company, the

Officer in charge of the Company's financial reporting, pursuant to art. 154-bis of the Consolidated Law, as well as the Division Managing Directors and the Heads of organizational units dedicated to the business².

In relation to the category of Executives with Strategic Responsibilities, the remuneration policy is only described for Co-General Managers, Heads of Division, Heads of business organizational units, and CFO/Officer in charge of the Company's financial reporting.

Remuneration Committee

The Remuneration Committee, which was appointed on 23 May 2023, is composed of the following members:

	Position	Independence	Date of first appointment
Enrica Giorgetti	Chairman	✓ *	May 2023
Trifone Altieri	Director	✓ *	May 2023
Giancarlo Ghislanzoni	Director	✓ *	May 2023
Elena Vasco	Director	✓ *	May 2023
Steven Duncan Wood	Director	✓ *	May 2023

* Independent directors also pursuant to the Corporate Governance Code

The Committee meets periodically to carry out its functions and duties, and its meetings are considered valid if at least a majority of its members attend. The Chairman of the Committee calls and chairs meetings. The Committee is provided with the resources required to carry out its research and investigations in an effective manner. The Committee obtains access to information and to Company structures as necessary for it to perform its tasks, and takes advantage, through Company channels that make use thereof, from the work performed by external advisors in order to ensure independence of judgment. The Head of the Company's People & Organization Organizational Unit is invited to attend the Committee's meeting on a permanent basis and the meetings may be attended on the invitation of the Committee through the Chairman and in relation to the issues being discussed, by other persons, including non-executive members of the Board of Directors and any employee working for the Company or Group Companies. The members of the Board of Statutory Auditors may attend the Committee's Meetings. No Director participates in the Committee's meetings in which proposals are put forward to the Board in relation to his/her own remuneration.

The Remuneration Committee provides support to the Board of Directors, with regard to, among others, the following activities:

- giving its opinion to the Board of Directors concerning the definition of the Company's remuneration policy of directors and top management, in compliance with current regulations and the Corporate Governance Code;
- considering and submitting any proposals to the Board of Directors with regard to share incentive, stock option, share ownership and any other similar plans for the incentive and retention of the Group's management and employees, including with regard to the suitability for the pursuit of the typical objectives of such plans, the manner in which they are actually implemented by the competent corporate bodies and any amendments or additions thereto;

² Persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents.

- submitting proposals or giving opinions to the Board of Directors on the remuneration of executive directors and directors vested with specific functions, in ways that are suitable for attracting, retaining and motivating people of a level and experience appropriate to the Company's needs and in accordance with the remuneration policy;
- monitoring the actual implementation of the remuneration policy and establishing, in particular, whether the performance targets have been actually achieved;
- periodically evaluating the adequacy and overall consistency of the policy for the remuneration of directors and top management;
- providing support in defining the best policies for the management of the Group executives, as well as the managerial development plans and systems for the Group's key managers;
- monitoring the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders within the company organization.

The Committee's meetings and resolutions are duly recorded in minutes and the work performed is reported by the Chairman of the Committee at the first subsequent meeting of the Board of Directors. Furthermore, the Committee provides the Board with a report on the work performed, at least on an annual basis.

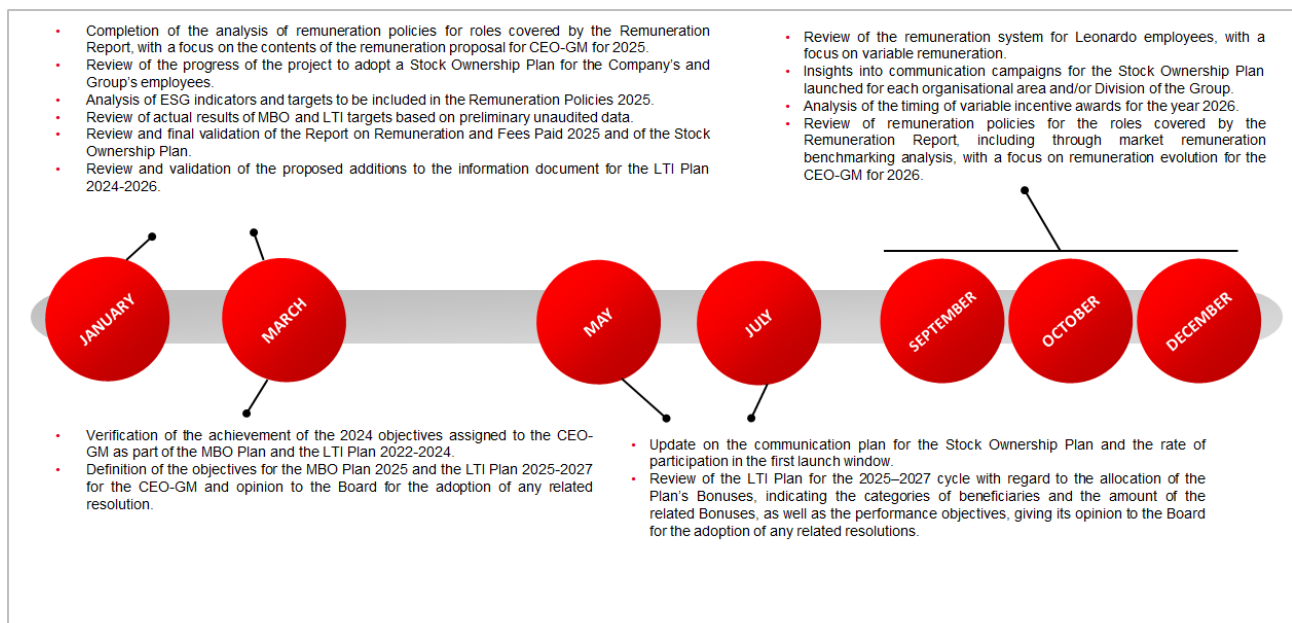
The Committee's operations are governed under the Rules of Procedures of the Board of Directors and Board Committees, which acknowledge the principles and the recommendations laid down in the Corporate Governance Code.

Since it was formed, the Remuneration Committee has played a role of supporting the top management with one of the most important issues related to the strategic management of the Group's human resources and of its pay and retention policies.

In acting in this role, the Committee has worked out incentive schemes which assist in achieving the Group's results and the objectives of enhancing the value of its stock and of the Group itself.

The Remuneration Committee gives an opinion on the structure and content of this report and submits them to the Board of Directors, which, after having examined them, then submits them to the Shareholders' Meeting for a binding vote on Section I and cast a non-binding vote on Section II, pursuant to art. 123-ter of the TUF.

Main issues dealt with by the Remuneration Committee in 2025:



In the 2025 financial year the Committee held no. 8 meetings. The average duration of the meetings was 1 hour and 4 minutes, with an attendance rate of about 98%. During the current 2026 financial year, no. 3 meetings had been held as at the date of approval of this Report.

Board of Statutory Auditors

On remuneration matters, the Board of Statutory Auditors, which regularly participates in the Board of Directors and the Remuneration Committee's meetings, expresses the opinions required by the regulations in force, with particular reference to the remuneration of those Directors vested with specific functions pursuant to art. 2389 of the Italian Civil Code.

Independent Experts

In the course of 2025, the People & Organization Organizational Unit made use, as external independent experts, of Mercer for activities concerning remuneration.

Other subjects

The People & Organization Organizational Unit sets out the guidelines, supported by all the technical details necessary for preparing the Remuneration Policy. This Function also acts as a specialist in-house body assisting the Remuneration Committee, for which it prepares the material that the Committee needs in order to carry out its work.

The Finance Organizational Unit helps set out the operating and financial objectives underlying the short- and long-term plans and verifies that they have been attained and determining the panel for TSR as a performance objective in the long-term incentive system.

The Sustainability Organizational Unit and the Finance Organizational Unit deal with the ESG matters.

Independent Legal Auditors

The Audit Firm in charge of the statutory audit of the accounts yearly verifies the preparation by the directors of Section II of the Report by carrying out a mere formal check on the publication of the information without expressing any opinion thereon, or on the consistency of such information with the financial statements or its compliance with the regulations.

Procedure for approval of Remuneration Policy 2026

In exercising its powers and in accordance with the Corporate Governance Code, the Remuneration Committee expressed a favourable view of the structure and contents of remuneration policy for the purposes of the preparation of this report.

The Report, submitted by the Remuneration Committee, was approved by the Board of Directors on 26 March 2026.

The remuneration policies determined in accordance with the guidelines provided by the Board of Directors are applied by the bodies authorised to do so with the support of the corporate functions concerned.

The Board of Directors submitted this Remuneration Report approved by them on 26 March 2026 for a binding and consultative vote of the Shareholders' Meeting.

Finally, this document has been prepared in accordance with best market practices, particularly those in FTSE-MIB companies.

Term of the remuneration policy and derogation procedure in special circumstances

According to the provisions laid down in the paragraph 3-*bis* of art. 123-*ter* of the TUF, this policy has a term of one year.

In exceptional circumstances, Leonardo's Board of Directors may temporarily derogate from some provisions of the Remuneration Policy laid down in this Report, with a reasoned resolution. Such derogation should not affect, in any case, the compliance with legal and regulatory obligations and should be taken in accordance with Leonardo's Procedure for Related Parties Transactions (in particular, subject to the reasoned opinion of the Committee for Related Parties Transactions pursuant to the aforesaid Procedure), at the proposal or in any way subject to the opinion of the Remuneration Committee.

In compliance with the provisions of the abovementioned rule, exceptional circumstances mean the situations where the derogation from the Remuneration Policy is required in order to pursue the Company's long-term interests and sustainability as a whole or to ensure its ability to stay in the market. They include, but are not limited to:

- significant changes in social and economic scenarios or, in any event, the occurrence of extraordinary and unforeseeable events (e.g. pandemics, conflicts, etc.), affecting the Group and/or the sectors and/or markets in which it operates, which may have a profound impact on the relevant market environment at a global level and/or that of each country/region;
- substantial variations in the scope of the business activity during the period of validity of the Remuneration Policy (e.g. transfer of a company/branch of business on whose activity the performance objectives of the reference Remuneration Policy were based; acquisition of a significant business, etc.);
- need to attract and retain people with the most suitable skills and professionalism to run the business and ensure its sustainable success.

The process also makes it necessary for all persons concerned to abstain from voting on resolutions related to any exception that may involve them.

Exceptions (if any) may concern:

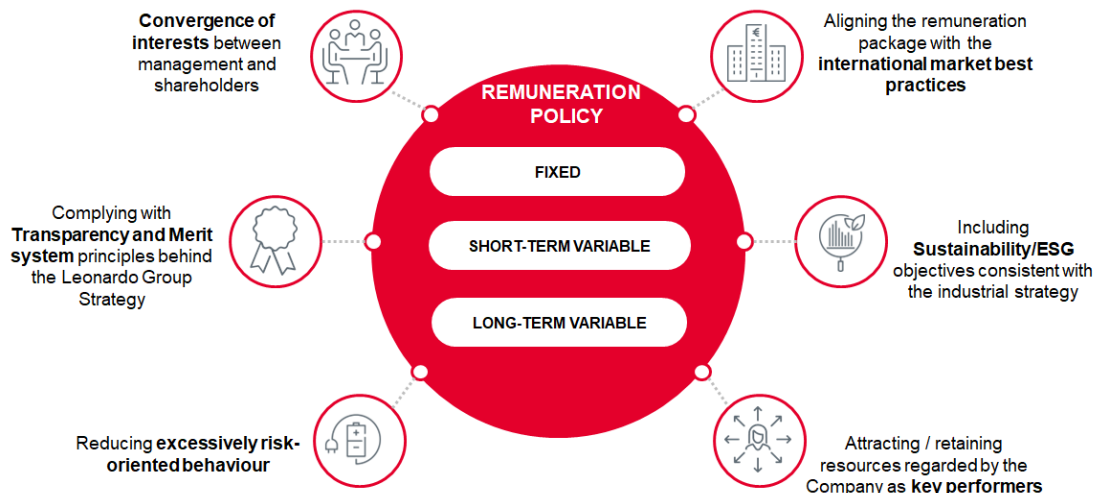
- the parameters and weights related to the assignment and/or award of the variable components of remuneration;
- the granting of indemnities, except for directors, in consideration of specific working conditions and in extraordinary selective situations.

The Board's resolution shall also establish the duration of such exception and the specific elements of the Policy that are waived, in accordance with the provisions laid down above.

Leonardo provides information on any exceptions to the Remuneration Policy applied in exceptional circumstances in Section II Fees paid in the subsequent year.

Purposes and instruments of remuneration policy

The remuneration policy sets out the principles and the guidelines to determine the remuneration of the members of the Board of Directors, as well as the specific criteria through which the remuneration of the Group's management is established, in accordance with the Governance model adopted by the Company and the recommendations laid down in the Corporate Governance Code.



In determining the Remuneration Policy for the Chief Executive Officer and General Manager, and Other Executives with Strategic Responsibilities, the Board of Directors confirmed the key elements of the remuneration strategy, which make it “functional to the pursuit of sustainable success”³ by also empowering management to listen to and engage with various stakeholders and to create value for different sources of capital. The sustainability of success is linked to the protection of a broader notion of capital, from economic capital to, for example, environmental, human, social and technological capital.

The policy aims to attract and motivate human resources who have the professional qualities required to carry out their duties and fulfil their responsibilities, through adequate remuneration systems that are aimed at pursuing the Company’s long-term interests with respect to new areas for the creation of value, and the alignment of the management’s interests with the priority objective of creating sustainable value for shareholders in the medium/long-term, and has been prepared by taking account of the wages and working conditions of the Group’s employees.

In particular, the objective of the variable component of remuneration is aimed at recognising the results that have been achieved, establishing a direct link between remuneration and performance in the short and long term, paying particular attention to the objectivity and measurability of the performance conditions and the indicators used to measure the remuneration, without prejudice to the existence of an upper limit on incentives.

Remuneration policy instruments

The remuneration policy has been formulated as described below:

Fixed Remuneration

The fixed component of remuneration is such that it adequately remunerates the services provided and is proportioned to the assigned duties and responsibilities, in addition to being sufficient to remunerate the services delivered should the variable component not be paid. For those Directors not entrusted with specific duties, the remuneration consists exclusively of a fixed element, to be determined by the Shareholders’ Meeting, and it is in no way linked to the achievement of performance targets.

³ Corporate Governance Code (art. 5); this concept is also referred to by SRD2, art. 9-*bis*, paragraph 6, according to which “The remuneration policy shall contribute to the company’s business strategy and long-term interests and sustainability and shall explain how it does so”.

Variable Remuneration

Variable remuneration is divided into a short-term component (typically annual – the MBO scheme) and a long-term component, reserved exclusively for a key population.

Short-term Variable Component

The aim of the short-term variable component is to encourage the achievement of the annual objectives laid down in the Company's budget and in line with the Industrial Plan for the relevant year. The MBO Scheme is structured in a manner which creates a transparent link between monetary remuneration and the degree to which the annual objectives have been achieved.

Long-term Variable Component

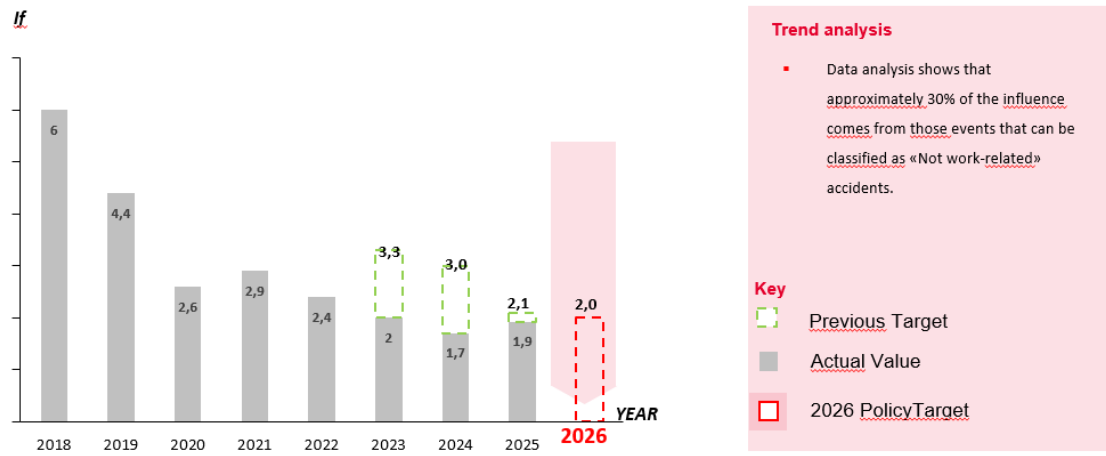
While maintaining the main architectural elements of the previous LTI plan unchanged, the Long-Term Incentive Plan of Leonardo, which was approved by the Shareholders' Meeting held on 24 May 2024⁴, has provided for some changes aimed at: (i) the introduction of an objective linked to growth in line with the priorities of the Industrial Plan, which led to the consequent rebalancing of the weights relative to other objectives; (ii) the possibility of paying an incentive above the target in the event of over-performance, for all beneficiaries of the Plan to further motivate management with respect to the achievement of performance, stimulating the creation of value for stakeholders in line with the best market practices.

The LTI Plan is targeted at key personnel, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Company's business in the medium term, crucial resources and talents, in the executive grade (or equivalent abroad) in the Company, Subsidiaries with their registered offices in Italy or abroad, as well as associates (former employees) in top management and/or other management positions in the Company or Subsidiaries.

⁴ Modified and approved by Shareholders' meeting on 26 May 2025

ESG Objectives Focus

HSE – Reduction in Average Accident Frequency Rate



Leonardo's commitment

- Leonardo confirms its commitment through participatory occupational safety programmes with active participation in inter-company teams to benchmark and share best practices.
- The year 2025 saw the implementation of the actions defined in the *Health and Safety Index Manual* in a widespread and uniform manner for more effective and unambiguous determination of accident causes and improvement actions, as well as of sharing of best practices implemented at the Group level.
- In 2025, the **HSE Communication Strategy** activities were widely disseminated through the launch of initiatives such as **visual** and digital boards to raise awareness and reminders of some of the most common causes of accident (e.g. use of mobile phones), or consolidation initiatives (e.g. training courses, Next Generation HSE, HSE training Lab).
- Leonardo continued its work on the wide dissemination of HSE Management Systems certified according to international standards ISO 14001 and ISO 45001, the delivery of specialist training, the sharing of best practices and strategies in central coordination meetings and through the commitment and cooperation with all the Business functions and departments for the continuous pursuit of the result while also extending this commitment to the **value chain** through dedicated projects with Leonardo Environmental & Safety Supply Chain and in the monitoring and analysis of accidents that occurred.

Main Initiatives Launched/Conducted in 2025

- Workplace Health Promotion:** consolidation of health promotion initiatives for LDO employees (cancer screenings, celiac disease screenings, etc.).
- Workplace Safety:** initiatives aimed at disseminating HSE culture through effective cooperation and intercompany benchmarking tables for sharing best practices.
- Safety Committee:** effective cross-divisional cooperation for event analysis and for leveraging shared improvement strategies and actions.
- Harassment Risk:** outcomes of assessments, Action & Monitoring Plan
- G.E.M.M.A** integration & post-earthquake drills: Inter-agency testing with local authorities
- LDO Environment & Safety Supply Chain:** implementation of the initial phases of the project aimed at strengthening HSE culture within the supply chain.
- Integration of HSE Management System tools and methodologies** with other corporate processes such as Enterprise Risk Management and Sustainability.
- Fire Prevention Directive:** standardization process of documentation to enable smoother and more consistent information exchange between LDO and LGS.

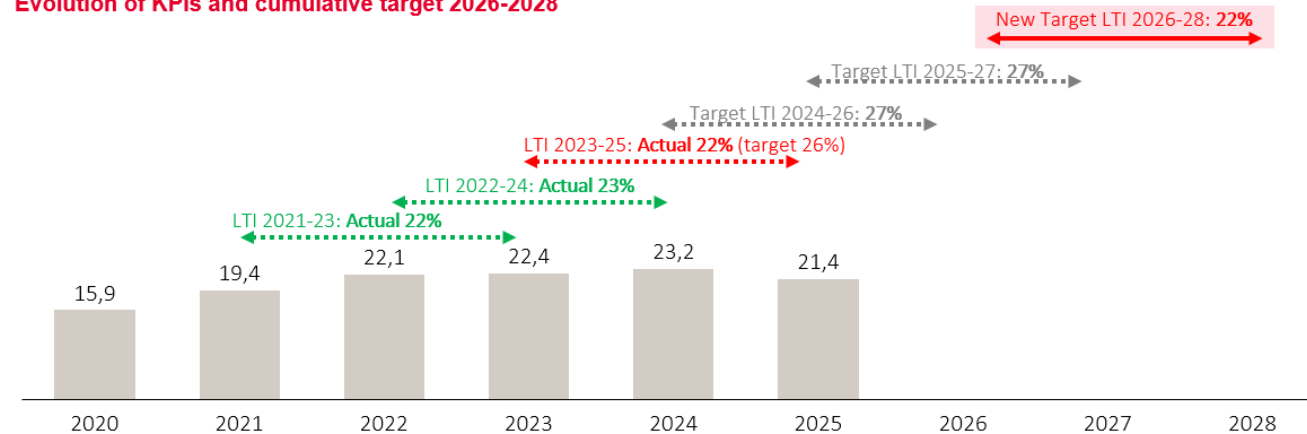
Global Emergency Management and Mitigation Assistance system

Main Initiatives 2026

- PRO.CAR:** Artificial intelligence supporting safety through the installation of on-board devices across the current forklift fleet to safeguard people.
- FOCUS ON NEAR MISS:** Deep dive into the near miss analysis & reporting process to strengthen prevention and further reduce the injury rate.
- Environment & Safety Supply Chain:** Advancement of initiatives to ensure full engagement of the supply chain.
- Workplace Health Promotion:** Continuation and expansion of activities.
- Next Generation HSE:** Training programs to develop HSE ambassadors and a prevention-driven mindset
- Non-work-related injuries:** Launch of a standardized, third-party verifiable classification process for non-work-related events.

LTI 2026-28 Gender Equality- New female hires in the STEM area

Evolution of KPIs and cumulative target 2026-2028



Target

- In 2025, the global effects of the US government's new gender policy were felt (as announced in the **Executive Order of January 2025**, which expressly prohibits companies with government contracts from setting hiring targets based on ethnicity, **gender**, political orientation, etc.). Even due to this reason the value for the three-year period 2023-2025 is **22% so the KPI is not achieved**.
- In view of the above, a new target of **22% is proposed for the three-year period 2026-2028**, set by excluding the US from the scope of observation. This target value is lower than the already assigned targets since takes into account:
 - New hires of STEM profiles planned for the three-year period 2026-2028 are approximately 10,000 resources (representing over 65% of total new hires planned for the three-year period), up by approximately 15% compared to the last three-year period
 - The average percentage of female graduates in STEM faculties of interest to Leonardo in Italy is still less than 20%. (Alma Laurea data)
 - The exclusion of US perimeter, which accounted for more than 25% in previous plan.
- In light of the results attained, of the US Executive Order and of the ambitious hiring objectives under the industrial plan, the Board of Directors reserves the right to assess the targets included in the 2024-2026 and 2025-2027 LTI plans, in order to maintain the incentive effectiveness of such plan.

Leonardo's commitment

Attracting and developing human capital in the STEM area is a critical success factor for achieving the industrial, technological and sustainability objectives of Leonardo

To achieve its ambitious goals, Leonardo has implemented numerous initiatives aimed specifically at attracting recent graduates:

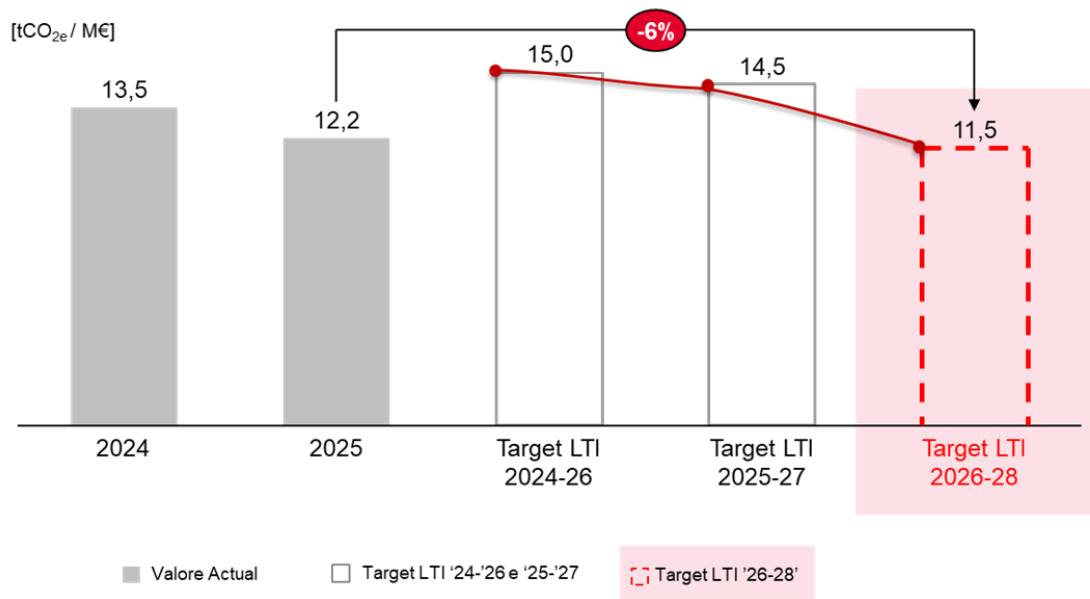
- The Leonardo Academy project that represents the structural evolution of the human capital development model and forms the cornerstone of STEM initiatives, also focusing on gender issues
- Extension of source pools for Engineering needs and other STEM Degrees (e.g. Mathematics, Physics) where women are strongly represented
- Designing specialist ITS Technical and Digital high school programmes to train experts for placement on Engineering activities and specific AI projects
- Extension, through university excellence, of degree theses (more than 1,100 CVs from undergraduates in STEM disciplines) for three-year or five-year courses exclusively in STEM disciplines at our sites

- 2026 Policy target
- ▭ Previous targets (in green – if achieved, in grey – if still in progress)
- Actual value

LTI 2026-2028 Proposal - Climate Change - Scope 1 and 2 Market-Based emission intensity ratio to revenues per year

- In 2024, the KPI relating to LTI was changed from Scope 1 and 2 Location-Based (LB) CO₂e emissions / revenues to Scope 1 and 2 Market-Based (MB) CO₂e emissions / revenues. This decision was made in line with the SBTi commitment and the related decarbonisation targets validated in April 2024.
- The LTI indicator for the three-year period corresponds to that of the last year of reference.
- In 2024, the LTI target for the period 2024-2026 was set at 15 [tCO₂e/M€]. In 2025, for the three-year period 2025-2027 the Target was set at 14.5 [tCO₂e/M€]. Finally, the actual value of the KPI at 2025 is 12.2 [tCO₂e/M€].

KPI evolution



Target

For the **three-year period 2026-2028**, it is proposed to set a target value of **11.5** [tCO₂e/M€], considering, as usual, the last year (2028) as the reference value for the final calculation of the Target.

This target is measured isoperimetrically with respect to Leonardo's current configuration.

The target is 6% lower than the last final figure achieved

Reference to market remuneration policies

Role	Provider	Criteria	Peer Group	
Chairman⁵	Mercer	Italian companies comparable to Leonardo by size (capitalization, turnover, EBIT and number of employees), operational business model, shareholding structure and level of internationalisation. International companies similar to Leonardo with respect to the type of business and comparable in terms of size.	Italian Companies <ul style="list-style-type: none"> - Brembo - Enel - Eni - Fincantieri - Maire Tecnimont - Prysmian - Saipem - STMicroelectronics - Telecom Italia - Webuild 	International Companies <ul style="list-style-type: none"> - BAE Systems - Bombardier - Dassault Aviation - Elbit System - Huntington Ingalls - MTU Aero Engines - QinetiQ Group - Rheinmetall - Rolls-Royce - Saab - Safran - Textron - Thales
Non-executive Directors⁶				
Chief Executive Officer and General Manager				
Executives with Strategic Responsibilities	Mercer	Mercer Executive Remuneration Guide Western Europe Survey, which only includes information on the Executive workforce of companies operating in the main European countries.		

For the review of the 2026 Remuneration Policy, benchmarking analyses were conducted by using peer groups, defined in line with the previous year, based on a rigorous process that integrates a careful assessment of both business and quantitative criteria.

Specifically, for the selection of the peer group of Italian companies, large industrial companies have been considered, which are similar to Leonardo in terms of business model and labour market, operating in a global/international geographic scope and with a similar shareholder structure. These companies were, moreover, selected on the basis of size parameters that considered both economic/financial indicators (turnover, EBIT and market capitalisation), and size of organization (number of employees) in order to ensure the greatest comparability with Leonardo.

The international panel was defined by considering companies operating in the same sector or in related sectors with a similar business model or that preside over the most important stages of Leonardo's value chain (design, project management, product engineering) and comparable to Leonardo in terms of size.

The choice was therefore based on a combination of business aspects and economic, financial, and organisational parameters in order to ensure a comprehensive assessment that was as comparable as possible with Leonardo, based on a panel that, as a whole, ensures adequate comparability in terms of size.

In continuity with previous years, the international peer group included some entities operating in the main domestic markets of Leonardo, which are direct competitors of Leonardo in terms of both business and labour market.

During 2024, the Board of Directors, after reporting a significant gap between the 2023 remuneration of the CEO and General Manager and the median values of the Italian and international peer group, agreed to start a process of gradual alignment, specifically approving an increase of the variable component, in a pay-for-performance perspective, with regard to both the short-term and long-term variable incentive plan.

⁵ The analysis only considered companies in the Italian peer group for the role of Chairman.

⁶ The analysis only considered companies in the Italian peer group for the roles of non-executive Directors.

Subsequently, as part of the definition of the 2025 remuneration policy, the benchmarking update confirmed the need for repositioning to ensure greater retention leverage, and a closer correlation between the remuneration of the CEO-GM and the value creation for shareholders. In particular, the analysis showed that, although Leonardo ranked between the median and third quartile in both peer groups in terms of management complexity indicators (e.g., employees, revenues, market capitalisation), the CEO-GM's remuneration package was lower than the first market quartile.

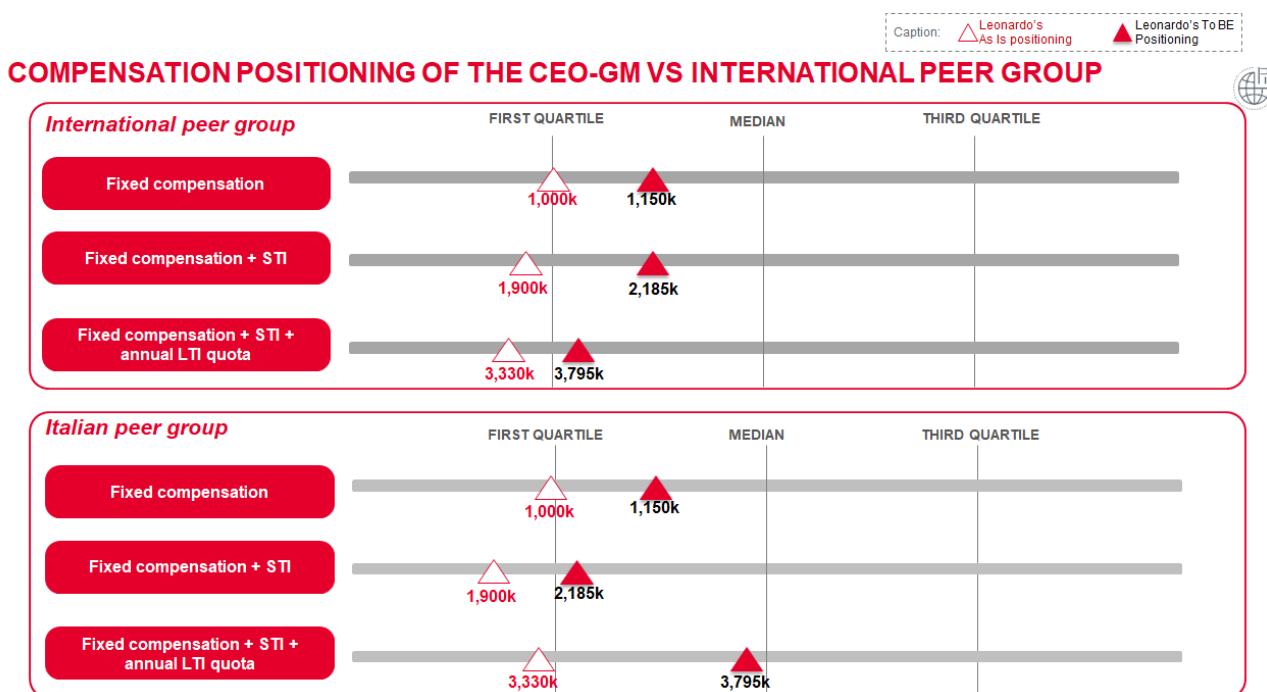
All in all, although the Board of Directors, supported by the analyses and information gathered by the Remuneration Committee, had already adopted targeted measures in previous years, achieving significant progress in bringing the remuneration policy into line with market standards, the updated benchmarking showed that the overall remuneration package awarded to the CEO-GM was still significantly lower than the median market levels. Specifically, there is a gap of approximately -45% compared to the median of the international panel, and approximately -15% compared to the median of the Italian panel, also considering the highly competitive market environment in which the company operates.

In the light of this evidence, the Board of Directors deemed it necessary to continue its work on the evolution of the remuneration policy, started with the 2024 policy, by providing for a 15% increase in the fixed remuneration of the CEO-GM as part of the review of the 2026 remuneration policy. This decision reflects a careful and considered assessment, part of a broader and more comprehensive process of aligning the company with best practices in the industry.

The increase in fixed remuneration is also motivated by the strategic need to retain a top manager in a highly competitive labor market. This dynamic is consequently reflected in the remuneration structure of management team, which is similarly affected by the pressures arising from the high competitiveness in the sector.

Despite the progress made and the intervention approved by the Board, the overall remuneration offer is around the first quartile of the international panel and remains slightly below the median of the Italian panel, as shown in the graph below, despite Leonardo's positioning in the peer groups in terms of the management complexity indicators mentioned above.

This confirms the need to continue on an evolutionary and responsible path in terms of remuneration policy.



It is important to stress that, over the three-year period, the Board of Directors, with the support of the Committee, worked on updating the system of objectives linked to variable remuneration in order to align it with the company's new phase. The system has been made more challenging, focused on the Group's growth

and transformation priorities. Incentives were calibrated to reward performance and contributions to Leonardo's digital and industrial evolution more effectively, ensuring full consistency with market expectations.

In particular, during the three-year period, a specific growth-related objective was introduced into the LTI plan, in line with the priorities of the strategic plan. Furthermore, as provided for in the MBO plan, the link between remuneration and performance has been strengthened, with a higher-than-target incentive being awarded in the event of over-performance for all beneficiaries of the Plan in order to further motivate management to achieve performance, stimulating the creation of value for stakeholders, in line with best market practices.

It is essential to emphasise that the Group has undergone profound transformations in recent years. The remuneration policy has the objective to support this evolution through appropriate and competitive remuneration, is aligned with the dynamics and best practices of the target market, not only for top management but for the entire workforce, through initiatives aimed at enhancing and rewarding talent.

In particular, over the last three years, the evolution of remuneration policies has been a shared priority at all levels of the organisation. In fact, a job evaluation system has been implemented, providing a structured and reliable framework to support consistent decisions on staff development, management, and incentives.

To support this process, in-depth market benchmarks were conducted across the entire company population, with the aim of aligning remuneration gradually and sustainably with market reference values. As evidence of this commitment, the current remuneration scheme reflects the results of three years of work, during which, thanks to contractual increases and annual salary reviews, there has been a significant improvement: the proportion of employees with remuneration fully aligned with market benchmarks rose by more than 20 percentage points from 2023 to 2025.

Particular attention has been paid to the "Iter Neo Laureati" initiative, a structured and competitive program that represents a solid offer to attract the best talent on the market and encourage their retention in the first few years after hiring. Specifically, a 48-month salary and career development programme has been developed for recent graduates, which includes regular and structured meetings aimed at sharing feedback and reflections on the professional path, thus supporting the continuous development and enhancement of resources.

In addition, over the three-year period, the Board of Directors increased the maximum number of beneficiaries of the long-term incentive plan - from 250 to 300 - in support of the Group's ambitious growth objectives. This strategic choice has made it possible to attract and provide incentives to young talent and critical skills in all geographical areas where Leonardo operates, thereby strengthening competitiveness and innovation.

Finally, to ensure that all employees have the opportunity to become shareholders of Leonardo, and actively participate in the group's challenges, a share ownership plan was launched in 2025 in the main countries where Leonardo operates: Italy, the United Kingdom, the United States, and Poland. Thanks to this initiative, over 11,000 employees have become shareholders. This strategic initiative has started a process of strengthening the link between business results and people's wellbeing, thus creating a virtuous ecosystem in which the company's success translates into concrete and shared benefits. In line with the information document approved by the Shareholders' Meeting in May 2025, the plan provides for further participation windows in 2026 and 2027. During the year, the Board of Directors also analysed in detail the benchmark relating to the level and method of remuneration of non-executive directors, focusing in particular on the role of members and chairpersons of board committees. Although the analysis found that the level of remuneration was consistent with that of the peer group, it also highlighted that the method of remuneration for this work, through the payment of an attendance fee, is not in line with the practices adopted by almost all companies in the Italian peer group, which adopt a fixed remuneration method.

The Board of Directors therefore considers it appropriate that this issue be addressed as part of the ongoing evolution of the group's remuneration policy, in order to ensure gradual and responsible alignment with best market practices.

Remuneration Policy 2026

Remuneration of the members of the Board of Directors and the Board of Statutory Auditors

This section gives the main features of the remuneration policy for:

- Directors who are not entrusted with specific duties
- Board of Statutory Auditors
- Directors vested with specific duties:
 - Chairman of the Board of Directors ⁷
 - Chief Executive Officer and General Manager.

The paragraphs below show the fees paid to Directors for the three-year period from 2023 to 2025 and those paid to the Statutory Auditors for the three-year period from 2024 to 2026, which are envisaged until the expiry of the related terms of office.

These fees are in line with the Company's current policy and the recommendations of the Corporate Governance Code, as well as with the remuneration studies carried out with the support of the independent Advisor. With regard to Directors vested with specific duties, as until today, a balanced and challenging mix may be maintained between a fixed component appropriate to the responsibilities assigned and a variable component, set within maximum limits and aimed at pegging their remuneration to the respective performance achieved.

It should be noted that the objectives linked to incentive schemes have been set in relation to the Industrial Plan.

In view of the renewal of the Board of Directors, the Shareholders' Meeting and the newly-appointed members of the Board of Directors will be called upon to set fees pursuant to Article 2389, paragraph 1, and Article 2389, paragraph 3, of the Italian Civil Code, respectively.

Remuneration of Directors who are not entrusted with specific duties

Remuneration set by the Shareholders' Meeting

The Shareholders' Meeting held on 9 May 2023 set, for the three-year period from 2023 to 2025, the remuneration of the Directors who are not entrusted with specific duties, in a gross amount of € 80,000 per year for each Director.

In line with the best market practices, the remuneration awarded to those Directors who are not entrusted with specific duties is not linked in any way to the achievement of specific performance targets, and thus consists of a fixed element only, rather than of a variable element as well. To the fixed component of remuneration set by the Shareholders' Meeting must be added the fees set by the Board of Directors for the participation in Board Committees.

⁷ With reference to the Chairman, Amb. Stefano Pontecorvo, on 24 February 2026 the Board of Directors (upon the periodical evaluation of the independence of its members) confirmed that the latter was qualified as Executive Chairman and non-independent Director pursuant to the Consolidated Law on Financial Intermediation and the Corporate Governance Code after taking account of the actual exercise of the powers conferred upon him in the field of "Concessional Finance".

Remuneration for members of Board Committees

The Company's Board of Directors, by a resolution passed on 28 July 2023, set the following fees for the members of the Committees set up within the Board itself:

- € 2,500 per year before tax for each member and € 7,500 per year before tax for the Chairman of each Committee;
- € 2,000 attendance fee, payable on the occasion of each Committee meeting.

Remuneration for members of the Board of Statutory Auditors

The Shareholders' Meeting held on 24 May 2024 set, for the three-year period from 2024 to 2026, the fees due to the members of the Board of Statutory Auditors, in a gross amount of € 80,000 per year for the Chairman and a gross amount of € 70,000 per year for each of other Standing Auditors.

The fees due to the members of the Company's Board of Statutory Auditors are commensurate with the expertise, professionalism and commitment required by the importance of the position held, as well as with the size and sector characteristics of Leonardo, in line with the guidelines of the Corporate Governance Code. Furthermore, reference should be made to the evaluations of the commitment required of the Statutory Auditors of Leonardo S.p.A. and their related remuneration, which were already carried out by the members of the board of statutory auditors holding office until the Shareholders' Meeting held on 24 May 2024 and reported in the Board of Statutory Auditors' Guidance to shareholders on the optimal composition of the control body, as published on the Company's website (Corporate Governance section/Board of Statutory Auditors).

Remuneration of Directors vested with Specific Duties

Chairman of the Board of Directors

The total remuneration for the 2023 to 2025 term of office of the Chairman of the Board of Directors consists exclusively of the fixed component, composed as follows:

- gross annual fees of € 90,000 pursuant to art. 2389, paragraph 1, of the Italian Civil Code, as resolved by the Shareholders' Meeting held on 9 May 2023.
- gross annual fees of € 400,000: as remuneration payable by virtue of the powers the Board of Directors vested in the Chairman pursuant to art. 2389, paragraph 3, of the Italian Civil Code, after having heard the opinion of the Board of Statutory Auditors.

No severance payments are determined for the event of early termination of the office or for the event of non-renewal of the mandate of the Chairman.

Furthermore, insurance cover and welfare policies have been provided to the benefit of the Chairman, together with other benefits connected with the performance of duties required of his office and additional powers delegated to him.

Chief Executive Officer and General Manager

Overall remuneration structure

On 9 May 2023 the Company appointed Prof. Roberto Cingolani as Chief Executive Officer and General Manager, granting him the relevant delegated powers for the management of the Company and the Group.

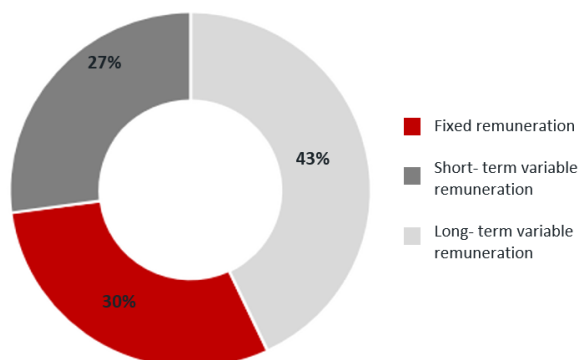
As detailed in the section on "Reference to market remuneration policies", at its meeting held on 26 March 2026, the Board of Directors deemed it necessary to continue the evolution of the remuneration policy, started with the 2024 policy, providing for a 15% increase in the fixed remuneration of the CEO-GM as part of the review of the 2026 remuneration policy. In the light of this resolution, the remuneration package of the CEO-GM is set as follows:

- **FIXED REMUNERATION:**
 - gross annual fees of € 80,000 as a director, pursuant to art. 2389, paragraph 1, of the Italian Civil Code, set by the Shareholders' Meeting held on 9 May 2023;
 - gross annual fees of € 1,070,000 as Gross Annual Remuneration for the position of General Manager.
- **SHORT-TERM VARIABLE REMUNERATION:** fees of € 1,035,000 per year, equal to 90% of the overall fixed remuneration, as short-term target variable incentive, with a cap equal to 140% of fixed remuneration (or 156% of target incentive) in the event of over-performance.
- **LONG-TERM VARIABLE REMUNERATION:** fees of € 1,610,000 per year, equal to 140% of the overall fixed remuneration, as maximum long-term variable incentive, with a cap equal to 190% of fixed remuneration (or 136% of target incentive) in the event of over-performance.

Pay mix

The pay-mix was set as follows:

Pay Mix CEO and General Manager



Short-term variable remuneration

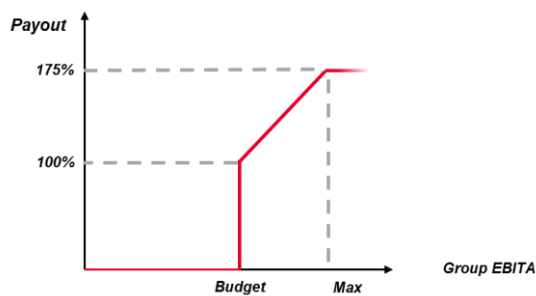
The short-term variable remuneration (MBO) for the Chief Executive Officer and General Manager consists of target overall gross fees of € 1,035,000 per year and is subject to the following performance targets:

	Type of objective	Objective	Weight	Functioning mechanism	Target / Guidance	
Performance Gate	Group Economic and Financial	Group EBITA	25%	Payout Range: 100%-175%	€Bil. 2.4 €Bil. 2.0	If one or both of following thresholds are not achieved: • Group EBITA: 85% of Budget • Group FOCF: 100% of Budget the bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	25%	Payout Range: 100%-200%	€Bil. 1.4 €Bil. 1.1	
Strategic	Group Order Intake	25%	Payout Range: 100%-150%	€Bil. 31.2 €Bil. 25.0		
	Michelangelo Dome - Roadmap 2026	7.5%	On / Off	Industrial Plan		
	Re-organization of the group's Procurement, Real Estate and General Services area	7.5%	On / Off	Industrial Plan		
Sustainability	Inclusion of Leonardo in Dow Jones Best-in-Class Indices	5%	On / Off	Inclusion of Leonardo		
	Accident frequency rate	5%	On / Off	FR ≤ 2		

The final assessment of economic, financial and sustainability objectives – which are common for the Chief Executive Officer and General Manager, and Other Executives with Strategic Responsibilities – is performed by providing for the following possible adjustments: changes in the perimeter, M&A transactions and, in general, non-recurring operations or extraordinary exogenous events not envisaged in the Budget-Plan, amendments to accounting or reporting standards, and exchange rate effects on the financial statements in foreign currency.

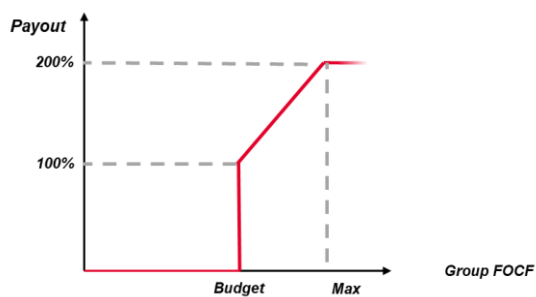
Leonardo's Remuneration Policy 2026 for the Chief Executive Officer and General Manager, and Other Executives with Strategic Responsibilities is focused in particular on ESG (Environmental, Social & Governance) objectives. In particular, as in the previous years, the ESG performance is expected to be assessed in relation to a further objective linked to the Health and Safety of Leonardo's employees in addition to the objective linked to the inclusion of Leonardo in the Dow Jones Best-in-Class Indices (formerly Dow Jones Sustainability Indices) that has been reported in the schedule of objectives of the Top management roles for several years. This objective is measured through the synthetic indicator of the average Frequency of accidents, which is calculated according to the GRI (Global Reporting Institute) method as number of accidents per 1,000,000 hours worked. The target of 2 implies a reduction of about 5% compared to the 2025 target.

Performance targets relating to the aforesaid indicators shall be determined by providing for an access threshold for incentive and a restructuring of the bonus as stated below:



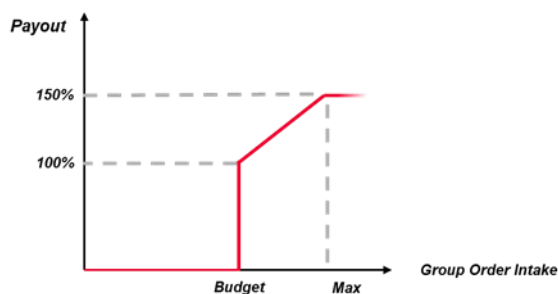
■ Group EBITA:

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 175% between target and maximum performance level
- a payout of not more than 175% (cap) if the maximum level of performance is achieved or exceeded



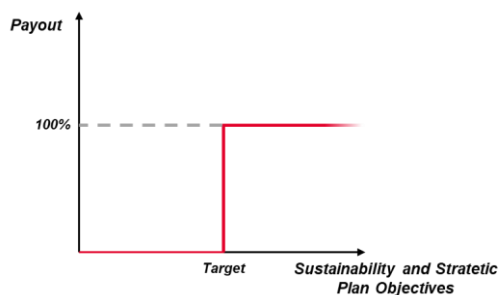
■ Group FOCF

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 200% between the target and the maximum level of performance
- a payout of not more than 200% (cap) if the maximum level of performance is achieved or exceeded



■ Group Order Intake:

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 150% between target and maximum performance level
- a payout of not more than 150% (cap) if the maximum level of performance is achieved or exceeded



■ **ESG/Strategic Plan Objectives**

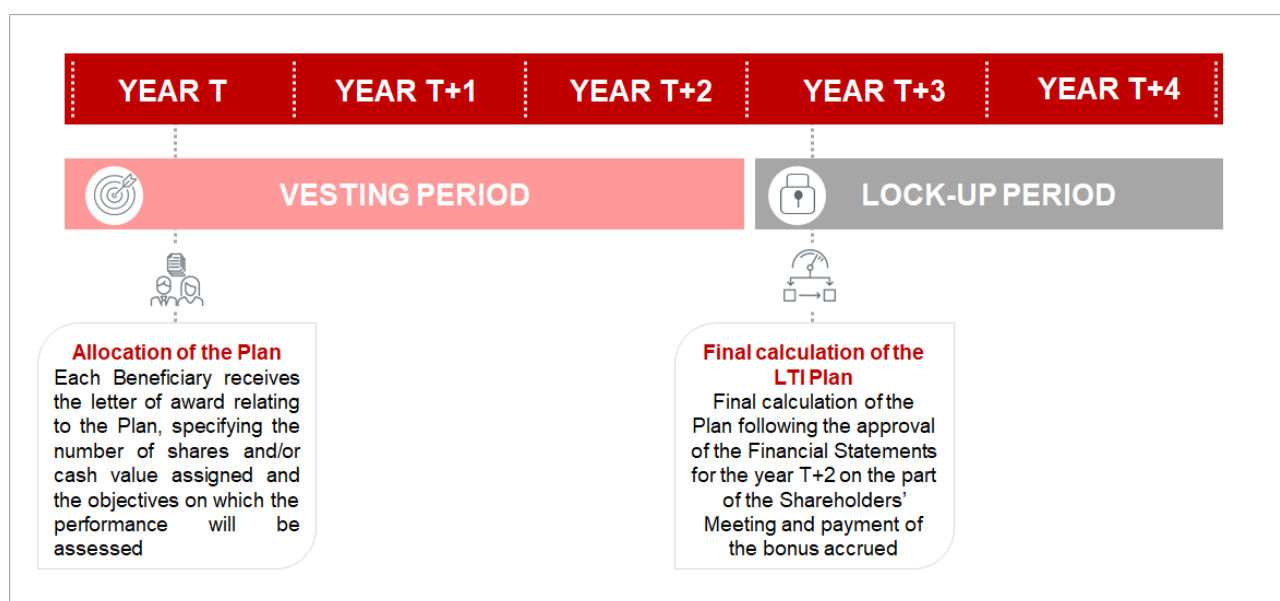
“ON/OFF” BASIS

- no payout if the target is not achieved
- a 100% payout if the target level is achieved or exceeded

Long-term variable remuneration

The Shareholders’ Meeting held on 24 May 2024 approved, in an ordinary session, the Long-Term Incentive Plan of Leonardo, as amended by the Shareholders’ Meeting held on 26 May 2025.

The Plan is structured into three annual awards as from 2024, each with a three-year vesting period in line with the table reported below:



For the Chief Executive Officer and General Manager, and the Executives with Strategic Responsibilities the Plan provides for the free allotment of ordinary shares of the Company, the vesting of which is subject to establishing whether the performance conditions described below have been fulfilled.

For the remaining beneficiaries, the Plan provides for the allocation of the bonus in the form of ordinary shares of the Company or a combination of shares and a quota in the form of cash, depending on the category to which staff members belong, subject to the same performance conditions.

The portion of long-term variable incentive envisaged for the Chief Executive Officer and General Manager in the proposed changes to the LTI Plan is set up to an overall target amount of € 1,610,000 for each cycle of award, equal to 140% of the overall fixed remuneration. The total maximum amount in case of over-performance provides for a cap equal to 136% of the target incentive.

The maximum number of shares attributable to the Chief Executive Officer and General Manager for the 2026-2028 cycle is determined by dividing the maximum amount set by the unitary price of € 49.8939⁸, per share,

⁸ Average price of ordinary Leonardo shares in the period from 1 October to 31 December 2025, in the application of the resolution passed by the Board of Directors’ meeting held on 4 April 2024, which determined to take as reference price for the shares subject to the Long-

used for the conversion of the incentives when implementing the plan. Therefore, the maximum number of shares attributable is set at no. 43,793. As regards the maximum number of shares attributable to the Chief Executive Officer and General Manager within the scope of the entire plan (2024-2026, 2025-2027 and 2026-2028 cycles) at present, the maximum number of shares is equal to about no. 194,100, if all maximum performance targets are achieved in full, on the basis of the terms and conditions already laid down and detailed in the Disclosure Document.

Performance conditions and incentive curve

The payment of the incentive is conditional on the achievement of targets relating to a three-year period and linked to the following performance indicators:

Objective	Weight	Reference Financial Periods	Performance Range	Payout Range
Relative Total Shareholder Return	35%	2028 (Δ vs 2026)	1 2 3 4 5 6 7 8 9 10 11 12 13	140% 120% 100% 100% 75% 75% 50% 0% 0% 0% 0% 0% 0%
Returned on Invested Capital (%)	25%	2028	Maximum (21,7)	140%
			Target (20,7)	100%
			Minimum (18,6)	50%
Group Revenues	20%	2028	Maximum (€Bil 72)	140%
			Target (€Bil 68.6)	100%
			Minimum (€Bil 66.8)	50%
Group Net Debt	10%	2028	Maximum (€Bil 0.6)	140%
			Target (€Bil 0.8)	100%
			Minimum (€Bil 0.9)	50%
Climate Change (Scopes 1 and 2 Emission Strenght)	5%	2028	Target (11,5)	100%
			Minimum (12)	50%
Gender Diversity (% of female new hires with a STEM degree)	5%	2026-2028	Target (22)	100%
			Minimum (21)	50%

Interim results of Return on Invested Capital, Group Revenues and Group Net Debt indicators provide for bonuses that are calculated proportionally by using a linear incentive curve.

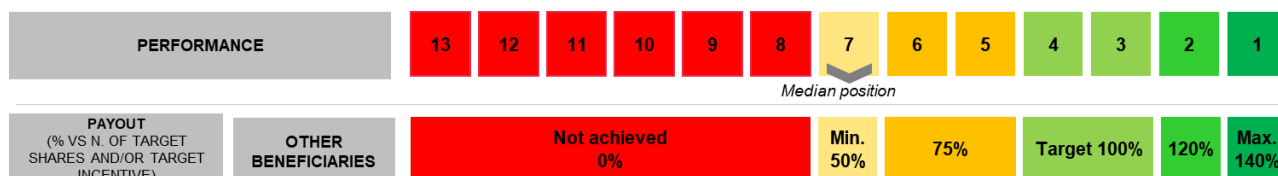
Term Incentive Plan, the average price of the Leonardo share in the last quarter of the financial period prior to that in which the bonus is awarded.

No payments are envisaged below the minimum value.

- **Relative TSR:** Leonardo’s performance will be measured in relation to a “peer group” selected on the basis of comparability analyses of the stock, including companies in the Aerospace and Defence sector at global level and industrial companies in the FTSE MIB index. The panel consists of companies in the relevant sector in Europe for three sixths, North America for two sixths, and of Italian listed companies for one sixth:



The portion of bonus earned in relation to the relative TSR performance is determined on the basis of Leonardo’s positioning with respect to the peer group, as illustrated below:



A position under the median, therefore, means the payment of a 0% bonus.

- **Return on Group Invested Capital:** this profitability objective is key to Leonardo’s Industrial Plan. This objective is measured on the final value at the end of the vesting period.
- **Group Revenues:** this growth objective has been included to further align management’s interests with those of shareholders in relation to long-term growth. This objective is measured on the three-year cumulative value achieved during the vesting period.
- **Group Net Debt⁹:** this objective is also included in the previous Plan for which the key role is confirmed in assessing the implementation of the Industrial Plan. This objective is measured on the final value at the end of the vesting period;
- **Climate Change:** the objective is to reduce “Greenhouse Gas” emissions of Scopes 1 and 2. This target is one of Leonardo’s main commitments concerning the sustainable use of energy resources and the

⁹ The value on final accounting is subject to adjustments related to unforeseeable events such as M&A transactions, and changes in accounting standards. Shareholder remuneration policies (e.g., dividend) are also sterilised in relation to net debt to remunerate the operational and organic debt optimisation.

reduction of environmental impact. The indicator is calculated with the market-based method as the ratio between location-based Scopes 1 and 2 emissions (tCO_{2e}) and revenues (M€) per year (Intensity of CO₂ emissions on revenues). The target of 11.5 at 2028 is consistent with a reduction of approximately 20% in emissions compared to the 2027 target of 14.5 and is an important objective of the Leonardo Sustainability Plan. This target is isoperimetric with respect to the current configuration, given the ongoing M&A transactions that may significantly alter the Group's emission intensity;

- **Gender Diversity:** this objective aims to improve Gender Balance, with specific regard to the STEM (Science, Technology, Engineering and Mathematics) areas, which are at the heart of Leonardo's Industrial Plan. This objective – which is calculated as the ratio of female new hires with a STEM degree out of total new hires with a STEM degree – provides for an average target of 22% over the three-year period. This target is lower than those of previously assigned cycles because it is affected by the factors described in the dedicated analysis, namely:
 - (a) the significant number of expected hires in STEM disciplines—around 10,000 resources—while the percentage of female graduates in these fields remains stable (e.g., Engineering in the disciplines relevant to Leonardo in Italy ≤20%);
 - (b) the exclusion of the US geography from the scope of the objective, which had contributed with a planning of female hires exceeding 25%.

In the end the Executive Order in the United States and the ambitious hiring targets of the industrial plan, the Board of Directors is evaluating the targets included in the 2024-2026 and 2025-2025 LTI plans in order to maintain the incentive effectiveness of this plan.

Vesting period and lock-up

Once the three-year vesting period has elapsed, the plan provides for a two-year lock-up period for the Chief Executive Officer and General Manager. 50% of the shares awarded will not be transferable during this period.

For more information, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at “Corporate Governance/Remuneration”, as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

In accordance with the recommendations in the Corporate Governance Code, there is a provision for an allowance of up to a maximum of 24 monthly fees to be paid to the Chief Executive Officer and General Manager, working for the company under a permanent executive employment contract, by assuming fixed and short-term variable remuneration as a reference.

Non-competition agreements, where entered into, must be considered in the valuation of fees due upon termination of office and, therefore, included in the maximum limit of severance pay as envisaged. With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver, the rights may be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

Other benefits

For the Chief Executive Officer and General Manager both mandatory forms of insurance cover and non-cash benefits are envisaged, in compliance with the provisions of law and in line with Company's practices for Top Management (company car and accommodation for guests' use).

In the same way as with the provisions applied to all executives of Leonardo, the Chief Executive Officer and General Manager is entitled to receive benefits under supplementary healthcare schemes that are additional to or replace those envisaged by the national supplementary healthcare Funds FASI and ASSIDAI for the category.

Executives with Strategic Responsibilities

Pursuant to the “Procedure for Related Parties Transactions”, which was approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024, the concept of “Executive with Strategic Responsibilities” of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors, any persons who hold the position of General Manager and Co-General Manager of the Company and the Officer in charge of the Company’s financial reporting, pursuant to art. 154-bis of the TUF, as well as the Heads of the Divisions and the Heads of Business Organizational Units¹⁰.

In relation to the category of Executives with Strategic Responsibilities, the remuneration policy is described below as regards Co-General Managers, Heads of the Divisions, the Heads of Business Organizational Units and the CFO/Officer in charge of the Company’s financial reporting.

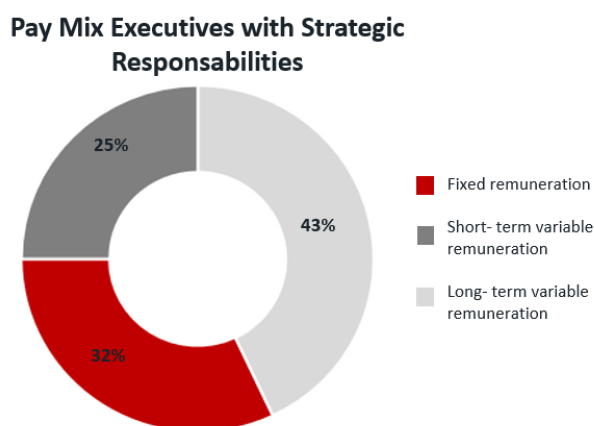
Overall remuneration structure

The fixed remuneration of the Executives with Strategic Responsibilities and other managerial resources is proportionate to the role and responsibilities assigned to them, also considering the market positioning with respect to comparable Italian and international companies, as well as in relation to individual benchmarks for positions with similar levels of responsibilities and managerial complexity.

Pay-mix

The pay-mix of fixed and variable remuneration components is consistent with the position assigned to the person concerned, with the weight of the variable component increasing for positions that have greater impact on the Company’s results directly.

The current average pay-mix is determined as follows:



Short-term variable remuneration

Executives with Strategic Responsibilities participate in the short-term variable remuneration plan (MBO) with a target incentive ranging from about 50% of Fixed Remuneration to about 80% of Fixed Remuneration, depending on the responsibility assigned in the organization. As further recommended by the Corporate Governance Committee, a maximum incentive cap is applied to all participants in the MBO

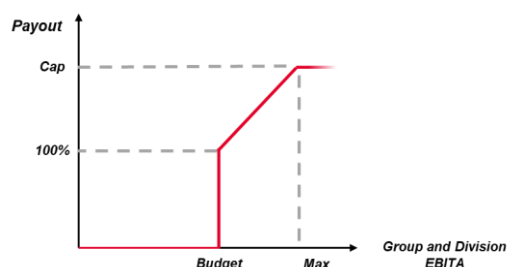
¹⁰ They are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents.

system in an amount equal to 142% of target incentive, according to the person’s responsibility in the organization.

The short-term Incentive Plan for Executives with Strategic Responsibilities is subject to the following structure of performance targets:

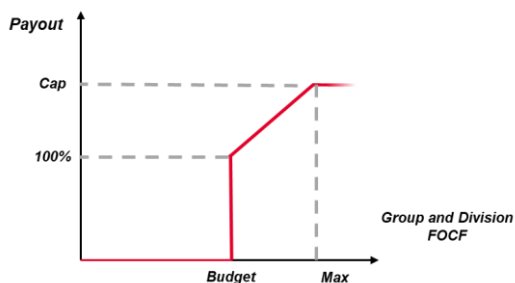
	Type of objective	Objective	Weight	Target / Guidance	
Performance Gate	Group Economic and Financial	Group EBITA	From 15% to 25%	€Bil. 2.4 €Bil. 2.0	If one or both of following thresholds are not achieved: • Group EBITA: 85% of Budget • Group FOCF: 100% of Budget the bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	From 15% to 25%	€Bil. 1.4 €Bil. 1.1	
Business/Function objectives	Business objectives set according to the responsibilities assigned to each role (e.g. Division EBITA, Division FOCF)		From 40% to 50%		
	Sustainability	Inclusion of Leonardo in Dow Jones Best-in-Class Indices	5%		
Accident frequency rate		5%			

The performance targets relating to the aforesaid indicators will be established by providing for an incentive entry level and a composition of the bonus as follows:



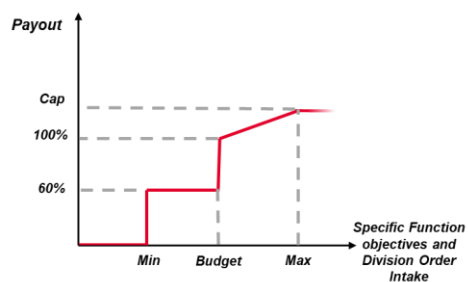
■ **Group and Division EBITA**

- no payout if the target is not achieved
- a payout with linear incentive between the target and the maximum level of performance.
- a maximum payout of 150% (cap) if the maximum level of performance is achieved or exceeded



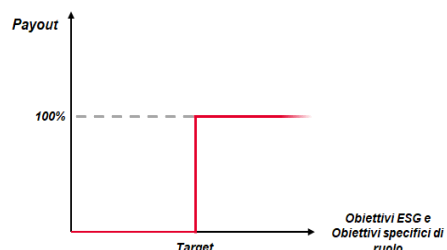
■ **Group FOCF and division FOCF**

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
- a maximum payout of 150% (cap) if the maximum level of performance is achieved or exceeded



■ Specific Function objectives and Division Order Intake:

- 0% payout up to the minimum amount set for the specific objective
- 60% of payout between the minimum level and the target level set for the specific objective
- a payout with linear incentive from 100% to 120% between the target level and the maximum level set for the specific objective
- a maximum payout of 120% (cap) if the maximum level of performance is exceeded



■ Specific role and ESG objectives:

- ON/OFF BASIC
- no payout if the target is not achieved
- a payout of 100% if the target level is achieved or exceeded

Long-term variable remuneration

Executives with Strategic Responsibilities are beneficiaries of the Long-term Incentive Plan of Leonardo, which is also reserved for key managers, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Group's business in the long term.

The maximum number of shares for awards relating to the 2026-2028 cycle is set at a maximum percentage of 136% of the target number of shares determined by assuming the price of € 49.8939 for the conversion of incentives.

The methods and mechanisms of operation of the Plan are the same as those described above for the Chief Executive Officer and General Manager.

Furthermore, for more details, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at: "Corporate Governance/Remuneration", as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

As regards termination indemnities of Executives with Strategic Responsibilities, working for the Company under a permanent employment contract for their category, the Company has been adopting for some time a policy for which, as a rule, it does not sign agreements covering in advance the pay conditions of early termination of the employment relationship, except for the termination benefits set in the National Collective Bargaining Agreement for the relevant sector (CCNL for Executives of companies providing goods and services). This agreement provides, in addition to specific rules on notice periods, for an indemnity that is set according to the length of service, up to a maximum of 24 months' total remuneration.

There are still in place individual agreements entered into in the past that govern in advance the effects of the early termination of employment, in lieu of the pay schemes provided for by the relevant National Collective Bargaining Agreement, set within the maximum limits of the safeguards set out in the same Agreement.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay envisaged in the relevant National Collective Bargaining Agreement.

With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver¹¹, it is envisaged that the rights may be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

Other benefits

For Executives with Strategic Responsibilities mandatory social security and insurance covers are envisaged - in compliance with applicable provisions -, as are non-cash benefits envisaged for top management positions in line with the Company's practices (among which may be provided accommodation for guests' use, company car, etc.).

In line with the provisions applicable to all executives of Leonardo, Executives with Strategic Responsibilities are eligible to participate in the supplementary pension benefits with Previdai (the national pension fund for managers of industrial companies), as well as supplementary health insurance benefits in addition to or in place of the benefits under the supplementary healthcare fund for managers of industrial companies FASI and ASSIDAI.

Other forms of discretionary, occasional and non-recurring remuneration

It is the Company's policy not to pay discretionary bonuses to Directors. In very selective extraordinary circumstances, there is the possibility of paying the Executives with Strategic Responsibilities, excluding directors and statutory auditors, by Top Management with the support of the People & Organization Organizational Unit – forms of one-off remuneration in consideration of transactions of significant strategic importance to the Group.

Malus and Claw-back

As recommended in the Corporate Governance Code and in accordance with the specific guidelines issued by the Corporate Governance Committee, for all variable incentive schemes – both short and long term – malus and claw-back clauses have been put in place whereby the Board of Directors is entitled, through the competent corporate functions, not to pay bonuses being accrued or accrued and not yet paid or to request the beneficiaries to return the bonuses they have received (in the form of cash or the value of the shares allocated to them) if the Board finds that the degree to which their performance objectives have been achieved has been determined on the basis of clearly erroneous or falsified calculations. The claw-back clause applies if the difference between the data utilised, and the data rectified has led to a bonus in cash and/or in shares being granted in excess of the amount to which the beneficiaries are actually entitled to and places an obligation on the beneficiaries to return the bonuses that have been unduly paid.

Non-competition agreements

Furthermore, with regard to Executive Directors, and other Executives with Strategic Responsibilities and in case of individuals with particularly significant professional skills (such that termination of their employment could represent a risk for the Company), the Company may define, on a case-by-case basis, non-competition agreements, providing for the payment of fees commensurate with the duration and scope of the obligations arising from the agreement itself.

At present no non-competition agreement has been entered into with the Chief Executive Officer and General Manager, and Executives with Strategic Responsibilities.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay.

¹¹ Good Leaver means any case in which the Relationship is terminated as a result of: a) death or total and permanent disability of the Beneficiary; b) termination of the Relationship by the Company for reasons other than just cause, or for any other cause that makes the termination of the Relationship justified due to the conduct of the Beneficiary; c) resignation of the Beneficiary for just cause.

Remuneration of the Head of the Group Internal Audit Organizational Unit

The Board of Directors took steps – at the proposal of the Chief Executive Officer and General Manager, in his capacity as the Director responsible for establishing and maintaining the Internal Control and Risk Management System and subject to the approval of the Control and Risks Committee, to set the remuneration payable to the Head of the Group Internal Audit Organizational Unit.

With specific regard to the variable incentive, it has been proposed in accordance with the Company's policy, while ensuring the resources allocated for the performance of related duties. The short-term variable component of remuneration (MBO) is conditional on the achievement of targets that are exclusively linked to the effectiveness and efficiency of the Group Internal Audit Organizational unit.

As regards the long-term variable component, instead of participating in incentive plans established for the Company's management, in order to ensure the sustainability of results over time, the Board of Directors has approved a cash amount replacing the bonus in shares, for the three-year period taken into account, and has set appropriate targets for the role as proposed by the People & Organization function.

Leonardo Share Ownership Plan

Leonardo recognizes the value of share ownership as an effective tool for incentivizing commitment, loyalty, and alignment of interests among shareholders, management, and all employees. The active involvement of people in the achievement of corporate purposes is one of the cornerstones of the remuneration strategy. For this purpose, a WIBE (We Believe in Leonardo) plan was launched in 2025, which is a share ownership plan has been designed for Group personnel, which covered employees in Italy, Poland, the United Kingdom, and the United States in the first year of launch.

The launch of the Share Ownership Plan has been an important initiative aimed at enhancing the value of employees and actively involving them in the company's growth plan, since the Group's success depends on the contribution given by each individual. This plan offers a unique opportunity to align the interests of the Company, shareholders and employees, thus creating a strong and lasting link between daily work and collectively generated value.

The plan, set up by the Board of Directors on the proposal of the Remuneration Committee and approved by Shareholders' Meeting on 26 May 2025, is structured into three annual cycles and offers eligible resources the opportunity to invest in Leonardo ordinary shares on favourable terms, ensuring a uniform and consistent approach throughout the Group. Against an initial investment to purchase shares in the company, each participant is entitled to receive a number of free shares from the company.

Participation in the plan is voluntary and must be disclosed during the relevant membership period.

Based on the contribution chosen by the participant, Leonardo shares are purchased at the market price (referred to as "Purchased Shares") in the name and on behalf of the employee. The company grants additional shares, known as "Matching Shares," free of charge to match the Purchased Shares. Furthermore, as an additional incentive and benefit related to participation in the plan, further additional shares, known as "Bonus Shares," are awarded free of charge. This award takes place only once during the entire three-year plan.

The number of Matching Shares awarded in relation to Purchased Shares and the number of Bonus Shares may vary according to specific local requirements, including in consideration of the tax regulations of the relevant country.

In order to take advantage of the relevant tax and contribution benefits, a period of unavailability shall be applied to the Matching Shares and Bonus Shares as provided for by the tax regulations of the relevant country. In addition, the right to such shares may be contingent upon employees continuously maintaining their employment throughout the period of unavailability and not disposing of part of the Purchased Shares.

Considering that the Purchased Shares will be purchased in the market by the plan manager in the name and on behalf of the employees, and that the free shares will consist of shares derived from the purchase of treasury shares, the plan does not have any dilutive effects on capital.

During the first year since its launch, more than 11,000 employees have joined the plan, demonstrating the enthusiasm and dedication of our staff in contributing to the growth and success of the Group.

The Group will work towards gradually extending this opportunity to additional countries in the coming years.

For more information on the Plan, please see the Disclosure Document on the plan filed at the company's registered office in Rome, Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section, which is available at "Corporate Governance/Remuneration", as well as on the website of the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com).

Resolution Proposal – First Section

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.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98 you are invited to cast your vote, with a binding resolution, on the first section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58/98, which sets out the Company's policy for the 2026 year regarding the remuneration of the members of the Board of Directors, the General Manager, and other Executives with Strategic Responsibilities and, without prejudice to the provisions of art. 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors, as well as the procedures used for the adoption and implementation of this policy.

The resolution on the first section of the Report will have binding effect, as required by Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.

In line with the provisions of Art. 123-ter, paragraph 3-bis, the 2026 policy is submitted to your attention.

The Report on remuneration policy and fees paid, which includes the first section, is made available to the public at the registered office, on the Company's website www.leonardo.com (Section "2026 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of binding resolution on the ninth item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- *having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;*
- *having examined the first section of the "Report on remuneration policy and fees paid", approved by the Board of Directors on 26 March 2026 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99 and published by the Company in accordance with the law;*
- *having considered the binding nature of this resolution, pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98,*

resolves

to approve the first section of the "Report on remuneration policy and fees paid of Leonardo S.p.a.."

**REPORT ON REMUNERATION
POLICY AND FEES PAID
2026**

Section II

A decorative graphic consisting of several white lines on a dark blue background. One line starts from the left edge and extends diagonally down to the right. Another line starts from the bottom edge and extends diagonally up to the right, meeting the first line. A third line starts from the right edge and extends horizontally to the left, meeting the other two lines at a central point.

First Part – Implementation of 2025 remuneration policies

Also having regard to the periodic assessment of the implementation of the remuneration policy as required by the Corporate Governance Code, the Remuneration Committee considered that the remuneration paid in 2025 was consistent with the policy adopted, and that the principles and practical application were consistent with the market benchmarks in terms of positioning and pay mix.

With reference to the 2025 financial year, the following elements constituted the remuneration paid to the members of the Governing and Supervisory Bodies, the Chief Executive Officer and General Manager, and Other Executives with Strategic Responsibilities.

In compliance with the regulatory developments brought in while implementing the second European directive on shareholder rights (Directive (EU) 2017/828, SRD II), as well as considering the vote cast by the Shareholders' Meeting on the second section of the Report, the Committee has started a revision and updating process, including with reference to the Second Section of the Report, with a view to making the content clearer and easy to read and understand.

In line with the provisions of art. 123-ter, paragraph 8-bis, of the TUF, the company appointed to carry out the statutory audit of the accounts – EY S.p.A. – has established that the directors have actually prepared the second section of the Report.

Fixed remuneration

[\(Table 1\)](#)

The Directors and the members of the Board of Statutory Auditors received the fixed remuneration determined by the Shareholders' Meeting. The Directors vested with specific functions also received the fixed element of their remuneration, as determined by the relevant bodies of the Company (Table 1, "Fixed Remuneration" column).

Directors who are members of Committees received the fixed remuneration determined by the Company's Board of Directors, together with the sums paid as attendance fees, on the occasion of each Committee meeting (Table 1, "Remuneration for members of Committees" column).

The Chief Executive Officer and General Manager, and Other Executives with Strategic Responsibilities received the fixed element of their remuneration as set forth in their respective employment contracts taking into account the effective permanence in the position (Table 1, "Fixed Remuneration" column), including any fees due pursuant to the applicable provisions of law and contracts (public holidays, travel allowances etc.).

Non-equity variable remuneration (bonuses and other incentives)

[\(Table 1 and Table 3B\)](#)

Payments reported in Table 3B relate to the short-term incentive plan for 2025 – MBO Scheme - described in the 2025 Remuneration Report.

Chief Executive Officer and General Manager

The short-term variable remuneration for the role of CEO and General Manager for the 2025 financial year has been set at a gross amount of € 900,000 per year, equal to 90% of total fixed remuneration, with a cap equal to 156% of the target incentive in case of over-performance.

The targets are objectively measurable and closely related to the targets set in the Company budget plan and are subject to the achievement of an access threshold established consistently with the Group's key objectives. Below is a summary of the final results of the 2024 MBO Plan for the Chief Executive Officer and General Manager:

Threshold Gates		85% Budget EBITA - ON 100% Budget FOCF - ON		<i>Both thresholds have been achieved.</i>		Target	Actual
Weight 25%	GROUP EBITA	124%		1,992 1,660		1,765	
Weight 25%	GROUP FOCF	171%		1,087 870		1,023	
Weight 25%	GROUP ORDER INTAKE	127%		26,250 21,000		23,782	
Weight 7.5%	Industrial Plan of Leonardo's UAV Business Segment	100%		ON/OFF		ON	
Weight 7.5%	Development of an integrated Capacity Boosting plan	100%		ON/OFF		ON	
Weight 5%	Inclusion of Leonardo in Dow Jones Best-in-Class Indices	100%		Inclusion of Leonardo in Dow Jones Best-in-Class		ON*	
Weight 5%	Average accident frequency rate index	100%		FR ≤ 2.1		1.9	

*Leonardo's inclusion in the Dow Jones Best-in-Class Indices will be formalized at the end of April 2026.

According to the percentages of achievement of the Performance Targets, the final results for the 2025 MBO Plan for the Chief Executive Officer and General Manager were equal to a 130% of target value, equal to € 1,171,625.

For other functioning mechanisms of the MBO Scheme, reference should be made to the 2025 Remuneration Report, Section I.

Executives with Strategic Responsibilities

The Executives with Strategic Responsibilities participated in the Leonardo MBO short-term incentive system as senior Executives of the Group, according to the terms and conditions laid down in the applicable corporate policy, as described in the 2025 Remuneration Report, to which reference is fully made.

The amounts relating to the variable remuneration shown in Tables 1 and 3B that follow are calculated on an accruals basis and are subject to the approval of the Financial Statements by the Shareholder's Meeting.

Non-cash benefits and other fees

(Table 1)

Non-cash benefits of the Chairman refer to insurance and welfare policies, as well as to other benefits connected with the performance of duties required of his office and additional powers delegated to him.

Non-cash benefits of the Chief Executive Officer and General Manager relate to insurance and welfare policies, the allocation of a company car and the accommodation for guests' use.

Non-cash benefits for Executives with Strategic Responsibilities include their participation in the Supplementary Pension Fund with the national Previdai Pension Fund in the sector, the

Supplementary/Replacement Health Insurance (FASI), the assignment of accommodation for guests' use, a company car for business and personal use and insurance covers entered into in their favour.

Severance pay

(Table 1)

During the 2025 financial year, an agreement was entered into to terminate the employment relationship with the former Officer in charge of the Company's financial reporting, in accordance with the Policy approved by the Shareholders' Meeting on 26 May 2025.

This agreement provides for a total indemnity of € 5,413,904¹², corresponding, in accordance with the provisions of the applicable national collective agreement and in line with Leonardo's remuneration policy approved by the Shareholders' Meeting, to 24 months' total remuneration, taking into account length of service.

The agreement does not provide for any non-monetary benefits.

No additional indemnities or benefits were paid during the year for termination of office or employment.

Stock options

(Table 2)

As at the date of this Report, the Company had no stock option plans in place.

Incentive Plans based on financial instruments other than stock options

(Table 3A)

Final calculation for the 2023-2025 cycle

INCENTIVE OBJECTIVES	WEIGHT %	FINAL RESULT	ACHIEVEMENT RATE %	PAY-OUT
- RELATIVE TOTAL SHAREHOLDER RETURN LEONARDO	35%	1st Position	100%	100%
- GROUP RETURN ON INVESTMENT	20%	13.5%	100%	100%
- GROUP NET DEBT	25%	€Bil. 1.1	100%	100%
- Climate Change – Reduction in Emissions	10%	19	100%	100%
- % of female new hires with STEM degree	10%	22%	0%	0%
TOTAL BONUS			90% OF MAXIMUM PAY-OUT	

¹² Approximately 70% of the total amount of the indemnity paid is linked to the valuation of the long-term variable component; the amount is heavily influenced by the difference between the grant price and the *Valore Normale* at the time of payout (i.e. for the LTI 2022–24 plan, the grant price was €7.33 and the *Valore Normale* was €49.21).

Table 3A reports the details related to the plan.

Allocation of the 2025-2027 cycle

During 2025 it was provided that the Chief Executive Officer and General Manager, and Executives with Strategic Responsibilities will participate in the Long-Term Incentive Plan for the 2025- 2027 cycle.

Table 3A reports the maximum attributable number of shares and related fair value.

Specifically:

- for Mr Cingolani, for the cycle of the Long-Term Plan for the three-year period from 2025 to 2027 the incentive allocated was set at a maximum amount of € 1,400,000; therefore, the maximum number of shares attributable was set at 79,877 obtained by dividing the maximum incentive by the price of €23.7863. This price was taken as a reference for the determination of the incentive in the implementation phase of the plan, at the proposal of the Remuneration Committee and subject to the approval by the Board of Directors, relates to the average price of Leonardo shares during the last quarter preceding the financial year in which the bonus is made (it was therefore the last quarter of 2024 for the 2025-2027 cycle);
- for the Executives with Strategic Responsibilities, the incentive that can be allocated for the plan cycle for the three-year period from 2025 to 2027 was set at a maximum amount of € 7,362,930. Therefore, as at the date of allocation of the plan, the maximum number of shares attributable was set at 309,545, which was obtained through the calculation system described above. The above figure includes, on a *pro-rata temporis* basis, all persons who carried out even for a single fraction of the period the function of Executive with Strategic Responsibilities during 2025.

The final calculation of the number of shares actually earned for the 2025-2027 cycle will be made at the end of the performance period in 2028, and 50% of the allocated shares, once the three-year vesting period has elapsed, will be subject to a further 2-year lock-up period during which they will not be transferable.

The fair value reported in Table 3A, corresponding to the maximum amount of the incentive that can be allocated upon full achievement of all performance targets, has been calculated on the basis of the following parameters:

- the book value referring to the TSR (adjusted fair value € 36.73);
- the book value referring to the other objectives (€ 46.07);
- the maximum number of shares that can be allocated;
- the vesting period effectively elapsed in 2025 (5/36 months, i.e. from 1 August 2025 to 31 December 2025).

Table 3A also reports the values relating to the 2023-2025 cycle and to the 2024-2026 cycle of the Long-Term Incentive Plans based on financial instruments, considering the vesting period effectively elapsed in 2025.

For the mechanisms of the Plans, see the 2025 Remuneration Report, Section I.

Annual changes in fees, Leonardo's performance and Pay- Ratio

The table below reports, for the last five financial years, the annual change of the total remuneration of each of the subjects for whom the information referred to in this section of the Report is provided by name:

		2021	2022	2023	2024	2025
Stefano Pontecorvo	Chairman	-	-	252	490	490
Cingolani Roberto	Chief Executive Officer & General Manager	-	-	935	1,897	2,932
Altieri Trifone	Director	-	-	77	141	129
Ghislanzoni Giancarlo	Director	-	-	73	129	130
Giorgetti Enrica	Director	-	-	80	130	126
Levy Dominique	Director	-	-	79	141	131
Macri Francesco	Director	-	-	77	131	131
Manara Cristina	Director	-	-	80	152	142
Sala Marcello	Director	-	-	75	137	125
Stefini Silvia	Director	-	-	82	144	134
Vasco Elena	Director	-	-	80	130	126
Wood Steven Duncan	Director	-	-	73	129	117
Rossi Luca	Chairman of the Board of Statutory Auditors	-	-	80	82	80
Cerati Giuseppe	Alternate Auditor	-	-	70	27	-
Pezzani Fabrizio	Alternate Auditor	-	-	71	28	-
Rossano Serenella	Alternate Auditor	-	-	70	28	-
Scipione Monica	Alternate Auditor	-	-	70	28	-
Fazzini Marco	Regular Auditor				44	72
Pusterla Giulia	Regular Auditor				42	72
Simonelli Paola	Regular Auditor				42	70
Zavaglia Alessandro	Regular Auditor				42	70
Employee Average Remuneration		51	56	56	55	61
Pay Ratio CEO and Employee Average		32.5x	29.6x	29.1x	34.5x	48.3x

Values in thousand €

The values for each financial year are influenced by the different levels of achievement of variable incentives

About LTI plan, the fair value of the vested plan has been considered

Pay Ratio of the Chief Executive Officer: the ratio of total remuneration of the Chief Executive Officer (fixed + short-term variable + long term variable remuneration accrued in this section II) to the average remuneration of employees in 2025 was equal to 48.3x.

At the end of 2025, the Chief Executive Officer and General Manager held no shares of the Company.

Below is the annual change in the Company's results over the last five financial years:

	2021	2022	2023	2024	2025
REVENUES (BN)	€ 14.1	€ 14.7	€ 15.3	€ 17.6	€ 19.5
Delta y/y	(+5.4%)	(+4.3%)	(+3.9%)	(+16.2%)	(+10.8%)
ORDER BACKLOG (BN)	€ 35.5	€ 37.5	€ 39.5	€ 44.2	€ 46.6
Delta y/y	(+0.1%)	(+5.6%)	(+5.4%)	(+11.8%)	(+5.4%)
NEW ORDERS (BN)	€ 14.3	€ 17.3	€ 17.9	€ 20.8	€ 23.8
Delta y/y	(+4%)	(+21%)	(+3.8%)	(+16.8%)	(+14.4%)
NUMBER OF EMPLOYEES	50,413	51,392	53,566	60,468	62,762
Delta y/y	(+1.1%)	(+1.9%)	(+4.2%)	(+12.9%)	(+3.8%)

Resolution Proposal – Second Section

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.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98 you are invited to cast your vote, with a non-binding resolution, on the second section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58/98 that:

- a) contains the representation of each of the items comprising remuneration of the Members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager, the Co-General Manager and of the other Executives with Strategic Responsibilities;
- b) analytically illustrates the fees paid to the subjects listed above in 2025 for any title and in any form by the Company and by its subsidiaries or associates.

The resolution on the second section of the Report will have non-binding effect as required by Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.

The Report on remuneration policy and fees paid, which includes the second section, is made available to the public at the registered office, on the Company's website www.leonardo.com (Section "2026 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of non-binding resolution on the tenth item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- *having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;*
- *having examined the second section of the "Report on remuneration policy and fees paid" approved by the Board of Directors on 26 March 2026 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99" and published by the Company in accordance with the law;*
- *having considered the non-binding nature of this resolution, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98,*

resolves

in favour of the second section of the "Report on remuneration policy and fees paid of Leonardo S.p.a."

Second part – Remuneration paid in the Financial Year 2025

Part two of Section II provides an analytical summary of all the amounts relating to the 2025 financial year, regardless of their nature or form, in favour of those persons who held, during said year, even for a fraction of the period, the position of member of the Governing or Supervisory bodies, Co-General Manager or Executives with Strategic Responsibilities.

This quantitative information is provided below and reported in table form in accordance with art. 123-ter of Legislative Decree no. 58 of February 1998 (Consolidated Law on Financial Intermediation - TUF) and the CONSOB tables referred to in Annex 3A attached to the Issuers' Regulation, Schedule 7-bis.

on behalf of the Board of Directors

The Chairman

Stefano Pontecorvo

LEONARDO REPORT ON REMUNERATION POLICY AND FEES PAID 2026

TABLE 1. REMUNERATION PAID TO MEMBERS OF THE GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (Amounts in thousands of euro)

LAST AND FIRST NAME(S)	POSITION HELD IN THE FINANCIAL YEAR 2023	TERM OF OFFICE	EXPIRY OF THE TERM OF OFFICE	FIXED REMUNERATION	REMUNERATION FOR THE PARTICIPATION IN COMMITTEES	NON-EQUITY VARIABLE REMUNERATION		NON-CASH BENEFITS	OTHER FEES	FAIR VALUE OF EQUITY PAYMENTS	TOTAL	PAY-MIX BETWEEN FIXED AND VARIABLE REMUNERATION	TERMINATION OR SEVERANCE INDEMNITY
						BONUSES AND OTHER INCENTIVES	PROFIT SHARING						
Pontecorvo Stefano	Chairman	from 01/01/2025 to 31/12/2025	FY 2025	90 (i)	400 (iv)			8			498		
Cingolani Roberto	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)							3,263	Fixed: 32% Variable: 68%	
	Chief Executive Officer and General Manager			920 (v)		1,172		28	1,063				
Alieni Trifone	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	49 (1)						129		
Ghislanzoni Giancarlo	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	47 (2)				3		130		
Giorgetti Enrica	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	46 (3)						126		
Levy Dominique	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	51 (4)						131		
Macri Francesco	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	51 (5)						131		
Manara Cristina	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	62 (6)						142		
Sala Marcello	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	45 (7)						125		
Stefini Silvia	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	54 (8)						134		
Vasco Elena	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	46 (9)						126		
Wood Steven Duncan	Director	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	37 (10)						117		
Rossi Luca	Chairman of the Board of Statutory Auditors	from 01/01/2025 to 31/12/2025	FY 2025	80 (i)	0						80		
Cerati Giuseppe	Deputy Auditor	from 01/01/2025 to 31/12/2025	FY 2025	0 (i)	0						0		
Pezzani Fabrizio	Deputy Auditor	from 01/01/2025 to 31/12/2025	FY 2025	0 (i)	0						0		
Rossano Serenella	Deputy Auditor	from 01/01/2025 to 31/12/2025	FY 2025	0 (i)	0						0		
Scipione Monica	Deputy Auditor	from 01/01/2025 to 31/12/2025	FY 2025	0 (i)	0						0		
Fazzini Marco	Regular Auditor	from 01/01/2025 to 31/12/2025	FY 2025	70	0				2		72		
Pusterla Giulia	Regular Auditor	from 01/01/2025 to 31/12/2025	FY 2025	70	0				2		72		
Simonelli Paola	Regular Auditor	from 01/01/2025 to 31/12/2025	FY 2025	70	0				0		70		
Zavaglia Alessandro	Regular Auditor	from 01/01/2025 to 31/12/2025	FY 2025	70	0				0		70		
Executives with Strategic Responsibilities				4,186 (v)			3,730 (11)	234		4,458	12,608	Fixed: 35% Variable: 65%	5,414
(i) Remuneration in the Company drawing up the financial statements				6,836	488		4,222	0	270	7	5,521		5,414
(ii) Remuneration from subsidiaries and affiliates				0	0		0	0	0	0	0		0
(iii) Total				6,836	488		4,222	0	270	7	5,521		5,414

Remuneration details: (i) relevant remuneration approved by the shareholders' meeting; (ii) attendance fees; (iii) lump-sum reimbursements of expenses; (iv) remuneration received for the performance of specific duties, pursuant to art. 2389, paragraph 3, of the Italian Civil Code; (v) fixed salaries as an employee.

(#) the proportion is calculated by taking as reference for the fixed part, the values relating to fixed remuneration and non-cash benefits, while for the variable part the bonus and other incentives, and the fair value of equity remuneration.

(1) Control and Risks Committee: 28.5k Remuneration Committee: 18.5k Sustainability and Innovation Committee: 2k

(2) Sustainability and Innovation Committee: 28.5k Remuneration Committee: 18.5k

(3) Nomination and Governance Committee: 22.5k Remuneration Committee: 23.5k

(4) Control and Risks Committee: 28.5k Nomination and Governance Committee: 22.5k

(5) Sustainability and Innovation Committee: 28.5k Nomination and Governance Committee: 22.5k

(6) Control and Risks Committee: 28.5k Sustainability and Innovation Committee: 33.5k

(7) Control and Risks Committee: 22.5k Sustainability and Innovation Committee: 22.5k

(8) Control and Risks Committee: 33.5k Nomination and Governance Committee: 20.5k

(9) Remuneration Committee: 18.5k Nomination and Governance Committee: 27.5k

(10) Remuneration Committee: 14.5k Sustainability and Innovation Committee: 22.5k

(11) MBO finalisation in progress

The fees reported for Executives with Strategic Responsibilities also include those persons who held, during the financial year, even for a fraction of the period, the position of Executives with Strategic Responsibilities. In addition to those mentioned by name, the total number of persons who held the position of Executive with Strategic Responsibilities was 12 in 2025.

TABLE 2. STOCK OPTIONS ALLOCATED TO MEMBERS OF THE GOVERNING BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

No Stock Option plan assigned.

TABLE 3A. INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS, OTHER THAN STOCK OPTIONS, FOR THE BENEFIT OF THE MEMBERS OF THE GOVERNING BODY, THE CO-GENERAL MANAGER AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

LAST AND FIRST NAME	POSITION HELD IN 2024	PLAN	FINANCIAL INSTRUMENTS ALLOCATED DURING PREVIOUS FINANCIAL YEARS THAT WERE NOT VESTED DURING THE FINANCIAL YEAR		FINANCIAL INSTRUMENTS ALLOCATED DURING THE FINANCIAL YEAR					FINANCIAL INSTRUMENTS VESTED DURING THE FINANCIAL YEAR BUT NOT ATTRIBUTED	FINANCIAL INSTRUMENTS VESTED DURING THE FINANCIAL YEAR AND ATTRIBUTABLE	FINANCIAL INSTRUMENTS FOR THE YEAR
			NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VESTING PERIOD	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	FAIR VALUE AT THE DATE OF ALLOCATION	VESTING PERIOD	DATE OF ALLOCATION	MARKET PRICE AT ALLOCATION	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VALUE AT THE VESTING DATE
Cingolani Roberto	Chief Executive Officer and General Manager	LTI 2023-2025 resolution of 19/05/2021									n° 51,675 shares ⁽¹⁾	€ 228,050 ⁽²⁾
Cingolani Roberto	Chief Executive Officer and General Manager	LTI 2024-2026 resolution of 24/05/2024	n° 70,430 shares ⁽³⁾	31,07/2024 - 31,07/2027								€ 460,014 ⁽⁴⁾
Cingolani Roberto	Chief Executive Officer and General Manager	LTI 2025-2027 resolution of 26/05/2025			n° 79,877 shares ⁽⁵⁾	2,519,181	31,07/2025 - 31,07/2028	31,07/2025	€ 23.7863			474,835 ⁽⁶⁾
Profumo Alessandro	former Chief Executive Officer	LTI 2023-2025 resolution of 19/05/2021									n° 6,269 shares ⁽¹⁾	€ 27,402 ⁽²⁾
Executives with Strategic Responsibilities ^(*)		LTI 2023-2025 resolution of 19/05/2021									n° 405,984 shares ⁽¹⁾	€ 1,301,943 ⁽²⁾
Executives with Strategic Responsibilities ^(*)		LTI 2024-2026 resolution of 24/05/2024	n° 526,766 shares ⁽⁷⁾	31,07/2024 - 31,07/2027								2,492,334 ⁽⁴⁾
Executives with Strategic Responsibilities ^(*)		LTI 2025-2027 resolution of 26/05/2025			n° 283,604 shares ⁽⁸⁾		31,07/2025 - 31,07/2028	31,07/2025	€ 23.7863			1,670,153 ⁽⁶⁾

^(*) The reported number of shares also includes those persons who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities.

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(1) The table reports the final number of shares calculated (equal to 90% of allocated shares) related to 2023-2025 LTI Plan.

(2) The fair value relating to 2023-2025 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value € 12.1), the relevant book value for the other performance targets is (€ 13.66). The number of shares that can be allocated, the vesting period effectively elapsed in 2025 (12/36 months, from 01.01.2025 to 31.12.2025).

(3) The table reports the maximum number of shares attributable to the Chief Executive Officer and General Manager under the 2024-2026 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2027 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(4) The fair value relating to 2024-2026 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value €15.87), the relevant book value for the other performance targets is (€ 21.6). The number of shares that can be allocated, the vesting period effectively elapsed in 2025 (12/36 months, from 01.01.2025 to 31.12.2025).

(5) The table reports the maximum number of shares attributable to the Chief Executive Officer and General Manager under the 2025-2027 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2028 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(6) The fair value relating to 2025-2027 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value €36.73), the relevant book value for the other performance targets is (€46.07). The number of shares that can be allocated, the vesting period effectively elapsed in 2025 (12/36 months, from 01.10.2025 to 31.12.2025).

(7) The table reports the maximum number of shares attributable to the Executives with Strategic Responsibilities under the 2024-2026 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for their stay in the company. The final calculation will be made in 2027 at the end of the performance period.

(8) The table reports the maximum number of shares attributable to the Executives with Strategic Responsibilities under the 2025-2027 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for their stay in the company. The final calculation will be made in 2028 at the end of the performance period. For the Chief Executive Officer, 50% of the shares allocated will be subject to a two-year lock-up period during which they may not be transferred.

TABLE 3B. CASH INCENTIVE PLANS FOR THE BENEFIT OF THE MEMBERS OF THE GOVERNING BODY, THE GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (€th.)

A	B	(1)	(2)			(3)			(4)
			Annual bonus			Previous years' Bonuses			Other Bonuses
LAST AND FIRST NAME	POSITION HELD IN FINANCIAL YEAR 2025	PLAN	(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/ paid	Deferred	Deferral period	No longer payable	Payable/ paid	Still deferred	
Cingolani Roberto	Chief Executive Officer and General Manager	MBO 2025	€ 1,172						
Executives with Strategic Responsibilities (*)		MBO 2025	€ 3,730	0	0	0	0	0	

(*) The amount reported also includes those due to persons who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities.

SHAREHOLDINGS OF
MEMBERS OF GOVERNING AND
SUPERVISORY BODIES AND
OTHER EXECUTIVES WITH
STRATEGIC RESPONSIBILITIES

Section III

A decorative graphic consisting of several white lines on a dark blue background. One line starts from the left edge and extends diagonally down and to the right. Another line starts from the bottom edge and extends diagonally up and to the right, meeting the first line. A third line starts from the right edge and extends horizontally to the left, meeting the other two lines at a central point.

SHAREHOLDINGS OF MEMBERS OF GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

The following table shows the shareholdings in the Company or in its subsidiaries, which are held by persons who held the position of member of the Governing and Supervisory Bodies, General Manager or Co-General Manager (stated by name) or Executive with Strategic Responsibilities (stated in aggregated form) in the course of the 2025 financial year, even if only for a fraction of the period in question, as well as by their respective spouses who are not legally separated and minor children. Except as otherwise specified, said shareholdings are deemed to be held directly and by way of property.

SURNAME AND NAME	POSITION held in FY 2025	INVESTE COMPANY	Number of shares held at the end of FY 2024 (*)	Number of shares purchased	Number of shares sold	Number of shares held at the end of FY 2025 (**)
GUALDARONI Carlo	Co-General Manager	Leonardo S.p.a.	19	11,973 (°)	11,992	0
MARIANI Lorenzo	Co-General Manager	Leonardo S.p.a.	21,182	0	11,995	9,187
GHISLANZONI Giancarlo	Director	Leonardo S.p.a.	36,415 (1)	0	0	36,415 (1)
LEVY Dominique	Director	Leonardo S.p.a.	15,000	2,000	0	17,000
SALA Marcello	Director	Leonardo S.p.a.	17,170 (2)	0	17,170 (2)	0
WOOD Steven Duncan	Director	Leonardo S.p.a.	6,889	0	0	6,889
Executives with Strategic Responsibilities (***)		Leonardo S.p.a.	249,452 (3) (****)	140,863 (°)	49,792	340,523 (3)

(*) i.e. at the date of appointment, with regard to positions held for a fraction of FY 2025.

(**) i.e. at the date of expiry of the term of office, with regard to positions held for a fraction of FY 2025.

(***) The data includes no. 9 positions of Executive with Strategic Responsibilities held, even if only for a fraction, during FY 2025.

(****) The difference in the number of shares held at the end of FY 2024, compared to the corresponding table in the previous Report, is due to the turnover of the various Executives with Strategic Responsibilities. The number of shares held at the end of 2024 is therefore related to the persons who held the position of Executive with Strategic Responsibilities during 2025.

(°) Shares relating to Incentive Plans.

(1) Of which no. 13,555 shares held indirectly (through subsidiary/trust company).

(2) Shares held indirectly (through subsidiary/trust company).

(3) Of which no. 1,750 shares held by the spouse.

Implementation status of the 2025-2027 long-term incentive plan

		LONG-TERM INCENTIVE PLAN - CYCLE 2024 - 2026 ALLOCATION FOR FY 2024						
		FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS (ALLOCATION OF SHARES)						
		SECTION 2 NEWLY-ALLOCATED INSTRUMENTS BASED ON THE BOARD'S DECISION FOR PROPOSAL TO THE SHAREHOLDERS' MEETING						
LAST AND FIRST NAME OR CATEGORY	POSITION	DATE OF SHAREHOLDERS' MEETING RESOLUTION	TYPE OF FINANCIAL INSTRUMENTS	NUMBER OF FINANCIAL INSTRUMENTS (*)	DATE OF ALLOCATION	PURCHASE PRICE (IF ANY) OF INSTRUMENTS	MARKET PRICE AT THE DATE OF ALLOCATION	VESTING PERIOD (*)
Cingolani Roberto	Chief Executive Officer and General Manager of Leonardo S.p.a.	26/05/2025	Azioni di Leonardo S.p.a.	79,877	31/07/2025	-	€ 23.7863	31/07/2025 - 31/07/2028
Executives with Strategic Responsibilities (1)	-----	26/05/2025	Azioni di Leonardo S.p.a.	385,264	31/07/2025	-	€ 23.7863	31/07/2025 - 31/07/2028
Other Executives, employees and collaborators (no. 217)	-----	26/05/2025	Azioni di Leonardo S.p.a.	676,864	31/07/2025	-	€ 23.7863	31/07/2025 - 31/07/2028

(*) Deferment period of the bonus converted into shares subject to transfer restrictions.

(*) Maximum number of shares attributable under the 2025-2027 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2028 at the end of the performance period.

(1) The reported number of shares also includes those persons who held, during the financial year, even for a fraction of the period, the position of Executives with Strategic Responsibilities.

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