

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

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

### Leonardo - Società per azioni

The Undersigned \_\_\_\_\_, born in \_\_\_\_\_,  
on \_\_\_\_\_ and resident in \_\_\_\_\_,  
address \_\_\_\_\_, nr. \_\_\_\_\_, tax code  
\_\_\_\_\_ in his/her capacity of:

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

### DELEGATES/SUB-DELEGATES

Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni, 19 to represent him/her at Shareholder's Meeting of the Company, convened in ordinary session for May 13 and 20, 2020 (first and second call).

Date and Place

Delegator's Signature

\_\_\_\_\_

\_\_\_\_\_

### INFORMATION PURSUANT TO THE PERSONAL DATA PROTECTION CODE

Leonardo S.p.a. with registered office in Rome, Piazza Monte Grappa n. 4 ("Company" or "Data Controller"), informs that the personal data provided will be processed solely for the purpose of allowing the Company - Data Controller - to manage the Shareholders' Meeting event and the consequent legal obligations, in order to fulfil your request and legal obligations, as well as for the possible exercise of the Company's rights. In the event of failure to provide the data requested in the proxy form, it will not be possible to allow the Delegate to attend the Shareholders' Meeting.

The Data Controller has appointed a Data Protection Officer ("DPO"), who can be contacted for any support at the following email address: [DPO.leonardo@leonardocompany.com](mailto:DPO.leonardo@leonardocompany.com).

Personal data will be collected on paper and / or computer and processed in a manner strictly related to the purposes indicated above and in any case in accordance with the provisions of Articles 13 and 14 of Regulation (EU) 679/2016 as subsequently amended and supplemented ("GDPR"), and the Italian and European laws integrating it as subsequently amended and supplemented ("Applicable Privacy Regulations") of Legislative Decree no. 196 of 30 June 2003, as subsequently amended and supplemented.

Personal data may be disclosed to third parties for administrative purposes, and will not be subject to disclosure or transfer to countries outside the European Union or international organizations.

Personal data will be processed for the time necessary to fulfil the obligations to keep company records or other legal obligations, as well as for the time necessary to exercise the rights of the Company, even in the pre-litigation phase.

We inform you that, with regard to your personal data, you may exercise your rights under the applicable Privacy Policy, in particular Articles 15-22 of the GDPR, in the terms and conditions indicated therein.

## VOTING INSTRUCTION

RESOLUTION	VOTE <sup>1</sup>		
<b>1. Financial Statements at 31 December 2019 of Sistemi Dinamici S.p.A. and relevant Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>2. Financial Statements at 31 December 2019 of Leonardo S.p.a. and relevant Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2019.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>3. Determination of the number of members of the Board of Directors.</b>			
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>4. Determination of the term of office of the Board of Directors.</b>			
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

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

<sup>2</sup> Section available only if in reference to it, a resolution proposal has been submitted pursuant to the paragraph in the notice of call "Submission of individual resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the Consolidated Law on Finance". The individual resolution proposals will be published on Leonardo S.p.a.'s website, section "2020 Shareholders' Meeting ", by 8 May 2020.

<b>5. Appointment of the members of the Board of Directors.</b>	F	C	A
	List n. ....	To all lists	To all lists
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>6. Appointment of the Chairman of the Board of Directors.</b>			
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>7. Determination of the remuneration of the Board of Directors.</b>			
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>8. Report on the policy regarding remuneration and fees paid: resolution on the first section pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/98<sup>3</sup>.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<b>9. Report on the policy regarding remuneration and fees paid: resolution on the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/98<sup>4</sup>.</b>			
vote for resolution proposed by the Board of Directors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A

<sup>3</sup> In this regard, please note that, pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/98, the resolution on point 8 is binding.

<sup>4</sup> In this regard, please note that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98, the resolution on point 9 is not binding.

<b>10.Appointment of independent auditors for the nine-year period 2021-2029. Resolutions relating thereto.</b>			
voting for the assignment of the task according to the preference expressed by the Board of Statutory Auditors	F	C	A
vote for the assignment of the task according to the alternative proposal provided for by the Board of Statutory Auditors	F	C	A
vote for resolution proposed by the holder of the majority interest, including the relative majority interest (2)	F	C	A
vote for resolution proposed by (2)	F	C	A
<b>Vote for proposals allowed ex lege (2)</b>	F	C	A

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

The Proxy/sub-delegation Form, to be notified to the Designated Representative Computershare S.p.A. with the Voting Instructions reserved for it together with an identity document and any documentation proving the powers of signature, must be received preferably by 6:00 p.m. on the day prior to the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on May 12, 2020 if the Shareholders' Meeting is held on first call and by 6:00 p.m. on May 19, 2020 if the Shareholders' Meeting is held on second call) in one of the following alternative ways:

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

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