



## FAQ - 2021 Shareholders' Meeting

10 – 19 May 2021





## General Information

The Shareholders' Meeting is called in Ordinary session on 10 and 19 May 2021, in first and second call respectively, at 10,30 a.m. in Rome at the registered office of Leonardo, Piazza Monte Grappa, 4 – 00195.

Having regard to the provisions of Art. 106 of Decree Law n. 18 of 17 March 2020, converted into Law n. 27/2020 (and as most recently extended by virtue of Decree Law no. 183 of 31 December, 2020, converted with amendments by Law 26 February 2021, no. 21), which provides measures aimed at facilitating the conduct of the shareholders' meetings of Italian companies due to the COVID-19 health emergency, the right to attend the Shareholders' Meeting and to exercise the voting rights may only take place through the Designated Representative (Computershare S.p.A.), without physical participation by the Shareholders.

For any further information concerning the participation in the Shareholders' Meeting and the exercise of the voting rights through the Designated Representative, it is possible to contact the telephone number +390645417413 (Computershare S.p.A.). More generally, for all information relating to the conduct of the Shareholders' Meeting, the support to the Shareholders' participation and the exercise of the related rights, it is possible to consult the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") or contact the Group Corporate Affairs organizational unit to the email address: [ufficiotitoli@leonardocompany.com](mailto:ufficiotitoli@leonardocompany.com).

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We inform you that on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") is available the document "Shareholders' Guide" prepared by the Company in order to collect all the information concerning the administrative and patrimonial rights associated with the shares held, including the ones that may be exercised at the Shareholders' Meeting.

The Guide will be permanently available on the Company's website with the purpose to give to Leonardo's Shareholders a useful tool for a more informed involvement on Company's activities with no intent to substitute the official documentation.



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## The agenda

The Shareholders' Meeting is called in ordinary session to discuss and resolve upon the following agenda:

1. *Financial Statements as at 31 December 2020 and related Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020.*
2. *Appointment of the Board of Statutory Auditors for the three-year period 2021-2023.*
3. *Appointment of the Chairman of the Board of Statutory Auditors.*
4. *Determination of the remuneration of the members of the Board of Statutory Auditors.*
5. *Long-Term Incentive Plan for the management of the Leonardo Group. Inherent and consequent resolutions.*
6. *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.*
7. *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.*

## The required quorum

The Ordinary Shareholders' Meeting on first call is validly constituted when at least half of the share capital is represented, while on second call there is no provision for a constitutive quorum. The ordinary Shareholders' Meeting, both in first and second call, resolves with the favourable votes of the absolute majority of the capital present at the Meeting.

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### **Where can I find the Notice of Call of the Shareholders' Meeting?**

The Notice of Call, in its full version, has been made available to the public at the date of 30 March 2021 on the Company's website at the address [www.leonardocompany.com](http://www.leonardocompany.com) (Section "2021 Shareholders' Meeting"), at the Company's registered office, as well as on Borsa Italiana S.p.A. and on the website of the Authorised Storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)).

Pursuant to the applicable law, an extract of the Notice of Call has been published at the date of 31 March 2021 on the newspapers "Il Sole 24 Ore" and "MF".

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### **How can I get the documentation for the Meeting?**

The documents pertaining to the Shareholders' Meeting, including the Explanatory Reports pursuant to Article 125-ter of Legislative Decree 58/98 on the items of the Agenda, are made available to the public - within the terms provided by the existing provisions of law - at the Company's registered office, at Borsa Italiana S.p.A., on the website of the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) as well as (also with reference to the provisions of Article 125-quater of Legislative Decree No. 58/98) on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting").

In consideration of the epidemiological emergency COVID-19, the Company recommends the use of the remote communication methods indicated in the Notice of Call of the Shareholders' Meeting.

### **When and where will the minutes of the Shareholder's Meeting be available?**

The minutes of the Shareholders' Meeting are published on the Company's website at the address [www.leonardocompany.com](http://www.leonardocompany.com) (Section "2021 Shareholders' Meeting") within 30 days the date of the Meeting and is also made available to the public at the Company's registered office, on the website of the Authorised Storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as on Borsa Italiana S.p.a.

A summary report of the votes on each item on the agenda is made available to the public, within 5 days of the date of the Meeting, on the Company's website at the address [www.leonardocompany.com](http://www.leonardocompany.com) (Section "2021 Shareholders' Meeting"), containing the number of shares represented at the Shareholders' Meeting, the shares on which a vote has been expressed, the percentage of the capital represented as well as the number of votes in favor, against and the abstentions.



### **Which subjects have the right to attend the Meeting and to exercise the right to vote?**

Having regard to the provisions contained in art. 106 of the decree-law of 17 March 2020 n. 18, converted into Law no. 27/2020 (and as most recently extended by virtue of Decree Law no.183 of 31 December 2020, converted with amendments by Law 26 February 2021, no. 21), which provides measures aimed at facilitating the conduct of the shareholders' meetings of Italian companies due to the COVID-19 health emergency, the right to attend the Shareholders' Meeting and to exercise the voting rights may only take place through the Designated Representative (Computershare S.p.A.), without physical participation by the Shareholders.

Pursuant to Article 83-sexies of Legislative Decree No. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise the voting rights is subject to the receipt, by the Company, of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the ownership of the voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the first call of the Shareholders' Meeting (i.e. 29 April 2021), the so-called "Record Date".

The intermediary must send the mentioned communication to the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (i.e. by 5 May 2021). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it has been received before the start of the works of the Meeting without prejudice to the principle according to which the right to attend and the right to vote during the Shareholders' Meeting can be exercised exclusively through the Designated Representative (Computershare S.p.A.).

The trading calendar is available on the website of Borsa Italiana S.p.A. [www.borsaitaliana.com](http://www.borsaitaliana.com).

### **Can I dispose of my shares before the Meeting?**

In accordance with Article 83-sexies of Legislative Decree No. 58/98, any credit and debit entries made to the accounts after the accounting of the seventh market business day prior to the date of the Meeting in first call (29 April 2021, record date) are not relevant for the purpose of the exercise of the right to vote at the Shareholders' Meeting. Therefore, following such date, the person entitled of the right to vote will be free to dispose of the shares held.

### **May the holders of shares that are not dematerialized attend the Meeting?**

Holders of shares that have not yet been dematerialized may exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorized intermediary in time for the same to be entered in the centralized management system in dematerialized form.



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## **What do I have to do to attend the Meeting?**

Having regard to the provisions contained in art. 106 of the Decree Law of 17 March 2020 n. 18 converted into Law no. 27/2020 (and as most recently extended by virtue of Decree Law no.183 of 31 December 2020, converted with amendments by Law 26 February 2021, no. 21), which provides measures aimed at facilitating the conduct of the shareholders' meetings of Italian companies due to the COVID-19 health emergency, the right to attend the Shareholders' Meeting and to exercise the voting rights may only take place through the Designated Representative (Computershare S.p.A.), therefore the shareholder should:

- request the authorized financial intermediary (Bank, Manager, Broker) from which their ordinary Leonardo shares are deposited to make the communication for the participation in the Shareholders' Meeting. Since each intermediary uses different operating practices, it is advisable not to wait for the last days to request the sending of the communication to be sent to the Company and to inquire about the timing foreseen for these operations in its deposit contract;
- grant proxy to the Designated Representative Computershare S.p.A. in the manner and within the terms indicated in the Notice of Call.

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## **Which are the terms and methods to ask the integration of the agenda of the Shareholders' Meeting and the submission of resolution proposals?**

### ***Integration of the agenda and submission of resolution proposals pursuant to Art. 126-bis, paragraph 1, first sentence, of Legislative Decree No. 58/98***

In accordance with Article 126-bis of Legislative Decree No. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital, may, by 9 April 2021, request additions to the items on the agenda or submit additional resolution proposals to those already on the agenda, stating the additional items and motions in the relevant request.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting can resolve, by law, only if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-ter, paragraph 1, of Legislative Decree No. 58/98.

Requests must be submitted in writing by the proposing Shareholders via fax to the number +3901010013250 or to the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com), together with the suitable documentation issued by an authorised intermediary certifying the ownership of the abovementioned shareholding on the date of the request. The proposing Shareholders must submit, within the deadline and in the manner indicated above, a report stating the reasons for any proposed resolutions on additional matters they propose to discuss or the reasons for any further proposed resolutions regarding the items already in the agenda.

Any additions to the agenda or presentation of proposals for further resolutions on matters already included on the agenda will be announced by the Company, in the same forms as prescribed for publication of the Notice of Call of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting in first call (and therefore no later than 25 April 2021). At the same time as it announces additions to the agenda or additional resolutions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-ter, paragraph 1, of Legislative Decree No. 58/98, such resolution proposals, the Shareholders' reports as well as any potential evaluations made by the Board of Directors.

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### ***Submission of individual resolution proposals pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98***

Due to the fact that the attendance at the Shareholders' Meeting and the exercise of the voting rights can only take place through the Designated Representative (Computershare S.p.A.), the Company - in order to make it possible for the parties concerned to exercise the right referred to in Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98, albeit with methods and terms duly compatible with the Covid-19 health emergency and with the unfailing requirement that the individual resolution proposals are known by the generality of those entitled to attend the Shareholders' Meeting and exercise the voting rights in good time to provide voting instructions to the Designated Representative - provides that those entitled to attend the Shareholders' Meeting and exercise their voting rights may individually submit resolution proposals on items already on the agenda by 3 May 2021, thus committing itself to their subsequent publication.

In particular, the legitimacy to submit these proposals is subject to the receipt by the Company of the certification confirming the ownership of the shares as at 29 April 2021 ("record date"). Ownership can also be certified later, but within the third day (3 May 2021) following the "record date".

The resolution proposals must be submitted in writing by the legitimate Shareholders by fax to the number +3901010013250 or to the certified email address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com), showing the express reference "Leonardo's 2021 Shareholders' Meeting - individual resolution proposals", the item of the agenda of the Shareholders' Meeting to which they refer, the text of the proposed resolution and the personal data of the applicant (surname and name, place and date of birth, tax code or all identification data in the case of an entity or company). For the purpose of publication and in relation to the conduct of the Meeting's proceedings, the Company reserves the right to check the relevance of the proposals to the items on the agenda, their completeness, their compliance with applicable legislation as well as the legitimacy of the proponents.

The proposals considered eligible, submitted within the terms and in the manner described above, will be made available to the public, by the Company, by 5 May 2021 on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting"), in order to allow those entitled to vote to express themselves consciously, also taking into account these new proposals and, therefore, allowing the Designated Representative to collect any voting instructions also on them; to this end it is recommended to those wishing to exercise the right to submit individual resolution proposals, as provided for in this paragraph, to send them as soon as possible, for the purpose of a timely publication.



## **How can I appoint a Representative for the Meeting?**

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### **Proxy pursuant to art. 135 – undecies of Legislative Decree No. 58/98**

Due to the hygienic-sanitary restrictions imposed by the spread of the COVID-19 health emergency and to the Decree Law n. 18 of 17 March 2020 Leonardo provided that the participation in the Shareholders' Meeting will take place exclusively by conferring a proxy to the Designated Representative Computershare S.p.A., based in Milan, Via Lorenzo Mascheroni 19 - 20145.

Pursuant to art. 135-undecies of Legislative Decree No. 58/98, the proxy to the Designated Representative must contain voting instructions on all or some of the proposals on the agenda and has effect only for the proposals in relation to which voting instructions have been given. The proxy must be granted by the end of the second trading day before the date set for the Shareholders' Meeting (and, therefore, no later than 6 May 2021, in the event that the Shareholders' Meeting is held on first call and no later than 17 May 2021 in the event that the Shareholders' Meeting is held on second call).

In this regard, in order to facilitate the forwarding of the proxy and the voting instructions, from the section of the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting"), it is possible to fill in and submit also online in guided mode. Alternatively, it is possible to download the form from the same website to be sent within the terms indicated above to Computershare S.p.A. to the certified email address [ufficioroma@pecserviziolitoli.it](mailto:ufficioroma@pecserviziolitoli.it) or by fax to the No. +390645417450 in the manner specified in the specifications titled "Instructions for filling in and submitting the form" referred to in the aforementioned form and illustrated in the next page.

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### **Proxy pursuant to art. 135 – novies of Legislative Decree No. 58/98**

Pursuant to the above-mentioned Decree Law, those who do not intend to use the methods of attendance described above, can grant proxies and/or sub-proxies to the Designated Representative pursuant to Art. 135-novies of Legislative Decree No. 58/98, which, with related written voting instructions, shall be sent to Computershare S.p.A. to the certified email address [ufficioroma@pecserviziolitoli.it](mailto:ufficioroma@pecserviziolitoli.it) or by fax to No. +390645417450 preferably by 6 p.m. on the day before the date set for the Shareholders' Meeting (and therefore by 6 p.m. on 9 May 2021 if the Shareholders' Meeting is held on first call and by 6 p.m. on 18 May 2021 in the event that the Shareholders' Meeting is held on second call). The proxy/sub-proxy can be granted by signing the specific form available on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") in the manner indicated therein.

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The proxies and the voting instructions can be revoked within the same terms and in the same way as for sending them.

The granting of proxies pursuant to Art. 135-novies and Art. 135-undecies of Legislative Decree No. 58/98 does not involve expenses for the Shareholder, except for those of sending or shipping. As from 30 March 2021, Computershare S.p.A. is available to Shareholders to provide them with the information and clarifications that are necessary, to the phone number +390645417413 or to the email address [infoleonardo@computershare.it](mailto:infoleonardo@computershare.it).

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## **Which are the methods that allow the Proxies to be sent to the Designated Representative?**

The proxies forms to be notified to the Designated Representative, with the voting instructions reserved for it together with an identity document and any documentation proving the signing powers, must be received with one of the following alternative methods:

- **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) also by ordinary electronic mail in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
- **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.

To facilitate the forwarding of the **proxy pursuant art. 135 – undecies of Legislative Decree No. 58/98**, from the **section of the Company's website** ([www.leonardocompany.com](http://www.leonardocompany.com), Section “2021 Shareholders' Meeting”) it is possible to fill in and submit also online in guided mode the appropriate form prepared by Computershare S.p.A..

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.

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## **Can I ask questions to the Company before the Meeting?**

Those who are entitled to vote may submit questions regarding the items on the agenda before the Meeting.

For the Meeting 2021, the questions must be received by the Company not later than the seventh trading day before the date of the Shareholders' Meeting in first call (and therefore by 29 April 2021); alternative, permitted by law and chosen on this occasion by the Company, to help Shareholders, given the fact that they will not be able to physically attend the meeting and receive during the Meeting itself answers to their questions. In order to allow those entitled to vote to have more time at their disposal to express their vote through the Designated Representative and also keeping into consideration the answers given by the Company to the above mentioned questions, the Company has decided, instead of the two days allowed in this case by law for the publication of answers, to provide answers at least three days before the effective holding of the Shareholders' Meeting (therefore by 7 May 2021, should the meeting be held on first call or by 16 May 2021, should the meeting be held on second call) through the publication on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting").

Questions must be submitted together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the ownership of the shares as at 29 April 2021 ("record date"). Ownership can also be certified later, but within the third day following (3 May 2021) the "record date". Questions must be sent by fax to the number +3901010013250 or to the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com).

The Company will not take into consideration requests received that are not strictly related to the items on the agenda of the Shareholders' Meeting as well as those for which the information requested is already available on this "FAQ - 2021 Shareholders' Meeting".

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### **Can I ask information on the first item on the agenda concerning the Financial Statements as at 31 December 2020 of Leonardo S.p.a?**

The Board of Directors has decided to submit to the Shareholders' Meeting the approval of the Financial Statements for the Year 2020, that closed with a loss of Euro 93,152,464.65.

In this regard, the Company's Board of Directors resolved to propose to the Shareholders' Meeting, called to approve the report of the Board of Directors and the Financial Statements as at 31 December 2020, to cover the loss relating to the 2020 financial year of Euro 93,152,464.65 through the use of profits carried forward.

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### **What is the mechanism for the appointment of the members of the Board of Statutory Auditors?**

Pursuant to Article 28.1 of the Articles of Association, the Shareholders' Meeting shall elect a Board of Statutory Auditors, composed of five Regular Statutory Auditors, and shall determine their remuneration. The Shareholders' Meeting shall also elect two Alternate Statutory Auditors.

With regard to the mechanism for the appointment of Auditors elected by “list mechanism”, please refer to Article 28.3 of the Articles of Association, which, in brief, provides as follows:

- each person entitled to vote may vote at the Meeting only one list;
- at least two of the Regular Statutory Auditors and at least one of the Alternate Auditors will be chosen from among those registered in the official Register of legal auditors who have performed statutory audits of accounts for a period of no less than three years;
- Auditors that do not meet these requirements will be chosen from among those who have gained an overall experience of at least three years in the activities or functions listed in Article 28.1 of the Articles of Association, with reference to matters and sectors in any case functional to the exercise of activities listed in Article 4 of the Articles of Association (corporate purpose);
- three Regular Auditors and one Alternate Auditor shall be taken from the list that obtains the majority of votes of Shareholders present at the Meeting, in the manner provided for by Article 28.3, paragraph 11 letter a), of the Articles of Association;
- two Regular Auditors and one Alternate Auditor will be taken from the minority lists, in accordance with the provisions of Article 28.3, paragraph 11 letter b), of the Articles of Association;

The appointment of the Board of Statutory Auditors shall take place based on lists submitted by Shareholders so that two regular members and one alternate member are elected by the minority.

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

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## **Gender Diversity**

The lists that, taking into account both sub-lists, present three or more candidates must include – on the sub-list of Regular Statutory Auditors – candidates of different genders, so as to ensure that at least two fifths of the members of the Board of Statutory Auditors belong to the less represented gender. If the sub-list of Alternate Auditors of such lists indicates two candidates, they must belong to different genders.

## **Has the Company adopted a Diversity Policy of the control body?**

Shareholders are invited to read the document "*Guidelines of the Board of Statutory Auditors of Leonardo S.p.a. to the Shareholders on the composition of the Board of Statutory Auditors*", prepared by the Board of Statutory Auditors on the basis of the results of the self-assessment process carried out in the three-year term of office which expires and published on the Company's website on 19 March 2021.

These Guidelines also take into account the diversity policy of the control body which, in line with the provisions of art. 123-bis, paragraph 2, lett. d-bis of Legislative Decree no. 58/98, is illustrated as part of Leonardo's Report on Corporate Governance and Ownership Structure 2021, published on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") to which contents are referred.

[GO TO THE BOARD of STATUTORY AUDITORS GUIDELINES](#)

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### **Who can submit a list for the appointment of the Board of Statutory Auditors?**

Pursuant to Article 28.3 of the Articles of Association, the right to submit lists is granted only to those Shareholders who, individually or jointly with other Shareholders, hold at least 1% of the share capital entitled to vote at the Ordinary Shareholders' Meeting.

Each Shareholder may submit or participate in the submission of only one list and each candidate may appear on only one list, under penalty of ineligibility.

The ownership of the minimum shareholding for submission of lists is determined considering the shares registered in the name of Shareholders on the day that the lists are filed with the Company.

### **What is the procedure for presentation of lists of candidates?**

The lists of candidates, signed by the Shareholders who submit them, must be delivered by hand at the registered office in Rome, Piazza Monte Grappa 4, or sent by certified e-mail to [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com), not later than the deadline of 15 April 2021. Lists must be accompanied by the documentation mentioned in the notice of call of the Meeting; in particular, Shareholders must file at the Company's registered office the document certifying the ownership of the number of shares represented, in the manner above-mentioned, even after filing of the list of candidates, provided this is done within the deadline for publication of the lists by the Company (i.e. not later than 19 April 2021). Shareholders who wish to submit a list of candidates are requested to previously contact the Leonardo S.p.a. – Group Corporate Affairs organizational unit at the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com) or to the phone number +390632473891 in order to define all the operational details.

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### **When will the submitted lists of candidates be published?**

The lists of candidates properly submitted, together with the mentioned information and documentation, will be made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") and on the website of the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)), within twenty-one days before the date of the first call (i.e. not later than 19 April 2021).

### **How can I know the "Guidelines of the Board of Statutory Auditors of Leonardo S.p.a. to the Shareholders on the composition of the Board of Statutory Auditors"?**

Shareholders are invited to read the document "*Guidelines of the Board of Statutory Auditors of Leonardo S.p.a. to the Shareholders on the composition of the Board of Statutory Auditors*", prepared by the Board of Statutory Auditors on the basis of the results of the self-assessment process carried out in the three-year term of office which expires, made available to the public on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting") from 19 March 2021.

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### **How will the Chairman of the Board of Statutory Auditors be appointed?**

Pursuant to Article 148, paragraph 2-*bis*, of Legislative Decree no. 58/98 and Article 28.3, paragraph 15, of the Articles of Association, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among those elected by the minority shareholders.

### **How will the remuneration of the members of the Board of Statutory Auditors be determined?**

In accordance with Article 2402 of the Italian Civil Code and Article 28.1 of the Articles of Association, the remuneration of the Statutory Auditors shall be determined by the ordinary Shareholders' Meeting at the time of their appointment, for the entire term of their office.

### **How long will the Board of Statutory Auditors remain in office?**

Pursuant to art. 2400 of the Italian Civil Code, the Board of Statutory Auditors will remain in office for the three-year period 2021-2023 and will expire on the date of the Shareholder's Meeting called for the approval of the Financial Statements as at 31 December 2023.

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## **Can I ask information on the fifth item on the agenda, concerning the Long-Term Incentive Plan for the management of the Leonardo Group?**

Pursuant to Article 114-bis of the Legislative Decree no. 58/98, the Board of Directors deliberated to submit to the Shareholders' Meeting the proposal of approval of a Long-Term Incentive Plan based on financial instruments for the management of the Leonardo Group.

The characteristics of the Plan are described in the Disclosure Document drawn up by the Company pursuant to Article 84-bis of the Consob Regulation no. 11971/99 ("Issuers Regulations"), that is made available to the public at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), Section "2021 Shareholders' Meeting"), as well as on the website of the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) within the terms and conditions provided by the existing provisions of law.

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### **Can I ask information on the sixth item on the agenda concerning the first section of the Report on the policy regarding remuneration and fees paid?**

The Shareholders' Meeting is called to express, with a binding resolution, its vote on the first section of the Report on the remuneration policy and fees paid (pursuant to art. 123-ter, paragraph 3, of Legislative Decree no. 58/98), which illustrates the Company's policy for the year 2021 regarding the remuneration of the Administrative Bodies, the General Managers and the other Executives with strategic responsibilities and, without prejudice to the provisions of article 2402 of the civil code, of the members of the control bodies, as well as the procedures used for the adoption and implementation of this policy. With the proposed resolution on the sixth item on the agenda, the Board of Directors proposes to the Shareholders' Meeting to approve the first section of the aforementioned Report.

### **Can I ask information on the seventh item on the agenda concerning the second section of the Report on the policy regarding remuneration and fees paid?**

The Shareholders' Meeting is also called to express, with a non-binding resolution, its favourable opinion on the second section of the Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/98, which: a) contains the representation of each of the items comprising the remuneration of the Members of the administrative and control bodies, the General Managers and other Executives with Strategic Responsibility; b) analytically illustrates the remuneration paid to the subjects indicated above for any title and in any form by the Company and by its subsidiaries or associates. With the proposed resolution on the seventh item on the agenda, the Board of Directors proposes to the Shareholders' Meeting to express a favourable opinion on the second section of the aforementioned Report.

### **Where can I find information on the Report on the policy regarding remuneration and fees paid?**

The Report on the policy regarding remuneration and fees paid is available to the public in accordance with the law at the registered office, at Borsa Italiana SpA, on the Company's website at [www.leonardocompany.com](http://www.leonardocompany.com) (Section “2021 Shareholders' Meeting”) and on the website of the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com) ).

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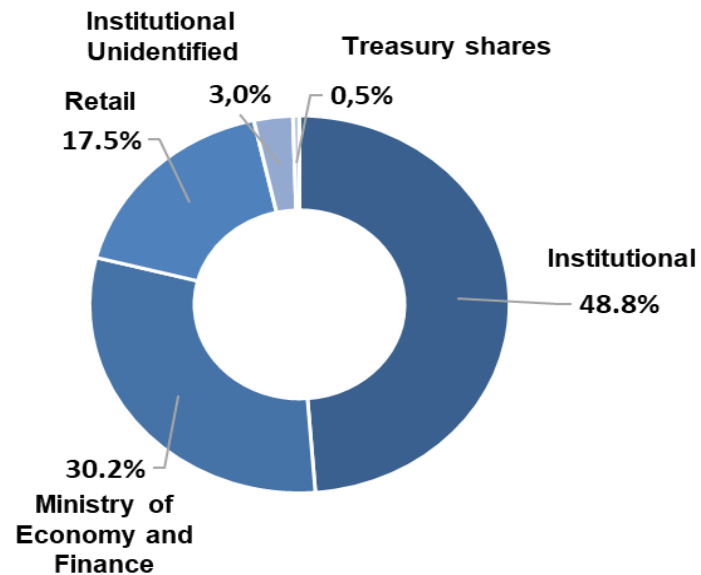


## Leonardo's share capital

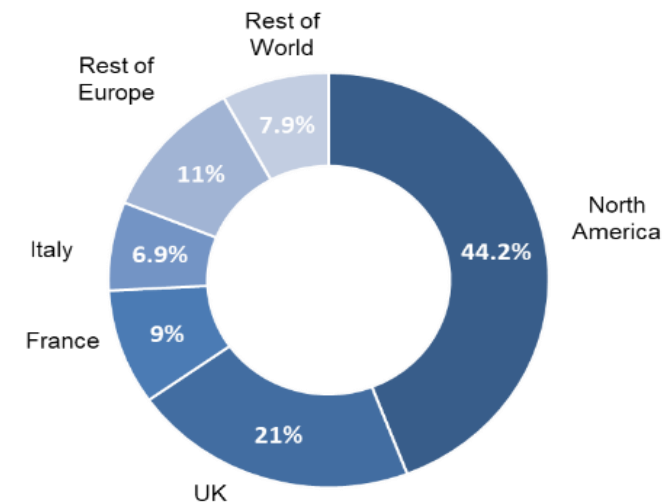
As of the date of the Notice of Call (30 March 2021), the share capital of Leonardo is equal to Euro 2,543,861,738.00, represented by 578,150,395 shares, all ordinary shares with a nominal value of € 4.40 each.

## Who are Leonardo's Shareholders?

**SHAREHOLDER COMPOSITION<sup>(\*)</sup>**



**INSTITUTIONAL SHAREHOLDERS BY GEOGRAPHICAL AREA<sup>(\*\*)</sup>**



(\*) The percentages are calculated on the basis of the share capital

(\*\*) Percentage of diffusion by geographical area of institutional shareholders (equal to 48,8% of the share capital)



THANK YOU  
FOR YOUR ATTENTION

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