



**Guidelines of the Board of Directors of Leonardo S.p.a. to the
Shareholders on the optimal Qualitative and Quantitative
Composition of the Board of Directors**

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1. Introduction

Leonardo S.p.a. ("Leonardo", the "Company") subscribes to the Corporate Governance Code, which, in Art. 4, of the current January 2020 version, recommends that Boards of Directors of listed companies other than those with concentrated ownership, on reaching expiry, should manifest - bearing in mind self-assessment - their opinion and position to the Shareholders on the qualitative and quantitative composition of the new Board when it is deemed optimal and, consequently, on the formation of lists of candidate Directors to be elected.

In line with these recommendations, the Board of Directors, whose mandate expires with the approval of the 2025 annual financial statements, presents to Shareholders its view on the optimal composition of the new Board, taking into account the results of the 2025 self-assessment and the work carried out during the current term.

The Board of Directors of Leonardo, whose mandate expires upon the approval of the financial statements for the 2025 fiscal year, having

- involved the Nomination and Governance Committee, to which it entrusted the task of an initial assessment regarding the size and composition of the Board itself,
- taken into account the results of the Board's Self-Assessment, specifically referring to the 2025 fiscal year and in continuity with the three-year term now coming to an end,

makes available to the Shareholders - in order to facilitate a pathway establishing the best proposals for the Shareholders' Meeting in terms of the quantitative and qualitative composition of Leonardo's Board of Directors on renewing the Body for the next term of office:

- the current strategic and operational elements of Leonardo's situation, that have been realised during the expiring term of office and that are to be realised in the next term of office;
- the experience and the skills indicated in the 2025 Self-assessment - as top priority or very important, duly distributed and diversified - for the composition of the new Board, bearing in mind its possible renewal and the need to ensure the Body's future continuity;
- the guidelines on the size of the new Board of Directors and on the professional roles whose presence is deemed opportune, in such a way that each member - within Committees and in collective decisions - can effectively contribute towards ensuring sound governance of the Company in terms of pursuing the established strategies and ensuring effective safeguards against risks in all the Leonardo Group areas ("Group").

2. Context

The current mandate of the Board of Directors began on 9 May 2023. The Body is currently composed of 12 members, including 1 Executive Chair who is Non-Independent, 1 Executive Director who is Non-Independent, and 10 Non-Executive and Independent Directors.

During the three-year period, the strategic action focused on guiding Leonardo towards a more integrated and efficient industrial model, capable of responding to emerging challenges in the field of global security. In a context characterised by increasing geopolitical and technological complexity, security has progressively taken shape as a challenge on a continental and multi-domain scale, requiring a rethinking of the company's positioning and operating model.

In this perspective, the Industrial Plan presented in March 2024 and updated in March 2025 aimed, on the one hand, to strengthen the core business ("Strengthen the core business") and, on the other hand, to prepare the company to face the new dynamics of global security ("Pave the way to the global security

challenge"), characterised by increasing integration among operational domains and a strong technological and digital component.

Technological development, innovation, and digitalisation, together with people's competencies, represent the pillars of the Group's industrial and sustainability strategy. For this reason, the Sustainability Plan is an integral part of the Industrial Plan, reinforcing and supporting its guidelines by translating technological and operational priorities into environmental, social, and governance objectives.

Overall, the directions of the Industrial Plan fit within a growth model structured around three main levers: organic growth, efficiency improvement, and inorganic growth.

Organic growth envisaged, first and foremost, the strengthening of core activities through greater industrial focus and a gradual rationalisation of the portfolio. This process involved the prioritisation of investments and a review of activities and products, with the aim of concentrating resources on areas with higher strategic value and better development prospects. In this context, initiatives for rationalisation and selective disposal of activities not considered central to long-term objectives were also implemented.

The strengthening of core activities was also supported by an intense research and development effort and by consolidating distinctive technological competencies. Innovation was directed in particular toward digital technologies and high-tech solutions, with the objective of reinforcing the company's competitive positioning and developing products and solutions capable of addressing emerging market needs, in a logic of increasing integration across capabilities and operational domains. In this process, digitalisation has taken on a central enabling role, contributing to the progressive development of a digital continuum supporting the product portfolio and corporate processes.

In this context, the Leonardo Innovation Labs have continued to represent the driving force of the Group's innovation, achieving in recent years significant growth in terms of capabilities and application areas. The davinci-1 supercomputer constitutes the central architecture enabling such developments, enhancing advanced computing capacity and contributing decisively to accelerating Leonardo's technological and industrial transformation, as well as the development of AI algorithms as a structural component of products and solutions for customers.

Alongside organic growth, the plan placed strong emphasis on improving operational efficiency, understood as a fundamental lever to support development and improve overall performance. In this respect, the company launched a broad programme aimed at optimising production activities and industrial processes ("Capacity Boost"), accompanied by measures designed to improve order portfolio conversion through digital tools and automation solutions. In parallel, efficiency initiatives were launched at Group level, with particular focus on cost rationalisation, procurement optimisation, and improving the efficiency of central functions.

The development path also included an inorganic growth direction, through strengthening international collaborations and strategic alliances, considered essential to operate in a globally competitive context and to access new growth opportunities. In this perspective, selective partnerships and joint ventures aimed at filling specific offering gaps, together with targeted acquisitions, represented a tool to strengthen the company's capabilities, improve its positioning, and expand its offering.

The implementation of the growth strategy has allowed the Group to become financially stronger, with all rating agencies improving Leonardo's ratings and outlook.

The credit rating situation of Leonardo in 2025 has also improved compared with 2024.

Agency	Date of last change	Current situation		Previous situation	
		Credit Rating	Outlook	Credit Rating	Outlook
Moody's	May 2025	Baa3	Positive	Baa3	Stable
Standard&Poor's	April 2025	BBB	Stable	BBB-	Positive
Fitch	August 2025	BBB	stable	BBB-	Positive

The new momentum gained by the Group made it possible, over the course of 2025, to also improve the guidance, which anticipates double-digit growth versus 2024 across all KPIs. Based on the preliminary results for 2025, this translated into revenue growth of more than +30% compared to 2022, EBITA growth of more than +40% compared to 2022, and a FOCF in 2025 amounting to roughly twice the level recorded in 2022. In this context, sustainability has increasingly taken on a strategic role as a lever of industrial competitiveness, business resilience, and an enabler of strategic autonomy, as well as a tool for risk mitigation, as described in the Group's first Transition Plan, published in 2025.

Guided by the integration of sustainability into the business and by the priorities emerging from the double materiality analysis, the Group has set sustainability objectives that span several dimensions—from governance to climate and environmental commitments, from social impact to digitalisation—with specific targets and related monitoring KPIs. The Group has achieved significant progress, including the validation of its decarbonisation targets across the entire value chain by the Science Based Targets initiative (SBTi), and the strengthening of its commitment to gender equality. These results contributed to improved Leonardo scores from major ESG rating agencies (including S&P, MSCI, Sustainalytics, CDP, ISS ESG), acknowledging its leadership in the A, D&S sector.

The evolution of the geopolitical context has encouraged responsible investors to reconsider their stance toward the Defence sector, and several actors within the financial community and institutions have highlighted the importance of moving beyond an exclusion-based approach in investment policies. The objective is to support innovation in strategically important technologies and in the A, D&S sector. Sustainable finance is also taking on an increasingly central role for banks, which are called upon both to address climate-related risks and to support the transition toward a low-emission economy.

The path undertaken during the three-year period has therefore laid the foundations for a structural transformation of the Company, aimed at strengthening its competitive positioning, improving its efficiency, and developing its technological and industrial capabilities, increasingly within a multi-domain perspective. These orientations now constitute the starting point for a set of outstanding challenges that the new Board of Directors and the Executive Director will be called upon to oversee in the next mandate.

- implement multi-domain solutions with the Michelangelo program as the primary use case, and evolve towards new dual-use solutions supporting global security;
- strengthen leadership in advanced technological domains (e.g., Cyber Security and Digital Continuum) as enabling factors of the multi-domain paradigm and its future dual-use solutions;
- play an active role in the consolidation processes of the A, D & S sector, contributing to the development of the next-generation European capability;
- consolidate and expand the presence in international markets, evolving from a multi-domestic company to a global one with a "One-Leonardo" portfolio and culture;
- unlock the full potential of all business lines, maximizing the competitiveness of the product portfolio also through targeted inorganic growth initiatives;
- strengthen the R&D operating model to accelerate innovation and the transfer of technology into products and services;
- maximize delivery capacity and operational excellence to fully express production potential and

further improve profitability;

- enhance talent attraction and retention by integrating skills, cultures and leadership in an increasingly global and cross-border logic;
- respond to the growing attention of stakeholders to sustainability issues—particularly regarding integration and business impacts—ensuring an adequate level of disclosure.

3. Size

The Board of Directors, aware of Leonardo's organizational size and complexity and of the positive operating dynamics demonstrated by both the administrative and control bodies over the past three years, after reviewing— with the support of the Nomination and Governance Committee— the results of the 2025 Self-Assessment, the last of the mandate, considers, also in line with international best practices:

- appropriate the current number of twelve Directors, the maximum provided for by the current By-laws;
- adequate the existing ratio between Executive Directors (2) and Non-Executive and Independent Directors (10), taking into account the complexity of the governance structure and the nature of the activities carried out by Leonardo in the various sectors in which it operates;
- appropriate the current size and structure, which allow for a proper composition of the four internal Board Committees, each with an Independent Chair and a majority of independent members, ensuring adequate engagement and the possibility to thoroughly examine the matters discussed and the decisions to be taken.

4. Composition

4.1. Tenure and continuity in view of the renewal

As part of the self-assessment process, the Board reflected on its qualitative profile, both with reference to what was outlined in the "Guidelines of the Board of Directors of Leonardo to Shareholders 2023" and in light of the experience gained during the mandate and the company's strategic objectives. Based on the results of this exercise, the Board acknowledges that it has made significant progress over the past three years, particularly in deepening its understanding of the company and the multiple businesses in which it operates, as well as in its ability to work together as an effective team.

In light of these considerations, the Board suggests prioritizing continuity ahead of the renewal, thereby capitalizing on the progress made during the outgoing mandate and maximizing the value of the three-year induction and continuous training cycle.

Such continuity would make it possible to preserve the wealth of experience and skills accumulated, ensure an overall balance in the composition of the Body, and support effective functioning — including the proper configuration of the Committees — in view of the level of commitment required for the continuation of the Industrial Plan approved by the Board itself.

4.2. Experience, knowledge and skills

The Board outlines, in the following Skills Directory, the set of distinctive¹ experiences and competencies that

¹ "Distinctive" means knowledge, experience or competence that has been acquired (i) at an executive level, in a position that has allowed its effective and qualified acquisition for a significant period of time; (ii) through a specific training curriculum expressed by a

should be represented within the Board, each with a different level of prevalence (sufficiently broad, medium, or limited in the case of specialist expertise²). This framework takes into account the issues that will arise during the next mandate and their relative importance.

In particular, the following emerge as **skills with broad presence and spread**:

- business experience acquired in multinational corporate organisations;
- knowledge of AI and Cybertech;
- knowledge of Leonardo's main businesses, as well as of the scenarios and strategies typical of the industries in which it operates;
- planning skills and/or strategic assessment skills;
- knowledge of CSR/ESG issues;
- ability to read and interpret management data and financial statements of a complex industrial group
- knowledge of international geopolitical situations and of issues involving Governmental, Institutional and/or Public Relations.

Skills whose **presence and spread** is recommended, with a level of prevalence that may **also be medium**:

- experience in top-level roles at listed companies in sectors, and with operating weaknesses, comparable to those of Leonardo;
- risk oversight/management skills;
- experience in situations characterised by innovation and/or advanced technological content, which have gained expertise in digital information technology;
- financial expertise, skills in interpreting corporate management data and skills in evaluating exceptional operation.

Skills whose **presence and spread** is recommended, with a level of prevalence that may also be limited

- legal skills and skills in international agreements and contracts;
- HR skills and/or skills in developing/transforming complex organisations.

Furthermore, the Board recommends giving priority to candidates who, in addition to possessing strong professional expertise in the areas identified, also stand out for having gained Board experience in publicly listed companies with public ownership.

4.3. Soft skills

In view of the renewal of the Board of Directors, and building on the experience and dynamics developed over the three-year term, the importance of soft skills is emphasized, as they are considered essential to fostering

recognized cultural background; or (iii) through experience in their professional career, including those gained within Boards of Directors and Board Committees for at least two terms, which have determined their acquisition and suitable for making their possession verifiable. In general, distinctive knowledge and skills are those knowledge and skills of which one possesses a proven mastery, suitable for ensuring adequate understanding, operational application and, where necessary, the ability to transmit to others.

² Broad dissemination is defined as the presence of distinctive experience or expertise when it is possessed by half or more of the members of the Board; medium diffusion when it is possessed by a third or more of the members of the Board; and limited diffusion but adequate in view of a specialized content, the presence of distinctive experience or expertise when it is possessed by a quarter or more of the members of the Board.

constructive discussion and enhancing the effectiveness of the Board's and Committees' work. Within this context, the Board conducted a specific reflection on the indications set out in the 2023 Guidelines, confirming the relevance of soft skills also for defining the expected profile of the future Leonardo Board. In particular, priority is given to: business judgement, the ability to stand up, communication and influencing skills, results orientation, and a collaborative mindset.

4.4. Diversity

Diversity is identified as the fundamental element for fully leveraging the mix of skills, experiences, and perspectives represented within the Body. Diversity in experiences, age, seniority and, not least, gender is an essential tool to ensure an optimal qualitative profile in terms of competencies, knowledge, and experience related to the business sectors in which the Company operates, with the aim of integrating diversity and corporate strategy while valuing individual contributions in relation to the Body's tasks and responsibilities.

The Company applies the provisions of Article 123-bis, paragraph 2, letter d-bis of the TUF and adheres to the recommendations of the Corporate Governance Code regarding diversity, including gender diversity, which are aimed at defining an optimal composition of corporate bodies.

Leonardo's Board of Directors, after noting that:

- Article 147-ter, paragraph 1-ter, and Article 148, paragraph 1-bis, of the TUF requires compliance with a gender composition criterion, in which "at least 2/5" (as necessary rounding to the next higher unit) of the members of the administrative and internal control bodies is reserved for the less represented gender;
- the "at least two fifths" distribution criterion applies "*with effect from the first renewal of the administrative and internal control bodies of companies listed on regulated markets, after the date on which the law comes into force*" for "*six consecutive terms of office*";
- the next will be the third term of office in which the above criterion will apply;

points out to the Shareholders that, in compliance with these provisions, on drawing up the lists of candidate Directors to be elected, it is operating in such a way as to ensure that the number of candidates of the less represented gender is at least not less than the number (rounded upwards, where necessary, to the next whole number) corresponding to two fifths of the size they have chosen for the body.

The Board also hopes that, in identifying the candidates, in addition to gender diversity, there will be a broad diversification of experiences gained in executive roles, of professional and board-related skills, as well as a variety of backgrounds and geographical origins

5. Profiles of particular importance

During the self-assessment process, the Board of Directors of Leonardo, aware of the strategic importance of leadership roles within the Board, reflected on the ideal profile of the individuals appointed to hold such positions, taking into account the indications set out in the "Guidelines of the Board of Directors of Leonardo to Shareholders 2023" and in light of the experience gained during the mandate.

5.1. Chairperson of the Board of Directors

With respect to the ideal profile of the Chair, the Board of Directors has identified the main distinguishing characteristics required of the individual appointed to this position.

The future Chair of the Board of Directors should be distinguished by:

- ✓ *Professional and ethical standing.*
- ✓ *International and/or institutional standing and adequate knowledge of the geopolitical context in which Leonardo operates.*

- ✓ *Authority and credibility with Leonardo's shareholders and stakeholders.*
- ✓ *Guarantee of various ethics and compliance safeguards.*
- ✓ *Ability to oversee compliance with corporate governance rules to ensure constant alignment with applicable regulations and prevailing self-regulation guidelines.*
- ✓ *Ability to ensure transparent and proper management of the Board's functioning, foster integration of the different skills and experiences of Directors, ensure the relationship between the Executive Director and Non-Executive members according to their respective roles and prerogatives, as well as interaction with the control body and internal Committees.*
- ✓ *Experience in leading a Board or heading structures of dimensions and complexity comparable to Leonardo.*

Furthermore, the future Chair of Leonardo should combine strong relational skills with deep governance experience, standing out in particular for:

- ✓ *Ability to foster open, inclusive and constructive dialogue, valuing the contribution of all Directors.*
- ✓ *High preparation and rigour, paired with the ability to lead the Board with full awareness of strategic issues and timeliness.*
- ✓ *Ability to collaborate effectively with Management and leverage internal competencies to support Board work*

5.2. Chief Executive Officer

With respect to the ideal profile of the Chief Executive Officer, the Board of Directors has identified the main distinguishing characteristics required of the individual appointed to this position.

The future Chief Executive Officer should be distinguished by:

- ✓ *Authority and personal and professional standing, including at an international level.*
- ✓ *Vision and strategic thinking, with the ability to communicate them effectively.*
- ✓ *Knowledge of the sector in which Leonardo operates, or of sectors with similar characteristics.*
- ✓ *Leadership and management style oriented toward fostering team spirit and collaboration.*
- ✓ *Significant managerial experience, including entrepreneurial skills, in leadership positions within listed companies of comparable size, complexity, and international scope to Leonardo.*
- ✓ *Expertise in economic-financial matters and corporate strategy.*

In addition, the importance is highlighted that the future Chief Executive Officer should also stand out for the following capabilities and competencies:

- ✓ *Strong ability to understand the main technology trends and innovations, in order to assess their strategic impact on the business.*
- ✓ *Attitude toward strategic, open and constructive dialogue with Management and the Board.*
- ✓ *A leadership style oriented toward the development and growth of human capital.*

5.3. Lead Independent Director

In 2023, pursuant to the Corporate Governance Code and at the request of the majority of the independent Directors, the Board appointed the Lead Independent Director. As part of the self-assessment process, a reflection was also initiated on this role, with a view to identifying the ideal profile to be considered should the future Board of Directors decide to confer this position.

With respect to the ideal profile of the Lead Independent Director, the Board of Directors has identified the main distinguishing characteristics required of the individual appointed to this role.

The future Lead Independent Director should be distinguished by:

- ✓ *High seniority and personal authority to serve as a point of reference and coordination for Non-Executive and Independent Directors.*
- ✓ *Experience on the Board of Directors of large listed companies, Italian or international.*
- ✓ *Significant managerial experience in institutions of notable international profile and of size and complexity comparable to Leonardo.*

Furthermore, it is appropriate that the future Lead Independent Director should also be distinguished by:

- ✓ *A style oriented toward inclusion and constructive listening, in order to foster balanced discussion and effective functioning of meetings among Independent Directors.*
- ✓ *Ability to identify the most relevant topics on which to focus, operating in full respect of the leadership roles of the Board and its Committees.*

6. Availability of Time

Without prejudice to the guidelines on the accumulation of positions adopted by the Board of Directors (see the following section of this document), all candidates for Director must clearly demonstrate that they are able to guarantee the necessary time availability required for the performance of the role, including the activities deriving from any participation in the work of the Board Committees, where applicable.

All members of the Board should devote an adequate amount of time to the performance of the role held within the Company, while also ensuring the highest possible level of attendance. In line with governance best practices, the Rules of Procedure of the Board of Directors and of the Board Committees recommend that Directors attend at least 75% of the total number of Board meetings held during each financial year.

To facilitate the assessment by Shareholders and Director candidates regarding adequate time availability, the number of meetings held during the 2023–2025 three-year period and the average duration of such meetings in the 2025 financial year are provided below for information purposes only. It should be noted that, in addition to the time indicated, Directors must also consider the commitment required for the effective preparation for and participation in the meetings themselves:

Body	Number of Meetings			Average duration of meetings in 2025
	2023*	2024	2025	
Board of Directors	8	12	13	191 minutes
Control and Risks Committee	5	18	13	182 minutes
Remuneration Committee	5	10	8	64 minutes
Nomination and Governance Committee	6	10	10	44 minutes
Sustainability and Innovation Committee	5	13	13	118 minutes

*With regard to the meetings held by the Directors in office since 9 May 2023.

7. Accumulation of offices

The Directors of Leonardo accept and retain their position as they believe they can devote the necessary time

to diligently performing their duties, taking into account the commitment required by the role as well as the total number of positions held on the boards of other listed or large companies.

In this regard, reference is made to the Guideline on the maximum number of positions that may be held by Leonardo's Directors, approved on 16 December 2021 and subsequently adopted by the incumbent Board, issued pursuant to the Rules of Procedure of the Board of Directors and of the Board Committees, upon the proposal of the Nomination and Governance Committee and in compliance with the provisions of the Corporate Governance Code. This Guideline defines the number of positions deemed compatible with the effective performance of the role of Director of the Company, and thus functional to ensuring an adequate commitment to the responsibilities associated with the position, without prejudice to any different and duly reasoned assessment by the Board

8. Compliance of lists with the Guidelines

In accordance with Article 4, Recommendation 23, of the Corporate Governance Code, the Board of Directors requires those who submit a list that contains more than half of the members to be elected:

- To provide adequate information, in the documentation submitted for the filing of the list, about the list's compliance with these Guidelines, including with reference to the diversity criteria set forth herein; and
- To state their candidate for the office of Chair of the Board of Directors.

9. Letter confirming the position

All candidates for the position of Board Director shall prepare, at the time of submitting their application, their curriculum vitae, providing an overview of their professional background as well as the distinctive knowledge and experience they have acquired; in more detail:

- training (including both formal education and any training programs attended);
- professional expertise gained through work and professional experiences, indicating previously held positions and specifying the relevant operational sectors, particularly with reference to managerial roles (detailing the duration and size of the company), as well as academic, consulting and/or institutional activities, and any appointments on Boards of Directors, Board Committees and/or Boards of Statutory Auditors.

The Board recommends requesting each candidate for Director, at the time of their nomination and in the letter accepting the appointment, to declare which of the knowledge, experience and/or competencies included in the Skills Directory, as set out in these Guidelines to Shareholders, they possess at a distinctive level (see Sections 4 and 5 of this document).

Furthermore, each candidate for Director is invited to sign the specific declaration confirming the absence of conflicts of interest between the Director and the Company, undertaking to promptly report any situation that may give rise—even potentially—to conflicts of interest in the performance of their duties.