



Ordinary Shareholders' Meeting 23 and 31 May 2022

(I and II call)

Explanatory reports pursuant to Article 125-ter of Legislative Decree No. 58/98

Agenda

1. Financial Statements of Vitrociset S.p.a. as at 31 December 2021 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.
2. Financial Statements of Leonardo S.p.a. as at 31 December 2021 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2021.
3. 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.
4. 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.

Disclaimer

These Explanatory Reports have been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the Explanatory Reports and the English version, the Italian version shall prevail, as the Italian version constitutes the official document.

Explanatory Report of the Board of Directors on item 1 on the agenda

Financial Statements of Vitrociset S.p.a. as at 31 December 2021 and related Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.

Dear Shareholders,

We remind you that, with effect from 1 January 2022, the merger by incorporation of the subsidiary Vitrociset S.p.a. into Leonardo S.p.a. became effective, in execution of the resolution passed by the Board of Directors on 30 September 2021 and the consequent deed of merger signed on 13 December 2021.

You are therefore invited to decide on the proposal to approve the 2021 financial statements of the merged company which posted a loss of Euro 7,289,990.

In light of the foregoing, we submit the following proposed resolution for your approval:

“The Ordinary Shareholders’ Meeting of Leonardo - Società per azioni:

- *considering the Report of the Board of Directors;*
- *considering the Report of the Board of Statutory Auditors;*
- *having examined the financial statements as at 31 December 2021;*
- *having acknowledged the report of EY S.p.A.*

resolves

to approve the Directors’ Report on operations and the financial statements of Vitrociset S.p.a. as at 31 December 2021”.

The financial statements documents are made available to the public at the Company's registered office in Rome, Piazza Monte Grappa No. 4, at Borsa Italiana S.p.A., on the Company's website www.leonardo.com (section "2022 Shareholders' Meeting") and on the website of the authorized storage mechanism “eMarket Storage” (www.emarketstorage.com) in accordance with the law.

Explanatory Report of the Board of Directors on item 2 on the agenda

Financial Statements of Leonardo S.p.a. as at 31 December 2021 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2021.

Dear Shareholders,

The 2021 financial statements, which we submit for your approval, close with a net profit of Euro 177,237,632.93.

In light of the foregoing, we submit the following proposed resolution for your approval:

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

- *considering the Report of the Board of Directors;*
- *considering the Report of the Board of Statutory Auditors;*
- *having examined the financial statements as at 31 December 2021;*
- *having acknowledged the report of EY S.p.A.*

resolves

- *to approve the Directors' Report on operations and the financial statements as at 31 December 2021;*
- *to approve the proposal posed by the Board of Directors of allocating the profit Euro 177,237,632.93 for the 2021 financial year as follows:*
 - *as to Euro 8,861,881.65, equal to 5% of the profit, to legal reserve;*
 - *as to Euro 0.14, on account of dividend, by paying it, including any withholding prescribed by law, as from 22 June 2022, with "detachment date" of coupon no. 12 falling on 20 June 2022 and "record date" (i.e., date on which the dividend is payable, pursuant to Art.83-terdecies of Legislative Decree no. 58 of 24 February 1998 and Art. 2.6.6, paragraph 2, of the Regulations for the Markets organised and managed by Borsa Italiana S.p.A.) falling on 21 June 2022; the above provisions refer to each ordinary share that will be outstanding at the detachment date of the coupon, excluding treasury shares in portfolio at that date, without prejudice to the regime of those that will be actually awarded, under the current incentive plans, during the current financial year;*
 - *with regard to the remaining amount, to retained earnings."*

The financial statements documents are made available to the public at the Company's registered office in Rome, Piazza Monte Grappa no. 4, at Borsa Italiana S.p.A., on the Company's website www.leonardo.com (section "2022 Shareholders' Meeting") and on the website of the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) in accordance with the law.

Explanatory report of the Board of Directors on item 3 on the agenda

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.

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 the policy regarding remuneration 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 2022 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 2022 policy is submitted to your attention.

The Report on the policy regarding remuneration and fees paid, which includes the first section, is made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website www.leonardo.com (Section "2022 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 third 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 the policy regarding remuneration and fees paid", approved by the Board of Directors on 7 April 2022 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 the policy regarding remuneration and fees paid” of Leonardo S.p.a.”

Explanatory report of the Board of Directors on item 4 on the agenda

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.

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 the policy regarding remuneration 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 the remuneration of the Members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager and of the other Executives with Strategic Responsibilities;
- b) analytically illustrates the fees paid to the subjects listed above in 2021 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 the policy regarding remuneration and fees paid, which includes the second section, is made available to the public at the registered office, at Borsa Italiana S.p.A, on the Company's website www.leonardo.com (Section "2022 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 fourth 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 the policy regarding remuneration and fees paid" approved by the Board of Directors on 7 April 2022 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 the policy regarding remuneration and fees paid” of Leonardo S.p.a.”

On behalf of the Board of Directors
The Chairman
(Luciano Carta)