

FAQ - 2023 Shareholders' Meeting

Piazza Monte Grappa No. 4 – 00195 Rome

8 – 9 May 2023



Electronics



Helicopters



Aircraft



Cyber &
Security



Space



Unmanned
Systems



Aerostructures

General Information

The Shareholders' Meeting is called in Ordinary session on 8 and 9 May 2023, on first and second call respectively, at 10:30 a.m. in Rome at the registered office of Leonardo, Piazza Monte Grappa, No. 4 – 00195.

In line with the provisions of Art. 106 of Decree Law n. 18 of 17 March 2020 converted, with amendments, into Law No. 27 of 24 April 2020 (the effectiveness of which was last extended by Law Decree No. 198 of 29 December 2022 converted, with amendments, into Law No. 14 of 24 February 2023), 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 proceedings of the Shareholders' Meeting, the support to the Shareholders' participation and the exercise of any related rights, it is possible to consult the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting") and/or contact the Group Corporate Affairs organizational unit to the email address: ufficiotitoli@leonardo.com.

Please note that on the Company's website (www.leonardo.com, "2023 Shareholders' Meeting" Section) is available the link "Shareholders' rights" that allows quick access to all the information related to the equity and administrative rights connected with the shares held, including the rights that can be exercised during the Shareholders' Meeting.

This link 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

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

1. *Financial Statements of Leonardo S.p.a. as at 31 December 2022 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 2022.*
2. *Determination of the number of members of the Board of Directors.*
3. *Determination of the term of office of the Board of Directors.*
4. *Appointment of the members of the Board of Directors.*
5. *Appointment of the Chairman of the Board of Directors.*
6. *Determination of the remuneration of the Board of Directors.*
7. *Report on the policy regarding remuneration and fees paid: binding resolution on the first section pursuant to Art.123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.*
8. *Report on the policy regarding remuneration and fees paid: non-binding 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 on first and second call, resolves with the favourable votes of the absolute majority of the capital present at the Meeting.



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

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The Notice of Call, in its full version, has been made available to the public at the date of 29 March 2023 on the Company's website at the address www.leonardo.com (Section "2023 Shareholders' Meeting"), at the Company's registered office, as well as on Borsa Italiana S.p.A. and on the website of the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Pursuant to the applicable law, an extract of the Notice of Call has been published at the date of 30 March 2023 on the newspapers "Il Sole 24 Ore" and "la Repubblica".

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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 authorized storage mechanism "eMarket Storage" (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.leonardo.com, Section "2023 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.leonardo.com (Section "2023 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 authorized storage mechanism "eMarket Storage" (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.leonardo.com (Section "2023 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?

In line with the provisions of art. 106 of the Law Decree of 17 March 2020 n. 18, converted into Law No. 27/2020 (the effectiveness of which was last extended by Law Decree No. 198 of 29 December 2022 converted, with amendments, into Law No. 14 of 24 February 2023), 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 authorized 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. 26 April 2023), 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 3 May 2023). Nevertheless, Shareholders will be entitled to attend and vote even if said notice 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.

With regard to the participation of Shareholders in the Shareholders' Meeting and to their exercise of voting rights exclusively through the Designated Representative, it should be pointed out that, in certain cases, Shareholders' rights related to the exercise of voting rights are guaranteed for enhanced effectiveness. The mechanism of submission of individual resolution proposals, as set out below, makes proposals discernible and votable by all Shareholders that could otherwise be only submitted and voted on at the Meeting, with difficulty for all Shareholders to provide voting instructions in a timely manner.

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 (26 April 2023, "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.

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 No. 18 converted into Law no. 27/2020 (the effectiveness of which was last extended by Law Decree No. 198 of 29 December 2022 converted, with amendments, into Law No. 14 of 24 February 2023), 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?

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

Pursuant to Art. 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 11 April 2023, request additions to the items on the agenda or submit additional resolution proposals on those already on the agenda, stating the additional issues and/or 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.leonardo.com, together with the suitable documentation issued by an authorized intermediary which certifies the ownership of the above-mentioned shareholding on the date of the request itself.

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 on 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 by 23 April 2023). 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.

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, and therefore to submit individual resolution proposals on the items on agenda or any other proposed resolution that is otherwise allowed *ex lege*, albeit according to such methods and terms as are consistent with the provisions of the aforementioned Law Decree and to allow that the proposals referred to in this paragraph are known by the generality of those entitled to attend the Shareholders' Meeting and exercise the voting rights in 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 18 April 2023, 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 ownership of the shares as at 26 April 2023 ("Record Date").

The proposals must be submitted in writing by eligible Shareholders by fax to the number +3901010013250 or to the certified email address assemblea@pec.leonardo.com, showing the express reference to: "Leonardo's 2023 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 details in the case of an entity or company).

The proposals submitted within the terms and in the manner described above shall be made available to the public, by the Company, by 24 April 2023 on the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting"), in order to allow those entitled to vote to express themselves consciously, while also taking into account these new proposals and, therefore, allowing the Designated Representative to also collect any possible voting instructions thereon; to this end it is recommended that those wishing to exercise the right to submit the proposals referred to in this paragraph, 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

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 No. 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 4 May 2023, in the event that the Shareholders' Meeting is held on first call and no later than 5 May 2023 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.leonardo.com, Section "2023 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@pecserviziottitoli.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.

[DOWNLOAD THE PROXY FORM TO THE DESIGNATED REPRESENTATIVE EX ART.135-UNDECIES](#)

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@pecserviziottitoli.it or by fax to No. +390645417450 preferably by 6:00 p.m. on the day before the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on 7 May 2023 if the Shareholders' Meeting is held on first call and by 6:00 p.m. on 8 May 2023 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.leonardo.com, Section "2023 Shareholders' Meeting") in the manner indicated therein.

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The proxies and the voting instructions can be revoked in the same way and within the same terms 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. 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: ufficiorm@computershare.it.



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@pecserviziolitoli.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@pecserviziolitoli.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@pecserviziolitoli.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.leonardo.com, Section “2023 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.



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.

The questions must be received by the Company no later than the seventh trading day before the date of the Shareholders' Meeting in first call (and therefore by 26 April 2023), pursuant to Art. 127-ter of Legislative Decree No. 58/98, together with the applicant's personal data (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company) and the certification attesting the ownership of the shares as at 26 April 2023 ("record date"). Ownership may also be certified at a later time, provided it is done so by the third day following the "record date" (i.e. by 2 May 2023).

Questions must be sent by fax to the No. +3901010013250 or to the certified email address assemblea@pec.leonardo.com.

In order to allow those entitled to vote to cast their vote through the Designated Representative, while also taking into account the feedback the Company has provided to these questions, the answers will be provided by the Company at least three days before the Shareholders' Meeting takes actually place through publication on the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting").

The Company will not take into consideration any questions that are not strictly related to the items on Shareholders' Meeting agenda, nor those which have already been answered as "FAQ 2023 Shareholders' Meeting" format in the Section "2023 Shareholders' Meeting" of the Company's website (www.leonardo.com).



Can I ask information on the first item on the agenda concerning the Financial Statements as at 31 December 2022 of Leonardo S.p.a?

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The Board of Directors has decided to submit to the Shareholders' Meeting for approval the Financial Statements of Leonardo S.p.a. for the Year 2022, that closes with a net profit of Euro 1,700,507,630.03.

In light of this, the Board of Directors has resolved to propose to the Shareholders' Meeting, convened to approve the Board of Directors' Report on operations and Financial Statement as at 31 December 2022, to allocate the 2022 net profit of Euro 1,700,507,630.03 as follows:

- as to Euro 85,025,381.50, 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 24 May 2023, with "detachment date" of coupon no. 13 falling on 22 May 2023 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 organized and managed by Borsa Italiana S.p.A.) falling on 23 May 2023; 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.

What should I do to receive the dividend?

To receive the dividend of € 0.14 per share, gross of any legal reimbursements, it is sufficient to hold the Company's shares on the record date dividend, i.e. on the date on which the payment is authorized pursuant to article 83-terdecies of the Legislative Decree No. 58/98 and article 2.6.6, paragraph 2, of the Regulations of the markets organized and managed by Borsa Italiana S.p.A.

If approved, the dividend will be paid starting from 24 May 2023, with the ex-dividend date of coupon n. 13 falling on 22 May 2023 and record date dividend coinciding with 23 May 2023; the foregoing is with reference to each ordinary share held and outstanding at the ex-dividend date, excluding own shares held in portfolio at that date, without prejudice to the regime of those actually assigned in the current financial year based on the incentive plans in force. The amount of the dividend will be automatically paid into the bank/post account through the intermediary where the shares are deposited.

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What is the mechanism for the appointment of the members of the Board of Directors?

With reference to the method for the appointment of Directors elected through the voting list discipline, please refer to Article 18.3 of the Articles of Association, which, in brief, provides the following:

- each person entitled to vote in the Shareholders' Meeting may vote for only one list; two-thirds of the Directors to be appointed (rounded down to the lower whole number where necessary, in case of a fractional number) shall be taken from the list that obtained the majority of votes cast by the Shareholders, in the order in which they are listed; the remaining Directors shall be taken from the other lists in the manner prescribed by Article 18.3 b);
- if the Majority List does not have a suitable number of candidates in order to achieve the number of directors to be elected pursuant to Article 18.3 letter a): i) all candidates shall be drawn from the same Majority List in the progressive order in which they are listed, ii) the other Directors shall be drawn from the Minority Lists, pursuant to letter b) above for a number of candidates equal to one third, according to the number of places reserved to such Lists, iii) the remaining Directors shall be drawn, for the places not covered by the Majority List, from the Minority List that has obtained the highest number of votes among the Minority Lists (the “first Minority List”) in relation to the capacity of such List; should the capacity of such List be insufficient, the remaining Director shall be drawn, with the same modalities, from the following List and so forth, according to the number of votes and to the capacity of such Lists. Lastly, if the overall number of candidates listed in the submitted Lists, both Majority and Minority, is lower than the number of Directors to be elected, the remaining Directors shall be appointed by a Shareholders' Meeting resolution pursuant to art. 18.4;
- if, following the above procedure, at least two independent Directors as required by the Articles of Association are not elected, the proportion of votes for each candidate will be calculated according to the method described in Article 18.3 b); consequently, the candidates elected will be those who have not yet been taken from the lists as provided by Article 18.3 subparagraphs a) and b) who satisfy the independence requirements and have obtained the highest proportions of votes, in the number needed to ensure compliance with the Articles of Association, replacing the non-independent Directors who have received the lowest proportion of votes. If the number of candidates does not make possible to comply with the requirement for at least two independent Directors, the Shareholders' Meeting will pass resolution, with the majorities provided by law, to replace the candidates who do not meet the independence requirements and have received the lowest number of votes;
- if application of the procedure referred to in subparagraphs a) and b) of the Article 18.3 does not allow the presence of at least two-fifth of members of the less represented gender, the number of votes to allocate to each candidate taken from the lists shall be calculated by dividing the number of votes obtained from each list by the list order number of each of these candidates; the candidate of the gender most represented with the lowest number of votes of the candidates taken from all the lists shall be replaced, without prejudice to the minimum number of independent Directors, by the candidate of the less represented gender who is listed (with the next highest list number) in the same list of the replaced candidate, or, failing this, by a person appointed with the majorities provided by law. If candidates from different lists have obtained the same number of votes, the candidate of the list from which the highest number of Directors was taken will be replaced or, in the alternative, the candidate from the list that received the lowest number of votes or, in the event of a tie, the candidate who obtained less votes from the Shareholders' Meeting in a specific vote.

For the appointment of Directors who for any reason are not elected using the above procedure, as provided by Article 18.4 of the Articles of Association, the Shareholders' Meeting will pass resolution based on the majorities provided by law, in any case ensuring compliance with the above criteria.

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Who can submit a list for the appointment of the members of the Board of Directors?

In accordance with Article 18.3 of the Articles of Association, each Shareholder may submit, or take part in the submission of, only one list of candidates and each candidate may only appear in one list, failing which shall be deemed ineligible, according to the method of the list vote.

The right to submit lists is held exclusively by those Shareholders who, alone or together with other Shareholders, represent at least 1% of the shares having voting rights in the Ordinary Shareholders' Meeting.

The minimum shareholding required to submit lists of candidates is determined by taking into account the shares which are registered in name of any shareholder on the day on which the lists are filed with the Company. In accordance with Article 18.3 of the Articles of Association, the expiring Board of Directors can submit a list of candidates. In this regard, the expiring Board of Directors has decided not to submit its own list of candidates.

Can I know the procedure for presentation of lists of candidates?

The lists of candidates, signed by the Shareholders who submit them, must be sent by certified email to assemblea@pec.leonardo.com, by 13 April 2023. The lists must be accompanied by the documentation indicated in the notice of call of the Shareholders' Meeting; in particular, the Shareholders must transmit, as indicated above, the certification proving ownership of the number of shares represented, even after the presentation of the list, provided within the deadline for the publication of the lists by the Company (and therefore by 17 April 2023).

Members wishing to submit a list of candidates are invited to contact the Group Corporate Affairs unit in advance at the certified e-mail address assemblea@pec.leonardo.com or send a FAX at +3901010013250 in order to define every necessary operational detail.

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When will the submitted lists of candidates be published?

The lists of candidates regularly presented are made available to the public at the registered office, Borsa Italiana, as well as on the Company's website (www.leonardo.com, section "2023 Shareholders' Meeting") within twenty-one days prior to the date of the 'Shareholders' meeting on first call (and therefore by 17 April 2023).

How can I know the "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"?

With reference to the appointment of the new Board of Directors, taking into account the opinion of the Nomination and Governance Committee and the results of the Board self assessment, the Leonardo's Board of Directors – in accordance with the recommendations of the Corporate Governance Code – has issued its advice to the Shareholders about the composition of the new Board of Directors.

The "*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*" was published on the Company website.

[DOWNLOAD THE EXPLANATORY REPORT](#)

[DOWNLOAD THE BoD GUIDELINES](#)



How will the number and the term of office of the new Board of Directors be determined?

In order to proceed with the appointment of the new Board of Directors, it is necessary to preliminarily determine the number of its members.

Number of members of the Board of Directors:

In accordance with the provisions of Article 18.1 of the Articles of Association, the Board of Directors must consist of a number of members no less than eight and no more than twelve, it being the duty of the Shareholders' Meeting to determine the number within these limits.

The expiring Board of Directors refrained from making specific proposals. The Board of Directors invited Shareholders to make proposals to determine the number of members of the Board of Directors to be appointed, in the manner and within the terms indicated in the notice of meeting, as well as to read the document "*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*" prepared by the Board of Directors.

Term of office of the Board of Directors:

Article 18.2 of the Articles of Association provides that the Board of Directors shall be appointed for a period not exceeding three financial years and that the Directors may be re-elected pursuant to Article 2383 of the Italian Civil Code.

The expiring Board of Directors refrained from making specific proposals. The Board of Directors invited Shareholders to make proposals to determine the term of office of the Board of Directors, in the manner and within the terms indicated in the notice of meeting, as well as to read the document "*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*" prepared by the Board of Directors.

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How will the Chairman of the Board of Directors be appointed?

The Shareholders' Meeting is vested with the power to appoint the Chairman of the Board of Directors; in fact, Article 19.1 of the Articles of Association provides that the Board of Directors elects among its members the Chairman only if the Shareholders' Meeting has not resolved upon this matter.

The expiring Board of Directors refrained from making specific proposals. The Board invited the Shareholders to make proposals for the appointment of the Chairman of the Board of Directors, in the manner and within the terms indicated in the notice of meeting, as well as to read the document "*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*" prepared by the Board of Directors.

How will the emoluments of the Board of Directors be determined?

Article 27.1 of the Articles of Association requires that the members of the Board of Directors are due, in addition to the refund of expenses incurred in connection with their office, emoluments to be determined by the Ordinary Shareholders' Meeting and that the relevant resolution remains valid for subsequent financial years until otherwise determined by the Shareholders' Meeting.

In this regard it should be noted that the Ordinary Shareholders' Meeting held on 20 May 2020 determined the emoluments for the Board of Directors, now expiring, as follows: € 90,000.00 gross per annum for the Chairman and € 80,000.00 gross per annum for each of the other Directors.

The Board of Directors refrained from making specific proposals. Shareholders are invited to make proposal to determine the remuneration due to the Chairman and the other members of the Board of Directors in the manner and within the time limits indicated in the notice of call.

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

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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 2023 regarding the remuneration of the governing 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 seventh 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 eighth 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 governing and control bodies, the General Managers and other Executives with strategic responsibilities; b) analytically illustrates the fees paid to the subjects listed above in 2022 for any title and in any form by the Company and by its subsidiaries or associates. With the proposed resolution on the eighth 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 S.p.A., on the Company's website at www.leonardo.com (Section “2023 Shareholders’ Meeting”) and on the website of the authorized storage mechanism “eMarket Storage” (www.emarketstorage.com).

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[DOWNLOAD THE REMUNERATION REPORT](#)

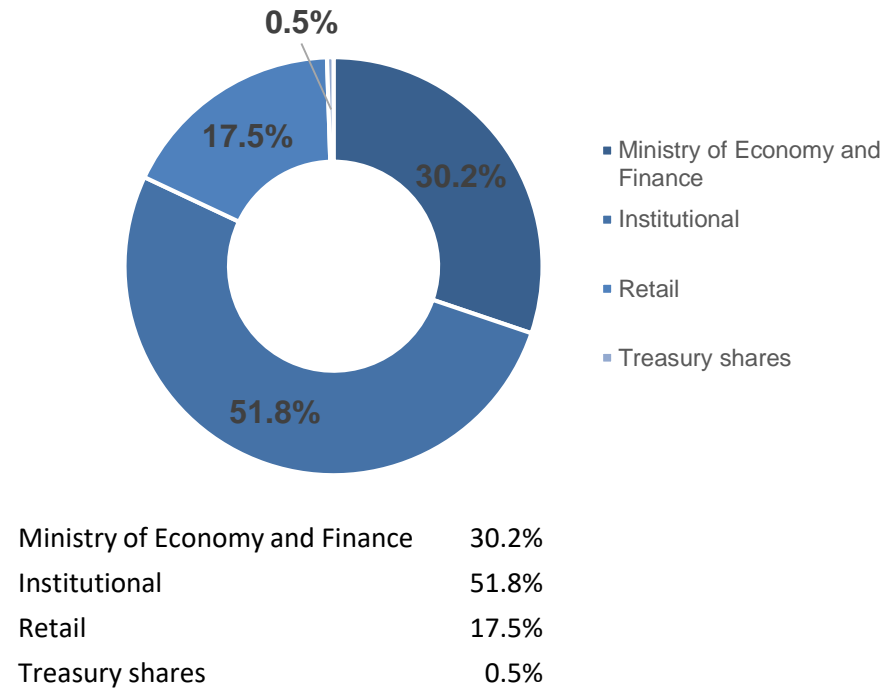


Leonardo's share capital

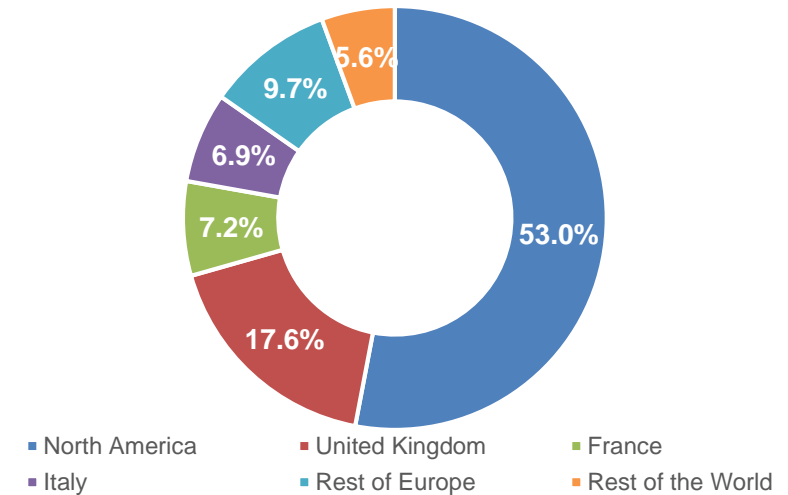
As of the date of the Notice of Call (29 March 2023), the share capital of Leonardo is equal to Euro 2,543,861,738.00, represented by 578,150,395 shares, all ordinary shares with a par value of € 4.40 each.

Who are Leonardo's Shareholders?

SHAREHOLDER COMPOSITION^(*)



INSTITUTIONAL SHAREHOLDERS BY GEOGRAPHICAL AREA^()**



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

(**) Percentage of diffusion by geographical area of institutional shareholders (equal to 51.8% of the share capital)

CONTACTS

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THANK YOU
FOR YOUR ATTENTION

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