



LEONARDO - Società per azioni

Registered office in Rome, Piazza Monte Grappa 4

leonardo@pec.leonardo.com

Fully paid up registered capital euro 2,543,861,738.00

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

ORDINARY MEETING

9 May 2023

SUMMARY OF THE VOTING

(art. 125-quater, paragraph 2, Legislative Decree No. 58/98)

1. Financial Statements 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.

Resolutions: the Shareholders' Meeting approved the Directors' Report on operations and the financial statements of Leonardo S.p.a. at 31 December 2022 and resolved to allocate the 2022 profit of Euro 1,700,507,630.03 as follows:

- As to Euro 85,025,381.50 equal to 5% of the net 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.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	361,995,415	62.612673%	99.101319%
Votes against	1,389,651	0.240362%	0.380436%
Abstentions	1,893,033	0.327428%	0.518245%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

2. Determination of the number of members of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal, submitted by the Shareholder Ministry of Economy and Finance to set the number of the Directors at twelve.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	364,756,270	63.090205%	99.857142%
Votes against	454,242	0.078568%	0.124355%
Abstentions	67,587	0.011690%	0.018503%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

3. Determination of the term of office of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to set the term of the office of the Board of Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve the Financial Statements at 31 December 2025.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	363,440,569	62.862634%	99.496950%
Votes against	1,769,943	0.306139%	0.484547%
Abstentions	67,587	0.011690%	0.018503%
Shares in relation to which the vote has not been cast	0	0,000000%	0,000000%

Vote for individual proposal of resolution pursuant to Article 126-bis, paragraph 1, penultimate sentence, Legislative Decree 58/98

Resolutions: The Shareholders' Meeting approved the proposal submitted by Shareholder Ministry of the Economy and Finance to vote the list of candidates submitted by MEF ("List No.1"), according to the following sequential order of candidates: 1. Stefano Pontecorvo; 2. Roberto Cingolani; 3. Trifone Altieri; 4. Francesco Macri; 5. Marcello Sala; 6. Enrica Giorgetti; 7. Cristina Manara; 8. Elena Vasco.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	351,711,878	60.833977%	100.000000%
Shares in relation to which the vote has been cast	351,711,878	60.833977%	100.000000%
Votes in favour	211,320,283	36.551092%	60.083351%
Votes against	4,068,710	0.703746%	1.156830%
Abstentions	133,992,368	23.176040%	38.097198%
Shares in relation to which the vote has not been cast	2,330,517	0.403099%	0.662621%

Pursuant to paragraph 3 of Article 135-undecies of the Legislative Decree No. 58/98, among the "Shares represented in the shareholders' meeting" are not counted - for the purpose of calculating the majority and the share of capital required for the approval of the resolution - 13,566,221 shares (equal to 2.346487 % of the corporate capital) in relation to which no voting instructions have been conferred on the specific proposal submitted for approval.

4. Appointment of the members of the Board of Directors.

Resolutions: The Shareholders' Meeting resolved to appoint the new Board of Directors of the Company for the three-year period 2023-2025. The new Board of Directors is composed as follows: Stefano Pontecorvo; Roberto Cingolani; Trifone Altieri; Francesco Macri; Marcello Sala; Enrica Giorgetti; Cristina Manara; Elena Vasco; Steven Wood; Giancarlo Ghislanzoni; Silvia Stefini; Dominique Levy.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,277,599	63.180377%	100.000000%
Shares in relation to which the vote has been cast	365,277,599	63.180377%	100.000000%
Votes in favour of List no. 1 (*)	175,682,360	30.386965%	48.095575%
Votes in favour of List no. 2 (**)	153,575,012	26.563160%	42.043370%
Votes in favour of List no. 3 (***)	35,593,939	6.156519%	9.744353%
Votes against	230,587	0.039884%	0.063127%
Abstentions	108,021	0.018684%	0.029572%
Shares in relation to which the vote has not been cast	87,680	0.015165%	0.024003%

Pursuant to paragraph 3 of Article 135-undecies of the Legislative Decree No. 58/98, among the "Shares represented in the shareholders' meeting" are not counted - for the purpose of calculating the majority and the share of capital required for the approval of the resolution - 500 shares (equal to 0.000086% of the corporate capital) in relation to which no voting instructions have been conferred on the specific proposal submitted for approval.

(*) List submitted by the Ministry of Economy and Finance

(**) List submitted by Greenwood Investors LLC, on behalf Greenwood Builders Fund II LP, Sagem Head Master Lp; Sagem Head Lp e Banor Sicav – Mistral Long Short Equity.

(***) List submitted by a Group of Investment Management Companies and Institutional Investors.

5. Appointment of the Chairman of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to appoint Stefano Pontecorvo as Chairman of the Board of Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	362,509,048	62.701514%	99.241933%
Votes against	1,595,457	0.275959%	0.436779%
Abstentions	1,173,590	0.202989%	0.321287%
Shares in relation to which the vote has not been cast	4	0.000001%	0.000001%

6. Determination of the remuneration of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to set the remuneration of the Directors as follows: € 90,000 before-tax per year to the Chairman and € 80,000 before-tax per year to each of the other Directors, as well as reimbursement of any expenses incurred by Directors in the performance of their duties.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	364,306,700	63.012445%	99.734066%
Votes against	895,312	0.154858%	0.245104%
Abstentions	76,087	0.013160%	0.020830%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

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 Determination of the remuneration of the Board of Directors.

Resolutions: The Shareholders' Meeting approved, with binding resolution, the first section of the "Report on the policy regarding remuneration and fees paid.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	358,680,823	62.039363%	98.193903%
Votes against	5,965,528	1.031830%	1.633147%
Abstentions	631,748	0.109270%	0.172950%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

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.

Resolutions: The Shareholders' Meeting approved, with non-binding resolution, the second section of the "Report on the policy regarding remuneration and fees paid.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,278,099	63.180463%	100.000000%
Shares in relation to which the vote has been cast	365,278,099	63.180463%	100.000000%
Votes in favour	361,087,338	62.455607%	98.852721%
Votes against	3,969,588	0.686601%	1.086730%
Abstentions	221,173	0.038255%	0.060549%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%