

This text is a summary of the Shareholders' resolutions reported in the document named "Verbale Assemblea" available on the web site Italian version, section "Assemblea Azionisti 2024". For any conflict or discrepancy between this summary and the "Verbale Assemblea", the last shall prevail.



**LEONARDO – Società per azioni**

Registered office in Rome, Piazza Monte Grappa No. 4

[leonardo@pec.leonardo.com](mailto:leonardo@pec.leonardo.com)

Share Capital euro 2,543,861,738.00 fully paid-up

Tax Code & Company Register of Rome No. 00401990585

VAT No. 00881841001

**EXTRAORDINARY SHAREHOLDERS' MEETING**

**(in third call)**

**AND**

**ORDINARY SHAREHOLDERS' MEETING**

**(in second call)**

**24 May 2024**

**SUMMARY OF THE RESOLUTIONS**

The Shareholders of Leonardo – Società per azioni, convened on 24 May 2024 for an Extraordinary Meeting (in third call) at the registered office of the Company in Rome, Piazza Monte Grappa No. 4, adopted the following resolutions:

1. Amendments to the Articles of Association of Leonardo S.p.a.
  - a) Approval of the proposal of the Board of Directors to amend the Article 2.2 regarding the manner of establishing offices of the Company.
  - b) Approval of the proposal of the Board of Directors to amend the Article 5.1 regarding the elimination of the express nominal value of ordinary shares.
  - c) Approval of the proposal of the Board of Directors to amend the Articles 5.1ter,

16.7 and 22.4 regarding compliance with the Golden Power legislation.

- d) Approval of the proposal of the Board of Directors to amend the Articles 15.2 and 17.3 regarding the appointment of the Secretary of the Shareholders' Meeting and the signing of the minutes of meetings.
- e) Approval of the proposal of the Board of Directors to amend the Articles 16.1, 16.2, 16.3, 18.3, and 28.3 regarding the power to hold the Shareholders' Meeting on single call.
- f) Approval of the proposal of the Board of Directors to amend the Article 17.1 regarding the manner of voting at the Shareholders' Meeting for election to corporate offices.
- g) Approval of the proposal of the Board of Directors to amend the Article 18.4 regarding the criteria to be applied for the replacement of directors who have ceased to hold office.
- h) Approval of the proposal of the Board of Directors to amend the Articles 28.1 and 28.3 regarding the appointment of the Board of Statutory Auditors. Approval of the proposed introduction of Article 34 regarding the effective date of the mechanism for the appointment of the Chairman of the Board of Statutory Auditors.
- i) Approval of the proposal of the Board of Directors to amend the Articles 20.3 and 28.4 regarding the conduct of Board of Directors' and Board of Statutory Auditors' meetings.
- j) Approval of the proposal of the Board of Directors to amend the Article 24.2 regarding the reformulation of the duties of directors.
- k) Approval of the proposal of the Board of Directors to amend the Articles 8.2, 8.3, 18.2, 22.3, 25.1 and 25.2 merely functional to an improvement in the form of the current literal wording of the Articles of Association.

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The Shareholders of Leonardo – Società per azioni, convened on 24 May 2024 for an Ordinary Meeting (in second call) at the registered office of the Company in Rome, Piazza Monte Grappa No. 4, have adopted the following resolutions:

1. Approval of the Directors' Report and Financial Statements as at 31 December 2023 which closed with a net profit of Euro 783,697,113.66.
2. Approval of the proposal submitted by the Board of Directors of allocating the 2023 net profit of Euro 783,697,113.66 as follows:
  - as to Euro 39,184,855.68, equal to 5% of the profit, to legal reserve;
  - as to Euro 0.28, on account of dividend, by paying it, including any withholding prescribed by law, as from 26 June 2024, with "detachment date" of coupon no. 14 falling on 24 June 2024 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 25 June 2024; 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.
3. Appointment of the Board of Statutory Auditors for the three-year period 2024-2026 as follows:

Regular Statutory Auditors

- Marco FAZZINI<sup>1</sup>

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<sup>1</sup> Selected from List. No.1 submitted by the Ministry of Economy and Finance holding approximately 30.204% of the share capital of Leonardo S.p.a.

- Paola SIMONELLI<sup>1</sup>
- Alessandro ZAVAGLIA<sup>1</sup>
- Luca ROSSI<sup>2</sup>
- Giulia PUSTERLA<sup>2</sup>

Alternate Statutory Auditors

- Fabrizio PEZZANI<sup>1</sup>
- Monica SCIPIONE<sup>1</sup>
- Giuseppe CERATI<sup>2</sup>
- Serenella ROSSANO<sup>2</sup>

4. Appointment of Luca ROSSI as Chairman of the Board of Statutory Auditors.
5. Approval of the proposal submitted by Shareholder Ministry of Economy and Finance about the fees of the Members of Board of Statutory Auditors, unchanged from those of the previous term: 80,000 gross Euros per year for the Chairman of the Board of Statutory Auditors and 70,000 gross Euros per year for each Regular Statutory Auditor.
6. Approval of the Long-Term Incentive Plan, based on financial instruments, for the management of the Leonardo Group, in accordance with terms and conditions

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<sup>2</sup> Selected from List No. 2 submitted by a group of asset management companies and institutional investors holding approximately 1.02% of the share capital of Leonardo S.p.a.: Arca Fondi Sgr S.P.A. gestore del fondo: Fondo Arca Azioni Italia; BNP Paribas Asset Management; Eurizon Capital S.A. gestore del fondo Eurizon Fund comparti: Equity Europe ESG LTE , Italian Equity Opportunities, Equity Small Mid Cap Europe, Equity Italy Smart Volatility, Equity Euro LTE, Equity Europe LTE, di Eurizon AM SICAV comparto Global Equity; Eurizon Capital SGR S.p.A gestore dei fondi: Eurizon Step 70 Pir Italia Giugno 2027, Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Azionario Internazionale Etico, Eurizon Progetto Italia 70, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland gestore del fondo Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A. gestore dei fondi: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy; Greenwood Builders Fund II, LP; Generali Asset Management S.p.A. Società di Gestione del Risparmio, in qualità di gestore delegato in nome e per conto di: Generali Smart Funds PIR Valore Italia, Generali Smart Fund PIR Evoluzione Italia; Kairos Partners Sgr S.p.A. in qualità di Management Company di Kairos International Sicav – Comparti Italia e Made in Italy; Legal & General Assurance (Pensions Management) Limited; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.P.A. gestore del fondo Mediolanum Flessibile Futuro Italia.

- set forth in the Information Document drawn up by the Company pursuant to Art. 84-bis of the Consob Regulation No. 11971/99 ("Issuers Regulations"), granting the Board of Directors all the powers necessary for the implementation of the Plan including the power of sub-delegation to the Chief Executive Officer to be exercised on the basis of the preliminary and/or consultative activities carried out by the Remuneration Committee.
7. Approval, by binding resolution, of 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 illustrates the Company's policy for the 2024 year regarding the remuneration of the members of the Board of Directors, the General Manager, the Co-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.
  8. Approval, by non-binding resolution, of 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, pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58/98 which contains the representation of each of the items comprising the remuneration of the Members of the Board of Directors and, the Board of Statutory Auditors, the General Manager, the Co-General Manager and the other Executives with Strategic Responsibilities and analytically illustrates the fees paid to the subjects listed above in 2023 for any title and in any form by the Company and by its subsidiaries or associates.