Introduction

Leonardo S.p.a. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as Appointed Representative pursuant to article 106 of Decree-Law No. 18/2020 (converted by Law No. 27/2020 as amended and supplemented, as last extended by Law No. 15 of 21.2.2025) to the Ordinary and Extraordinary Shareholders' Meeting convened on May 26, 2025 in single call in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company's website www.leonardo.com, in the Section "2025 Shareholders' Meeting".

With regard to the powers provided for in Article 135-undecies of Legislative Decree 58/98, Computershare collects proxy, together with the voting instructions, **to be conferred by May 22, 2025** (by the second trading day prior to the date on which the Shareholders' Meeting will be held).
The proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article **135-decies** of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website www.leonardo.com.
For any information, you can contact Computershare S.p.A. at +39/0645417413 (from 10:00 am to 1:00 pm and from 2:00 pm to 5:00 pm from Monday to Friday excluding holidays or by e-mail to ufficiorm@computershare.it)

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. ***(1)***

**** mandatory information***

The undersigned **(natural person)*		
birth place*	birth date *	Tax code *
resident in *(town)* *	at (*address*) *	
telephone. no.	e-mail	
(2) entitled to the voting right at the close of business of	**May 15, 2025 (Record Date)**	as: ☐ registered holder
☐ legal representative -☐ Pledgee - ☐ Taker-in - ☐ Beneficial interest holder - ☐ official receiver - ☐ manager - ☐ other (specify)		

(3) for no. *	Shares Leonardo S.p.A. IT0003856405		
(4) as resulting from communication no.*	made by (*Bank*) *		
registered in the account no.	at	ABI	CAB
(5) in the name of *(natural person or legal entity if different from the signing person)*			
birth place *	birth date *	Tax code/LEI *	
resident in*(town)* *	at (*addresss*) *		

DELEGATES

Computershare to attend and vote at the abovementioned shareholders' general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

DATE ID Form **(7)** *(type)** Issued by * no. * SIGNATURE

VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the Instructions for filling in)

The undersigned ***(8)***

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follow

RESOLUTIONS TO BE VOTED *(9)*	***VOTING INSTRUCTIONS***
	F*(for),* ***C*** *(against),* ***A*** *(abstain)*

NOTE

This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders; in this event, the voting instruction will be dispatched, including the new proposals, in line with the notice of call.
In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on.

ORDINARY SESSION

0010	**1. Financial statements as at 31 December 2024 of UTM Systems & Services S.r.l. and related reports of the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0020	**2. Financial statements as at 31 December 2024 of Leonardo S.p.a. 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 2024.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0030	**3. Allocation of the profit for the year.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0040	**4. Amendment to the 2024-2026 Long-Term Incentive Plan for the Leonardo Group's management. Related and consequent resolutions.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0050	**5. Approval of the stock ownership plan for the employees of certain companies belonging to the Leonardo Group, called "Share Ownership Plan 2025-2027 for Leonardo Employees based on Shares of Leonardo S.p.a.". Related and consequent resolutions.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0060	**6. Authorization to purchase and dispose of treasury shares to service payment plans based on financial instruments reserved for the Directors, employees or collaborators.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0070	**7. Report on remuneration policy and fees paid: binding resolution on the first section pursuant to Art.123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.[1]**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

0080	**8. Report on remuneration policy and fees paid: non-binding resolution on the second section pursuant to Art.123-ter, paragraph 6, of Legislative Decree No. 58/98.[2]**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

EXTRAORDINARY SESSION

1. Amendments to the Articles of Association of Leonardo S.p.a.				
0090	**a) Proposed amendment to Article 22.3 concerning matters reserved to the exclusive competence of the Board of Directors. Proposed amendment to Article 5.1ter for an improvement of the current literal wording of the Articles of Association.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**
0100	**b) Proposed deletion of Article 34 of the Articles of Association.**			
Section A – vote for resolution proposed by the Board of Directors		**F**	**C**	**A**

DATE SIGNATURE

[1] Be aware that, in accordance to art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98, the Resolution is binding.
[2] Be aware that, in accordance to art. 123-ter, paragraph 6, of Legislative Decree No. 58/98, the Resolution is not binding.

Instructions for filling in and submitting the form

1. ***The Proxy form*** *must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the* ***Voting Instructions*** *reserved to him within the term indicated in the Introduction using one of the following methods:*

   1) ***Online:*** *completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;*
   2) ***Registered Email Holders (PEC)****: as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it (Reference: Shareholders Meeting Leonardo 2025) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;*
   3) ***Digital Signature Holders (FEA)****: as an attachment document with digital signature sent to ufficioroma@pecserviziotitoli.it (Reference: Shareholders Meeting Leonardo 2025) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;*
   4) ***Common Email address Holders****: as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it (Reference: Shareholders Meeting Leonardo 2025). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in Via Monte Giberto 33,00138 Roma (rm), Italy, as soon as possible.*

   The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy*.*
2. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
3. *Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)*
4. *Enter the communication made by the intermediary and its name. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
5. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
6. *Pursuant article 135-undecies, par. 3, TUF "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."*
7. *Provide details of a valid form of identification of the proxy signatory.*
8. *Provide the name and surname of the signatory of the Proxy form and Voting instructions.*
9. *The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.leonardo.com*

   Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

   The vote is expressed by ticking the relevant box between the following: ***F*** *(for),* ***C*** *(against) or* ***A*** *(abstention).*

Italian Legislative Decree no. 58/98 (T.U.F)

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are

made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders ' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1

***Article 135*-decies**

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
d) is an employee or auditor of the company or of the persons indicated in paragraph a);
e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(*Appointed representative of a listed company*)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Regulation adopted by CONSOB under resolution No. 11971 of 14 May 1999

Article 134

(Representative appointed by the company with listed shares)

1. The proxy form provided under Article 135-undecies of the Consolidated Law shall contain at least the information provided by the model set out in Annex 5A.
2. The representative that does not have any conflicts of interest as set out under Article 135-decies of the Consolidated Act, where expressly authorised by the delegating party, may express a vote not aligned to the instructions in case significant events occur that were not known at the time the proxy was issued, and that cannot be communicated to the delegating party, provided that it could be reasonably inferred that, had the delegating party known of these significant events, it would have given its approval, or in the event of changes or additions to the proposals submitted to the shareholders' meeting.
3. When sub-paragraph 2 applies, the representative will state at the meeting:

a) the number of votes not expressed in accordance with the instructions received, or, in the event of a new proposal, expressed without instructions, with respect to the total number of votes exercised, distinguishing between abstentions, votes against and votes in favour;

b) the reasons behind the vote not expressed in accordance with the instructions received or in the absence of instructions.

Law-Decree no. 18 - March 17th, 2020
Art. 106

(Rules relating to the conduct of Company Shareholders' meetings)

[...] 2. With the notice of ordinary or extraordinary general meetings, companies limited by shares, limited partnerships with a limited partnership limited by shares, limited liability companies, and cooperative and mutual insurance companies may provide, also by way of derogation from the different provisions of the articles of association, for the expression of the vote by electronic means or by correspondence and participation in the shareholders' meeting by means of telecommunications; the aforesaid companies may also provide that the shareholders' meeting be conducted, also exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of voting rights, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph, of the Italian Civil Code without, in any case, the need for the chairman, secretary or secretary to be in the same place, where provided for provided for, the chairman, the secretary or the notary.
4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree no. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

PROCEDURE FOR SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS PREVIOUSLY TO SHAREHOLDERS' MEETING

Submission of individual resolution proposals pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of the Legislative Decree No. 58/98

Due to the fact that the attendance at the Shareholders' Meeting and the exercise of the voting rights may 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, albeit according to such methods and terms as are consistent with the provisions of the "Cura Italia" 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 May 12, 2025, 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 May 15, 2025 ("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 2025 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 14 May 2025 on the Company's website (www.leonardo.com, Section "2025 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.

INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the " **Controller**"), Appointed Representative of the company pursuant to article 106 D.L. 18/2020, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned article 106 D.L. 18/2020.

The legal basis of the Processing is represented by:
- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.
Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.
For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address: dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website https://www.computershare.com/it/policy .

Computershare S.p.A.