



Leonardo - Società per azioni

Registered office in Rome, Piazza Monte Grappa No. 4.

leonardo@pec.leonardocompany.com

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

Tax Code & Company Register of Rome No. 00401990585

VAT No. 00881841001

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting is called in ordinary session on 10 and 19 May 2021, in first and second call respectively, at 10.30 a.m. in Rome, at the registered office of Leonardo - Società per azioni, Piazza Monte Grappa, 4 – 00195 in order to discuss and resolve on the following

Agenda:

1. Financial statements as at 31 December 2020 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020.
2. Appointment of the Board of Statutory Auditors for the three-year period 2021-2023.
3. Appointment of the Chairman of the Board of Statutory Auditors.
4. Determination of the remuneration of the members of the Board of Statutory Auditors.
5. Long-Term Incentive Plan for the management of the Leonardo Group. Inherent and consequent resolutions.
6. 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.
7. 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.

Please note that **the provisions of this notice of call are in line with the provisions of Art. 106 of Law Decree No. 18 of 17 March 2020**, converted, with amendments, by Law No. 27 of 24 April 2020 (as most recently extended by Law No. 21 of 26 February 2021 which converted, with amendments, Law Decree No. 183 of 31 December 2020), which provides measures aimed at facilitating the conduct of the shareholders' meetings of Italian companies due to the COVID-19 health emergency.



Considering the health emergency, the Company recommends the use of the remote communication methods indicated in this notice.

Right to attend the Shareholders' Meeting and to exercise voting rights

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.), in the manner detailed in the paragraph titled "Participation and Vote through the Shareholders' Representative designated by the Company".

Pursuant to Art. 83-sexies of Legislative Decree No. 58/98 and to Art. 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 authorised 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. 29 April 2021), the so-called "Record Date".

The notice must reach 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 5 May 2021). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received within the Meeting, and without prejudice to the principle according to which the right to attend and the right to vote at the Shareholders' Meeting can be exercised exclusively through the Designated Representative (Computershare S.p.A.), as specified in the paragraph titled "Participation and Vote through the Shareholders' Representative designated by the Company".

Any credit and debit entries made to the accounts after 29 April 2021 (the "Record Date") are not relevant for the legitimacy of the voting rights. Therefore, anyone who becomes a holder of shares after such date will not be entitled to attend and vote at the Shareholders' 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 authorised intermediary in time for the same to be entered in the centralized management system in dematerialized form and obtain the statement above mentioned.

Attendance at the Shareholders' Meeting of parties other than the Shareholders entitled to attend and exercise voting rights (Computershare S.p.A., as Designated Representative, Directors and Statutory Auditors, the person in charge of the minutes, company representatives and other employees entitled to work for the Shareholders' Meeting), given the limitations that may arise due to health needs, may also (or exclusively) take place by means of telecommunication in the manner disclosed them individually, in compliance with the laws and regulations applicable for this event.



Participation and Vote through the Shareholders' Representative designated by the Company

Due to the restrictions imposed by the COVID-19 health emergency and pursuant to the Decree that allows listed companies to order that the attendance at the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Art. 135-undecies of Legislative Decree No. 58/98, the Company provides that the holder of the voting rights that intends to attend Shareholders' Meeting must be represented in the same by means of a delegation granted to the Designated Representative identified by the Company in Computershare S.p.A., based in Milan, Via Lorenzo Mascheroni 19 - 20145.

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 (therefore by 6 May 2021, in the event that the Shareholders' Meeting is held on first call and by 17 May 2021, 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 dedicated to this Shareholders' Meeting (www.leonardocompany.com, Section "2021 Shareholders' Meeting") it is possible to fill in and submit also online in guided mode the appropriate form prepared by Computershare S.p.A., accessible at the following link: <https://servizi.computershare.it/eRD/index.aspx?nos=1090170255>. 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@pecserviziotitoli.it or by fax to No. +390645417450 in the manner specified in the specification titled "Instructions for filling in and submitting the form" referred to in the above-mentioned form.

The proxy and the voting instructions can be revoked within the same terms and in the same way as for sending them.

Furthermore, pursuant to the above-mentioned Decree, those who do not intend to use the methods of attendance described above, can grant proxies and/or sub-proxies 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@pecserviziotitoli.it or by fax to No. +390645417450 preferably by 6.00 p.m. of the day before the date set for the Shareholders' Meeting (and therefore by 6.00 p.m. on 9 May 2021, in the event that the Shareholders' Meeting is held on first call and by 6 p.m. on 18 May 2021, in the event that the Shareholders' Meeting is held on second call). The proxy can be granted by signing the specific form available on the Company's website (www.leonardocompany.com, Section "2021 Shareholders' Meeting") in the manner indicated therein.



The proxy and the voting instructions can be revoked within the same terms and in the same way 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 any expenses for the Shareholder, except for those of sending or shipping.

As from 30 March 2021, Computershare S.p.A. will be available to Shareholders to provide them with any necessary information and clarifications, to the phone number +390645417413, or to the email address infoleonardo@computershare.it.

There is no provision for expressing the vote electronically or by mail.

Integration of the agenda and submission of resolution proposals by the Shareholders holding at least 2.5% of the share capital 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 9 April 2021 (tenth day after the date of publication of this notice), request additions to the items on the agenda or submit additional resolution proposals to those already on the agenda, stating the additional items and 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 Art. 125-ter, paragraph 1, of Legislative Decree No. 58/98. Requests must be submitted in writing by the proposing Shareholders by fax to the number +3901010013250 or to the certified email address assemblea@pec.leonardocompany.com, together with the suitable documentation issued by an authorised intermediary certifying the ownership of the above-mentioned shareholding on the date of the request.

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 in 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 this 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 25 April 2021). 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 Art. 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, albeit with methods and terms duly compatible with the COVID-19 health emergency and with the unfailing requirement that the individual resolution proposals 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 3 May 2021, 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 29 April 2021 ("Record Date"). Ownership can also be certified later, but within the third day following (3 May 2021) the "Record Date".

The resolution proposals must be submitted in writing by the legitimate Shareholders by fax to the number +3901010013250 or to the certified email address assemblea@pec.leonardocompany.com, showing the express reference to "Leonardo's 2021 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 data in the case of an entity or company).

The proposals submitted within the terms and in the manner described above will be made available to the public, by the Company, by 5 May 2021 on the Company's website (www.leonardocompany.com, Section "2021 Shareholders' Meeting"), in order to allow those entitled to vote to express themselves consciously, also taking into account these new proposals and, therefore, allowing the Designated Representative to collect any voting instructions also on them; to this end it is recommended to those wishing to exercise the right to submit individual resolution proposals, as provided for in this paragraph, to send them as soon as possible, for the purpose of a timely publication.

Right to ask questions before the Shareholders' Meeting

Anyone who has voting rights may submit questions regarding the items on the agenda before the Shareholders' Meeting. The questions must be received by the Company not later than the seventh trading day before the date of the Shareholders' Meeting in first call (and therefore by 29 April 2021), 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 data in the case of an entity or company) and the certification attesting the ownership of the shares as at 29 April 2021 ("Record Date"). Ownership can also be certified later, but within the third day following (3 May 2021) the "Record Date".

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

In order to allow those entitled to vote to express their vote through the Designated Representative also taking into account the feedback provided by the Company 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.leonardocompany.com, Section "2021 Shareholders' Meeting").

The Company will not take into consideration questions that are not strictly related to the items on Shareholders' Meeting agenda, nor those which have already been answered as "FAQ 2021 Shareholders' Meeting" format in the Section "2021 Shareholders' Meeting" of the Company's website (www.leonardocompany.com).

Appointment of the Board of Statutory Auditors

It is recalled that the appointment of the Board of Statutory Auditors shall take place on the basis of Art. 28 of the Articles of Association to which reference is made.

In accordance with the aforementioned Article as well as with the current legal provisions, it is specified that:

- the Board of Statutory Auditors is composed of five Regular Auditors; the Shareholder's Meeting shall also elect two Alternate Auditors;
- the members of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting based on lists submitted by Shareholders;
- each List, in which candidates shall appear in consecutive order, is divided into two sub-lists: one for candidates to be elected to the office of Regular Auditor and the other for candidates to be elected to the office of Alternate Auditor;
- at least the first candidate in each sub-list must be entered in the official Register of legal auditors and must have been performing statutory audits of accounts for a period of no less than three years;
- the lists that, considering both sub-lists, present a number of candidates equal to or greater than three should include, in the sub-list of the Regular Auditors, candidates of different genders, so as to ensure that at least two fifths of the members of the Board of Statutory Auditors belong to the less represented gender. If the sub-list of Alternate Auditors of such lists indicates two candidates, they must belong to different genders;
- each Shareholder may submit or take part in the submission of only one list and each candidate may only appear in one list under penalty of ineligibility;



- only those Shareholders who, either individually or jointly with other Shareholders, hold at least 1% of the share capital with voting rights at Ordinary Shareholders' Meeting are entitled to submit lists;
- the lists of candidates, signed by the Shareholder or Shareholders submitting them, must be filed at the Company (based on the "Procedure for the submission of the lists", at the end of this section) by the twenty-fifth day prior to the date of the Shareholders' Meeting on first call (and therefore by 15 April 2021), together with information about the Shareholders who have submitted them, including an indication of the total percentage of share capital held by them, as well as the following documentation:
 - a) declarations by each candidate accepting their candidacy and attesting, under their own personal responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the possession of the requirements prescribed by current regulation and by the Articles of Association. In this regard, it should be noted in particular that each candidate must possess the requirements established by Art. 148, paragraph 3, of Legislative Decree No. 58/98, in addition to the requirements of integrity and professionalism established by the Decree of the Minister of Justice No. 162 of 30 March 2000, pursuant to Art. 148, paragraph 4, of the aforementioned Legislative Decree No. 58/98; each candidate must also declare himself/herself as independent also according to the criteria established by Art. 2 of the Code of Corporate Governance;
 - b) a "curriculum vitae" containing detailed information on the personal and professional characteristics of each candidate, which will be published on the Company's website (www.leonardocompany.com, Section "2021 Shareholders' Meeting") pursuant to Art 144-octies of Consob Regulation No. 11971/99;
 - c) taking into account the provisions of Art. 2400, last paragraph, of the Italian Civil Code, a list of the management and control offices held by the candidates in other companies, with the recommendation to ensure the update until the date on which the Shareholders' Meeting is actually held. In this regard, it is recalled that Auditors may not be appointed if they hold the office of Regular Auditor in five issuers, or hold other management or control positions in other companies which together exceed the limit set by current legislation (Article 144-terdecies Consob Regulation No. 11971/99);
 - d) a statement of the Shareholders, other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship even indirect with the latter, in compliance with Art. 148, paragraph 2, of Legislative Decree No. 58/98 and with Art. 144-quinquies of Consob Regulation No. 11971/99; with reference to the contents of such statement, Shareholders' attention is drawn on recommendations contained in Consob Communication No. DEM/9017893 of 26 February 2009;
- the ownership of the minimum shareholding for submission of lists is determined considering the shares registered in the name of Shareholders on the day on



which the lists are filed with the Company. Shareholders must send, in the manner provided for the filing of the lists, the certification proving ownership of the number of shares represented, even after the filing of the list but in any case by the deadline provided for the publication of the lists by the Company (and therefore by 19 April 2021);

- in the event that by 15 April 2021 only one list has been submitted, or lists have been submitted only by Shareholders who are connected with each other pursuant to the said Art. 144-quinquies, the Company shall promptly give notice thereof in accordance with applicable law. In such event, lists may be submitted within the third day following that date (i.e. by 19 April 2021 - first working day after this deadline - by 6.00 p.m.), bearing in mind that the minimum shareholding required for submission of lists is reduced by half and will be thus equal to 0.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting. Compliance with the said deadline is necessary in order to enable the Company to publish the lists submitted by the Shareholders within the time limit provided for by Art. 144-octies of the Consob Issuers' Regulation, which also expires on 19 April 2021.

The Board of Statutory Auditors, taking into account the results of the self-assessment process carried out, has expressed to the Shareholders the “*Guidelines of the Board of Statutory Auditors of Leonardo S.p.a. to the Shareholders on the composition of the Board of Statutory Auditors*”, to which reference should be made, already published on the Company's website and attached to the Explanatory Reports pursuant to Art.125-ter of Legislative Decree No. 58/98 on the related items on the agenda of the Shareholders' Meeting.

With regard to the mechanism for the appointment of the Auditors elected by list mechanism, please refer to Art. 28.3 of the Articles of Association, which also provides as follows:

- each person entitled to vote may vote at the Meeting only one list;
- at least two of the Regular Auditors and at least one of the Alternate Auditors will be chosen from among those registered in the official Register of legal auditors who have performed statutory audits of accounts for a period of no less than three years;
- Auditors that do not meet these requirements will be chosen from among those who have gained an overall experience of at least three years in the activities or functions listed in Art. 28.1 of the Articles of Association, with reference to matters and sectors in any case functional to the exercise of the activities listed in Art. 4 of the Articles of Association (corporate purpose);
- three Regular Auditors and one Alternate Auditor shall be taken from the list that obtains the majority of votes of the Shareholders present at the Meeting, in the manner provided for by Art. 28.3, paragraph 11, letter a), of the Articles of Association;



- two Regular Auditors and one Alternate Auditor will be taken from the minority lists, in accordance with the provisions of Art. 28.3, paragraph 11, letter b), of the Articles of Association;
- the Chairman of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority in accordance with Art. 148, paragraph 2-bis, of Legislative Decree No. 58/98 and with Art. 28.3, paragraph 15, of the Articles of Association;
- if the application of the above procedure does not allow the presence of at least two-fifths of members of the less represented gender, the vote ratio to be allocated to each candidate taken from the sub-lists of Regular Auditors on the different lists will be calculated by dividing the number of votes obtained by each list for the sequential number of each of said candidates; the candidate of the most represented gender with the lowest ratio among the candidates from all the lists is replaced by the candidate belonging to the less represented gender that may be shown (with the next highest successive ranking) on the same sub-list of Regular Auditors as the replaced candidate, or at a secondary level, on the sub-list of Alternate Auditors on the same list as the replaced candidate (who will then take the position of the Alternate candidate he replaces). In cases where candidates on different lists have obtained the same ratio, the replaced candidate will be the candidate on the list from which the greater number of Auditors has been taken or, at a subsidiary level, the candidate taken from the list that has obtained the fewer number of votes or, if there is a tied vote, the candidate who obtains fewer votes when the Shareholders' Meeting takes the specific vote.

For the appointment of one or more Regular and Alternate Auditors for any reason not elected with the above procedures, the Shareholder's Meeting, pursuant to Art. 28.3bis of the Articles of Association, shall resolve with the majorities provided by law, in any case ensuring compliance with the criteria of the law and the Articles of Association.

Procedures for the submission of the lists

The lists of candidates, duly signed by the Shareholders who submit them and accompanied by the documents listed above, must be delivered by hand at the registered office in Rome, Piazza Monte Grappa 4, or sent by certified email to assemblea@pec.leonardocompany.com within the aforementioned deadline of 15 April 2021.

Shareholders who wish to submit a list of candidates are requested to previously contact the Group Corporate Affairs organizational unit of the Company in advance at the certified email address assemblea@pec.leonardocompany.com or to No. +390632473891 in order to define any necessary operational details.

The lists of candidates properly submitted, together with the above mentioned information and documentation, will be made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website



(www.leonardocompany.com, Section "2021 Shareholders' Meeting"), as well as on the website of the authorised storage mechanism eMarket STORAGE (www.emarketstorage.com) within the term of twenty-one days prior to the date of the Shareholders' Meeting on first call (and therefore by 19 April 2021).

Lists submitted or sent without complying with the provisions of this notice will be considered as not submitted.

Report on the policy regarding remuneration and fees paid

Pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98, the Shareholders' Meeting is also called in ordinary session to express its vote, with a binding resolution, on the first section of the Report on the policy regarding remuneration and fees paid that explains the Company's policy on the remuneration of the members of the management body, of the General Manager, of the other executives with strategic responsibilities and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the members of the control body, as well as the procedures used for the adoption and the implementation of this policy.

Pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98, the Shareholders' Meeting is also convened to express its vote, with a non-binding resolution, on the second section of the Report on the policy regarding remuneration and fees paid that shows, among other things, the remuneration paid in the previous year to the members of the management and control bodies, to the General Manager and to other executives with strategic responsibilities.

Information about share capital

As of the date of this notice, the share capital of Leonardo S.p.a. is equal to Euro 2,543,861,738.00, and is represented by 578,150,395 shares consisting solely of ordinary shares having a nominal value of Euro 4.40 each.

Documentation

The documentation pertaining to the Shareholders' Meeting, including the Explanatory Reports pursuant to Art. 125-ter of Legislative Decree No. 58/98 on the items on the agenda, is made available to the public - within the terms provided for by current regulation - at the registered office, at Borsa Italiana S.p.A., on the website of the authorised 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.leonardocompany.com, Section "2021 Shareholders' Meeting").



Contacts

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 conduct of the Shareholders' Meeting, the support to the Shareholders' participation and the exercise of the related rights, it is possible to consult the Company's website (www.leonardocompany.com, Section "2021 Shareholders' Meeting") or contact the Group Corporate Affairs organizational unit to the email address: ufficiotitoli@leonardocompany.com.

This notice of call, published in full on the Company's website www.leonardocompany.com (Section "2021 Shareholders' Meeting"), at Borsa Italiana S.p.A. and on the website of the authorised storage mechanism eMarket STORAGE (www.emarketstorage.com), as well as available at the registered office, is also published in extract on 31 March 2021 on the newspapers "Il Sole 24 Ore" and "MF".

Rome, 30 March 2021

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