

This text is a summary of the Shareholders' resolutions reported in the "Verbale Assemblea Ordinaria" available on the web site Italian version, "Corporate Governance/Assemblea degli Azionisti/2018". For any conflict or discrepancy between this summary and the "Verbale Assemblea Ordinaria", the last shall prevail.



LEONARDO – Società per azioni
Registered office in Rome, Piazza Monte Grappa 4
leonardo@pec.leonardocompany.com
Fully paid up registered capital € 2.543.861.738,00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

ORDINARY SHAREHOLDERS' MEETING

(in second call)

15 May 2018

SUMMARY OF THE RESOLUTIONS

The Shareholders of Leonardo – Società per azioni (hereinafter also the "**Company**"), convened on 15 May 2018 for an Ordinary Meeting (second call) at the "Accademia Nazionale dei Lincei" in Rome, Via della Lungara, 230, have adopted the following resolutions.

- Appointment of the Notary Maurizio D'Errico as Secretary of the Meeting, upon resolution of the Meeting invited to vote before the discussion of the items on the agenda.

- 1. Approval of the Report of the Board of Directors and the Financial Statements at 31 December 2017, which close with a net profit of € 356,115,445.38.

Approval of the proposal submitted by the Board of Directors of allocating the 2017 net profit of Euro 356,115,445.38 as follows:



- Euro 17,805,772.27, equal to 5% of the net profit, to legal reserve;
- Euro 0.14 as the dividend to be paid - before tax, if any – starting from 23 May 2018, with the ex-dividend date of coupon no. 9 falling on 21 May 2018 and the record date (i.e., the date in which shareholders are entitled to receive the dividend payment, pursuant to article 83-terdecies of Legislative Decree no. 58 of 24 February, 1998 and article 2.6.6, paragraph 2, of the Rules of the markets organised and managed by Borsa Italiana S.p.A.) falling on 22 May 2018; 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 residual as retained earnings.

2. Appointment of the new Board of Statutory Auditors for the three-year period 2018-2020, as follows:

Regular Statutory Auditors

- BAUER Riccardo Raul ¹

¹ Selected from List No. 1 submitted by a group of Asset Management companies and Institutional Investors holding approximately 1,731 % of the share capital of Leonardo S.p.a. (Aletti Gestielle SGR S.p.A. fund manager for: Gestielle Obiettivo Italia, Gestielle Cedola Italy Opportunity, Gestielle Absolute Return, Gestielle Profilo Cedola III, Gestielle Dual Brand Equity 30, Gestielle Ced Multitarget II, Gestielle Absolute Return Defensive, Gestielle Ced Multitarget IV e Gestielle Volterra Absolute Return; Amundi SGR S.p.A. fund manager for Risparmio Italia; APG Asset Management N.V. fund manager for Stichting Depository APG Developed Markets Equity Pool; Arca Fondi S.G.R. S.p.A. fund manager for Arca Azioni Italia; Eurizon Capital SGR S.p.A. fund manager for: Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon PIR Italia Azioni, Eurizon Azioni PMI Europa e Eurizon Progetto Italia 40; Eurizon Capital S.A. fund manager for: Eurizon Fund - Equity Italy e Eurizon Fund - Equity Small Mid Cap Europe; Fidelity International on behalf



- PERRINI Francesco²
- SAVI Daniela²
- QUAGLIATA Leonardo²
- FORNASIERO Sara¹

Alternative Statutory Auditors

- ROSSI Luca¹
- MONASSI Marina²

3. Appointment of Riccardo Raul BAUER as Chairman of the Board of Statutory Auditors among the Statutory Auditors elected by the minority (List. No. 1).

4. Approval of the proposal submitted by the Shareholder Ministry of Economy and Finance for setting the remuneration of the Statutory Auditors as follows: Euro 80,000 before-tax per year to the Chairman and Euro 70,000 before-tax per year to each of the other Regular Statutory Auditors.

of Fidelity Fund SICAV e di Fidelity Funds SICAV - FS Europe; Fideuram Asset Management (Ireland) fund manager for: Fideuram Fund Equity Italy e Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. fund manager for Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30 e Piano Bilanciato Italia 50; Interfund Sicav Interfund Equity Italy; Generali Investments Luxembourg S.A. fund manager for: GSMART PIR Evoluz Italia e GSMART PIR Valore Italia; Kairos Partners SGR S.p.A. in charge of Management Company of Kairos International Sicav – branches: Italia Pir, Italia, Target Italy Alpha e Risorgimento; Legal & General Investment Management Limited on behalf of Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi SGR S.p.A. fund manager for: Mediolanum Flessibile Sviluppo Italia e Mediolanum Flessibile Futuro Italia; Mediolanum International Funds - challenge funds - Challenge Italian Equity; Planetarium Fund Anthilia Silver; Ubi Pramerica SGR S.p.A. (Ubi Pramerica Multiasset Italia fund) e Ubi Sicav (comparto Italian Equity - Euro Equity).

² Selected from List No. 2 submitted by the Ministry of Economy and Finance holding approximately 30.204% of the share capital of Leonardo S.p.a.

5. Approval of the Long-Term Incentive Plan for the management of Leonardo Group, in accordance with terms and conditions set forth in the Disclosure Document prepared by the Company pursuant to Article 114-bis of Legislative Decree 58/98 and Article 84-bis of the Consob Regulation 11971/99.

6. Approval, by non-binding resolution, of the first section of the Remuneration Report concerning the Company Remuneration Policy of the members of the governing bodies and all the Executives with Strategic Responsibility. The Remuneration Report was approved by the Board of Directors on 27 March 2018 pursuant to Articles 123-ter of Legislative Decree 58/98 and 84-quater of Consob Regulation 11971/99 and in accordance with the recommendations of the Corporate Governance Code for listed companies.

7. Approval of the well-grounded proposal of the Board of Statutory Auditors in order to update the fees to pay for the auditing activities carried out by the independent auditing firm KPMG S.p.A. (appointed to audit the Financial Statements for the financial years 2012-2020), with reference to the financial years 2017, 2018, 2019 and 2020.