



**LEONARDO - Società per azioni**  
Registered office in Rome, Piazza Monte Grappa 4  
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Fully paid up registered capital € 2,543,861,738.00  
Tax Code & Company Register No. 00401990585  
VAT No. 00881841001

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
(respectively in 2<sup>^</sup> and 3<sup>^</sup> call)  
16 May 2019

**SUMMARY OF THE VOTING**  
(art. 125-quater, paragraph 2, Legislative Decree No. 58/98)

- **Appointment of the Secretary of the Meeting.**

Resolutions: the Meeting, invited to resolve upon the appointment of the Secretary of the session before the discussion of the items on the agenda, approved the proposal submitted by the President of the Meeting to entrust the role to the Notary Maurizio D'Errico.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	371,974,972	64.338791%	
Shares in relation to which the vote has been cast	371,974,462	64.338703%	99.999863%
Votes in favour	371,974,319	64.338678%	99.999824%
Votes against	143	0.000025%	0.000038%
Votes against	10	0.000002%	0.000003%
Shares in relation to which the vote has not been cast	500	0.000086%	0.000134%

## Ordinary Session

### **1. Financial Statements at 31 December 2018 and relevant Report of the Board of Directors, Report of the Board of Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2018**

Resolutions: the Meeting approved the Directors' Report on operations and the financial statements of Leonardo S.p.a. at 31 December 2018 and resolved to allocate the 2018 net profit of Euro 283,800,630.37 as follows:

- Euro 14,190,031.52 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 22 May 2019, with the ex-dividend date of coupon no. 10 falling on 20 May 2019 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 21 May 2019; 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.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	372,024,561	64.347368%	
Shares in relation to which the vote has been cast	367,302,142	63.530553%	98.730616%
Votes in favour	367,277,873	63.526355%	98.724093%
Votes against	24,269	0.004198%	0.006523%
Abstentions	2,211,559	0.382523%	0.594466%
Shares in relation to which the vote has not been cast	2,510,860	0.434292%	0.674918%

### **2. Integration of the Board of Statutory Auditors**

#### **2.1 Appointment of a Statutory Auditor**

Resolutions: the Meeting resolved to appoint Luca ROSSI as Statutory Auditor of the Company, whose candidacy has been submitted by a group of asset management companies and institutional investors altogether holding about 1,06% of the share capital (only candidacy submitted for the role).

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	197,398,007	34.143020%	
Shares in relation to which the vote has been cast	197,397,992	34.143018%	99.999992%

Votes in favour	197,397,492	34.142931%	99.999739%
Votes in favour	500	0,000086%	0.000253%
Abstentions	13	0.000002%	0.000007%
Shares in relation to which the vote has not been cast	2	0.000000%	0.000001%

## 2.2. Appointment of an Alternate Auditor

Resolutions: the Meeting resolved to appoint Giuseppe CERATI as Alternate Auditor of the Company, whose candidacy has been submitted by a group of asset management companies and institutional investors altogether holding about 1,06% of the share capital (only candidacy submitted for the role).

	Numbers of shares	% of corporate capital	of shares in attendance to the meeting
Shares in attendance to the meeting	197,398,005	34.143020%	
Shares in relation to which the vote has been cast	197,345,994	34.134024%	99.973652%
Votes in favour	197,333,680	34.131894%	99.967414%
Votes against	12,314	0.002130%	0.006238%
Abstentions	52,011	0.008996%	0.026348%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

## 2.3. Appointment of the Chairman of the Board of Statutory Auditors

Resolutions: the Meeting resolved to appoint Luca ROSSI as Chairman of the Board of Statutory Auditors of the Company.

	Numbers of shares	% of corporate capital	% shares in attendance to the meeting
Shares in attendance to the meeting	197,398,005	34.143020%	
Shares in relation to which the vote has been cast	197,397,735	34.142974%	99.999863%
Votes in favour of Mr. Luca ROSSI	197,396,402	34.142743%	99.999188%
Votes in favour of Mrs. Sara FORNASIERO	1,333	0.000231%	0.000675%
Votes against (*)	0	0.000000%	0.000000%
Abstentions	0	0.000000%	0.000000%
Shares in relation to which the vote has not been cast	270	0.000047%	0.000137%

(\*) considered as an expression of abstention from voting for both candidates since such appointment is mandatory under specific legal provisions.

**3. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of the Legislative Decree No. 58/98**

Resolutions: the Meeting, upon proposal of the Board of Directors, by non-binding resolution, resolved in favour of the first section of the Remuneration Report, provided for by art. 123-ter of Legislative Decree no. 58/98 approved by the Board of Directors on 28 March 2019.

	Number of shares	% of corporate capital	% shares in attendance to the meeting
Shares in attendance to the meeting	372,023,471	64.347179%	
Shares in relation to which the vote has been cast	368,799,142	63.789482%	99.133300%
Votes in favour	361,071,325	62.452837%	97.056060%
Votes Against	7,727,817	1.336645%	2.077239%
Abstentions	713,471	0.123406%	0.191781%
Shares in relation to which the vote has not been cast	2,510,858	0.434291%	0.674919%

**Extraordinary Session**

**1. Amendment of Leonardo's Articles of Association on gender balance in the composition of the management and control bodies**

Resolutions: the Meeting approved the proposal of the Board of Directors to amend the articles 18, 28 and 34 of the Articles of Association in order to make permanent the obligation of the presence of at least one third (or a possible higher number that could be in future established by law) of members representing the less represented gender in the composition of the Board of Directors and of the Board of Statutory Auditors of the Company.

	Numbers of shares	% of corporate capital	% shares in attendance to the meeting
Shares in attendance to the meeting	372,023,470	64.347179%	
Shares in relation to which the vote has been cast	367,757,019	63.609231%	98.853177%
Votes in favour	366,770,101	63.438528%	98.587893%
Votes against	986,918	0.170703%	0.265284%
Abstentions	1,755,451	0.303632%	0.471866%
Shares in relation to which the vote has not been cast	2,511,000	0.434316%	0.674957%