

This text is a summary of the Shareholders' resolutions reported in the "Verbale Assemblea Ordinaria e Straordinaria" available on the web site Italian version, section "Assemblea Azionisti 2019". For any conflict or discrepancy between this summary and the "Verbale Assemblea Ordinaria e Straordinaria", 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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

(respectively in second and third call)

16 May 2019

SUMMARY OF THE RESOLUTIONS

The Shareholders of Leonardo – Società per azioni (hereinafter also the "**Company**"), convened on 16 May 2019 for an Ordinary and Extraordinary Meeting (in second and third call respectively) 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.

Ordinary Session

1. Approval of the Report of the Board of Directors and the Financial Statements at 31 December 2018, which close with a net profit of € Euro 283,800,630.37.



Approval of the proposal submitted by the Board of Directors of allocating 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.

2. Integration of the Board of Statutory Auditors as follows:

2.1. Appointment of Luca ROSSI as Statutory Auditor of the Company, whose candidacy has been submitted by a group of asset management companies and institutional investors¹ altogether holding about 1.06% of the share capital (only candidacy submitted for the role).

¹ Amundi Asset Management SGR S.p.A. fund manager of Amundi Risparmio Italia; Amundi Luxembourg S.A. fund manager of Amundi S.F. – European Equity Market Plus; Arca Fondi S.G.R. S.p.A. fund manager of Arca Azioni Italia; Bancoposta S.p.A. SGR fund manager of BancoPosta Azionario Euro; Anima SGR S.p.A. fund manager of Alto Potenziale Europa, Anima Funds Public Limited Company, Anima Star High

2.2. Appointment of Giuseppe CERATI as Alternate Auditor of the Company, whose candidacy has been submitted by a group of asset management companies and institutional investors¹ altogether holding about 1.06% of the share capital (only candidacy submitted for the role).

2.3. Appointment of Luca ROSSI as Chairman of the Board of Statutory Auditors of the Company, between the Statutory Auditors representing the minority.

3. 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 28 March 2019 pursuant to Articles 123-ter of Legislative Decree No. 58/1998 and 84-quater of Consob Regulation 11971/99 and in accordance with the recommendations of the Corporate Governance Code for listed companies.

Potential Europe, Anima Geo Italia e Anima Italia; Epsilon SGR S.p.A. fund manager of Epsilon multiasset 3 anni dicembre 2019, Epsilon multiasset 3 anni maggio 2020, Epsilon multiasset 3 anni marzo 2020 e Epsilon multiasset 3 anni luglio 2020; Eurizon Capital SGR S.p.A fund manager of Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon PIR Azioni Italia e Eurizon Progetto Italia 40; Eurizon Capital S.A. fund manager of Eurizon Fund - Equity Italy, Eurizon Fund - Equity Small Mid Cap Europe, Eurizon Fund - ISE – Multiasset Absolute 3 anni 07/2016 e 04/2016, Eurizon Fund - EPF – Absolute Q Multistrategy; Fideuram Asset Management (Ireland) fund manager of Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. fund manager of Fideuram Italia, Piano Azioni Italia, PIR Piano Bilanciato Italia 50 e PIR Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Kairos International Sicav comparti: Italia, Target Italy Alpha e Risorgimento; Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi SGR S.p.A. fund manager of Mediolanum Flessibile Futuro Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity.



Extraordinary Session

1. Approval of 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 a minimum number 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.