

This text is a summary of the Shareholders' resolutions reported in the document named "Verbale Assemblea" available on the web site Italian version, section "Assemblea Azionisti 2020". For any conflict or discrepancy between this summary and the "Verbale Assemblea", the last shall prevail.



**LEONARDO – Società per azioni**

Registered office in Rome, Piazza Monte Grappa 4

[leonardo@pec.leonardocompany.com](mailto: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)**

**20 May 2020**

**SUMMARY OF THE RESOLUTIONS**

The Shareholders of Leonardo – Società per azioni (hereinafter also the "Company"), convened on 20 May 2020 for an Ordinary Meeting (in second call) at the registered office of the Company in Rome, Piazza Monte Grappa 4, have adopted the following resolutions:

1. Approval of the Directors' Report and Financial Statements at 31 December 2019 of Sistemi Dinamici S.p.A. (in consideration of the merger by incorporation into Leonardo S.p.a. effective from 01 January 2020) which recorded a loss of Euro 2,528,651.00.
2. Approval of the Directors' Report and Financial Statements at 31 December 2019 of Leonardo S.p.a. which recorded a net profit of Euro 389,777,585.94.

Approval of the proposal submitted by the Board of Directors of allocating the 2019 net profit of Euro 389,777,585.94 as follows:

- Euro 19,488,879.30 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 24 June 2020, with the ex-dividend date of coupon no. 11 falling on 22 June 2020 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 23 June 2020; 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.
3. Approval of the proposal submitted by the Shareholder Ministry of Economy and Finance to set the number of the Directors at twelve.
  4. Approval of the proposal submitted by the Shareholder Ministry of Economy and Finance to set the term of the office of the Board of Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve the Financial Statements at 31 December 2022.
  5. Appointment of the members of the Board of Directors as follows:
    - Luciano Carta<sup>1</sup>
    - Alessandro Profumo<sup>1</sup>
    - Carmine America<sup>1</sup>
    - Pierfrancesco Barletta<sup>1</sup>
    - Elena Comparato<sup>1</sup>
    - Paola Giannetakis<sup>1</sup>

---

<sup>1</sup> Selected from List No. 1 submitted by the Ministry of Economy and Finance holding approximately 30.204% of the share capital of Leonardo S.p.a.

Federica Guidi<sup>1</sup>

Maurizio Pinnarò<sup>1</sup>

Dario Frigerio<sup>2</sup>

Marina Rubini<sup>2</sup>

Patrizia Michela Giangualano<sup>2</sup>

Ferruccio Resta<sup>2</sup>

6. Approval of the proposal submitted by Shareholder Ministry of Economy and Finance to appoint Mr. Luciano Carta as Chairman of the Board of Directors.
7. Approval of the proposal submitted by the Shareholder Ministry of Economy and Finance to set the remuneration of the Directors as follows: Euro 90,000 before-tax per year to the Chairman and Euro 80,000 before-tax per year to each of the other Directors.
8. Approval, by binding resolution, of the first section of the "Report on the policy regarding remuneration and fees paid" which explains the corporate policy for the 2020 year regarding remuneration of the members of the Board of Directors, the General Managers and other Executives with Strategic Responsibilities and, without

---

<sup>2</sup> Selected from List No. 2 submitted by a group of asset management companies and institutional investors holding approximately 1.350% of the share capital of Leonardo S.p.a.: Aberdeen Standard Investments fund manager of Reassure Limited; Amundi Asset Management SGR S.p.A. fund manager of: Amundi Dividendo Italia, Amundi Sviluppo Italia, Amundi Cedola 2021, Amundi Distribuzione Attiva, Seconda Pensione Bilanciata ESG, Seconda Pensione Sviluppo ESG, Seconda Pensione Espansione ESG; Arca Fondi SGR S.p.A. fund manager of: Arca Azioni Italia, Arca Economia Reale Bilanciato Italia 55; BancoPosta Fondi S.p.A. SGR fund manager of BancoPosta Azionario Euro; Eurizon Capital S.A. fund manager of Eurizon Fund comparti Italian Equity Opportunities, Equity Europe LTE, Equity Euro LTE; Eurizon Capital SGR S.p.A. fund manager of: Eurizon Progetto Italia 70, Eurizon PIR Italia Azioni, Eurizon Azioni Italia, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland fund manager of Fonditalia Equiy Italy; Fideuram Investimenti SGR S.p.A. fund manager of: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Interfund Sicav – Interfund Equity Italy; Generali Investments Luxembourg S.A. fund manager of: Generali Investments Sicav, GSmart PIR Evoluz Italia, GSmart PIR Valore Italia; Generali Investments Partners S.p.A. fund manager of: Generali Euro Actions, Alleanza Obbligazionario; Kairos Partners SGR S.p.A. as Management Company of Kairos International Sicav comparto Italia; 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.

prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors, as well as the procedures used for the adoption and implementation of this policy.

9. Approval, by non-binding resolution, of the second section of the "Report on the policy regarding remuneration and fees paid" which provides the representation of each of the items comprising remuneration of the Members of the Board of Directors and the Board of Statutory Auditors, the General Managers and other Executives with Strategic Responsibilities and analytically illustrates the relevant fees paid in 2019 for any title and in any form by the company and by its subsidiaries or associates.
10. Approval of the well-grounded proposal of the Board of Statutory Auditors to appoint EY S.p.A. as independent auditor of the Company for the 2021-2029 nine-year period.