



Leonardo – Società per azioni

Registered office in Rome, Piazza Monte Grappa No. 4

leonardo@pec.leonardo.com

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

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

**EXTRACT OF THE NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
(PURSUANT TO ARTICLE 125-BIS, PARAGRAPH 1, OF THE LEGISLATIVE DECREE NO. 58/98)**

The Shareholders' Meeting is called in extraordinary session on 17, 20 and 24 May 2024, on first, second and third call respectively, and in ordinary session on 17 and 24 May 2024, on first and second call respectively, at 10:30 a.m. at the registered office of the Company, Piazza Monte Grappa, 4 – 00195 in Rome, in order to discuss and resolve on the following

Agenda:

Extraordinary Session

1. Amendments to the Articles of Association of Leonardo S.p.a.
 - a) Proposed amendment to Article 2.2 regarding the manner of establishing offices of the Company.
 - b) Proposed amendment to Article 5.1 regarding the elimination of the express nominal value of ordinary shares.
 - c) Proposed amendments to Articles 5.1ter, 16.7 and 22.4 regarding compliance with the Golden Power legislation.
 - d) Proposed amendments to Articles 15.2 and 17.3 regarding the appointment of the Secretary of the Shareholders' Meeting and the signing of the minutes of meetings.
 - e) Proposed amendments to Articles 16.1, 16.2, 16.3, 18.3, and 28.3 regarding the power to hold the Shareholders' Meeting on single call.
 - f) Proposed amendment to Article 17.1 regarding the manner of voting at the Shareholders' Meeting for election to corporate offices.
 - g) Proposed amendment to Article 18.4 regarding the criteria to be applied for the replacement of directors who have ceased to hold office.
 - h) Proposed amendments to Articles 28.1 and 28.3 regarding the appointment of the Board of Statutory Auditors. Proposed introduction of Article 34 regarding the effective date of the mechanism for the appointment of the Chairman of the Board of Statutory Auditors.
 - i) Proposed amendments to Articles 20.3 and 28.4 regarding the conduct of Board of Directors' and Board of Statutory Auditors' meetings.
 - j) Proposed amendment to Article 24.2 regarding the reformulation of the duties of directors.
 - k) Proposed amendments to Articles 8.2, 8.3, 18.2, 22.3, 25.1 and 25.2 merely functional to an improvement in the form of the current literal wording of the Articles of Association.

Ordinary Session

1. Financial Statements as at 31 December 2023 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2023.
2. Allocation of the profit for the year.
3. Appointment of the Board of Statutory Auditors for the three-year period 2024-2026.
4. Appointment of the Chairman of the Board of Statutory Auditors.
5. Determination of the remuneration of the members of the Board of Statutory Auditors.
6. Long-term Incentive Plan for the Leonardo Group's management. Related and consequent resolutions.
7. Report on remuneration policy and fees paid: binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.
8. Report on remuneration policy and fees paid: non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.



In compliance with Art. 106 of Law Decree No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), as converted, with amendments, into Law No. 27 of 24 April 2020 (the effectiveness of which was last extended by Law No. 21 of 5 March 2024), attending and voting at the Shareholders' Meeting may only occur by granting a specific proxy to the Shareholders' Representative (Computershare S.p.A.) designated by the Company pursuant to Art. 135-*undecies* of Legislative Decree No. 58/98.

For information concerning the share capital, the right to attend the Shareholders' Meeting and to exercise the voting rights (record date: 8 May 2024) exclusively through the Shareholders' Representative designated by the Company (Computershare S.p.A.), the granting of proxies/sub-proxies to the Shareholders' Representative designated by the Company (Computershare S.p.A.) and the exercise of the voting rights through the latter, the addition of items to the agenda and the submission of new resolution proposals by Shareholders who hold at least 2.5% of the share capital pursuant to Art. 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/98, the individual proposed resolution presented by Shareholders who are entitled to vote at the Shareholders' Meeting pursuant to Art. 126-*bis*, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98 (by 2 May 2024), the right to submit questions before the Shareholders' Meeting regarding the items on the agenda (by 8 May 2024), the submission of lists for the appointment of the Board of Statutory Auditors through the voting list mechanism (by 22 April 2024), the availability of the documents pertaining to the Shareholders' Meeting (also with reference to the provisions of Art. 125-*quater* of Legislative Decree No. 58/98), including the Explanatory Reports on the items on the agenda pursuant to Art. 125-*ter* of Legislative Decree No. 58/98, please refer to the full text of the notice of call published on the Company's website (www.leonardo.com, Section "2024 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com), as well as available to the public at the Company's registered office and Borsa Italiana S.p.a..

on behalf of the Board of Directors
The Chairman
(Stefano Pontecorvo)