



CORPORATE
GOVERNANCE REPORT

2024



REPORT ON CORPORATE GOVERNANCE AND SHAREHOLDER STRUCTURE

2023 FINANCIAL YEAR

12 MARCH 2024

LEONARDO – Società per azioni

Registered office in Rome, Piazza Monte Grappa n. 4

leonardo@pec.leonardo.com

Fully paid-up share capital of Euro 2,543,861,738.00

Registered in Rome, Register no. and Tax Ref. 00401990585

VAT no. 00881841001

www.leonardo.com

Disclaimer

This Report has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the Report and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.

CONTENTS

OUR GOVERNANCE AT A GLANCE	9
INTRODUCTION	11
1. LEONARDO PROFILE	11
Company Organization	12
Objectives and corporate mission.....	13
Sustainability Governance.....	15
INFORMATION ON THE SHAREHOLDER STRUCTURE	
2. INFORMATION ABOUT THE SHAREHOLDER STRUCTURE AT 11 MARCH 2023 (ART. 123-BIS, PARA. 1, TUF)	21
A) STRUCTURE OF THE SHARE CAPITAL (ART. 123-BIS, PARA. 1, LETT. A), TUF)	21
B) RESTRICTIONS ON SHARE TRANSFER (ART. 123-BIS, PARA. 1, LETT. B), TUF))	21
C) MATERIAL SHAREHOLDINGS IN THE SHARE CAPITAL (ART. 123-BIS, PARA. 1, LETT. C), TUF)	22
D) HOLDERS OF SECURITIES THAT CONFER SPECIAL CONTROL RIGHTS (ART. 123-BIS, PARA. 1, LETT. D), TUF)	22
D.1) SPECIAL POWERS OF THE GOVERNMENT	22
E) EMPLOYEE SHAREHOLDING: VOTING MECHANISM (ART. 123-BIS, PARA.1, LETT. E), TUF)	24
F) VOTING RESTRICTIONS (ART. 123-BIS, PARA. 1, LETT. F), TUF)	24
G) SHAREHOLDERS' AGREEMENTS (ART. 123-BIS, PARA. 1, LETT. G), TUF)	24
H) CLAUSES ON CHANGE OF CONTROL (ART. 123-BIS PARA. 1, LETT. H), TUF) AND BY-LAWS PROVISIONS CONCERNING TAKEOVER BIDS (ARTS. 104, PARA. 1-TER AND 104-BIS, PARA. 1, TUF)..	24
I) COMPENSATION FOR DIRECTORS IN CASE OF RESIGNATION OR DISMISSAL WITHOUT JUST CAUSE OR TERMINATION OF EMPLOYMENT FOLLOWING A TAKEOVER BID (ART. 123-BIS, PARA. 1, LETT. I), TUF)	43
L) LAWS GOVERNING THE APPOINTMENT AND REPLACEMENT OF DIRECTORS AND AMENDMENTS TO THE BY-LAWS (ART. 123-BIS, PARA. 1, LETT. L), TUF)	43

M)	AUTHORISATION FOR SHARE CAPITAL INCREASE AND AUTHORISATION TO PURCHASE TREASURY SHARES (ART. 123-BIS, PARA. 1, LETT. M), TUF)	43
N)	DIRECTION AND COORDINATION	44

CORPORATE GOVERNANCE INFORMATION

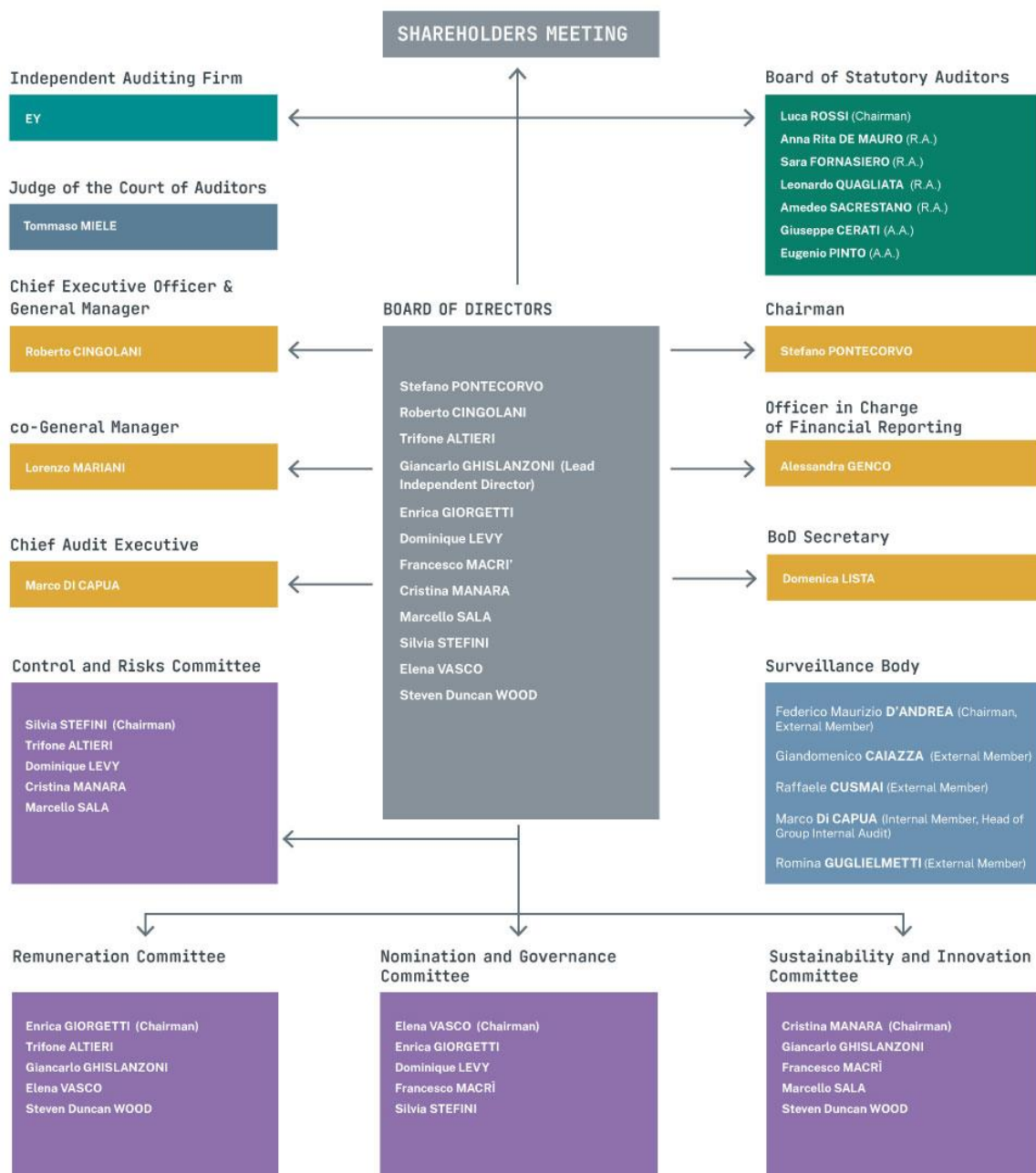
3.	COMPLIANCE (ART. 123-BIS, PARA. 2, LETT. A), FIRST PART, TUF)	46
4.	BOARD OF DIRECTORS	47
4.1.	ROLE OF THE BOARD OF DIRECTORS	47
4.2.	APPOINTMENT AND REPLACEMENT (ART. 123-BIS, PARA. 1, LETT. L), TUF)	51
4.3.	COMPOSITION (ART. 123-BIS, PARA. 2, LETT. D), TUF)	54
	Guidelines on Directors’ Overboarding	55
4.4.	FUNCTIONING (ART. 123-BIS, PARAGRAPH 2, LETT. D), TUF)	57
	Management of information to the Board of Directors	57
	Meetings	59
4.5.	ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	61
	Board Induction.....	62
	Secretary of the Board of Directors.....	62
4.6.	EXECUTIVE DIRECTORS	63
	Chief Executive Officer	63
	Information provided by the Chief Executive Officer to the Board of Directors	63
	Other Executive Directors	64
4.7.	INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR	64
	Independence assessment	64
	Meetings of Independent Directors	66
	Lead Independent Director	67
4.8.	CORPORATE INFORMATION MANAGEMENT	68

Inside Information	68
Code of Internal Dealing	69
4.9. DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES	70
5. INTERNAL BOARD COMMITTEES (ART. 123-BIS, PARA. 2, LETT. D), TUF)	72
6. NOMINATION AND GOVERNANCE COMMITTEE – SELF-EVALUATION AND SUCCESSION OF DIRECTORS	73
6.1. NOMINATION AND GOVERNANCE COMMITTEE	73
6.2. SELF-EVALUATION AND SUCCESSION OF DIRECTORS	78
Board evaluation	78
Succession plans.....	81
7. SUSTAINABILITY AND INNOVATION COMMITTEE.....	82
8. REMUNERATION COMMITTEE – REMUNERATION OF DIRECTORS AND TOP MANAGEMENT	86
8.1. REMUNERATION COMMITTEE.....	86
8.2. REMUNERATION OF THE DIRECTORS AND OF THE TOP MANAGEMENT.....	90
Remuneration policy	90
Share-based remuneration plans.....	91
Remuneration of Executive Directors and the Top Management	91
Remuneration of Non-executive Directors.....	92
Accrual and payment of fees.....	92
Indemnity due to Directors in case of resignation, dismissal without cause or termination of employment following a takeover bid (under Art. 123-bis, para. 1, lett. i), TUF)	93
9. CONTROL AND RISKS COMMITTEE	93
10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM.....	99
10.1. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM RELATED TO THE PROCESS OF FINANCIAL REPORTING (ART. 123-BIS, PARA. 2, LETT. B), TUF)	101
10.2. CHIEF EXECUTIVE OFFICER	105
10.3. CHIEF AUDIT EXECUTIVE.....	107

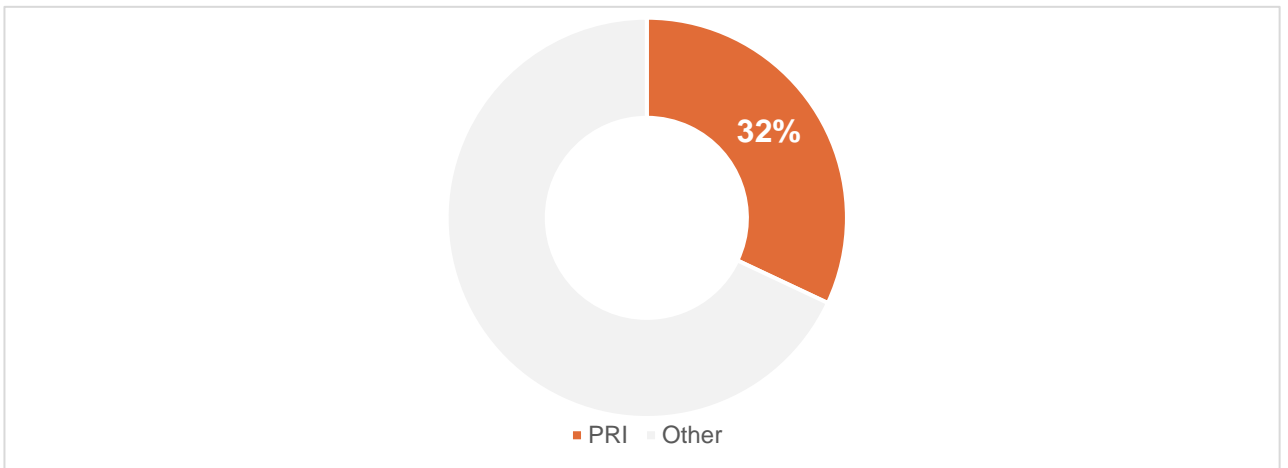
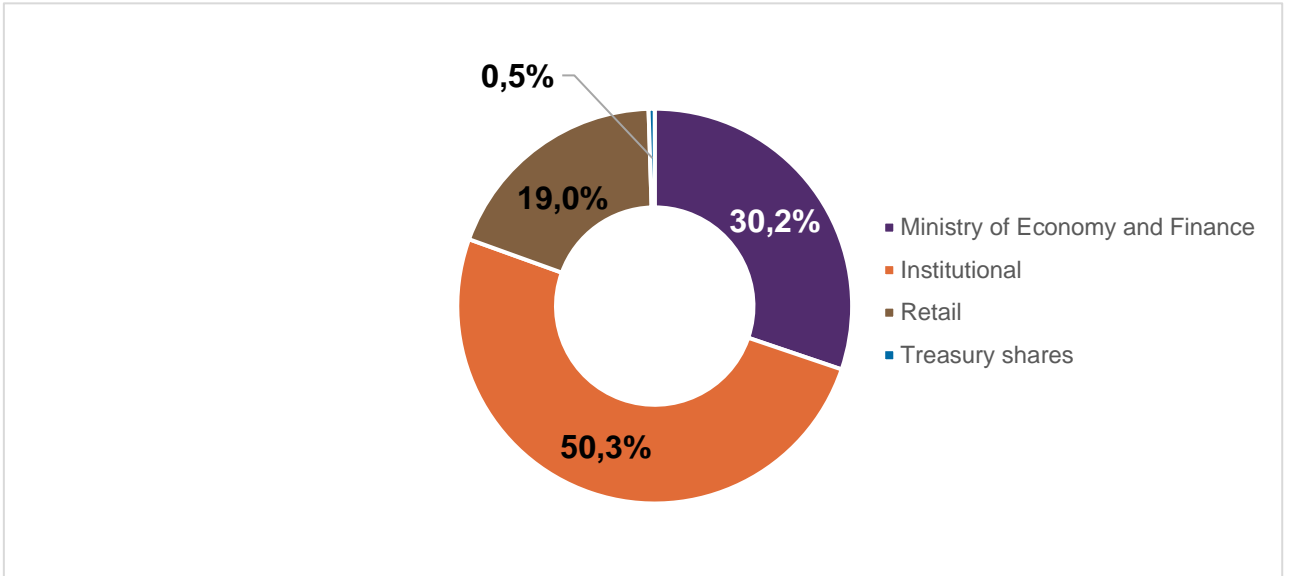
10.4. ORGANIZATIONAL MODEL AS PER LEGISLATIVE DECREE 231/2001	109
10.5. EXTERNAL CONTROLS	110
Independent Auditing Firm	110
Audit of the Court of Auditors	111
10.6. OFFICER IN CHARGE OF FINANCIAL REPORTING AND OTHER CORPORATE ROLES AND ORGANIZATIONAL UNITS	111
10.7. COORDINATION BETWEEN PERSONS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM.....	114
11. BOARD OF STATUTORY AUDITORS	115
11.1. APPOINTMENT AND REPLACEMENT	115
11.2. COMPOSITION AND FUNCTIONING (ART. 123-BIS, PARA.2, LETT. D), TUF)	117
Independence	119
Duties	119
Meetings.....	121
Remuneration	122
Conflict of interest management	123
Self-evaluation	123
12. DIVERSITY CRITERIA AND POLICIES (ART. 123-BIS, PARA. 2, LETT. D-BIS), TUF)	124
Board of Directors.....	125
Board of Statutory Auditors	128
Gender Equality	129
13. INVESTOR RELATIONS	132
Financial Disclosure.....	132
Credit Rating Agencies	133
Shareholder Engagement – Engagement Policy.....	133
14. SHAREHOLDERS’ MEETINGS (ART. 123-BIS, PARA. 2, LETT. C), TUF).....	136

Notice of call and disclosures to Shareholders.....	136
Functioning of the Shareholders' Meeting	138
Right of attendance and voting at the Shareholders' Meeting.....	139
2023 Meeting	140
15. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (ART. 123-BIS, PARA. 2, LETT. A), 2ND PART, TUF).....	141
16. CONSIDERATIONS ON THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE'S LETTER OF 14 DECEMBER 2023	146
ANNEX	
ANNEX 1: CURRICULA OF THE DIRECTORS	148
ANNEX 2: CURRICULA OF STATUTORY AUDITORS	158
APPENDIX	
TABLE 1: INFORMATION ON THE SHAREHOLDER STRUCTURE AT 11 MARCH 2024	165
TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS	166
TABLE 3: STRUCTURE OF THE BOARD COMMITTEES	167
TABLE 4: DIRECTORS WHO CEASED TO HOLD OFFICE IN FINANCIAL YEAR 2023.....	168
TABLE 5: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS	169

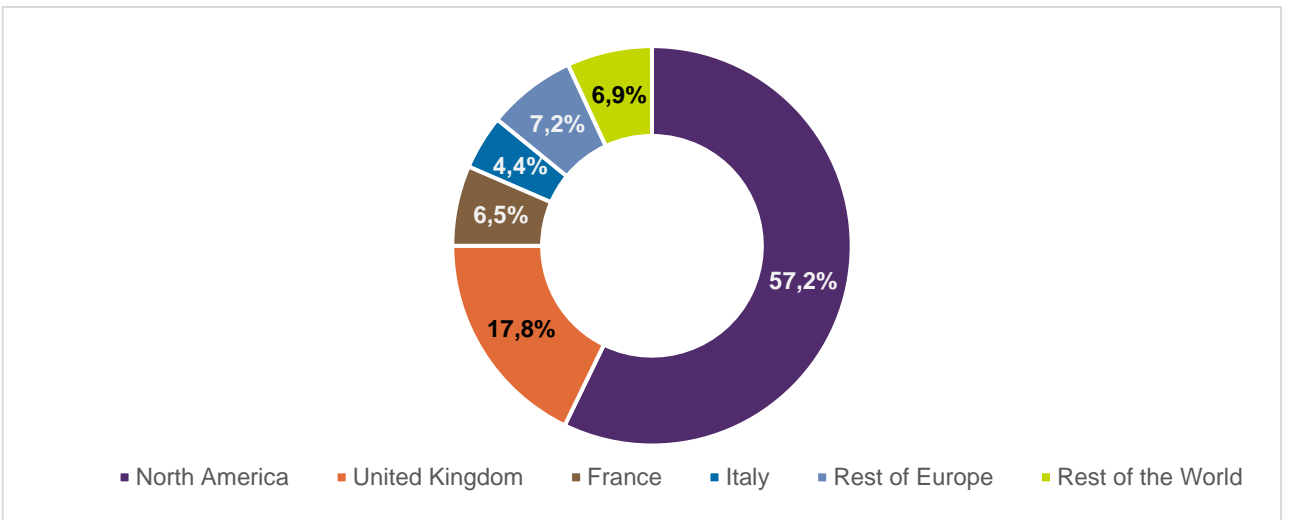
OUR GOVERNANCE AT A GLANCE



LEONARDO'S SHAREHOLDERS – FEBRUARY 2024



*PRI Investors are investors who are signatories of the Principles for Responsible Investment (PRI).
The percentage represented is linked only to Leonardo's institutional investors*



The represented geographical breakdown is linked only to Leonardo's institutional investors

REPORT ON CORPORATE GOVERNANCE AND SHAREHOLDER STRUCTURE

INTRODUCTION

The purpose of this Report, which was approved by the Board of Directors of Leonardo Spa (hereinafter also referred to as “Leonardo” or “the Company”) on 12 March 2024, is to provide the periodic and analytical description of the Company’s corporate governance system and shareholder structure, pursuant to Art. 123-*bis* of Legislative Decree 58/1998 (the Consolidated Law on Financial Intermediation, in Italian *Testo Unico della Finanza*, hereinafter also “TUF”), as well as the current laws and regulations governing disclosures concerning compliance with codes of conduct.

The disclosure is provided in compliance with the provisions on the contents of the abovementioned Art. 123-*bis* (paragraphs 1 and 2) and of the Corporate Governance Code ¹ (hereinafter also referred to as “the Code”), which the Company abides by.

Information on the choices made by the Company in the application of the principles set forth in the Code, as well as on the compliance with the specific recommendations, including the actions and implementation methods, is illustrated in paragraphs and sub-paragraphs, in line with the indications of the Borsa Italiana format ², with particular attention to information continuity and comparability and providing the references to the articles of the Code, in order to facilitate their identification.

This Report also implements the disclosure obligations regarding diversity policies, as well as the guidelines laid down in the **Chairman of the Corporate Governance Committee’s letter to the issuers of 14 December 2023**: as usual, considerations on the Committee’s recommendations are expressly referred to and specifically addressed, graphically as well, when dealing with the various issues, and summarised in the final paragraph of the Report.

The information contained in the Report refers to the 2023 financial year and, with respect to specific topics, is updated to the date of the Board of Directors’ meeting for approval of the Report.

The Code can be found on the Corporate Governance Committee’s website ³.

The documentation referred to herein can be found in the specifically indicated areas on the Company’s website (www.leonardo.com).

1. LEONARDO PROFILE

We provide below a brief Company profile, while the subsequent paragraphs of this Report should be referred to for a more detailed view of Leonardo’s corporate governance structure and practices, the main changes that occurred during the 2023 financial year and during the first months of the current

¹ *Corporate Governance Code January 2020 edition (approved by the Corporate Governance Committee promoted by Abi, Ania, Assogestioni, Assonime, Borsa Italiana and Confindustria), which issuers were required to apply with effect from the financial year 2021. Such Code replaced the Corporate Governance Code previously in force, which the Company complied with.*

² *Latest edition: January 2022*

³ *The text of the Code is available at the page: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.*

financial year, as well as the actions and measures of compliance adopted to ensure the closest adherence to the inspiring principles of the Code.

With regard to the **principle of proportionality**, enhanced by the Code in terms of implementation flexibility, with certain recommendations that are consequently outlined according to the size and shareholder structure of the companies, it should be noted that the application choices made by Leonardo and described in this Report are in line with the Code's guidelines that are specifically addressed to **"large companies"** (with higher capitalisation⁴) and **with dispersed ownership**⁵.

Company Organization

The term corporate governance stands for the set of rules and the corporate governance practices that regulate the management and control of the Company.

Leonardo's corporate governance model is directed at the effective control of business risks and the utmost transparency with respect to the market; it also seeks to ensure the integrity and fairness of decision-making processes, with the aim of generating value for the company and shareholders and constantly strengthening the relationship of trust with its investors and stakeholders.

The Company's corporate governance structure, based on the traditional governance model, is consistent with the current laws applicable to listed issuers, as well as in line with the principles and recommendations of the Code.

- **SHAREHOLDERS' MEETING**

The Shareholders' Meeting has the power to pass resolutions in ordinary and extraordinary sessions on the matters reserved to it by law or under the By-Laws.

- **BOARD OF DIRECTORS**

The Board of Directors (hereinafter referred to as the "Board" or the "BoD") is vested with the fullest powers for the administration of the Company, with the authority to perform any act it considers appropriate to the fulfilment of the Company's corporate purpose, except for those acts reserved to the Shareholders' Meeting by law or the By-Laws. The serving members of the Board of Directors were appointed by the Shareholders' Meeting held on 9 May 2023 for the three-year period from 2023 to 2025.

- **COMMITTEES**

The Board of Directors of Leonardo is supported, in fulfilling its duties, by the following internal Committees, with advisory and consulting functions: the **Control and Risks Committee**, which also acts as Committee for Related Parties Transactions, the **Remuneration Committee**, the **Nomination and Governance Committee** and the **Sustainability and Innovation Committee**. The Committees'

⁴ **"Large company"** means the company whose capitalization was more than € 1 billion on the last open market day of each of the previous three calendar years.

⁵ **"Company with concentrated ownership"**: means a company in which one or more shareholders participating in a shareholders' voting agreement hold, directly or indirectly (through subsidiaries, trustees, or third-parties), a majority of the votes that can be exercised at ordinary shareholders' meetings.

composition, duties and operation are defined and regulated by appropriate Rules of Procedure approved by the Board itself.

- **BOARD OF STATUTORY AUDITORS**

The Board of Statutory Auditors performs specific supervisory functions pursuant to law, with specific to reference: *a)* compliance with the provisions of law, regulations and by-laws, as well as observance of the principles of proper business administration; *b)* the adequacy of the Company's organizational structure and internal control and risk management system and the administrative and accounting system, including the latter's reliability as a means of accurately reporting business operations; *c)* any procedures for the actual implementation of the corporate governance rules provided for in the Code; *d)* the adequacy of the Company's instructions given to subsidiaries with regard to the information to be provided in order to fulfil the disclosure obligations prescribed by law and Regulation (EU) No. 596/2014. The serving members of the Board of Statutory Auditors were appointed by the Shareholders' Meeting held on 19 May 2021 for the three-year period from 2021 to 2023 and, therefore will be renewed at the next Shareholders' Meeting for the approval of the financial statements as at 31 December 2023.

- **INDEPENDENT AUDITING FIRM**

The Independent Auditing firm is the company appointed to carry out the statutory audit of accounts. It is appointed by the Shareholders' Meeting, on a reasoned proposal by the Board of Statutory Auditors. The Shareholders' Meeting held on 20 May 2020 appointed EY SpA to carry out the statutory audit of accounts for the nine-year period from 2021 to 2029.

- **OFFICER IN CHARGE OF FINANCIAL REPORTING**

Pursuant to Art. 154-*bis* of the Consolidated Law on Financial Intermediation and Arts. 25.4 and 25.5 of the Company's By-Laws, the Board of Directors' meeting held on 9 May 2023 appointed the Officer in charge of financial reporting, confirming for this role Alessandra Genco (the Company's Chief Financial Officer) until the expiry of the term of office of the current Board of Directors.

Objectives and corporate mission

Leonardo is a global industrial group that builds multi-domain technological capabilities in the **Aerospace, Defense & Security (AD&S)** sector and represents, and is also one of the industry's leading companies at international level. With 51,000 employees worldwide, the Company boasts a significant industrial footprint in Italy, the United Kingdom, Poland and the United States and operates in 150 countries also through subsidiaries, joint ventures and investees. The Company plays a prominent role in major international strategic programs and is a trusted technological and industrial partner of governments, Defense Ministries, institutions and enterprises.

Innovation, continuous research, digital industry and sustainability are the pillars of its business worldwide.

Leonardo is a company listed on the Italian Stock Exchange and also present in the US Stock Exchange NASDAQ with the company Leonardo DRS, is.

Its **business areas** are: **Helicopters** (helicopters for every type of mission, with world leadership in the civil sector and a leading presence in defense); **Defense Electronics** (command and control systems, avionics, radars and multi-functional sensors and self-protection equipment, with applications in the land, naval, aircraft, space and cyber domains); **Aircraft** (the latest generation aircraft answering the needs of the most complex operational scenarios: multi-mission defense and surveillance, training and tactical transport, humanitarian relief); **Aerostructures** (realization and assembly of large structural components in composite material and traditional metal for commercial and defense aircraft, helicopters and unmanned aircraft); **Space** (Leonardo covers the entire value chain of the space industry, from the manufacture of satellites and orbiting infrastructure and the production of high tech equipment and sensors, through to development of new applications and management of satellite services, and propulsion and launching systems); **Unmanned Systems** (remotely piloted systems for air, land and sea applications used in civil and military missions); **Cyber & Security** (Leonardo protects institutions, enterprises and citizens guaranteeing the security of digital ecosystems and the resilience of strategic assets through services for the secure digitalization of processes, infrastructure and applications, technologies and solutions for mission and business critical communications, as well as systems and platforms for monitoring and responding to both physical and cyber threats); **Automation** (Leonardo has developed a full range of systems and solutions for the automation of airport baggage handling, mail sorting centers and courier logistics hubs).

The Leonardo innovation ecosystem is based on a research and development program supported by constant investment and a solid open innovation network, with universities, research centers and industrial partners fully involved in the integration of new skills.

In order to increase the potential of its offer and explore new emerging and disruptive technologies, Leonardo is supported by the **Leonardo Innovation Labs**, a network of technology incubators that support all the business areas across the Company.

Research, technological innovation and **digitalization** are enabling factors that allow Leonardo and its supply chain to speed up the transition towards an **inclusive and sustainable development**, in line with the goals of the UN 2030 Agenda.

Scientific and technological expertise, dedicated infrastructure and resources give life to Leonardo's open, multidisciplinary innovation ecosystem spread across 15 technological areas (artificial intelligence, communication networks, cyber, digital enablers, electronics, flight technologies, materials, mechanics, modelling and simulations, quantum technologies, software architecture and processing, autonomous technologies, design and integration technologies, optronics, propulsion).

A model based on consolidation and innovation of core technologies and developing cutting-edge solutions, capable of triggering new technological cycles.

Sustainability Governance

Sustainability is a cornerstone of the corporate strategy and the Industrial Plan of Leonardo, which is strongly integrated into the Company's culture, business strategy and internal processes. Leonardo, in line with the Sustainable Development Goals of the UN 2030 Agenda, focuses on innovation and digitalization in production and supply while considering business, governance, social impacts and environmental factors in a short, medium and long-term perspective.

The definition of the strategy on the part of the governing body (whose Regulations, as reported in Section 4.1 below on the role of the BoD, require the BoD to carry out management activities precisely by pursuing the goal of sustainable success) its **involvement in the progress of the Sustainability Plan** and the choices concerning the Group's financial and ESG reporting, in addition to a specific materiality analysis carried out with the support of the management and the competent Board committee (Sustainability and Innovation Committee), are consistent with the principles and recommendations laid down in the Code.

Within the framework of the **organizational measures put in place by Leonardo in the field of sustainability governance**, in addition to setting up the aforesaid **Board committee** (for the functions, composition and work of which reference should be made to para. 7 below) and strengthening the sustainability component in the **remuneration policies** (for a description of which reference should be made to para. 8 below, as well as to the specific information provided in the Remuneration Report), the Company has adopted a **Sustainability Operating Model** and has established **corporate departments dedicated** to managing and monitoring any related issue, even with regard to the dynamics of interaction with shareholders and stakeholders. With a view to consolidating the role of the sustainable success in the governance of Leonardo, and in line with the goals that guides the action of the Board of Directors in accordance with the Code, **each Board Committee** has been specifically assigned the task (described in the relevant Rules of Procedure) of **supporting the Board in considering the issues that are important for the Company to generate long-term value, within the sphere of their respective competence**.

Sustainability Operating Model

Given the ever-increasing attention paid to ESG issues by external stakeholders and given that sustainability is now a key element of the business strategy, as early as 2021 Leonardo began to set out a Sustainability Operating Model (hereinafter the "Operating Model"), which is aimed at putting in place any and all sustainability processes and sub-processes in a structured and consistent manner across the Group. The Operating Model designs in fact the different levels of the organization - in accordance with existing company procedures and/or practices - and the methods to manage sustainability in integrating it into the business strategy. The Operating Model goes into the substance of the Group's sustainability strategy and describes the various phases it encompasses, from setting out the Objectives and the Sustainability Plan as an integral part of the Industrial Plan to measuring and reporting the Company's performance on ESG-related issues. In order to ensure coordination at Group level, the Operating Model has been prepared according to a Company Sustainability Policy

and a specific Procedure that details actions, roles and responsibilities of the corporate departments concerned, including the appointment of the **Sustainability Coordinators/Managers**: subjects appointed within the various organizational units (Corporate/Divisions/Group companies) playing a key role in the implementation of sustainability, ensuring the coordination of the relevant activities within the scope of their competence.

In 2023 work continued on the integration of sustainability issues into the Company's core processes in terms of materiality analysis, KPI reporting, targets and sustainability plan. We also took account of the ESG risks and identified mitigation actions and an Investment Management Procedure was approved, which enhances the value of investments that contribute to the achievement of the United Nations Sustainable Development Goals (SDGs).

Company's organizational structures

From 2023 the **Sustainability** organizational unit (hereinafter also "OU"), headed by the **Chief Sustainability Officer**, reports directly to the Chief Executive Officer and General Manager in order to integrate sustainability as strategic leverage of the Group. The OU, through the **Climate and Environmental Strategy and Projects**, **ESG Ratings & Benchmarking**, **Stakeholder Engagement**, **Sustainability Projects & Reporting** and **Social Impact** OUs, is responsible for guidance, management, monitoring and strategic dialogue on sustainability issues, with particular focus on environmental, climate and social topics.

The unit is in charge of supporting the Company's Top Management in designing the Group's sustainability strategy and related governance, as well as of preparing the materiality analysis and the Sustainability Plan in line with the Industrial Plan of the Group, periodically measuring its implementation in coordination with the Finance organizational unit . The OU Sustainability , together with the key stakeholders of the Company (i) identifies the material issues for Leonardo (considering the current regulatory developments at European level); (ii) monitors sustainability practices and trends at a global level thus contributing to the definition of sustainability metrics, KPIs (Key Performance Indicators) and targets, in accordance with international guidelines and best practices and with particular focus on environmental issues; (iii) provides expert support in managing relations with networks, associations and national and international stakeholders, which contribute to the definition of critical issues (through the identification of the impacts that the company has on economy, environment and society), guidelines and best practices; (iv) defines and coordinates sustainability projects, identifying priority areas for intervention in coordination with the Sustainability Coordinators/Managers and monitoring the development of the related activities.

During 2023 the Sustainability OU provided its inputs to the Sustainability and Innovation Committee in designing the sustainability strategy. In particular, the Company established the new Sustainability Objectives and structured the new Group Sustainability Plan, with the aim of strengthening the creation of value in line with the Sustainable Development Goals of the UN 2030 Agenda. In this respect, the Company expressed its commitment to the Science Based Targets Initiative (SBTi) in order to consolidate its decarbonization roadmap. The Sustainability Plan is structured into eight thematic

areas of action - clusters -, which cover the entire value chain: from research and innovation to operations, up to the development of new solutions, new business models and social impact, involving Divisions, companies and corporate functions. As part of the sustainability planning process, in accordance with the data-driven approach pursued by the Company, activities were carried out to set out and monitor specific KPIs of the Plan's initiatives, with the preparation of dedicated data collection and analysis tools during the year.

Given the several regulatory changes introduced by the European Union on sustainability and reporting, the Sustainability OU also reviewed the Leonardo's materiality process (impact materiality) aligning it with the GRI standards and, with a view to the upcoming entry into force of the Corporate Sustainability Reporting Directive (CSRD), the unit started to supplement the process with the corporate Enterprise Risk Management. Furthermore, the OU strengthened the stakeholder engagement activities (i) contributing to the creation of the Green Defence Task Force of the AeroSpace and Defence Industries Association of Europe (ASD), guiding the related sub-group on the Sustainable Supply Chain, (ii) by joining working groups of the Ministry of Defence and the Atlantic Alliance on topics regarding climate changes and the adaptation of the military instruments to such changes.

The Sustainability OU manages relations with ESG Rating Agencies and the activities relating to the Company's admission to the main sustainability stock indices, in coordination with the other responsible OUs (in particular, in the Finance area, with the [Investor Relations & Credit Rating Agencies](#) OU, for whose activities reference is made to par. 13), providing, among other things, specialistic support in the engagement processes on ESG topics addressed to investors, proxy advisors and other financial stakeholders. The OU also guarantees, in coordination with the relevant internal functions, the reporting and monitoring process of the ESG targets included in the incentive plans.

With regard to the decarbonization strategy pursued by the Company, we must note the commitment to the Science Based Targets (SBTi) project, the partnership between CDP, the United Nations Global Compact, the World Resources Institute (WRI) and the World Wide Fund for Nature (WWF), which promotes science-based emission reduction targets. Leonardo has set out the roadmap to reduce CO2 emissions along the value chain: efficiency improvement of industrial processes, involvement of key suppliers in the decarbonization project, and cooperation with customers to develop enabling solutions and more efficient technology.

[Integrated Annual Report and ESG Indicators](#)

The [ESG & Integrated Reporting OU](#) (established within the Finance area) is in charge of preparing the Group's [Consolidated Non-Financial Statement \("NFS"\)](#), which was included in the [Integrated Annual Report](#), managing the relations with independent auditors.

The integrated approach to financial reporting aims to provide, in a single document, a complete, measurable and transparent view of the value generated by Leonardo, as well as to represent a guide to interpreting its commitment to the four pillars of "Governance, People, Planet, Prosperity",

with a view to long-term sustainable growth, representing the ESG-related performance, economic and financial data and information on a coordinated basis. Moreover, on a voluntary basis, from 2021 Leonardo requested the independent auditors to verify a set of non-financial performance indicators (ESG) to obtain a high level of assurance (“Reasonable assurance engagement”) in consideration of their relevance and strategic importance for the Group⁶.

In addition to the Integrated Annual Report, Leonardo has incorporated objective and measurable ESG indicators into its [remuneration policy](#) (see para. 8 below and Remuneration Report), as well as into [financing strategy](#). With a view to further aligning this strategy with sustainability goals, at the end of 2023 a large part of the sources of financing available for the Group was linked to ESG parameters. This result was reached thanks to: (i) the signing in 2021 with a pool of national and international banks of ESG-linked credit lines (ESG-linked Revolving Credit Facility and ESG-linked Term Loan) linked to specific objectives connected with ESG indicators; (ii) the signing in 2022 with EIB (European Investment Bank) of a Sustainability-Linked financing agreement with innovative indicators (KPIs) linked to the achievement of ESG technology goals, aimed at promoting Research, Development and Innovation (RDI), as well as research work performed by the Leonardo Innovation Labs while contributing to the fight against climate change.

For a more detailed and specific description of the issues, reference should be made to the [Integrated Annual Report 2023](#), which is made available within the time limits and according to the procedures prescribed by law, at the same time as this Report, including through the publication on the Company's website (Investor Relations area).

[ESG awards](#)

In 2023, the international rating agency S&P Global included Leonardo by for the fourteenth year running, in the [Dow Jones Sustainability Indices \(DJSIs\)](#), which are the stock indices that include the best-in-class companies in terms of global sustainability, ranking for the fifth year running with the highest score in the Aerospace and Defense sector according to the results of the Corporate Sustainability Assessment. The analysis conducted by S&P Global, specialized in the assessment of environmental, social and governance aspects of more than 13,000 companies in different sectors, takes account of the ESG performance of companies with a view to continuous improvement.

Inclusion in the DJSIs must be added to the additional following awards the Company has received:

- Leonardo's confirmation as a leading company for its commitment to [combating climate change](#) placing it in the highest rating band (“Leadership” band) of [CDP \(formerly Carbon Disclosure Project\)](#), the international organization which evaluates performance in the fight against climate change based on information on environment-related impacts, risks and opportunities; the recognition by CDP rewards the Leonardo's continued commitment and actions put in place to reduce emissions, mitigate climate change-related risks and enable the transition to a low-carbon economy;

⁶ *Under current Italian Law, it is sufficient to subject non-financial disclosures to a limited assurance engagement. For further information reference is made to the Integrated Annual Report.*

- the confirmation of the inclusion in the **MIB ESG Index** of Euronext (Borsa Italiana), dedicated to the Italian blue-chips and thought out to identify the 40 large Italian listed issuers that report the best ESG practices. The composition of the index is based on the analysis by Vigeo Eiris, a company of Moody's ESG Solutions, which assesses the ESG performance of the issuers;
- the award of the "**Platinum medal**" from Ecovadis that supports companies in the assessment and monitoring of the sustainability performances of their suppliers, in 175 countries and 200 sectors.

INFORMATION ON THE SHAREHOLDER STRUCTURE

2. INFORMATION ABOUT THE SHAREHOLDER STRUCTURE AT 11 MARCH 2023 (ART. 123-BIS, PARA. 1, TUF)

A) STRUCTURE OF THE SHARE CAPITAL (ART. 123-BIS, PARA. 1, LETT. A), TUF)

Leonardo's current share capital is equal to €2,543,861,738.00 and is made up of 578,150,395 common shares with a par value of €4.40 each, all accompanied by the same rights and obligations. The holders of Leonardo shares are entitled to vote at the ordinary and extraordinary meetings of the Company.

At the date of the approval of this Report the Company held 2,843,120 treasury shares, equal to about 0.492% of the share capital.

B) RESTRICTIONS ON SHARE TRANSFER (ART. 123-BIS, PARA. 1, LETT. B), TUF)

In accordance with Art. 5.1-*bis* of the By-Laws, in the application of the special rules under Art. 3 of Decree Law no. 332 of 31 May 1994, as converted with amendments into Law no. 474 of 30 July 1994, as amended and supplemented, ("Rules to speed-up the procedures for the divestment of shareholdings held by the Government and public entities in joint stock companies" hereinafter "Privatisation law") no one, except for the State, public bodies or entities controlled thereby and any other party authorised by law, may possess, on any basis, shares in the Company that constitute a shareholding of more than 3% of the share capital represented by shares with voting rights. The maximum shareholding limit is also calculated in consideration of the total holding of the controlling undertaking, which may be a natural person, legal person or corporation, as well as of direct or indirect subsidiaries and the subsidiaries of a single controlling undertaking, affiliated undertakings and relatives within the second degree of consanguinity or affinity or spouses, provided that the spouses are not legally separated.

Even with reference to parties other than companies, the term "control" is held to be within the meaning of Art. 93 of the Consolidated Law on Financial Intermediation. The term "affiliation" is held to be within the meaning of Art. 2359(3) of the Italian Civil Code, and is also deemed to exist between parties who, directly or indirectly, through their subsidiaries, other than those which manage mutual funds, sign, with third parties or otherwise, agreements relating to the exercise of voting rights or the transfer of shares or quotas, belonging to third parties or otherwise, or other agreements or contracts with third parties or otherwise, as referred to in Art. 122 of the Consolidated Law on Financial Intermediation, if such agreements or contracts concern at least 10% of the voting capital for listed companies or 20% of the voting capital for unlisted companies.

For the purposes of calculating the aforesaid shareholding limit (3%), consideration is also given to those shares that are held through trust companies and/or intermediaries or by third parties in general. Voting rights regarding shares held in excess of the maximum limit stated above cannot be exercised as detailed in paragraph F) below).

Furthermore, according to the provisions governing the Government's special powers that are commented on in para. D.1) below and, more in particular, pursuant to Art. 1, paragraph 5, of Decree Law no. 21 of 15 March 2012, as converted with amendments into Law no. 56 of 11 May 2012 and related implementing provisions, anyone – excluding the Italian Government, Italian public bodies or any entities controlled by the latter – who holds a stake in the share capital which exceeds the threshold of 3% or a stake which exceeds the thresholds of 5%, 10%, 15%, 20%, 25% and 50%, is required to notify the acquisition in question to the Presidency of the Council of Ministers within the time limits and according to the procedures set out in the abovementioned Decree Law 21/2012, and related implementing provisions. The above provisions shall apply in order to allow the Presidency of the Council of Ministers the possible exercise of special powers (described in para. D.1 below) envisaged in the abovementioned regulations in the event of a threat of serious damage to the essential interests of the defence and national security.

C) MATERIAL SHAREHOLDINGS IN THE SHARE CAPITAL (ART. 123-BIS, PARA. 1, LETT. C), TUF)

The persons who, at the date of the approval of this Report, held, either directly or indirectly, a significant stake in the share capital, on the basis of the notices disclosed pursuant to Art. 120 of the Consolidated Law on Financial Intermediation, are reported in Table 1 in Appendix.

The Company is subject to the *de facto* control of the Ministry of Economy and Finance, which directly holds a stake of about 30.204% in the share capital of Leonardo and has sufficient votes to exercise a predominant influence at Leonardo's Ordinary Meeting. However, such Ministry does not exercise any direction or coordination activity over Leonardo, as provided by Art. 19, para. 6 of Law Decree No. 78/2009 (converted into Law No. 102/2009) pursuant to which the statutory provisions regarding the direction and coordination of companies do not apply to the State.

D) HOLDERS OF SECURITIES THAT CONFER SPECIAL CONTROL RIGHTS (ART. 123-BIS, PARA. 1, LETT. D), TUF)

No securities have been issued which confer special control or any other rights.

D.1) SPECIAL POWERS OF THE GOVERNMENT

Decree Law no. 21 of 15 March 2012 (as converted with amendments into Law no. 56 of 11 May 2012 - hereinafter the "Golden Power Decree"), regulates the special powers of the Government on the corporate structure in the sectors of Defence and National Security, as well as the activities of strategic importance in the Energy, Transport and Communications sectors and in the sectors under Art. 4, paragraph 1, of Regulation (EU) 452/2019 of the European Parliament and of the Council (establishing a framework for the screening of foreign direct investments into the Union or "FDI Regulation").

The scope of application of the regulations was extended following the adoption of the Prime Minister's Decree no. 179 of 18 December 2020, which came into force on 14 January 2021, and which set out the "economic activities of strategic importance", as well as "critical" infrastructures, assets and relationships in the sectors identified under the FDI Regulation, in addition to those already identified under the implementing decrees adopted.

The sectors falling within the scope of application of the Golden Power Decree, as supplemented, include:

- processing, storage, access to and control of sensitive data and information;
- artificial intelligence, robotics, semiconductors, cyber security, nanotechnologies and biotechnologies;
- non-military aerospace infrastructures and technologies;
- dual-use products.

The Prime Minister's Decree no. 180 of 23 December 2020, which came into force on 14 January 2021, also updated the provisions on the assets of strategic importance in the Energy, Transport and Communications sectors in accordance with Art. 2, paragraph 1, of the Golden Power Decree.

The regulatory framework has been affected by a number of updates, concerning both the objective perimeter and the procedural process. Notable among these are:

- the extension - ordered by Decree Law no. 21 of 21 March 2022 – concerning the notification requirement, even with regard to establishing companies whose corporate purpose includes the performance of activities of strategic importance, or which hold assets of strategic importance for the national defence and security system;
- the provision, under Prime Minister's Decree no. 133 of 1 August 2022, for a "preliminary notification" system, for the purposes of a preliminary assessment of the transaction - potentially relevant – on the part of the Presidency of the Council of Ministers, in addition to measures to simplify the administrative procedure.

With specific regard to the Defence and National Security sector, the Prime Minister's Decree no. 108 of 6 June 2014 identified the activities of strategic importance, including any key strategic activities, for the purposes of the exercise of the Government's special powers. The procedures for the application and exercise of special powers in this sector are instead regulated by Presidential Decree no. 35 of 19 February 2014. In particular, the related regulations provide, in the event of an actual threat of a serious damage to the essential interests of defence and security, for the Government to be entitled to exercise the special powers described below:

- a) imposition of specific conditions relating to the security of procurement and information, technology transfers, export control, in the case of the acquisition of stakes in companies that carry out activities of strategic importance for the Defence and Security sector;
- b) veto on the adoption of resolutions, acts or transactions approved by the Shareholders' Meeting or the governing body of a company that carries out activities of strategic importance for the Defence and Security sector having the effect of changing the ownership, control and availability of strategic assets, including those concerning mergers, demergers, transfer of businesses or branches of business or of subsidiaries, transfer of the registered office abroad, change in the corporate purpose, dissolution of the company, amendments to by-law clauses brought in pursuant to Art. 3, paragraph 1, of Decree Law no. 332 of 31 May 1994, or that may be adopted on limits on voting rights (pursuant to Art. 2351, paragraph 3, of the Italian Civil Code), as well as assignments of rights *in rem* or of use in relation to tangible or intangible assets, the assignment of the same by

way of security or undertaking of obligations that limit their use, even due to the company being subject to insolvency proceedings;

- c) opposition to the acquisition of stakes in a company that carries out activities of strategic importance for the Defence and Security sector, on the part of an entity other than the Italian Government, an Italian public body or an entity controlled by the latter, where the buyer holds – either directly or indirectly, including through subsequent acquisitions, through third parties or through persons and entities that are otherwise related to each other - a stake in the voting capital which is capable of affecting the interests of defence and national security (see paragraph b) above).

E) EMPLOYEE SHAREHOLDING: VOTING MECHANISM (ART. 123-BIS, PARA.1, LETT. E), TUF)

No provision is made for any employee shareholding scheme. With reference to the Incentive Plan adopted by the Company, it does not provide for the voting rights attached to the shares being granted, to be exercised by persons other than the beneficiaries of the Plans. For more details, reference should be made to the Information Sheet prepared pursuant to Art. 84-*bis* of Consob Regulation 11971/1999, as amended and supplemented (hereinafter the “Issuers’ Regulation”), available in the Corporate Governance section (Remuneration area) of the Company’s website.

F) VOTING RESTRICTIONS (ART. 123-BIS, PARA. 1, LETT. F), TUF)

In implementing the abovementioned Privatisation law, the Leonardo’s By-Laws (Art. 5.1-*bis*) provide that voting rights relating to shares held above the maximum limit of 3% may not be exercised and that voting rights held by Shareholders in excess of the shareholding limit shall be reduced proportionally, unless otherwise previously and jointly indicated by all the Shareholders concerned. In case of non-compliance, meeting resolutions may be challenged under Art. 2377 of the Italian Civil Code if the required majority would not have been reached had the votes exceeding the maximum limit not been included. However, non-voting shares shall be included for the purposes of calculating the meeting quorum.

G) SHAREHOLDERS’ AGREEMENTS (ART. 123-BIS, PARA. 1, LETT. G), TUF)

The Company has no knowledge of any shareholders’ agreements referred to in Art. 122 of the Consolidated Law on Financial Intermediation, regarding the shares.

H) CLAUSES ON CHANGE OF CONTROL (ART. 123-BIS PARA. 1, LETT. H), TUF) AND BY-LAWS PROVISIONS CONCERNING TAKEOVER BIDS (ARTS. 104, PARA. 1-TER AND 104-BIS, PARA. 1, TUF)

Material agreements – subject to disclosure pursuant to Art. 123-*bis*, paragraph 1, letter h), of the Consolidated Law on Financial Intermediation -, which were in force at 31 December 2023, as entered into by Leonardo (“Ldo”) or its subsidiaries (on the basis of the notices received pursuant to Art. 114, paragraph 2, of the Consolidated Law on Financial Intermediation) and which become effective or can be amended or extinguished in case of a Change of Control (“CoC”) of the Group’s company concerned, are shown in the table below with an indication of the corresponding effects.

PARTIES		AGREEMENT	EFFECTS OF THE CHANGE OF CONTROL CLAUSE
LEONARDO SPA	BANCA IMI SPA., BANCO BILBAO VIZCAYA ARGENTARIA S.A., BANCO BPM SPA, BANCO SANTANDER S.A., BANK OF AMERICA MERRILL LYNCH INT. LTD, THE BANK OF TOKYO-MITSUBISHI UFJ LTD., BARCLAYS BANK PLC, BNP PARIBAS, CASSA DEPOSITI E PRESTITI SPA, CITIBANK N.A., COMMERZBANK AG, CRÉDIT AGRICOLE CORP. AND INVESTMENT BANK, HSBC BANK PLC, SOCIÉTÉ GÉNÉRALE, SUMITOMO MITSUI BANKING CORP. EUROPE LTD, UNICREDIT	AGREEMENT FOR GRANTING A NEW REVOLVING CREDIT LINE TO LDO	IN CASE OF CoC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, WITH ANY INTEREST ACCRUED UNTIL THAT DATE
LEONARDO SPA	BARCLAYS; BNP; CRÉDIT AGRICOLE; SACE; SOCIÉTÉ GÉNÉRALE; DEUTSCHE BANK; UNICREDIT	COUNTER GUARANTEE ISSUANCE AND INDEMNITY AGREEMENT	IN CASE OF CoC OF LDO, AFTER A 90-DAY NEGOTIATION PERIOD, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT TO COLLATERALIZING THE AMOUNT WITH THE PAYMENT OF ITS OWN SHARE, OR THE COMMITMENT BY LDO TO REPLACE THE BANK WITH ANOTHER COUNTER-GUARANTOR
LEONARDO SPA	BANCA IMI SPA, INTESA SANPAOLO SPA, BANCO SANTANDER S.A., BNP PARIBAS, CRÉDIT AGRICOLE – CORPORATE AND INVESTMENT BANK, SACE SPA, SOCIÉTÉ GÉNÉRALE S.A., UNICREDIT	GUARANTEE FACILITY AGREEMENT	IN CASE OF CoC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, WITH ANY INTEREST ACCRUED UNTIL THAT DATE, BY SENDING LDO A REQUEST FOR A CASH COLLATERAL FOR THE GUARANTEED AMOUNT

LEONARDO SPA	BAE SYSTEMS AND AIRBUS GROUP (FORMERLY EADS)	SHAREHOLDERS' AGREEMENT RELATING TO MBDA SAS, A COMPANY OPERATING IN THE MISSILE SYSTEMS SECTOR	IN CASE OF CoC OF LDO, THE OTHER SHAREHOLDERS - BAE SYSTEMS AND EADS - HAVE THE OPTION OF DECIDING WHETHER TO EXTINGUISH LDO'S RIGHT TO APPOINT CERTAIN MANAGERS AND TO OBTAIN CERTAIN INFORMATION ABOUT MBDA. IF THIS IS REQUESTED BY THE SHAREHOLDERS, LDO MAY ASK THESE SHAREHOLDERS TO BUY ITS STAKE IN MBDA AT MARKET PRICE
LEONARDO SPA	EUROPEAN INVESTMENT BANK ("EIB")	AGREEMENT FOR GRANTING A LOAN FOR THE "DEVELOPMENT AND PRODUCTION OF INNOVATIVE AIRCRAFT COMPONENTS" PROJECT OF ALENIA AERMACCHI SPA	EIB MAY CANCEL THE LOAN AND REQUEST EARLY REPAYMENT IF A PARTY OR GROUP OF PARTIES ACTING IN CONCERT ACQUIRE CONTROL OF LDO UNDER ART. 2359 OF THE ITALIAN CIVIL CODE OR IF THE ITALIAN GOVERNMENT CEASES TO HOLD AT LEAST 30% OF THE SHARE CAPITAL OF LDO
LEONARDO SPA	EUROPEAN INVESTMENT BANK ("EIB")	AGREEMENT FOR GRANTING A LOAN AIMED AT SUPPORTING 50% OF LDO'S INVESTMENT PROJECTS RELATED TO: I) RESEARCH AND DEVELOPMENT IN PRODUCTS AND TECHNOLOGIES (HELICOPTERS); II) CYBER SECURITY; III) ADVANCE MANUFACTURING (INDUSTRY 4.0) AND IV) INVESTMENTS IN COHESION AREAS.	EIB MAY CANCEL THE LOAN NOT YET DISBURSED AND REQUEST EARLY REPAYMENT OF THE EXISTING LOAN (PLUS INTEREST) IF A PARTY OR GROUP OF PARTIES ACTING IN CONCERT ACQUIRE CONTROL OF LDO PURSUANT TO ART. 2359 OF THE ITALIAN CIVIL CODE OR IF THE ITALIAN GOVERNMENT CEASES TO HOLD AT LEAST 30% OF THE SHARE CAPITAL OF LDO
LEONARDO SPA	CASSA DEPOSITI E PRESTITI SPA	TERM FACILITY AGREEMENT: AGREEMENT FOR GRANTING A LOAN AIMED AT SUPPORTING THE COMPANY'S OPERATIONS	IN CASE OF CoC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, THE BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF THE LOAN,

			WITH ANY INTEREST ACCRUED UNTIL THAT DATE
LEONARDO SPA	BANCA NAZIONALE DEL LAVORO SPA, BANCA IMI SPA, BANCO BPM SPA, BNP PARIBAS, CRÉDIT AGRICOLE CORP. AND INVESTMENT BANK, HSBC FRANCE, INTESA SANPAOLO SPA, NATIONAL WESTMINSTER BANK PLC, SOCIÉTÉ GÉNÉRALE, UNICREDIT SPA, UNIONE DI BANCHE ITALIANE SPA	AGREEMENT FOR GRANTING A REVOLVING CREDIT LINE TO LEONARDO	IN CASE OF CoC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD, AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE TO PARTICIPATE IN THE LINE OF CREDIT, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, WITH INTEREST ACCRUED UNTIL THAT DATE
LEONARDO SPA	BANCA NAZIONALE DEL LAVORO SPA, BANCA IMI SPA, BANCO BPM SPA, BNP PARIBAS, ITALIAN BRANCH, CRÉDIT AGRICOLE CORP. AND INVESTMENT BANK, HSBC FRANCE, INTESA SANPAOLO SPA, NATIONAL WESTMINSTER BANK PLC, SOCIÉTÉ GÉNÉRALE, UNICREDIT SPA, UNIONE DI BANCHE ITALIANE SPA	AGREEMENT FOR GRANTING A TERM LOAN LINE TO LEONARDO	IN CASE OF CoC OF LDO THAT DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD, AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, WITH INTEREST ACCRUED UNTIL THAT DATE
LEONARDO SPA	EUROPEAN INVESTMENT BANK ("EIB")	AGREEMENT FOR GRANTING AN ADDITIONAL AMOUNT OF THE LOAN ALREADY GRANTED ON 29 NOVEMBER 2018	EIB MAY CANCEL THE LOAN NOT YET DISBURSED AND REQUEST THE EARLY REPAYMENT OF THE EXISTING LOAN (PLUS INTEREST) IF A PARTY OR GROUP OF PARTIES ACTING IN CONCERT ACQUIRE CONTROL OF LDO PURSUANT TO ART. 2359 OF THE ITALIAN CIVIL CODE OR IF THE ITALIAN GOVERNMENT CEASES TO HOLD AT LEAST 30% OF THE SHARE CAPITAL OF LDO
LEONARDO SPA	BNP PARIBAS, BNL SPA, BANCO BPM SPA, BPER BANCA SPA, CRÉDIT AGRICOLE CORP. AND INVESTMENT BANK, INTESA SANPAOLO SPA,	AGREEMENT FOR GRANTING A NEW ESG-LINKED REVOLVING CREDIT LINE TO LDO	IN CASE OF CoC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD, AIMED AT

	<p>SMBC BANK EU AG, SOCIÉTÉ GÉNÉRALE, UNICREDIT SPA, BANCA MONTE DEI PASCHI DI SIENA SPA, BANCO SANTANDER S.A., BANK OF AMERICA EUROPE DAC, BARCLAYS BANK IRELAND PLC, COMMERZBANK AG, DEUTSCHE BANK LUXEMBOURG S.A., HSBC CONTINENTAL EUROPE, MUFG BANK, LTD., BANCO BILBAO VIZCAYA ARGENTARIA S.A., BANCA POP. DI SONDRIO SCPA, CITIBANK, N.A., MEDIOBANCA – BANCA DI CREDITO FINANZIARIO SPA, BANK OF CHINA LTD, CREDIT INDUSTRIEL ET COMMERCIAL S.A., NATIONAL WESTMINSTER BANK PLC, NATIXIS S.A., JPMORGAN CHASE BANK, N.A., BANCA PASSADORE & C. SPA</p>		<p>ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, TOGETHER WITH ANY INTEREST ACCRUED UNTIL THAT DATE</p>
LEONARDO SPA	<p>BNP PARIBAS, ITALIAN BRANCH, BNL SPA, BANCO BPM SPA, BPER BANCA SPA, CRÉDIT AGRICOLE CORP. AND INVESTMENT BANK, MILAN BRANCH, INTESA SANPAOLO SPA, UNICREDIT SPA, UNICREDIT BANK AUSTRIA AG</p>	<p>AGREEMENT FOR GRANTING AN ESG-LINKED TERM LOAN CREDIT LINE TO LDO</p>	<p>IN CASE OF COC OF LDO, WHICH DOES NOT AFFECT THE ITALIAN GOVERNMENT'S STAKE, AFTER A MAXIMUM 90-DAY PERIOD, AIMED AT ESTABLISHING WHETHER THE BANKS INTEND TO CONTINUE PARTICIPATING IN THE CREDIT LINE, EACH BANK MAY REQUEST THE CANCELLATION OF THE COMMITMENT AND THE REPAYMENT OF ITS SHARE OF LOAN, TOGETHER WITH ANY INTEREST ACCRUED UNTIL THAT DATE</p>
LEONARDO SPA	<p>EUROPEAN INVESTMENT BANK ("EIB")</p>	<p>AGREEMENT FOR GRANTING AN ESG-LINKED LOAN, AIMED AT SUPPORTING 50% OF LDO PROJECTS FOCUSED ON AREAS OF INTERVENTION RELATED TO ACTIONS TAKEN BY: HELICOPTERS DIVISION; - CYBER & SECURITY SOLUTIONS DIVISION; - ELECTRONICS DIVISION;</p>	<p>EIB MAY CANCEL THE LOAN NOT YET DISBURSED AND REQUEST EARLY REPAYMENT OF THE EXISTING LOAN (PLUS INTEREST) IF A PARTY OR GROUP OF PARTIES ACTING IN CONCERT ACQUIRE CONTROL OF LDO PURSUANT TO ART. 2359 OF THE ITALIAN CIVIL CODE OR IF THE ITALIAN GOVERNMENT</p>

		-LEONARDO LABS.	CEASES TO HOLD AT LEAST 30% OF THE SHARE CAPITAL OF LDO
LEONARDO SPA	FINCANTIERI	COMBAT SYSTEM SUPPLY CONTRACT AND RELATED INTEGRATED LOGISTICS AND SUPPORT SERVICES, FOR THE 7 VESSELS DESTINED TO THE QATAR EMIR NAVAL FORCE	IN THE CASE OF AN ASSIGNMENT IN FURTHERANCE OF CORPORATE MERGER, REORGANIZATION, RESTRUCTURING OR ANY OTHER SIMILAR PROCEDURE, THE CUSTOMER'S PRIOR WRITTEN CONSENT IS REQUIRED
LEONARDO SPA	THALES ALENIA SPACE FRANCE	CONTRACT FOR THE SUPPLY OF INSTRUMENTS (SLSTR) ON SATELLITES FOR THE COPERNICUS SENTINEL 3 PROGRAM	IN CASE OF CoC: PRIOR WRITTEN NOTICE TO TAS SPECIFYING THE POTENTIAL INVESTOR / BUYER OR ANY OTHER CHANGE; OBLIGATION TO PROVIDE TAS WITH ANY AND ALL SIGNIFICANT INFORMATION DURING THE PROCESS OF CoC; PROHIBITION ON THE ASSIGNMENT OR TRANSFER OF THE CONTRACT TO THE NEW PARENT ENTITY WITHOUT THE WRITTEN CONSENT OF TAS; RIGHT GRANTED TO TAS TO WITHDRAW FROM THE CONTRACT
LEONARDO SPA	AIRBUS DEFENCE AND SPACE GMBH E AIRBUS DEFENCE AND SPACE S.A.U.	CONTRACT FOR SUPPORT OF THE GERMAN AND SPANISH TYPHOON FLEETS RELATING TO LDO'S EQUIPMENT	IN CASE OF CoC: LDO'S WRITTEN NOTICE TO AIRBUS IDENTIFYING POTENTIAL INVESTOR/BUYER AND RELEVANT ELEMENTS / INFORMATION; AIRBUS' RIGHT TO TERMINATE THE CONTRACT IF THE CoC LIMITS LDO'S EXECUTION CAPABILITIES IN A SUBSTANTIAL MANNER OR IF THE BUYER/INVESTOR IS STRATEGICALLY UNACCEPTABLE TO AIRBUS BECAUSE OF EXISTING CONFLICTS OF INTEREST
LEONARDO SPA	GIE EUROSAM	CONTRACT FOR THE PRODUCTION OF RADAR EQUIPMENT FOR SAMP/T NG SYSTEMS	IN THE CASE OF AN ASSIGNMENT OR TRANSFER OF THE CONTRACT FOR VARIOUS REASONS, THE CUSTOMER'S PRIOR WRITTEN CONSENT IS

			REQUIRED, PROVIDED THAT EUROSAM IS ENTITLED TO TERMINATE THE CONTRACT DUE TO NON-COMPLIANCE IN CASE OF SIMULTANEOUS TERMINATION OF THE MAIN CONTRACT
LEONARDO SPA	MINISTRY OF DEFENSE – DEPARTMENT FOR GROUND WEAPONS	CONTRACT FOR THE SUPPLY, AS PART OF THE “LAND-BASED MULTIDOMAIN COMMAND AND CONTROL C2 CAPABILITIES – COMMAND POSTS FOR BRIGADES AND REGIMENTS” PROGRAM, OF TENTED DIGITALIZED COMMAND POSTS TO THE ITALIAN ARMY	PROHIBITION TO ASSIGN THIS CONTRACT FOR ANY REASON
LEONARDO SPA	THALES	SHAREHOLDERS’ AGREEMENT RELATING TO THALES ALENIA SPACE SAS (“TAS” – LDO 33%)	IN CASE OF COC OF LDO TO A COMPETITOR OF THALES, THALES IS ENTITLED TO ACQUIRE – AND LDO IS BOUND TO SELL - LDO’S STAKE IN TAS AT A PRICE TO BE AGREED BY THE PARTIES
LEONARDO SPA	THALES	SHAREHOLDERS’ AGREEMENT RELATING TO TELESPAZIO SPA (LDO 67%), A COMPANY OPERATING IN THE SATELLITE SERVICES SECTOR	IN CASE OF COC OF LDO TO A COMPETITOR OF THALES, THALES IS ENTITLED TO SELL ITS STAKE IN TELESPAZIO TO LDO AT A PRICE TO BE AGREED BY THE PARTIES
LEONARDO SPA	THALES AND BENIGNI	SHAREHOLDERS’ AGREEMENT RELATING TO ELETTRONICA SPA (LDO 31.33%), A COMPANY OPERATING IN THE DEFENSE ELECTRONICS SECTOR	IN CASE OF COC OF LDO, THE OTHER SHAREHOLDERS HAVE THE RIGHT TO BUY LDO’S STAKE IN ELETTRONICA ON A PRO-RATA BASIS AT A PRICE TO BE AGREED BY THE PARTIES
LEONARDO SPA	AIG	AGREEMENT FOR GRANTING AN INSURANCE CREDIT LINE FOR THE ISSUE OF SIGNATURE LOANS (BID BOND, PERFORMANCE BOND ETC.) IN THE INTERESTS OF THE LDO GROUP COMPANIES	IN CASE OF COC OF LDO, THE INSURANCE COMPANY MAY REQUEST AN IMMEDIATE CASH DEPOSIT EQUAL TO THE AMOUNTS OF THE OUTSTANDING GUARANTEES AND CANCEL THE CREDIT LINE
LEONARDO SPA	• AIG (PRIMARY POLICY) EXCESS POLICIES TO PRIMARY	INSURANCE SCHEME FOR DIRECTORS AND OFFICERS	THE INSURER WILL NOT BE LIABLE FOR ANY LOSSES ARISING FROM OR ARE BASED ON, OR ARE ATTRIBUTABLE TO AN

	<ul style="list-style-type: none"> • GENERALI • LIBERTY • SWISS RE + CO-INSURERS • AGCS+ CO-INSURERS • SOMPO+ CO-INSURERS 		INSURED EVENT UNDER THE POLICY, WHICH OCCURS AFTER THE EFFECTIVE DATE OF A TRANSACTION THAT ENTAILS A CoC OF THE COMPANY
LEONARDO SPA	GENERALI + OTHER CO-INSURERS	INSURANCE SCHEME FOR AVIATION	THE INSURER IS ENTITLED TO WITHDRAW FROM THE CONTRACT IN THE CASE OF THE MERGER OF THE INSURED COMPANY WITH ONE OR MORE COMPANIES OR IN THE CASE OF DISPOSAL
LEONARDO SPA	GENERALI + CO-INSURERS (PRIMARY POLICY) EXCESS POLICIES TO PRIMARY AIG + CO-INSURERS CATTOLICA+ Co-INSURERS	PROPERTY ALL RISKS	THE INSURER IS ENTITLED TO WITHDRAW FROM THE CONTRACT IN CASE OF SUBSTANTIAL CHANGES IN THE INSURED'S OWNERSHIP
LEONARDO SPA	PUBLIC JOINT STOCK COMPANY "AVIATION HOLDING COMPANY "SUKHOI" WING NED B.V. SUPERJET INTERNATIONAL SPA	SHAREHOLDERS' AGREEMENT RELATING TO SUPERJET INTERNATIONAL SPA (LDO 10%), A COMPANY FOR THE IMPLEMENTATION OF THE "SUPERJET 100 PROGRAM", WHICH FORMS PART OF THE "RUSSIAN REGIONAL JET PROGRAM"	IN CASE OF CoC OF LDO, SUKHOI MAY EXERCISE THE CALL OPTION CONCERNING THE SHARES OF SUPERJET INTERNATIONAL HELD BY LDO
LEONARDO SPA	THE BOEING COMPANY BOEING DEFENSE SPACE & SECURITY AND AGUSTAWESTLAND PHILADELPHIA CORP. ("AWPC")	AGREEMENT FOR THE SUPPLY TO BOEING OF: - AW 139 HELICOPTERS TO BE CONVERTED INTO MH139 FOR THE UNITED STATES AIR FORCE; - DEVELOPMENT ACTIVITIES, SIMULATORS, SPARE PARTS, SUPPORT, GROUND SUPPORT EQUIPMENT, LICENSES, TRAINING	CoC REQUIRES APPROVAL BY BOEING, EXCEPT IF AWPC WERE MERGED /MERGED BY TAKEOVER INTO ANOTHER US COMPANY FULLY CONTROLLED BY LDO, PROVIDED THAT THIS REORGANIZATION TAKES PLACE IN THE THREE YEARS AFTER THE SIGNATURE OF THE CONTRACT
LEONARDO SPA	- BANCA IMI SPA - INTESA SANPAOLO SPA - SACE SPA - UNICREDIT SPA - CRÉDIT AGRICOLE - SOCIÉTÉ GÉNÉRALE	"GUARANTEE FACILITY AGREEMENT" (GFA) REGARDING THE ISSUE OF THE NECESSARY BANK GUARANTEES FOR	NOTIFICATION OBLIGATION WITH ENSUING RIGHT OF EXCLUSION OF THE COUNTERPARTY FROM THE FACILITY.

	- BANCO SANTANDER S.A - BNP PARIBAS	THE QATARI NH90 CONTRACT	OPENING OF A NEGOTIATION PERIOD WITH THE DISSENTING PARTY AFTER WHICH THE LATTER MAY REQUEST CANCELLATION OF ITS COMMITMENTS AND REPLACEMENT WITH ANOTHER COUNTER-GUARANTOR
LEONARDO SPA	GENERAL HEADQUARTERS OF THE ITALIAN FINANCIAL POLICE ("GDF")	CONTRACT FOR THE SUPPLY OF 24 TWIN-ENGINE MEDIUM-LIGHT CLASS HELICOPTERS AW169 AND RELATED EQUIPMENT, AS WELL AS TECHNICAL, LOGISTIC AND TRAINING SUPPORT	COMPANIES' DISPOSALS, CONVERSIONS AND MERGERS SHOULD BE COMMUNICATED TO THE PROCUREMENT UNIT OF THE ITALIAN FINANCIAL POLICE IN ORDER TO HAVE THE CHANGE, IF ANY, APPROVED. IN CASE OF ANY OMISSION, PENALTIES SHALL APPLY UNDER THE CONTRACT, WITHOUT PREJUDICE TO THE RIGHT TO COMPENSATION FOR DAMAGE AND THE POWER TO DECLARE THE CONTRACT TERMINATED
LEONARDO SPA	GENERAL HEADQUARTERS OF THE ITALIAN FINANCIAL POLICE ("GDF")	CONTRACT FOR THE SUPPLY OF 4 HELICOPTERS AW139 ("FULL OPERATIONAL CAPABILITY" CONFIGURATION) AND RELATED "TURNKEY" TECHNICAL AND LOGISTIC SUPPORT, AS WELL AS ADDITIONAL DESIGN, INTEGRATION AND APPROVAL ACTIVITIES ADDITIONAL AGREEMENT TO THE CONTRACT FOR THE SUPPLY OF: 1) 4 HELICOPTERS AW139 ("FULL OPERATIONAL" CONFIGURATION); 2) DESIGN, SUPPLY AND INSTALLATION OF ADDITIONAL SYSTEMS ON BOARD HELICOPTERS AW139 ("FULL OPERATIONAL" CONFIGURATION); 3) OPERATIONS AT THE TRAINING ACADEMY IN SESTO CALENDE (VA);	COMPANIES' DISPOSALS, CONVERSIONS AND MERGERS SHOULD BE COMMUNICATED TO THE PROCUREMENT UNIT OF THE ITALIAN FINANCIAL POLICE IN ORDER TO HAVE THE CHANGE, IF ANY, APPROVED. IN CASE OF ANY OMISSION, PENALTIES SHALL APPLY UNDER THE CONTRACT, WITHOUT PREJUDICE TO THE RIGHT TO COMPENSATION FOR DAMAGE AND THE POWER TO DECLARE THE CONTRACT TERMINATED

		4) TURNKEY TECHNICAL AND LOGISTIC SUPPORT SERVICE – PAY BY HOUR	
LEONARDO SPA	PRATT & WHITNEY CANADA CORP. (“P&WC”)	MASTER AGREEMENT FOR THE SUPPLY OF HELICOPTER ENGINES	RIGHT TO WITHDRAW FROM CONTRACT IN THE EVENT THAT: - CONTROL OF LDO IS ACQUIRED BY A COMPETITOR OF P&WC; - COC TRIGGERS A CONFLICT WITH THE BUSINESS INTERESTS OF P&WC
LEONARDO SPA	GENERAL ELECTRIC COMPANY (THROUGH THE AVIATION BUSINESS UNIT, MA, USA – “GE”)	MASTER AGREEMENT RELATING TO THE SUPPLY OF HELICOPTER ENGINES	RENEGOTIATION OF THE AGREEMENTS IF CONTROL OF LDO IS ACQUIRED BY A COMPETITOR OF GE; LDO IS LIABLE FOR ANY POSSIBLE BREACH OF CONFIDENTIALITY OBLIGATIONS IN RELATION TO GE’S PROPRIETARY INFORMATION
LEONARDO SPA	BELL HELICOPTER TEXTRON	LICENSE FOR THE PRODUCTION AND SALE OF 412, 412SP, 412HP, 412EP-SAR, 212, 206A, 206B HELICOPTERS AND SPARE PARTS	TERMINATION OF THE AGREEMENT IN CASE OF TRANSFER OF OWNERSHIP OF LDO TO A THIRD-PARTY HELICOPTER MANUFACTURER AND SELLER, EXCLUDING INTRA-GROUP TRANSFERS
LEONARDO SPA	INTESA SANPAOLO SPA - UNICREDIT SPA	BANK GUARANTEES ON THE CAIRO/N/AF/LEONARDO S.P.A. CONTRACT ENTERED INTO ACCORDING TO THE “MASTER AGREEMENT” CONCERNING THE ISSUE OF FIRST-DEMAND BANK GUARANTEES	<u>UNICREDIT</u> PRIOR NOTIFICATION TO THE BANK OF CHANGES IN THE LEGAL OR CORPORATE STRUCTURE / FACTS THAT ALTER THE COMPANY’S STRUCTURE AND ORGANIZATION; TERMINATION OF THE CONTRACT IN THE EVENT OF ANY CHANGES THAT, IN THE BANK’S OPINION, PREJUDICE THE ABILITY TO MEET THE OBLIGATIONS UNDERTAKEN OR ADVERSELY AFFECT THE LEGAL, CAPITAL, FINANCIAL OR ECONOMIC STRUCTURE OF THE CUSTOMER UNDER THE FACILITY AGREEMENT OR THE INTEGRITY AND EFFECTIVENESS OF THE GUARANTEES <u>INTESA SANPAOLO</u> THE POSSIBILITY OF THE ITALIAN GOVERNMENT

			CEASING TO HOLD A CONTROLLING INTEREST IN THE APPLICANTS' CAPITAL IS REGARDED AS A CAUSE ATTRIBUTABLE TO THE APPLICANT THAT ALLOWS THE BANK TO TERMINATE THE CONTRACT; THE APPLICANT IS REQUIRED TO DELIVER TO THE BANK A FORMAL, FULL AND UNCONDITIONAL RELEASE OF ANY OUTSTANDING GUARANTEE
LEONARDO SPA	GE AVIO	MASTER AGREEMENT RELATING TO THE SUPPLY OF AW249 HELICOPTER ENGINES	RENEGOTIATION OF AGREEMENTS IF CONTROL OF LDO IS ACQUIRED BY A COMPETITOR OF GE. OBLIGATION TO PROMPTLY NOTIFY ANY CoC
LEONARDO SPA	CAE AVIATION TRAINING B.V.	ROTORSIM SRL AGREEMENT	IN CASE OF A CoC OF ONE OF THE PARTIES IN FAVOUR OF A COMPETITOR OF THE OTHER PARTY, THE LATTER IS ASSIGNED THE PRE-EMPTION RIGHT CONCERNING THE SALE OF ITS STAKE IN ROTORSIM SRL
LEONARDO SPA	- INTESA SANPAOLO SPA - UNICREDIT SPA - CRÉDIT AGRICOLE - DEUTSCHE BANK	ISSUANCE OF BANK GUARANTEES FOR CONTRACT BETWEEN ITALIAN REPUBLIC AND AUSTRIAN FEDERAL REPUBLIC FOR ACQUISITION OF 18 LUH - LIGHT UTILITY HELICOPTERS	<u>UNICREDIT</u> PRIOR NOTIFICATION TO THE BANK OF CHANGES IN THE LEGAL OR CORPORATE STRUCTURE / FACTS THAT MAY ALTER THE COMPANY'S STRUCTURE AND ORGANIZATION; TERMINATION OF THE CONTRACT IN THE EVENT OF ANY CHANGES THAT, IN THE BANK'S OPINION, MAY PREJUDICE THE ABILITY TO MEET THE OBLIGATIONS UNDERTAKEN OR ADVERSELY AFFECT THE LEGAL/CAPITAL/FINANCIAL / ECONOMIC STRUCTURE OF THE CUSTOMER OR THE INTEGRITY/EFFECTIVENESS OF THE GUARANTEES <u>INTESA SANPAOLO</u> THE POSSIBILITY OF THE ITALIAN GOVERNMENT CEASING TO HOLD A CONTROLLING INTEREST IN THE APPLICANTS' CAPITAL IS REGARDED AS A CAUSE ATTRIBUTABLE TO THE

			APPLICANT THAT ALLOWS THE BANK TO TERMINATE THE CONTRACT; THE APPLICANT IS REQUIRED TO DELIVER TO THE BANK ANY RELEASE OF ANY OUTSTANDING GUARANTEE
LEONARDO SPA	MINISTRY OF THE INTERIOR - DEPARTMENT OF FIRE, PUBLIC RESCUE AND CIVIL DEFENSE - DIRECTORATE OF EMERGENCY, TECHNICAL RESCUE AND FOREST FIRE FIGHTING	CONTRACT FOR THE SUPPLY OF 10 TWIN-ENGINE MEDIUM-LIGHT CLASS HELICOPTERS AW169 IN FIREFIGHTER CONFIGURATION AND RELATED TECHNICAL, LOGISTICAL AND TRAINING SUPPORT	COMPANIES' DISPOSALS, CONVERSIONS/MERGERS SHOULD BE COMMUNICATED TO THE ADMINISTRATION IN ORDER TO HAVE THE CHANGE, IF ANY, APPROVED
LEONARDO SPA	HARBOR OFFICE	CONTRACT NO. 496	ADMINISTRATION MAY: [...] TERMINATE THE CONTRACTUAL RELATIONSHIP, TO BE NOTIFIED AT LEAST FIFTEEN DAYS IN ADVANCE, IN CASE OF OPPOSITION BY THE ADMINISTRATION EXPRESSED WITHIN THE PRESCRIBED PERIOD OF 60 DAYS FROM THE TRANSFEREE NOTIFICATION, PURSUANT TO ART. 1 OF THE PRIME MINISTERIAL DECREE NO. 187 OF 11 MAY 1991, IN CASE OF NOTIFICATION OF COMPANY DISPOSAL, BUSINESS UNIT DISPOSAL, TRANSFORMATION, MERGER AND DEMERGER, TRANSFER AND LEASE OF BUSINESS
LEONARDO SPA	THE BOEING COMPANY ("BOEING")	GENERAL TERMS AGREEMENT ("GTA") CONCERNING THE STAKE OF LDO (FORMERLY ALENIA AERMACCHI SPA) IN THE BOEING 787 PROGRAM	PROHIBITION TO ASSIGN THE CONTRACT (ALSO CONSIDERING THE COC OF LDO AS SUCH) WITHOUT WRITTEN AUTHORIZATION OF BOEING, WHICH SHALL NOT BE UNREASONABLY WITHHELD. IN THE EVENT OF THE BREACH OF THE ABOVEMENTIONED CLAUSE ON THE PART OF LDO, BOEING SHALL BE ENTITLED TO TERMINATE THE CONTRACT WITH LDO, EITHER IN WHOLE OR IN PART
LEONARDO SPA	AIRBUS SAS ("AIRBUS")	AGREEMENT CONCERNING THE SALE OF 886 SERIES OF	IN THE CASE OF AN ACQUISITION BY A THIRD PARTY OF THE DIRECT OR

		SECTION 14° OF A321 AIRCRAFT IN THE ACF (AIRBUS CABIN FLEX) VERSION	INDIRECT CONTROL OF LDO, THE LATTER: A) SHALL GIVE PRIOR WRITTEN NOTICE THEREOF TO AIRBUS, SPECIFYING THE POTENTIAL INVESTOR / PURCHASER, THE EXPECTED CHANGE IN THE COMPOSITION OF THE SHARE CAPITAL OR ANY OTHER CHANGE; B) SHALL PROVIDE AIRBUS WITH ANY SIGNIFICANT INFORMATION DURING THE CHANGE OF CONTROL PROCESS. IF AIRBUS BELIEVES THAT THIS EVENT MIGHT SUBSTANTIALLY AFFECT LDO'S ABILITY TO FULFIL ITS OBLIGATIONS, OR IF THIS CHANGE OF CONTROL IS NOT ACCEPTABLE IN TERMS OF STRATEGY IN FAVOUR OF A PARTY, AIRBUS SHALL BE ENTITLED TO WITHDRAW FROM THE CONTRACT AND FROM ANY RELATED ORDER WITHIN 28 DAYS OF THE DAY ON WHICH IT BECOMES AWARE THEREOF
LEONARDO SPA	AIRBUS CANADA LIMITED PARTNERSHIP ("AIRBUS CANADA")	MASTER SUPPLY AGREEMENT CONCERNING THE DESIGN, DEVELOPMENT, PRODUCTION AND SUPPLY OF AEROSTRUCTURAL COMPONENTS OF A220 AIRCRAFT (FORMERLY CSERIES)	IN THE CASE OF AN ACQUISITION BY A THIRD PARTY OF THE DIRECT OR INDIRECT CONTROL OF LDO, THE LATTER: A) SHALL GIVE PRIOR WRITTEN NOTICE THEREOF TO AIRBUS CANADA, SPECIFYING THE POTENTIAL INVESTOR / PURCHASER, THE EXPECTED CHANGE IN THE COMPOSITION OF THE SHARE CAPITAL OR ANY OTHER CHANGE; B) SHALL PROVIDE AIRBUS CANADA WITH ANY SIGNIFICANT INFORMATION DURING THE CHANGE OF CONTROL PROCESS. IF AIRBUS CANADA BELIEVES THAT THIS EVENT MIGHT SUBSTANTIALLY AFFECT LDO'S ABILITY TO FULFIL ITS OBLIGATIONS, OR IF

			THIS CHANGE OF CONTROL IS IN FAVOUR OF A COMPETITOR OF AIRBUS CANADA, THE LATTER SHALL BE ENTITLED TO WITHDRAW FROM THE CONTRACT AND FROM ANY RELATED ORDER
LEONARDO SPA	WE BUILD SPA ("WEBUILD")	BY-LAWS OF THE HYPERBUILDERS CONSORTIUM ESTABLISHED IN ORDER TO SUBMIT THE TENDER CALLED BY THE COMPANY CONCESSIONI AUTOSTRADALI VENETE CAV SPA CONCERNING THE INDIVIDUATION OF AN ECONOMIC OPERATOR WITH WHICH TO ESTABLISH A PARTNERSHIP TO DEVELOP AN ULTRA-FAST, GUIDED TRANSPORT SYSTEM FOR FREIGHT AND/OR PASSENGERS, IN CONDITIONS OF LIMITED FRICTION AND CONTROLLED AERODYNAMIC RESISTANCE AND WITH LOW ENERGY CONSUMPTION.	IN CASE OF ACQUISITION, BY A THIRD PARTY, OF THE DIRECT OR INDIRECT CONTROL UNDER ART. 2359 OF THE ITALIAN CIVIL CODE OF LDO WHICH COMPETES OR GETS INTO COMPETITION WITH THE OBJECT OF THE CONSORTIUM OR RISKS INCURRING PROHIBITIONS UNDER ART. 80, PARA. 5, LETT. M) OF LEGISLATIVE DECREE 50/2016 AND RELATED INTERPRETATIVE RULINGS OF THE COUNCIL OF STATE, LDO SHALL IMMEDIATELY INFORM THE OTHER CONSORTIUM MEMBERS AND MAY BE EXCLUDED FROM THE CONSORTIUM BY DECISION OF THE COUNCIL OF REPRESENTATIVES.
LEONARDO SPA	LOCKEED MARTIN AERO	STRATEGIC TEAMING AGREEMENT THAT SETS OUT THE GENERAL TERMS OF THE RELATIONSHIPS BETWEEN THE PARTIES UNDER JOINT STRIKE FIGHTER ("JSF") PROGRAM TO BUILD A 5TH GENERATION MULTIROLE FIGHTER PLANE	TERMINATION OF THE AGREEMENT AT THE OPTION OF LOCKEED MARTIN IN CASE OF A CHANGE OF OWNERSHIP OR CONTROL OF LDO
LEONARDO SPA	ELBIT SYSTEMS LIMITED	"CONTRACTOR LOGISTIC SUPPORT CONTRACT" FOR LOGISTIC SUPPORT (SUPPLY, REPAIR AND SERVICE OF SPARE PARTS) TO THE ISRAELI M-346 FLEET	IN CASE OF A CoC OF LDO, AS A RESULT OF WHICH IT BECOMES SUBJECT TO THE MANAGEMENT AND CONTROL BY A CONTROLLING SHAREHOLDER LINKED TO A STATE THAT DOES NOT HAVE DIPLOMATIC RELATIONS WITH ISRAEL, A PRIOR WRITTEN CONSENT IS REQUIRED FROM ELBIT

LEONARDO SPA	CAE INC. (CANADA) AND CAE AVIATION TRAINING B.V. (NETHERLANDS)	“JVCO SHAREHOLDER’S AGREEMENT” - ANNEX NO. 9 TO THE COLLABORATION AGREEMENT BETWEEN LDO, CAE INC.(CANADA) AND CAE AVIATION TRAINING B.V. (NETHERLANDS)	IN CASE OF A CoC OF LDO, POSSIBILITY FOR CAE AVIATION TRAINING B.V. TO SELL ITS ENTIRE STAKE IN THE JVCO LEONARDO CAE ADVANCED JET TRAINING S.R.L. (I.E. 50% OF CAPITAL) AT A SET PRICE (OPTION PRICE + 10%)
---------------------	---	--	--

PARTIES		AGREEMENT	EFFECTS OF THE CHANGE OF CONTROL CLAUSE
SUBSIDIARIES			
AGUSTAWESTLAND PHILADELPHIA CORPORATION	BELL HELICOPTER TEXTRON INC.	LICENSE AGREEMENT FOR THE TECHNOLOGY OF THE AW609 HELICOPTER	THE TRANSFER OF THE LICENSE AGREEMENT, IN THE CASE OF CoC IN AWPC OR OF GROUP COMPANIES, IS INEFFECTIVE AND INVOLVES THE TERMINATION OF THE LICENSE AGREEMENT AND OF ALL THE OTHER AGREEMENTS WITH BELL RELATED TO THE AW609 HELICOPTER, EXCEPT WITH THE PRIOR WRITTEN CONSENT BY BELL HELICOPTER TEXTRON INC.
AGUSTAWESTLAND PHILADELPHIA CORPORATION	CAE FLIGHT SOLUTION USA INC.	ROTORSIM USA LLC AGREEMENT	IN CASE OF A CoC OF ONE OF THE PARTIES IN FAVOUR OF A COMPETITOR OF THE OTHER PARTY, THE LATTER IS ASSIGNED THE PRE-EMPTION RIGHT CONCERNING THE SALE OF ITS STAKE IN ROTORSIM USA LLC
AGUSTAWESTLAND PHILADELPHIA CORPORATION	ARMY CONTRACTING COMMAND-REDSTONE (FMS IMOD)	SEVEN NEW AW119Kx AIRCRAFTS, PILOT AND MAINTAINER TRAINING, INITIAL SPARES PACKAGE, TOOLS AND GROUND SUPPORT EQUIPMENT (GSE) ENGINE ARES AND ENGINE SPARES PACKAGE ALONG WITH THE	THE CoC OF AWPC REQUIRES CUSTOMER APPROVAL, EXCEPT IF AWPC WERE MERGED WITH/INTO ANOTHER US COMPANY FULLY OWNED BY LDO

		DEVELOPMENT OF TRAINING AID DEVICES	
LEONARDO AUSTRALIA PTY LTD	DEVELOPMENT VICTORIA	LEASE AGREEMENT FOR THE FISHERMANS BEND SITE TO HOST THE MAINTENANCE, OVERHAUL AND REPAIR CENTER OF THE MAIN TRANSMISSIONS OF NH90 AND AW139 HELICOPTERS	OBLIGATION TO NOTIFY IN ADVANCE ANY CoC TO THE CUSTOMER. THE AGREEMENT PROVIDES FOR TERMINATION IN CASE OF BREACH BY LDO AUSTRALIA OF ANY OF ITS OBLIGATIONS
LEONARDO UK LTD	NORTHROP GRUMMAN	MISSILE COUNTER MEASURE (INFRARED)" CONTRACT	TERMINATION OF THE CONTRACT OR ALTERNATIVELY A REQUEST FOR ADDITIONAL PERFORMANCE GUARANTEES, AT THE DISCRETION OF THE PARTY NOT SUBJECT TO A CoC
LEONARDO UK LTD	BAE SYSTEMS	TYTAN JAS	THE CONTRACTING PARTY SHALL INFORM THE AUTHORITY IN WRITING, AS SOON AS POSSIBLE, OF ANY SIGNIFICANT CoC OF THE CONTRACTING PARTY
LEONARDO UK LTD	BAE SYSTEMS	LOCALISING TYPHOON ELECTRONIC WARFARE PROGRAMMING (LTEWP)	NO ASSIGNMENT IS PERMITTED WITHOUT THE WRITTEN CONSENT OF THE OTHER PARTY
LEONARDO UK LTD	UK MoD	MODE 5 IFF (PRINCIPAL AGREEMENT)	THE CONTRACTOR SHALL INFORM THE AUTHORITY IN WRITING, AS SOON AS POSSIBLE, OF ANY SIGNIFICANT CoC OF THE CONTRACTING PARTY
LEONARDO UK LTD	UK MoD	IMOS PP4	OPTION TO TERMINATE THE CONTRACT
LEONARDO UK LTD	UK MoD / BAE SYSTEMS / ROLLS ROYCE / MBDA	TEAM TEMPEST DEVELOPMENT UAS/00105	NO ASSIGNMENT IS PERMITTED WITHOUT THE WRITTEN CONSENT OF THE OTHER PARTIES
LEONARDO UK LTD	UK MoD	WIST PP3 (AW 159 WILDCAT INTEGRATED SUPPORT AND TRAINING SERVICES)	IN CASE OF AN EXPECTED OR ACTUAL CoC, NOTICE SHALL BE GIVEN TO THE MoD, WHICH WILL BE ENTITLED TO WITHDRAW FROM THE CONTRACT, GIVING NOTICE THEREOF WITHIN SIX MONTHS FROM THE NOTICE

LEONARDO UK LTD	UK MoD	MLSP D&M CONTRACT (AW 101 MERLIN LIFE SUSTAINMENT PROGRAMME – DEMONSTRATION & MANUFACTURE)	IN CASE OF AN EXPECTED OR ACTUAL CoC NOTICE SHALL BE GIVEN TO THE MoD
LEONARDO UK LTD	UK MoD	WILDCAT D&M CONTRACT (AW 159 – DEMONSTRATION & MANUFACTURE)	IN CASE OF AN EXPECTED OR ACTUAL CoC NOTICE SHALL BE GIVEN TO THE MoD
LEONARDO UK LTD	UK MoD	NATO JEWCS (APSCM1/0001)	WRITTEN NOTICE TO THE AUTHORITY FOR ANY EXPECTED OR ACTUAL CoC; THE AUTHORITY'S REPRESENTATIVE SHALL GIVE WRITTEN NOTICE OF ANY POSSIBLE REMARK
LEONARDO UK LTD	COMMONWEALTH OF AUSTRALIA	SEA 1442 PHASE 4 ACQUISITION (DMO/ESD/00003/ 2013)	NEITHER PARTY MAY, WITHOUT THE WRITTEN CONSENT OF THE OTHER, ASSIGN IN WHOLE OR IN PART ITS RIGHTS UNDER THE CONTRACT. CONTRACTOR TO SEEK CONSENT WITHIN A REASONABLE PERIOD PRIOR TO PROPOSED NOVATION. COMMONWEALTH MAY, IN ITS DISCRETION, REFUSE TO CONSENT TO AN ARRANGEMENT PROPOSED BY THE CONTRACTOR.
LEONARDO UK LTD	INTERNATIONAL GOVERNMENT CUSTOMER	AW159 ACQUISITION CONTRACT	NO ASSIGNMENT IS PERMITTED WITHOUT THE WRITTEN CONSENT OF THE OTHER PARTY
LEONARDO UK LTD	CANADA (PUBLIC WORKS AND GOVERNMENT SERVICES)	CH149 CORMORANT MID- LIFE UPGRADE PROJECT	THE CONTRACTOR MUST NOT ASSIGN THE CONTRACT WITHOUT FIRST OBTAINING THE WRITTEN CONSENT OF THE CONTRACTING AUTHORITY
LEONARDO UK LTD	KEUHNE&NAGEL ("K&N")	WAREHOUSE, PACKAGING AND LOGISTICS SERVICES AGREEMENT	K&N MAY TERMINATE WITHOUT PAYMENT OF ANY AMOUNT OR PENALTY IF THERE IS A CoC OF THE COMPANY TO WHICH THE SUPPLIER REASONABLY OBJECTS
LEONARDO UK LTD	HOME OFFICE	CYCLAMEN CONTRACT - THE SERVICE AND	THE SUPPLIER SHALL NOT ASSIGN, NOVATE, TRANSFER OR IN ANY

		MAINTENANCE OF FIXED AND MOBILE DETECTION EQUIPMENT	OF RN	OTHER WAY DISPOSE OF OR CREATE A TRUST IN RELATION TO ANY OR ALL OF ITS RIGHTS, OBLIGATIONS OR LIABILITIES UNDER THIS AGREEMENT WITHOUT THE AUTHORITY'S PRIOR WRITTEN CONSENT.
PZL -SWIDNIK S.A.	<p>GUARANTOR: BNP PARIBAS BANK POLSKA S.A.</p> <p>COUNTER-GUARANTORS: INTESA SANPAOLO UNICREDIT SOGEN CA-CIB BPM</p>	<p>"GUARANTEE CREDIT LINE AGREEMENT" CONCERNING THE ISSUANCE OF BANK GUARANTEES FOR POLAND CONTRACT TO SUPPLY 32 HELICOPTERS</p>		<p><u>BNP</u> TERMINATION OF AGREEMENT IN CASE OF CoC NOT PREVIOUSLY AUTHORIZED BY THE BANK.</p> <p><u>INTESA SAN PAOLO</u> IN CASE OF CHANGES IN THE CORPORATE STRUCTURE, THE BANK IS ENTITLED TO REQUEST THE EXECUTION OF A "CASH COVER AGREEMENT" IN AN AMOUNT EQUAL TO AND IN THE SAME CURRENCY AS THE AMOUNT (EITHER ACTUAL OR CONDITIONAL) OF THE GUARANTEE ISSUED. POTENTIAL APPLICATION OF CONTRACTUAL PENALTIES EQUAL TO 10% OF THE AMOUNT OF THE SURETY BOND FOR EACH WEEK OF DELAY IN THE FULFILMENT OF THIS OBLIGATION.</p> <p><u>UNICREDIT</u> PRIOR NOTIFICATION TO THE BANK OF ANY CHANGES IN THE LEGAL OR CORPORATE STRUCTURE / FACTS THAT ALTER THE COMPANY'S STRUCTURE AND ORGANIZATION; TERMINATION OF THE CONTRACT IN THE EVENT OF ANY CHANGES THAT, IN THE BANK'S OPINION, MAY PREJUDICE THE ABILITY TO MEET THE OBLIGATIONS OR ADVERSELY AFFECT THE LEGAL/CAPITAL/FINANCIAL / ECONOMIC STRUCTURE OF THE CUSTOMER OR</p>

			THE INTEGRITY AND EFFECTIVENESS OF THE GUARANTEES.
PZL -SWIDNIK	<p>GUARANTOR: BNP PARIBAS BANK POLSKA S.A.</p> <p>COUNTER-GUARANTORS: INTESA SANPAOLO UNICREDIT CREDIT AGRICOLE BANKO BPM</p>	GUARANTEE CREDIT LINE AGREEMENT	<p><u>BNP</u> TERMINATION OF AGREEMENT IN CASE OF CoC NOT PREVIOUSLY AUTHORIZED BY THE BANK <u>UNICREDIT</u> PRIOR NOTIFICATION TO THE BANK OF ANY CHANGES IN THE LEGAL OR CORPORATE STRUCTURE / FACTS THAT ALTER THE COMPANY'S STRUCTURE AND ORGANIZATION; TERMINATION OF THE CONTRACT IN THE EVENT OF ANY CHANGES THAT, IN THE BANK'S OPINION, MAY PREJUDICE THE ABILITY TO MEET THE OBLIGATIONS OR ADVERSELY AFFECT THE LEGAL/CAPITAL/FINANCIAL / ECONOMIC STRUCTURE OF THE CUSTOMER OR THE INTEGRITY AND EFFECTIVENESS OF THE GUARANTEES.</p>
TELESPAZIO SPA	DLR GFR	BY-LAWS FOR SPACEOPAL GMBH (50% TELESPAZIO SPA; 50% DLR GFR), A COMPANY OPERATING IN THE FIELD OF SATELLITE SERVICES RELATING TO THE GALILEO PROJECT	RIGHT OF THE SHAREHOLDER NOT SUBJECT TO A CoC, WITH THE PRIOR AUTHORISATION OF THE SHAREHOLDERS' MEETING, TO SELL ITS SHARES TO A THIRD PARTY OR ANOTHER SHAREHOLDER OR TO WITHDRAW IN EXCHANGE FOR A PAYMENT TO BE DETERMINED
TELESPAZIO SPA	ITALIAN SPACE AGENCY ("ASI")	SHAREHOLDERS' AGREEMENT RELATING TO E-GEOS SPA (TELESPAZIO SPA 80%, ASI 20%), A COMPANY OPERATING IN THE SATELLITE/ EARTH OBSERVATION FIELD	IN CASE OF MATERIAL CHANGES IN THE SHAREHOLDER STRUCTURE OF TELESPAZIO, ASI IS ENTITLED, AT ITS OPTION: TO REPURCHASE THE PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS CONTRIBUTED BY ASI TO E-GEOS; TO SELL ITS SHARES TO THE SHAREHOLDERS OF E-

			GEOS IN PROPORTION TO THE STAKES HELD IN THE COMPANY. THE CHANGE IN THE SHAREHOLDER STRUCTURE OF LDO OR THALES S.A. IS NOT CONSIDERED TO BE A MATERIAL CHANGE.
--	--	--	---

As regards public takeover bids, it should be pointed out that the Company's By-Laws do not provide for exceptions to the provisions on the passivity rule under Art. 104, paragraph 1-*ter*, of the Consolidated Law on Financial Intermediation, nor any provisions in terms of application of the neutralisation rules under Art. 104-*bis*, paragraph 1, of the Consolidated Law on Financial Intermediation.

I) COMPENSATION FOR DIRECTORS IN CASE OF RESIGNATION OR DISMISSAL WITHOUT JUST CAUSE OR TERMINATION OF EMPLOYMENT FOLLOWING A TAKEOVER BID (ART. 123-BIS, PARA. 1, LETT. I), TUF)

As regards the information required by Art. 123-*bis*, paragraph 1, letter i), of the Consolidated Law on Financial Intermediation, reference should be made to paragraph 8.2 of this Report, as well as to the more specific information provided in the Remuneration Report required by Art. 123-*ter* of the Consolidated Law on Financial Intermediation.

L) LAWS GOVERNING THE APPOINTMENT AND REPLACEMENT OF DIRECTORS AND AMENDMENTS TO THE BY-LAWS (ART. 123-BIS, PARA. 1, LETT. L), TUF)

As regards the appointment and replacement of Directors, reference is made to paragraph 4.2. of this Report.

Any amendments to the By-Laws shall be approved by the Shareholders' Meeting pursuant to law and the By-Laws. However, the Board of Directors has the power to bring the By-Laws into line with legislative provisions (under Art. 24.1 of the By-Laws). Pursuant to Art. 22.3 of the By-Laws, any proposals to amend clauses or to adopt new By-Laws are decided by the Board with the vote in favour of 7/10ths of the Directors in office.

As regards the Government special powers, reference should be made to para. D.1) above.

M) AUTHORISATION FOR SHARE CAPITAL INCREASE AND AUTHORISATION TO PURCHASE TREASURY SHARES (ART. 123-BIS, PARA. 1, LETT. M), TUF)

The Board has no authority to make capital increases under Art. 2443 of the Italian Civil Code, the Directors have no power to issue equity instruments, nor is there currently any authorisation to purchase treasury shares.

The Shareholders' Meeting held on 15 May 2018 authorised the right to have available for use, at any time, in whole or in part and in one or more times, the treasury shares held by the Company from time to time, in compliance with the provisions of law, to service the Incentive Plans that the Company has

approved or may approve in the future according to the terms, methods and conditions set down in the relevant Information Sheets and/or Implementing Rules.

As referred before the Company held 2,843,120 treasury shares, equal to about 0.492% of the share capital, as at the date of the approval of this Report.

N) DIRECTION AND COORDINATION

Leonardo is not subject to direction and coordination pursuant to Art. 2497 *et seq.* of the Italian Civil Code (see point C above).

3. COMPLIANCE (ART. 123-BIS, PARA. 2, LETT. A), FIRST PART, TUF)

Leonardo's corporate governance model is in line with the principles and recommendations of the Code, which the Company complies with. This model has been subject over time to subsequent updates in order to ensure the constant and highest level of compliance with respect to the corporate governance guidelines in force for the time being⁷. The recommendations given from time to time by the Corporate Governance Committee have been adopted and incorporated in the **RULES OF PROCEDURE OF THE BOARD OF DIRECTORS** (hereinafter also referred to as "the Rules of Procedure"), also in the light of the changes that have occurred over time in the company organizational structure. The Rules of Procedure govern the role, organization and functioning of the governing body and its Committees (specifically detailed in the respective Rules adopted by the Board itself), as well as the main organizational profiles of the Company's governance model, in accordance with the principles and recommendations referred to above.

Leonardo's Board of Directors promptly updated its Rules of Procedure, as well as the Rules of Procedure of the Board committees, in order to ensure their better compliance with the contents of the Corporate Governance Code (which issuers were required to apply starting from financial year 2021) thus implementing the related guidelines.

Leonardo's corporate governance model is also in line with the guidance on diversity, including in relation to the matters referred to in Legislative Decree 254/2016 (non-financial disclosures) as noted in this Report.

The Rules of Procedure of the Board and the Rules of Procedures of the Committees are available in the Corporate Governance section of the website.

The text of the Code is available on the website of the Corporate Governance Committee⁸.

Neither Leonardo nor its subsidiaries with key strategic roles are subject to non-Italian laws affecting the Company's Corporate Governance structure; with regard to the Group's activities in the USA, it is noted, for the sake of completeness, that some of them are subject to specific governance rules ("Special Security Agreement" and "Proxy Agreement"), which were agreed with the Defense Counterintelligence and Security Agency ("DCSA") of the US Department of Defense and aimed at restricting access by the non U.S. shareholder to "classified" information".

⁷ *The Corporate Governance Code replaced the one previously in force, which the Company complied with.*

⁸ *The text of the Code is available at page: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>.*

4. BOARD OF DIRECTORS

4.1. ROLE OF THE BOARD OF DIRECTORS

CODE: Art. 1, Recom. 1 – 2

The Board of Directors is vested with the fullest powers for the administration of the Company, with the authority to perform any act it considers appropriate to the achievement of the Company's corporate purpose, except for those that are reserved to the Shareholders' Meeting by law and the By-Laws.

In accordance with the Board Rules of Procedure and in line with the provisions of the Code, the governing body carries out its management activities by pursuing **sustainable success**, i.e. the creation of value for shareholders in the long term, while taking account of the interests of any other stakeholder that is important for Leonardo. In particular, the Board of Directors **sets out and approves the strategic guidelines** of the Company and the Group, which also include the **objectives of the Sustainability Plan**, as well as the nature and level of risk consistent with the aforesaid strategic guidelines, while taking account of such elements as may be relevant for the purposes of sustainable success.

As concerns the involvement of the governing body in the analysis and approval of the Industrial Plan, it should be noted that – with reference to the **Corporate Governance Committee recommendations – in the months before the plan analysis and approval**, the Board appointed on 9 May 2023 was involved in **specific insight and information sessions on the drafting and contents of the new Industrial Plan of the Company**. In particular, the Board was specifically involved in a **Strategy Day** organized in January 2024, with a specific follow-up session held in February 2024, on the progress of the Plan. In line with the Committee instructions, we highlight that **according to Leonardo's governance the Board is structurally involved – through those functions that for long time have been specifically tasked to the Board Committees – in the analysis, for the Plan approval, of the issues that are key to generating long-term value**. For a more specific illustration of the role of the Board and the organizational measures implemented by Leonardo in terms of **sustainability governance**, reference should be made also to information provided under para. 1.

The Board is competent, as required by Art. 24.1 of the By-Laws, to pass resolutions on:

- a) the merger and demerger in the cases envisaged by law;
- b) the establishment or closure of sub-offices;
- c) capital decreases in the case of withdrawal of one or more shareholders;
- d) bringing the By-Laws into line with regulatory provisions;
- e) the transfer of the registered office in the national territory.

Without prejudice to the issues that cannot be delegated pursuant to law (Art. 2381 of the Italian Civil Code) and the By-Laws (Art. 22.3), the Board has reserved the following issues for its exclusive competence:

1. setting corporate strategy and organization guidelines (including plans, programs and budgets);
2. key strategic agreements, going beyond normal operations, with Italian or foreign operators in the sector or other companies or groups;
3. the incorporation of directly-owned joint-stock companies except for companies whose incorporation results from participating in tenders, or stock exchange listing; capital increases, transformation, mergers, demergers, winding up or the execution of shareholders' agreements with regard to directly-owned joint-stock companies that have a shareholders' equity of not less than €mil. 200 on the basis of the last approved financial statements;
4. designation, on proposal of the Chief Executive Officer, of new Directors with powers, or of Directors, Statutory Auditors or Independent Auditors in directly-owned joint-stock companies that have a shareholders' equity of not less than €mil. 200 on the basis of the last approved financial statements;
5. purchase, exchange or sale of properties and leases with a term of more than nine years;
6. medium- and long-term credit and debt financial transactions for amounts in excess of €mil. 50 per transaction, except for those urgent cases for which the Chief Executive Officer shall be authorized to exceed the above limit, reporting such case to the Board of Directors;
7. issuance of guarantees for amounts in excess of €mil. 50 per transaction;
8. the engagement, appointment and dismissal of executives or of the Head of the Group Internal Audit function are reserved by the law and the By-Laws to the Board of Directors, subject to the proposal of the Chief Executive Officer; the Board is also entitled to assign consulting engagements for intellectual work for amounts exceeding €mil. 3, except for services provided by subsidiaries;
9. the acquisition of equity investments in companies, also by exercising option rights, except for transfers of intergroup equity investments, including when the Company is the transferring party, without prejudice to the provisions of point 14 below;
10. transfers, contributions, leases and usufruct and all other acts of disposal, including those carried out in the framework of joint ventures or as a result of compliance with corporate restrictions or business segments thereof;
11. transfers, contributions, licenses and all other acts of disposal, including those carried out within the framework of joint ventures or as a result of compliance with technology, production process, know-how, patent, industrial project and all other intellectual property restrictions connected with work related to defense;
12. moving research and development work related to defense outside Italy;
13. transfer of equity investments in companies, also by means of the exercise or the waiver of option rights, contributions, usufruct, pledges and all other acts of disposal, including those carried out within the framework of joint ventures or as a result of compliance with restrictions arising from the investments themselves;
14. vote in the shareholders' meetings of subsidiaries, associates or companies in which an equity investment is held (the notions of control and association are meant as understood by Art. 2359

of the Italian Civil Code) that conduct business related to defense with regard to the subject matter referred to in points 10), 11), 12) and 13) above.

Resolutions on matters for which the Board of Directors is solely responsible under the By-Laws (Art. 22.3) are valid if they are adopted by the favorable vote of seven-tenths of the serving Directors (rounded off to the next lowest whole number if this ratio results in fraction).

As envisaged in its own Rules of Procedure, the Board of Directors:

- a) examines and approves **the Company's strategic, industrial and financial plans and those of the Group** that it leads, even on the basis of the analysis of issues that are key to the generation of value in the long term;
- b) monitors periodically **the implementation of the industrial plan** and assesses the **general performance of operations**, particularly taking into account the information received from delegated bodies, as well as periodically comparing the results attained with those envisaged;
- c) defines **the nature and level of risk associated with the strategic objectives** of the Company, including in its evaluations all those risks that may be relevant to the generation of value in the long term;
- d) sets out the Company's **corporate governance system** and the Group's structure;
- e) evaluates, including in accordance with Art. 2086 of the Italian Civil Code, the **adequacy of the organizational, administrative and accounting structure** of the Company, as well as of its subsidiaries of strategic importance, paying particular attention to the internal control and risk management system;
- f) grants and revokes **powers delegated to Directors**, except for those reserved solely to the Board, establishing the limitations on and manner of exercising these powers and determining the frequency with which the delegated bodies must report to the Board on the actions that have been taken pursuant to the delegation, provided that this will be made at least on a quarterly basis pursuant to Art. 24.2, last paragraph, of the By-Laws;
- g) defines the Company's **policy governing the fees due to Directors** and the top management, in accordance with the regulations in force and the Corporate Governance Code;
- h) decides, upon proposal of the Remuneration Committee, the **remuneration and conditions of service of the Directors provided with delegated powers** and those of the other Directors holding special positions (in consultation with the Board of Statutory Auditors in accordance with Art. 2389, paragraph 3, of the Italian Civil Code);
- i) passes resolutions as to the **transactions that are reserved to it** by the law and the By-Laws, as well as to **any additional transactions of the Company and subsidiaries, when they are of significant strategic or financial importance** or if they are materially important in terms of the Company's assets and financial position, which the Board reserves for itself on the occasion of the granting of delegated powers;
- j) at least once a year, carries out **an appraisal of the functioning of the Board itself and of its Committees**;

- k) in order to ensure the proper management of corporate information, adopts, as proposed by the Chairman, in agreement with the Chief Executive Officer, a **procedure** for the internal management and external communication of documents and information concerning the Company, with specific regard to the **treatment of inside information**;
- l) adopts, on the proposal of the Chairman, put forward in agreement with the Chief Executive Officer, a **policy for managing dialogue with the general public of shareholders and other stakeholders**, monitoring the reference benchmarks;
- m) provides information, in the **Corporate Governance Report**, on the procedures for the performance of its duties.

The following information is provided on a preliminary basis, while making reference to the relevant and specific sections of this Report with regard to the main activities carried out by the Board in different areas.

As regards the functions referred to in **letter a)**, reference is made to para. 4.1 and para. 1.

As regards the functions referred to in **letter b)**, the Board has periodically checked, in assessing the general performance of operations, the results achieved compared to those envisaged in the Budget it has approved and in any subsequent update thereof.

As regards the functions referred to in **letter c)**, reference is made to para. 10.

As regards the functions referred to in **letter e)**, while making reference to the provisions of para. 10 for the activities and assessments carried out by the governing body, it should be noted that, on 11 March 2024 the Board found - also in the light of Art. 2086 of the Italian Civil Code and the provisions contained in the Business Crisis and Insolvency Code and in accordance with article 2381, para. 3, of the Italian Civil Code - the organizational, administrative and accounting structure of the Company and of its key subsidiaries adequate, efficient and actually functioning, with specific regard to the internal control and risk management system.

As regards the functions referred to in **letter f)**, reference is made to para. 4.6.

As regards the functions referred to in **letters g) and h)**, reference is made to information under para. 8.

As regards the functions referred to in **letter i)**, the Board has identified as strategic subsidiaries those which are directly controlled, based on the criteria established by the Board of Directors when delegated powers were assigned to the Chief Executive Officer and powers of the Board itself were defined; moreover, strategic subsidiaries encompass other controlled entities, also indirect subsidiaries, selected based on the company's size and importance of the business.

With regard to the criteria for the identification of the transactions of significant importance, these transactions coincide with those that are already reserved for the Board pursuant to the By-Laws or on the occasion of the resolutions granting delegated powers.

As regards the functions referred to in **letter j)**, reference is made to the provisions of para. 6.2.

As regards the functions referred to in **letter k)**, reference is made to the provisions of para. 4.8.

As regards the functions referred to in **letter l)** and in the Engagement Policy approved by the Board of Directors, reference should be made to the provisions of para. 13.

Finally, it should be noted that the Board appointed in May 2023 has not yet had the opportunity to make comprehensive evaluations as to the corporate model which best suits the company's needs.

4.2. APPOINTMENT AND REPLACEMENT (ART. 123-BIS, PARA. 1, LETT. L), TUF)

CODE: Art. 4, Recom. 23

The Board of Directors is made up of **between 8 and 12 members** who are appointed by the Shareholders' Meeting. The Shareholders establish the number and the length of their terms in office. Directors are appointed for a term that does not exceed three financial years and may be re-elected pursuant to Art. 2383 of the Italian Civil Code. If the Shareholders' Meeting has not taken steps to do so, the Board will appoint a Chairman from among its members. For the appointment of Directors, the By-Laws (Art. 18.3) provide for the "**list voting**" mechanism": the Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders (as well as possibly by the outgoing Board members) in which candidates are to be numbered consecutively. Lists submitted (by shareholders or possibly by the Board) must be filed with the registered office at least 25 days before the date of the Shareholders' Meeting on first call, and published by the Company at least 21 days before the date of the Shareholders' Meeting, again on first call, according to the statutory procedures. The time limits and procedures for the related filing are stated by the Company in the notice of call of the Shareholders' Meeting.

Each shareholder may submit or contribute to the submission of one list only and each candidate may stand in one list only under penalty of being ineligible for election.

Shareholders who, alone or with other shareholders, represent at least 1% of the voting shares in the Ordinary Shareholders' Meeting will be entitled to submit lists (or such lesser number as is laid down by provisions of law or regulations, where applicable).

By Decision no. 92 of 31 January 2024 Consob confirmed the shareholding required to submit lists of candidates for the election of governing and control bodies of Leonardo to the extent of 1%, equal to the minimum percentage required by the By-Laws.

Within the time limit prescribed for the publication of the lists by the Company and in order to prove ownership of the number of shares necessary for the related submission, shareholders must file appropriate certification, proving ownership of the number of shares represented, with the registered office.

At least two Directors must meet the independence requirements as laid down for Statutory Auditors pursuant to law. The Company expressly requires, in the notice of call, their eligibility to be qualified as "independent" directors pursuant to law and the Code in the lists of candidates to the position of Director. Furthermore, all candidates must meet the honesty requirements laid down by the regulations in force.

Lists with a number of candidates equal to or over three must also include candidates of different genders, in accordance with the notice of call, in order to allow the less represented gender to sit on the Board for at least one third (or the larger share, if any, set out in the applicable regulations governing gender balance, as described below).

Together with each list, and within the time limit prescribed for the related filing, declarations by the individual candidates must also be filed, in which they accept their nominations and certify, under their own responsibility, that there are no grounds for ineligibility for election or incompatibility and that all the requirements prescribed by the regulations in force are met for their respective positions, including any possible independence requirement as required by the By-Laws. The Directors appointed shall notify the Company without delay of any loss of the abovementioned independence and honesty requirements, as well as of the emergence of grounds for ineligibility or incompatibility.

Each party entitled to vote may vote for one list only.

The Directors are elected as follows:

a) two thirds of the Directors to be elected, with fractions being rounded down to the nearest whole number, are drawn from the list that has obtained the majority of votes cast ("**Majority List**"), in the order in which they appear in the list;

b) the remaining Directors are drawn from other lists ("**Minority Lists**"); for that purpose, the votes obtained by the lists are subsequently divided by one, two, three and so on, depending on the gradual number of Directors to be elected. The scores obtained are allocated progressively to the candidates of each list, according to the order specified therein. The scores thus allocated to the candidates of the various lists are arranged in a single list in descending order. Those who have obtained the highest scores are elected.

If more than one candidate has obtained the same score, the candidate from the list which has not yet elected any Director or which has elected the lowest number of Directors is elected.

If none of these lists have elected a Director yet or if they have all elected the same number of Directors, the candidate is elected whose list has obtained the highest number of votes. In the event of an equal number of list votes and still with the same score, a new vote is to be held by the entire meeting and the candidate with a simple majority of votes is elected;

b-bis) if the Majority List does not present enough candidates to reach the number of Directors to be elected pursuant to letter a) above: **i)** all the candidates listed are taken out according to their places in the List; **ii)** the other candidates for positions as Directors are taken out of Minority Lists, pursuant to letter b) above, for one-third of the total number of positions on these lists; and **iii)** the number of candidates required to fill the positions not covered by the Majority List are taken out of the Minority List which has received most votes among the Minority Lists (the "First Minority List") on the basis of the number of candidates in this List; if there are not enough candidates, the remaining candidates for positions as Directors, following the same procedure, are taken out of the next list or even of those following, according to the number of votes and the number of candidates in the Lists themselves. Finally, if the total number of candidates in the Lists that have been presented, including both Majority

and Minority Lists, is lower than the number of Directors to be elected, the remaining Directors are elected by a resolution passed by the Shareholders' Meeting pursuant to para. 18.4 below;

c) if, following the application of the procedure described above, the minimum number of independent Directors required by the By-Laws has not been appointed, the share of votes to be allocated to each candidate in the various lists is calculated as indicated in letter b) and the number of candidates necessary to ensure compliance with the provisions of the By-Laws, not yet drawn from the lists pursuant to letters a) and b), who meet the independence requirements and who have obtained the highest scores are elected. These shall take the place of the non-independent Directors who have been allocated the lowest scores. If the number of candidates does not comply with the minimum of two independent Directors, the Shareholders' Meeting shall resolve, with the majorities provided by law, to replace the candidates who do not meet the independence requirements and who have obtained the lowest scores;

c-bis) when the application of aforementioned procedures does not enable the presence of at least one third of the members from the less represented gender (or the larger share, if any, laid down in the regulations governing gender balance, where applicable), the quotient of votes to allocate to each candidate from the lists is calculated, dividing the number of votes obtained by each list by the ranking of each candidate; the candidate from the more represented gender with the lowest quotient of the candidates from all the lists is replaced, without prejudice to the minimum number of independent Directors, by the person belonging to the less represented gender chosen (with the next highest ranking) in the same list as the replaced candidate. If candidates from different lists have obtained the same quotient, the candidate in the list from which the greatest number of Directors have been taken is replaced or, subordinately, the candidate from the list that has obtained the lowest number of votes; or, if the votes are even, the candidate that has obtained fewest votes from the Shareholders' Meeting in a special ballot.

Art. 18.4 of the By-Laws provides that for the appointment of Directors who are for whatever reason not appointed in accordance with the procedures described above, the Shareholders' Meeting shall resolve with the majorities prescribed by law in order to ensure the presence of the minimum number of independent Directors and gender balance in compliance with the law and the By-Laws.

If in the course of the mandate one or more Directors cease to hold office, measures will be taken pursuant to Art. 2386 of the Italian Civil Code. To replace the Directors who have ceased to hold office, the Shareholders' Meeting shall resolve with the majorities prescribed by law to appoint replacements from those on the same list as that of the Directors who have ceased to hold office, if previously unelected candidates remain on this list. The Board of Directors carries out the replacement, pursuant to Art. 2386 of the Italian Civil Code, by appointing the replacement Directors – in the first possible meeting after they heard about the Directors who have ceased to hold office - on the basis of the same criteria as in the previous paragraph and in order to guarantee the presence of the minimum number of independent Directors and gender balance in compliance with law and the By-Laws.

With regard to the **provisions regarding gender quotas** on governing and control bodies of listed companies, Leonardo's By-Laws permanently provide for the presence of at least one third (or a larger

quota, if any, as set out by law) of the less represented gender in the composition of the Board of Directors and of the Board of Statutory Auditors. As a matter of facts, Leonardo strengthened, in advance of the time at which the “Golfo-Mosca” Law no. 120 of 12 July 2011 (three consecutive mandates after 12 August 2012) is to cease to be effective, the criterion of gender diversity without an imperative mandate.

With regard to the provisions of the Consolidated Law on Financial Intermediation governing the composition of issuers’ corporate bodies, as amended by the 2020 Budget Law (Law 160/2019), which introduced a minimum quota for the less represented gender, equal to two fifths (to be applied for six consecutive mandates as from the renewal of the corporate bodies’ terms of office expiring in 2020), while taking account, as described, that Leonardo’s By-Laws provide for a mechanism for the automatic adjustment to a quota of above one-third of the less represented gender, if prescribed by law, the Company has not been required to bring the By-Laws into line with these provisions of regulations.

It should be noted that, among the Board of Directors’ members who are currently holding office and who were appointed on 9 May 2023, the gender composition of the body complies with the regulations in force.

In line with the Code guidelines and with the recommendations of the Corporate Governance Committee, **when appointing the new governing body, the Board of Directors express their own Guidelines and make them available to the shareholders (by notifying them well in advance, as well as by making specific reference to them in the notice of call convening the Shareholders’ Meeting) in relation to the best qualitative and quantitative composition of the new BoD**, including in terms of professionalism, experience, skills and diversity. With regard to the composition of the governing body currently holding office, in view of its appointment by the next Shareholders’ Meeting for the approval of the 2022 Financial Statements, **the Guidelines expressed by the outgoing Board of Leonardo were disclosed to shareholders through publication on the Company’s website on 3 March 2023**, largely ahead of time and with a timing fit for enabling proper consideration by shareholders whose adequacy was assessed in relation to both the date of publication (29 March 2023) of the shareholders’ meeting notice of call and the following term (13 April 2023) required for the filing of the lists of candidates (see par. 12 below).

Finally, reference should be made to para. 6.2 of this Report for any information on self-appraisal and succession of Directors.

4.3. COMPOSITION (ART. 123-BIS, PARA. 2, LETT. D), TUF)

The Shareholders’ Meeting held on 9 May 2023 set the number of the members of the Board at 12 and the duration of the related office at three years. Therefore, the Board will serve for the three-year period from 2023 to 2025, until the Shareholders’ Meeting for the approval of the Financial Statements at 31 December 2025.

The **Board of Directors** currently holding office was made up as follows at the end of the 2023 financial year:

Stefano Pontecorvo (1)	Chairman
Roberto Cingolani (1)	Chief Executive Officer and General Manager
Trifone Altieri (1)	
Giancarlo Ghislanzoni (2)	
Enrica Giorgetti (1)	
Dominique Levy (2)	
Francesco Macrì (1)	
Cristina Manara (1)	
Marcello Sala (1)	
Silvia Stefini (2)	
Elena Vasco (1)	
Steven Duncan Wood (2)	

- (1) Director appointed from the **list submitted by shareholder Ministry of Economy and Finance**, holding about 30.204% of the share capital, who during the vote obtained the **majority of the votes** (about 48.096% of the share capital represented in the Shareholders' Meeting).
- (2) Director appointed from the **list submitted by a group of shareholders**⁹, holding about 1.552% of the share capital, who during the vote obtained the **minority of the votes** (about 42.043% of the share capital represented in the Shareholders' Meeting).

The Tables in Appendix show the synthetic structure of the Board of Directors, specifying the Directors serving as at the date of approval of this Report and those who ceased to hold office during 2023, as well as the respective details in terms of independence (in accordance with the Consolidated Law on Financial Intermediation and the Code), membership in Committees, age and seniority in the position.

Curricula of the Directors

Annex 1 includes a brief curriculum of each member of the present Board of Directors

Guidelines on Directors' Overboarding

CODE: Art. 3, Recom. 15

The Directors of Leonardo accept their appointments and remain in office because they believe that they can dedicate the necessary time to the diligent performance of their duties, taking into consideration the commitment arising from the position held, as well as the overall number of the positions that they hold in the governing and control bodies of other companies that are either listed or large-sized.

⁹ *List submitted by GreenWood Investors LLC on behalf of shareholders GreenWood Builders Fund II, LP, Sachem Head LP, Sachem Head Master LP and Banor Sicav - Mistral Long Short Equity.*

In this regard, the Board of Directors holding office for the three-year period 2020-2022, in accordance with the Board Rules of Procedure and on the proposal of the Nomination and Governance Committee, in compliance with the Code's recommendation to "large companies", issued the **Guidelines on the maximum number of offices that can be held by the Directors of Leonardo**, which are available in the Corporate Governance section of the Company's website (Board of Directors/Guidelines and Criteria area). The Board considered in fact that a maximum number of **five positions (as Director or Statutory Auditor) in companies listed on regulated markets (either Italian or foreign), financial companies, banks, insurance companies or large companies**, including the position held at Leonardo, is compatible with an effective performance of the office as Director of the Company, and, therefore, functional to guarantee an adequate commitment to performing the duties connected with the office, unless otherwise motivated by the Board of Directors with reasons.

For the purposes of the calculation of the abovementioned limit, the positions as executive Director and non-executive Chairman are considered, respectively, as three and as two positions as non-executive Director. No account is taken of any positions that are possibly held by Leonardo's Directors in companies that are either directly or indirectly controlled by, associated with or invested in, by the Company.

Such Guidelines have been implemented by the current Board of Directors and taken into consideration for the Board evaluations.

With regard to the identification of "large companies", the said Guidelines have identified balance sheet assets and revenues as the most significant parameters to be considered, using a percentage compared to the average of the Leonardo Group's revenues and balance sheet assets. This concept therefore includes companies that have recorded assets exceeding €bil. 6.5 or revenues exceeding €bil. 3 on the basis of the latest approved financial statements.

Each year, the Board reviews and discloses, in this Report, the positions as director or statutory auditor held by the Directors in the aforesaid companies on the basis of the information received from the Directors. The present composition of the Board is consistent with the criteria described above.

The positions held by the members of the current Board of Directors in companies not belonging to the Leonardo Group are shown below.

- **Trifone Altieri**
Chairman of Invimit SGR SpA
- **Dominique Levy**
Chairwoman of CDAM Ltd
- **Cristina Manara**
Director of Infratrasporti.To Srl
- **Silvia Stefini**
Director of Banca Popolare di Sondrio SpA
- **Elena Vasco**
Director of Fiera Milano SpA

- **Steven Duncan Wood**

Director of CTT Correios de Portugal SA

Director of MEI Pharma Inc.

It is confirmed that the Shareholders' Meeting has not given general prior permission for any exceptions to the non-competition provision under Art. 2390 of the Italian Civil Code and that, in accepting his/her position, each Director has stated that he/she does not perform any activity in competition with Leonardo, undertaking to promptly inform the Board of any changes to the contents of the statement that he/she made at the time of his/her appointment.

4.4. FUNCTIONING (ART. 123-BIS, PARAGRAPH 2, LETT. D), TUF)

Management of information to the Board of Directors

CODE: Art. 3, Recom. 11

The Chairman of the Board of Directors, in addition to calling Board meetings and presiding over them, ensures an adequate and timely management of information before and at Board meetings, so that all the Directors act well-informed and can express themselves in a properly informed manner regarding the matters submitted for their evaluation.

The rules on the conduct of meetings, including the procedures to provide the documentation relating to the items on the agenda and prepare the related minutes, are included in the Rules of Procedure of the Board of Directors.

For the purpose of facilitating the work of taking minutes of Board meetings, the Rules of Procedure allow the computerized recording and transcription of BoD meetings with the sole aim of supporting the Chairman and the Board Secretary to take minutes, with the obligation to destroy the recording itself and any related automatic transcripts, on the part of the Secretary or any other person appointed by the latter, after the approval of the minutes.

The **Rules of Procedure of the Board of Directors** lay down terms and methods aimed at ensuring the utmost degree of **fairness, completeness and timeliness of information provided before and at Board meetings**. Furthermore, the Company has long adopted an **Internal procedure**, which is specifically aimed at regulating and coordinating the **management of information flows provided to the corporate bodies** in order to ensure a proper management, dissemination and accessibility of information to the benefit of their proceedings, with the aim of **combining and protecting timeliness, completeness and, at the same time, confidentiality of information**.

The Secretary to the Board of Directors and the Chief Corporate Bodies Affairs Officer coordinate the management of the information flows indicating to the corporate departments methods and timing for sending the documentation for the Board of Directors meetings, as well ensuring that the necessary supporting documents are prepared for each item on the agenda so that the Directors can comprehend the matters submitted for their attention; the documents are accompanied – with the support of the organizational units directly involved - by a summary of their main contents, the reasons for them and their objectives.

In particular, the Chief Corporate Bodies Affairs Officer, in his role as Secretary, in consultation with the offices involved, satisfies himself that the documents are clear and complete and fit for the Directors to express their opinions in awareness of the matters to be discussed at the meeting, submitting them to the Chief Executive Officer for his approval and to the Chairman of the Board of Directors for his consideration functional to convening the meeting. In relation to particularly complex issues or documents, the Company, again through the Secretary of the Board of Directors and the offices involved, ensures Directors assistance and advice, placing the most helpful possible summary briefing papers at their disposal.

As for the **deadlines for the management of information to be provided before Board meetings**, the Board's Rules of Procedure, strengthening the Leonardo's rules on information flows, provide (with an earlier time limit for convening meetings with respect to the period of three clear days previously established) for the **deadline for convening meetings to fall on the same date as the deadline for making Board documentation available (even in cases of urgent meetings)**. Specifically, the **notice of call** is normally delivered to each member of the Board of Directors (as well as of the Board of Statutory Auditors) **within five clear days before the date set for the meeting**, as well as in such a way as to ensure confidentiality and timeliness of the call and allow for verification that the related notice has been actually received; in any case of urgency, the notice is sent as promptly as possible depending on the specific circumstances at the discretion of the Chairman. The **supporting documentation** for the discussion of the items on the agenda is made available to Directors and Statutory Auditors in such a way as to ensure its **completeness**, as well as, through the use of the specific dedicated online platform ("Virtual Area"), the necessary **protection of confidentiality, in a timely fashion and well in advance of the date of the board meeting**, normally **when the notice of call is sent**, or at a later date, subject to prior disclosure of information to be provided when the notice of call is sent. **Documents containing confidential and inside information are made available in a special section of the platform accessible only to Directors and Statutory Auditors; in particularly confidential cases, it may only be possible to view them for the purposes of consultation only.**

However, Directors and Statutory Auditors can access the information documentation at the registered office in the days immediately prior to the date set for the meeting, as well as ask for clarification or additional information to help them to better evaluate the matters submitted to the Board for its consideration. The Chairman verifies at the offices that the aforesaid information has been duly made available.

Directors and Statutory Auditors are informed in advance, within the aforesaid time limit, even in the case that the Chairman deems it appropriate that the information sheets are provided directly during the meeting in relation to the issue and the related resolution.

Supporting documentation is filed on the record of the Board of Directors' meeting proceedings.

The time limit set out in the Board of Directors' Rules of Procedure **for sending information before Board meetings was normally observed during the reporting period**, except in only one case of particular urgency. Specifically, this consisted in a transaction (of which information had been given during the previous Board meetings), the nature of which entailed that the related supporting documentation was provided only in the run-up to the Board meeting.

The Board was however provided with information in compliance with the provisions of the abovementioned Rules and **the item on the agenda was specifically addressed during the Board meeting**, also through the technical support given during the meeting by the Heads of the organizational units and the documentation made available.

Meetings

CODE: Art. 3, Recom. 12

The Board of Directors meets on a regular basis and works so as to guarantee the effective fulfilment of its duties. The Board's meeting is convened by the Chairman, by a notice specifying the issues on the agenda to be discussed and resolved, within the annual planning of board meetings or in any case whenever it deems it necessary or it is so requested, in writing, by the majority of its members or by the Board of Statutory Auditors.

Each Director may ask the Chairman to insert issues on the agenda. Where the Chairman deems it appropriate not to grant the request, he/she shall promptly give notice thereof to the Director concerned. As required by the By-Laws, the Board's meetings may be also attended by video-conference or by tele-conference, if necessary, provided that a prior notice thereof is given to the Secretary of the Board of Directors, all the participants may be identified and that they are able to follow the discussion and at the same time to take part in the discussion of the issues, as well as to peruse, in real time, such documentation as may be distributed in the course of the meeting.

The Board of Directors meetings are attended by the Judge of the Court of Auditors delegated to supervise Leonardo's financial transactions (see para. 10.5).

The Company's well-established practice ensures that Board meetings are held regularly, at least once a month. The Board approves the date of the meetings on an annual basis; the annual calendar of the corporate events provided for in the Stock Exchange rules, is promptly communicated by the Company.

During the 2023 financial year, the Board met no. 13 times for an average of about two hours and 40 minutes. During the current year, no. 3 board meetings were held (compared to the scheduled 10 meetings). The Directors' attendance records for the meetings that were held during 2023 are reported below.

BOARD IN OFFICE FROM 9 MAY 2023

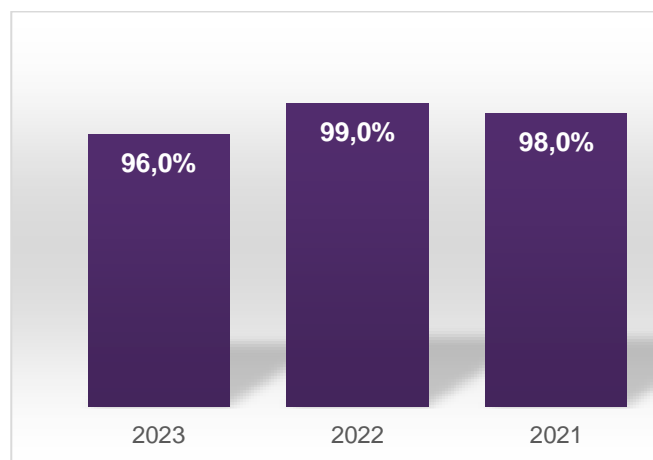
	Attendance
Stefano Pontecorvo Chairman	no. 8/8 meetings
Roberto Cingolani CEO and General Manager	no. 8/8 meetings
Trifone Altieri	no. 8/8 meetings
Giancarlo Ghislanzoni	no. 8/8 meetings
Enrica Giorgetti	no. 8/8 meetings
Dominique Levy	no. 8/8 meetings
Francesco Macrì	no. 8/8 meetings
Cristina Manara	no. 8/8 meetings
Marcello Sala	no. 8/8 meetings
Silvia Stefini	no. 8/8 meetings
Elena Vasco	no. 8/8 meetings
Steven Duncan Wood	no. 8/8 meetings

BOD IN OFFICE UNTIL 9 MAY 2023

Luciano Carta Chairman	no.5/5 meetings
Alessandro Profumo CEO	no.5/5 meetings
Carmine America	no.5/5 meetings
Pierfrancesco Barletta	no.5/5 meetings
Elena Comparato	no.5/5 meetings
Dario Frigerio	no.5/5 meetings
Patrizia Michela Giangualiano	no.5/5 meetings
Paola Giannetakis	no.5/5 meetings
Federica Guidi	no.2/5 meetings
Maurizio Pinnarò	no.5/5 meetings
Ferruccio Resta	no.4/5 meetings
Marina Rubini	no.4/5 meetings

All absences were excused

B.o.D. - Average attendance at the meetings



4.5. ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

CODE: Art. 3, Recom. 12

At the meeting held on 9 May 2023 the Board of Directors granted the Chairman Stefano Pontecorvo, who is vested with the authority as legal representative of the Company and signatory powers pursuant to law and the By-Laws, some powers concerning – among other things - the “Institutional Relations”, “Group Safety” , the coordination of “Subsidized financing” projects, as well as the implementation of the corporate governance rules with reference to integrity in the conduct of business and fighting corruption.

With regard to the responsibilities of the Chairman Stefano Pontecorvo and the assessments performed by the Board of Directors on 29 February 2024 in respect of the powers he was granted in the context of the new organizational structure of the Company, reference is made to par. 4.7 below.

In accordance with the Code, the Board’s Rules of Procedure expressly provide for the Chairman of Leonardo’s Board of Directors to play a key role in terms of liaison between executive and non-executive Directors, as well as a key role in giving impetus and supervising the effective performance of the work of the governing body. More specifically, the Chairman - with the support of the Secretary of the Board of Directors and the competent organizational units of the Company - takes care (as described in the relevant sections of this Report, even with regard to the activities carried out during the reporting period) that:

- the information provided before Board meetings and any additional information provided during the meetings is suitable to allow the Directors to *act in an informed manner* (as mentioned in paragraph 4.4 on the role played by the Chairman in order to promptly ensure the most appropriate information before and at Board meetings, even though the [power - provided for in the Board Rules - to invite executives of the Company or Group companies](#), whose presence is deemed to be useful in relation to the items on the agenda, [to attend individual meetings, in agreement with the Chief Executive Officer](#));
- the work of the Board Committees is coordinated with that of the Board (as referred to in para. 5 on Board committees);
- the Board evaluation process is adequate and transparent, with the support of the Nomination and Governance Committee (as referred to in para. 6.2 on self-evaluation);
- the Board is in any case informed, in accordance with the Engagement Policy, on the development and significant contents of the dialogue that took place (as referred to in para. 13 on investor relations);
- in agreement with the Lead Independent Director, all Directors and Statutory Auditors may take part in induction initiatives, in the most appropriate forms, both after their appointment and during their term of office (as reported below on Board induction).

Board Induction

As required by the Board's Rules of Procedure, the Chairman, in agreement with the Lead Independent Director, ensures the organization and encourages all Directors and Statutory Auditors taking part, in the most adequate manners, after the appointment and during the term of office, in structured induction sessions in order to provide them with and strengthen adequate knowledge – throughout their term of office – concerning the business sectors in which the Company operates, the corporate dynamics, related evolution, the standards for a proper risk management and the applicable legislative and self-regulatory framework.

In this regard, with the support of the Board Secretary, a programme of presentations, seminars and meetings is defined to gain insight into the Group's activities and business, thus helping the analysis of matters of strategic importance, topical or of particular interest for the Company.

During the year, taking especially into account the total renewal of the Board structure after the appointment of the new Board members by the Shareholders' Meeting of 9 May 2023, an induction programme was organized to spur the new Directors on the knowledge of the Group's organization, dynamics and business sectors. As part of the initiatives performed in 2023, of particular note was the holding of a workshop session dedicated to the in-depth analysis of issues concerning the Strategic Plan (Integrated Strategic Business Plan). On-site visits were also held at the industrial plants of company divisions, as well as at Leonardo's Cyber & Security Academy, and the Ansaldo Foundation. Members of the Board of Directors and the Board of Statutory Auditors were also invited to attend the Farnborough International Air Show, among the leading international events in the aerospace industry. Finally, worth noting is, during the first months of the current 2024 financial year, the organization of an in-depth session on subjects connected with the Strategic Plan (Integrated Strategic Business Plan 2024-2028).

In order to promote better knowledge of the business, legislative and self-regulatory framework and of developments in this scenario, the Company provides periodic information reports to the Directors and Statutory Auditors on the main legislative and regulatory developments concerning the Company and the corporate bodies, giving support in discussing specific important issues in depth, including by means of a specific collection of the relevant corporate and business documents useful for the performance of the mandate.

Secretary of the Board of Directors

CODE: Art. 3, Recom. 18

The current Board has taken steps to appoint Domenica Lista, Chief Corporate Bodies Affairs Officer, as Secretary of the Board of Directors and of the internal Board Committees. The Shareholders' Meetings & Rights and Corporate Bodies Governance OU, in charge of the Secretarial activities of the Board of Statutory Auditors, reports to the Chief Corporate Bodies Affairs Officer.

As required by its Rules of Procedure, the Board proceeds – at the proposal of the Chairman – with the appointment and dismissal of a Secretary of the Board of Directors. With specific reference to the requirements to hold the position of Secretary of Leonardo Board of Directors, the Board's Rules of

Procedure lay down that the Secretary must have proven and well-established experience in corporate law and corporate governance, with particular reference to listed companies.

As set down in the Corporate Governance Code, the Secretary supports in the activities of the Chairman and provides impartial assistance and advice to the Board of Directors on any aspect relevant to the proper functioning of the corporate governance system.

The Secretary also guarantees support, as far as her competence is concerned, to the Lead Independent Director, the Chief Executive Officer and General Manager with the reports to the corporate bodies and stakeholders.

With reference to her duties, in line with the Rules of Procedure of the Board of Directors, the Secretary supported the Chairman in the tasks described above and contributed to a managed coordination of the corporate bodies' activities and of the regulatory insights on the corporate bodies' governance thanks to her role as Chief Corporate Bodies Affairs Officer.

4.6. EXECUTIVE DIRECTORS

Chief Executive Officer

CODE: Art. 2, Recom. 4

The Board of Directors sets out the allocation of delegated management powers.

At the meeting held on 9 May 2023, the Board of Directors of Leonardo appointed Roberto Cingolani as **Chief Executive Officer and General Manager**, vesting him – without prejudice to what is reserved to the exclusive competence of the Board of Directors – on one hand, as General Manager, with all the powers for the ordinary management of the Company and, on the other hand, as Chief Executive Officer, with all the powers to represent the Company, which are complementary, useful and functional to the best exercise of his management powers, such as to enable him to bind the Company to third parties, within the limits of the powers granted pursuant to law and the By-Laws, useful to implement the resolutions passed by the Board of Directors.

At the same meeting the Board approved the setting up of the new General Business & Operations Department that reports directly to the Chief Executive Officer and General Manager, with effect from 1 June 2023, headed by Lorenzo Mariani as **Co-General Manager**.

Following the above the new organizational structure of Leonardo was defined (see para. 15).

Information provided by the Chief Executive Officer to the Board of Directors

During the 2023 financial year too, the Chief Executive Officer regularly provided the Board of Directors, at least on a quarterly basis, with full information regarding the main activities he had performed in the exercise of his delegated powers, as well as in relation to the implementation of the resolutions passed by the Board of Directors. This information is provided at the same time as the interim accounts (Annual, Half-Year and Quarterly Reports) are approved and in relation to significant corporate and financial transactions at the first possible meeting of the Board of Directors.

Other Executive Directors

The Board of Directors is made up of non-executive Directors, with the exception of the Chief Executive Officer and General Manager Roberto Cingolani and of the Chairman Stefano Pontecorvo (as commented on in par. 4.7 below).

4.7. INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTOR

Independence assessment

CODE: Art. 2, Recom. 5, 6, 7, 10

As provided for in the Company's Corporate Governance model and in line with the recommendations of the Code, Leonardo's Board of Directors assesses – without prejudice to the obligation placed on each Director to attend to his/her duties with the diligence called for by the nature of the position and his/her specific expertise - the degree of independence of its non-executive members at the first possible meeting after their appointment. Their independence is reassessed during the mandate on an annual basis, as well as upon the occurrence of any relevant circumstances. In assessing independence, the Board considers the information given by the individuals concerned or in any case available to the Company.

The criteria adopted by the Board to assess independence, which implement the guidelines of the Corporate Governance Code, are set out in the Board of Directors' Rules of Procedure, as well as in the specific document dealing with the "[Criteria to assess the significance of commercial, financial, professional relationships and additional remuneration](#)", as described below. For the purposes of independence assessment, the Board may in any case consider, in relation to the specific situations involving each Director, any additional element that is regarded as useful and appropriate, while adopting additional and/or partially different criteria according to which substance prevails over form, providing any relevant information in the Corporate Governance Report.

The Board then submits its assessment of the independence to the Board of Statutory Auditors, which verifies the proper application of the assessment criteria and procedures adopted and discloses the results of its audits in this Report, as well as in the Annual Report to the Shareholders' Meeting.

The serving members of the Board of Directors have assessed the independence of its non-executive members following the appointment by the Shareholders' Meeting held on 9 May 2023, and made its findings known by a press release that was promptly issued to the market after the meeting held on the same date. At the meeting held on 29 February 2024 the Board proceeded with the periodic annual assessment.

In the last mentioned meeting, the Board, on completion of the audits performed for the purposes of the aforesaid assessment, preliminarily examined the position of the Chairman Stefano Pontecorvo with respect to the powers he was granted in the context of the new organizational structure of the Company. With regard to this (as was unveiled through a press release disseminated in a timely fashion after the Board meeting), without prejudice to the existence of the independence requirement pursuant to the Consolidated Law on Financial Intermediation, in light of the finalization of the

organizational structure and considering the factual exercise of the powers he was attributed in relation to “Subsidized financing”, the Board of Directors ascertained that he had the qualification as executive Chairman and, accordingly, as non-independent Director pursuant to the Code.

The Board then confirmed that the independence requirements prescribed by the law and by the Code continued to exist on the part of the non-executive Directors Trifone Altieri, Giancarlo Ghislanzoni, Enrica Giorgetti, Dominique Levy, Francesco Macrì, Cristina Manara, Silvia Stefini, Elena Vasco and Steven Duncan Wood, except for Director Marcello Sala (by virtue of his role and employment relationship with shareholder Ministry of Economy and Finance).

The Company is largely in line with the guidelines laid down in the Code, relating to “large companies” (with dispersed ownership) and implemented in the Board of Directors’ Rules of Procedure, according to which at least half of the members of the governing body should be independent Directors; the number and competences of independent Directors are fully adequate to the needs of the Company and the functioning of the governing body and of its Committees.

Each non-executive Director has provided any and all information that is functional to the evaluation described above, for which purposes the Board has adopted the same parameters as stated in the new Code. The Board of Statutory Auditors has positively verified the proper application of these criteria, as well as of the assessment procedures adopted by the Board, without making objections.

In the assessment of independence and in the framework of the contemplated criteria, the Board of Directors’ Rules of Procedure specify as follows.

Persons who are in a position to exercise “significant influence” over Leonardo (within the scope of the definition of “significant shareholder”) are shareholders holding at least 10%, even indirectly, of the Company’s shares. For the purposes of the independence assessment, with regard to persons who are or were in the service of the Italian central government, which is a shareholder of Leonardo through the Ministry of Economy and Finance, the Rules also provide that the Board of Directors appraises Directors’ past or present employment by the Office of the Prime Minister, the Ministry of Economy and Finance, the Ministry for Economic Development and the Ministry of Defence and any past or present positions held by such persons involving influence over authorities’ policies or their manner of execution.

With regard to the guidelines set out in the Code in respect of the **evaluation of the significance of the relationships under examination for independence purposes** (any possible commercial, financial or professional relationships or any possible additional remuneration) and **ex-ante definition of the applicable criteria to refer to in such evaluation**, while retaining its discretionary power in evaluating specific situations in the light of the Company’s best interests, the significance of the relationship and the likelihood of its affecting the Director’s independence, the Board has set out a number of **quantitative and qualitative parameters that are functional to the abovementioned assessment**, incorporating them into the document on **“Criteria to assess significance of commercial, financial, professional relationships and additional remuneration”**, which was approved on 27 January 2022, as well as implemented and adopted by the current Board, and is

available in the Corporate Governance section of the Company's website (Board of Directors/Guidelines and Criteria area).

These criteria were used for the abovementioned assessment of the independence of the governing body, which was carried out on 29 February 2024, as well as for the Board of Statutory Auditors' assessment of the independence of its members on 23 January 2024 (as referred to in para. 11.2 below).

The criteria adopted in the mentioned document by the Board of Directors, without prejudice to the Board responsibility for evaluating the specific situation as reported on above, are set out below.

- a) The fees received by the Director for commercial, financial and professional relationships and/or additional remuneration that are in total higher than the annual remuneration paid for the position as non-executive Director of Leonardo and affect more than 15% of the annual turnover and/or annual taxable income of the Director shall be considered significant for each reporting period. With regard to commercial, financial and professional relationships only, when the Director is a partner of a professional firm or a consulting company, or controls or is an executive director of a legal person or any other entity, the Board considers the relationships maintained with such entities to be significant where the fees paid to them exceed the annual remuneration for the position paid to the non-executive Directors of the Company and affect more than 5% of the annual turnover of such entities.
- b) Regardless of the amount of fees and their incidence as referred to in letter a) above, commercial, financial, professional relationships and/or additional remuneration are also regarded as significant when they are related to a major transaction of Leonardo or of the Group or may have a significant impact on the role or position held by the Director in the legal person/entity/professional firm of which he/she is a partner, executive director or controlling entity.

For the purposes of its evaluations, the Board takes into account in particular the duration, frequency and stability of the commercial, financial, professional relationships and/or additional remuneration, as well as, in general, their importance for the Director in terms of reputation.

The above-described independence assessment carried out by the Board of Directors did not result in any case of non-application or deviation from the criteria set out in the Code and by the governing body itself.

Meetings of Independent Directors

CODE: Art. 2 Recom. 5

As required by the Board of Directors' Rules of Procedure and in compliance with the guidelines that the Code issues to "large companies", independent Directors meet on a periodical basis and in any case at least once a year, in the absence of the other Directors in order to consider the issues that are regarded as being of interest with respect to the functioning of the Board or the Company's management. These are meetings held for specific purposes, which are other than, and additional to,

those of the board Committees, and are convened at the request of the Lead Independent Director or of other independent Directors.

They may also support the Board committees, which can consult with other independent Directors for related evaluations, if this is deemed appropriate or if there are matters of particular importance.

Independent Directors met once in 2023, as requested by the Lead Independent Director.

During the meeting, independent Directors inquired, in particular, into the following topics:

- considering the total renewal of the Board of Directors, speed up the Directors' knowledge of the Company, including by fostering their participation in Leonardo's institutional life;
- implement disclosure processes on the most significant issues with an immediate external impact in order to facilitate their quick and timely knowledge and understanding;
- verify that robust and proper information flows are always complied with, including for extraordinary meetings;
- ensure solid information insights as part of the process of approval of the industrial plan;
- identify specific logistics supports to assist the Directors during meetings held in person.

Lead Independent Director

CODE: Art. 3 Recom. 13, 14

Following the renewal of the Board of Directors by the Shareholders' Meeting held on 9 May 2023, the Board appointed – on 23 May 2023 – Director Giancarlo Ghislanzoni as Lead Independent Director, with the task of coordinating the requests and contributions from non-executive Directors and in particular from independent Directors.

The Rules provide for such power of appointment on the part of the Board, with the abstention of executive Directors and in any case of non-independent Directors; the Board shall in any event do so if requested by a majority of independent Directors, or where the Chairman also holds the position as Chief Executive Officer of Leonardo or has been granted significant delegated operational powers. The Lead Independent Director will serve throughout the term of office of the Board members.

Specifically, the Lead Independent Director:

- coordinates the meetings of independent Directors;
- assists the Chairman in ensuring that Directors receive full and prompt information, as well as in taking any appropriate action to allow Directors and Statutory Auditors to enhance their knowledge of the Company, the Group and the corporate dynamics;
- convenes, independently or at the request of other Board members, special meetings of independent Directors to discuss issues relevant to the functioning of the Board or the Company's operations;
- contributes to the Board evaluation process;
- collaborates with the Chairman in the annual planning of the Board's work;
- informs the Chairman of any matters to be submitted to the Board for scrutiny and appraisal.

During the 2023 financial year the Lead Independent continued to coordinate and promote the work of independent Directors and also outlined, in agreement with the Chairman and the Chief Executive Officer and with the support of the competent corporate functions, a programme of presentations and meetings, to the benefit of Directors and Statutory Directors (as already reported as regards Board induction issues in para. 4.5 above), dedicated to gain a more in-depth knowledge of the Group's activities and businesses, even with off-site visits at the industrial plants of Leonardo.

4.8. CORPORATE INFORMATION MANAGEMENT

Leonardo has for some time been adopting, in accordance with the provisions of law and of the corporate governance code in force for the time being, specific procedural rules which ensure the utmost fairness, accuracy and timeliness in managing and spreading corporate information, as well as the utmost transparency and accessibility in its disclosures to the market.

The current company rules are compliant with the reference regulatory framework (i.e. the EU rules on Market Abuse under Regulation (EU) No. 596/2014 as amended and supplemented) that the Company has taken steps to adopt - including in the light of the domestic framework - with reference to both the treatment of inside information and Internal Dealing provisions and related communications to the market. The related documentation has been made available in the specific area of Market Abuse of the Corporate Governance section of the website.

Inside Information

CODE: Art. 1, Recom. 1

In order to ensure the utmost fairness in the management and disclosure of information, the Board of Directors has adopted, including in accordance with the recommendations laid down in the Code, a procedure for the internal management and the external dissemination of documents and corporate information, with specific regard to inside information. The procedural rules have been revised several times in order to implement the related regulatory changes as well as the company's organizational changes that have occurred over time.

The applicable **PROCEDURE FOR THE MANAGEMENT, PROCESSING AND DISCLOSURE OF LEONARDO SPA'S CONFIDENTIAL AND INSIDE INFORMATION AND FOR THE KEEPING OF THE INSIDER LIST** defines principles, obligations of conduct and information flows as to the processing of inside and confidential information concerning Leonardo and its subsidiaries, as well as the keeping and updating of the List of persons who have access to inside information (Insider List). The roles and responsibilities of the OUs and of the persons involved in any capacity in the internal price sensitive information management process are also set out in detail: in particular, the Procedure identifies the Chief Financial Officer OU – in the persons of the Chief Financial Officer and the Head of the Investor Relations & Credit Rating Agencies OU - as the Function in charge of the management and disclosure of inside information (IIMF or Inside Information Management Function), as well as of the correct keeping of the Insider List.

During the complex updating process, the main aspects of the contents of the applicable legislative framework were carefully established, in order to also transpose the guidelines of the Supervisory Authority into the company rules.

The aforementioned Procedure is available in the Corporate Governance section of the website (Market Abuse/Inside Information area).

Code of Internal Dealing

The **CODE OF INTERNAL DEALING** governs, in compliance with the relevant provisions in force, transparency rules and the specific flow of information to the market, provided for transactions involving shares issued by Leonardo (or any other financial instruments connected thereto) and initiated, including through a third party, by “Key Persons” of the Company (as well as by persons “closely connected” to them). The Code’s text has been updated over time in order to adopt the changes occurred in the relevant regulatory framework and, in particular, the developments of the European and domestic Market Abuse regulations, as well as to align the contents to the organizational structure of the Company.

The members of Leonardo’s Board of Directors and Board of Statutory Auditors, as well as the persons filling the role of General Manager, Co-General Manager and Officer in charge of Financial Reporting in the Company are currently considered as “Key Persons”. The updated list of Key Persons is made available on the Company’s website (Corporate Governance section, Market Abuse/Internal Dealing area), together with the text of the Code.

Periods are envisaged during which Key Persons may not carry out transactions (blackout periods): in this regard, among the implementing measures of the rules, the Code adopted by Leonardo extends such blackout obligation, with respect to the provisions of regulations laid down for the disclosure of annual and half-year data, to periods prior to the publication of the additional interim financial disclosures made by the Company on a voluntary basis. Moreover, the list of events to which the blackout periods must be referred has been further supplemented in view of the highly sensitive nature of the information provided in the Strategic and Industrial Plan approved by the Company and the consequent significance of the related process of drafting and disclosing it to the market.

Therefore, Key Persons may not carry out any transactions within 30 calendar days of the announcement of the interim results for each accounting period in the year (31 March, 30 June, 30 September, 31 December), as well as of the approval of the Company’s Strategic and Industrial Plan until the respective press releases have been issued.

The annual schedule of blackout periods is promptly updated by the Legal Affairs OU and communicated to Key Persons for each reporting period.

The quantitative threshold set out in the Code for transactions subject to disclosure provides - in compliance with the regulations in force- for the exemption from disclosure obligations in relation to transactions with a total value that does not reach €20,000 by the end of the same calendar year (subject to the obligation to notify that the minimum limit has been reached for the first time, applying to each subsequent transaction during the year even if the amount is lower).

In order to ensure that the rules are correctly applied, the Code provides for specific flows and procedures to facilitate that Key Persons are made aware of their obligations promptly and are provided with the help to fulfil them by the Company's functions, specifically on the part of the Legal Affairs OU.

The information is promptly published in the Corporate Governance section of the website (Market Abuse/Internal Dealing area).

4.9. DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

The Board of Directors approved, on 26 November 2010, the **PROCEDURE FOR RELATED PARTIES TRANSACTIONS** (hereinafter "the Procedure"), after having received the unanimous favourable opinion by a specifically established Committee which is only composed of independent Directors ("Procedures Committee"). At the same time the Control and Risks Committee (for which composition, duties and work, reference should be made to para. 9 below) was appointed to also act as the Committee for Related Parties Transactions (hereinafter the "RPT Committee").

The Procedure sets out rules and information flows aimed at ensuring transparency, substantive and procedural fairness in transactions with related parties, establishing in particular: the criteria and methods for identifying and updating the list of related parties; quantitative criteria for identifying transactions of "greater" or "lesser importance"; the procedures for examining and approving such transactions, with specific rules for cases in which the Company examines or approves transactions put in place by its subsidiaries; the compliance procedures for disclosure requirements related to the regime. The Procedure also applies as instructions given by Leonardo to its subsidiaries pursuant to Art. 114, paragraph 2, of the Consolidated Law on Financial Intermediation, together with the operational provisions laid down within the related execution.

Moreover, the norms of the procedure set out the types of transactions exempt from the regulations, on the basis of Consob's provisions, subject to the regulatory plan concerning disclosure requirements towards Consob and the general public.

The Procedure has to be reviewed for adequacy periodically (at least every three years) and the decision whether to proceed with the related review, even in light of the application practice. The relevant changes, if any, must be approved by the Board, on the basis of the opinion released on a precautionary measure by the RPT Committee.

The Procedure has undergone, over time, subsequent updates on the basis of regulatory provisions applicable for the time being, as well as in order to introduce adjustments suggested by experience in its application and by the experience gained, or to align its contents with the changes in the Company organizational structure.

While making reference to the full text of the Procedure (lastly updated in October 2023 and available in the Corporate Governance section of the Company website, in the specific area "Related Parties Transactions"), we summarize below the following content elements:

- extension of the “Related Parties” scope, by including the Divisions Managers and the Heads of the OUs dedicated to the business (as Managers with strategic responsibilities), as well as the members of the Surveillance Body;
- provision of periodic (six-monthly) information flows to the RPT Committee and the Board of Statutory Auditors (in a more stringent manner than Consob’s regulatory guidelines governing the timing and subject matter of disclosure), describing the transactions - both of “greater” or “lesser importance” - carried out during the period, with reference also to exempt operations and to the application of the specific conditions of exemption;
- provision of specific and prompt information flows to the RPT Committee, in line with the timing (seven days from the approval/completion of the transactions) and the detailed content required for the related communication to Consob, concerning transactions of “greater importance” that benefit from the exemption envisaged for recurring operations to be concluded at arm’s length or standard conditions; at the first subsequent meeting, the RPT Committee must verify whether the specific conditions of exemption have been applied in a correct manner;
- provision (on a voluntary basis with respect to Consob’s regulations) involving ex-ante information to the RPT Committee, to which the Company submits its assessments in advance, in cases of particular complexity or against significant economic values, as to recurring operations of “greater importance” to be concluded at arm’s length or standard conditions;
- provision of a periodic flow of information, at least on a quarterly basis, in favour of the Board, on the performance of transactions of “lesser” or “greater importance” regulated by the Procedure, as well as, with regard to exempt operations, on the performance of transactions of “greater importance” that benefit from the exemption envisaged for recurring operations to be concluded at arm’s length or standard conditions;
- definition of differentiated thresholds and criteria for identifying “minor” transactions, which are not subject - on the basis of the disapplication regime provided for by Consob – to the rules of procedures: *(i)* assignment of remuneration and economic benefits, in any form, for an amount not exceeding **€250,000** (on an annual basis); *(ii)* appointments for intellectual work for an amount not exceeding **€500,000**; *(iii)* other transactions for an amount not exceeding **€mil. 3**; furthermore, with reference to the transactions referred to in paragraphs *(i)* and *(ii)*, the scope of application of the differentiated and reduced threshold provided for transactions carried out with individuals has been extended to Directors, Statutory Auditors and to any other Managers with strategic responsibilities and to the members of the Surveillance Body, as well as to their close family members or to the entities in which these persons hold a significant stake_(however no lower than 20% of voting rights);
- extension of the Chief Executive Officer’s power to directly make adjustments to the text of the Procedure (giving prompt notice thereof to the RPT Committee), not only formal, i.e. connected with changes in the Company’s organizational structure, but also with reference to subsequent

legislative or regulatory provisions, in order to ensure the most timely alignment of the internal provisions with the relevant rules.

The monitoring body monitors whether the Procedure adopted complies with the principles set out in the Consob Regulation, as well as the relative observance and reports its findings to the Shareholders' Meeting. The Board of Statutory Auditors of Leonardo, as referred to above, receives targeted and periodical information flows on the transactions carried out (both of "lesser" and "greater importance", including exempt transactions), as well as on the overall management of procedures.

With reference to the situations in which a Director who, under Art. 2391 of the Italian Civil Code, has an interest in the transaction subject to the examination of the Board, on his/her own behalf or on behalf of third parties, the Rules of Procedure of the Board of Directors provide for the duty of the Directors to promptly and exhaustively inform the BoD of the existence of this interest and related circumstances. The Directors themselves will abstain from the related resolutions. Furthermore, the specific safeguards and obligations concerning the abstention from voting set out in the Procedure shall apply to Directors who are "related" parties (i.e. counterparties to the transaction, or related parties of the counterparty) or "involved in the transaction" (who have an interest in the transaction, either on their own account or on behalf of third parties, which is in conflict with that of the Company).

5. INTERNAL BOARD COMMITTEES (ART. 123-BIS, PARA. 2, LETT. D), TUF)

CODE: Art. 3 Recom. 16, 17

The Board of Directors of Leonardo, appointed in the Shareholders' Meeting on 9 May 2023, on 23 May 2023 proceeded to reconstitute its internal Committees, as also provided for by the Code, confirming the competences previously attributed to them. The Committees conduct preliminary inquiries, submit proposals and have consultative functions, within the sphere of their respective competence, in support of the work carried out by the governing body. The Committees' composition, duties and operation are set out and regulated in detail in their respective Rules of Procedure, as approved by a resolution passed by the Board of Directors, which may also proceed with any related amendment or addition.

After having taken account of any possible guideline of the Corporate Governance Code, as well as of the competence and experience of the Directors, and of their related positions, the Board of Directors takes steps to establish the composition of the Committees, as well as the additional fees for the related members in consultation with the Board of Statutory Auditors. In the light of their actual experience, each Committee may also put forward proposals to the Board regarding its own rules of operation.

Committee meetings are held on a periodic basis and are regularly minuted; the Chairman of each Committee reports on their resolutions at the next possible Board meeting.

The Committees are authorised to access the information required to perform their duties, as well as to seek assistance from third-party consultants at the Company's expense, provided that the latter are adequately bound by the necessary confidentiality agreements and are not in such a situation as to

impair their independence of judgment. The Company provides the Committees with the necessary financial resources for the performance of their related duties.

The serving members of the Board of Directors have reconstituted the following Committees: the **Control and Risks Committee**, which also acts as **Committee for Related Parties Transactions**, the **Remuneration Committee**, the **Nomination and Governance Committee** and the **Sustainability and Innovation Committee**. These Committees are composed in accordance with the guidelines laid down in the Code, as reported in the subsequent paragraphs, to which reference should be made for their duties and work. In this regard, it should be noted that, with a view to strengthening the role of **sustainable success in the governance of Leonardo**, and in line with the objective that guides the action of the governing body in accordance with the Code, each Board Committee has been specifically assigned the task (described in the relevant Rules) of supporting the Board in considering the issues that are important for the Company for the generation of long-term value, within the sphere of their respective competence.

Again, during the reporting period, the Chairman of the Board of Directors, with the assistance of the Secretary of the Board of Directors, oversaw the coordination of the Committees' work with that of the Board, in order to ensure the most effective conduct of the Board meetings' proceedings. This ensured, among other things, a regular planning of meetings (to be also organized jointly between the Committees, for the consideration of issues of competence across them) and a proper management of information flows from the Committees to the Board. The Committees' Rules of Procedure envisage that, in order to ensure an adequate coordination of the said information in a timely fashion, the supporting documentation relating to the items on the agenda should be made available within the same time limit as that set to convene the meeting (as reported below with respect to each Committee).

6. NOMINATION AND GOVERNANCE COMMITTEE – SELF-EVALUATION AND SUCCESSION OF DIRECTORS

6.1. NOMINATION AND GOVERNANCE COMMITTEE

CODE: Art. 3 Recom. 17 – Art. 4 Recom. 19, 20

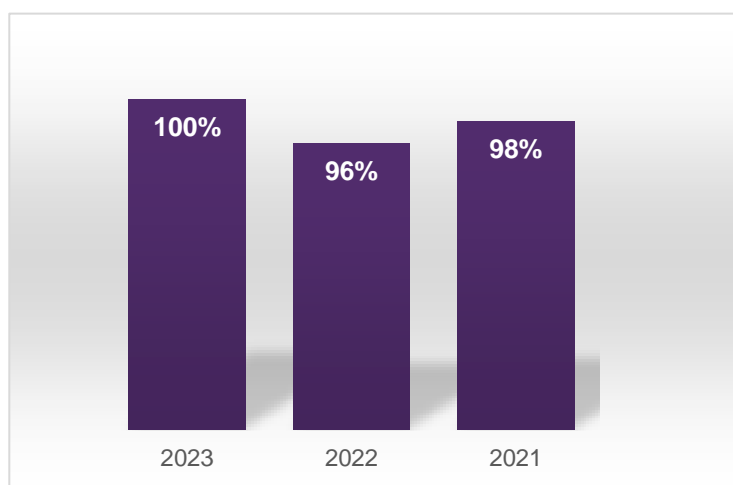
The Nomination and Governance Committee (“NGC”), largely in line with the guidelines of the Code, is currently composed of 5 non-executive Directors, who are all independent.

COMPOSITION OF THE COMMITTEE CURRENTLY HOLDING OFFICE		ATTENDANCE	
Elena Vasco	Chairman	Independent	no. 6/6 meetings
Enrica Giorgetti		Independent	no. 6/6 meetings
Dominique Levy		Independent	no. 6/6 meetings
Francesco Macrì		Independent	no. 6/6 meetings
Silvia Stefini		Independent	no. 6/6 meetings

MEMBERS UNTIL 9 MAY 2023

Maurizio Pinnarò <i>Chairman</i>	<i>Independent</i>	<i>no. 3/3 meetings</i>
Carmine America	<i>Independent</i>	<i>no. 3/3 meetings</i>
Pierfrancesco Barletta	<i>Independent</i>	<i>no. 3/3 meetings</i>
Elena Comparato		<i>no. 3/3 meetings</i>
Dario Frigerio	<i>Independent</i>	<i>no. 3/3 meetings</i>
Federica Guidi	<i>Independent</i>	<i>no. 3/3 meetings</i>

N.G.C. Average attendance at meetings



Meetings

As at the date of approval of this Report, the Committee held no. 9 meetings during 2023 (of which 2 meetings only as Nomination Committee, and 3 meetings also as Governance Committee), in addition to 3 meetings held during the current 2024 financial year. Six out of the nine meetings held during 2023 were related to the Committee set up on 23 May 2023 and currently holding office.

The overall average duration of the NGC's meetings in 2023 was about 1 hour.

The Committee's Rules of Procedure require that meetings must be convened according to procedures that ensure confidentiality and timeliness and allow for verification that the notice of call has been actually received, subject to a **notice period of at least three days** (except in cases of urgency, when the Committee meeting may be convened subject to a prior notice of one day), as well as that supporting documentation must be made available within the same time limits. Meetings and resolutions are duly minuted; the Chairman of the Committee informs the Board about the matters discussed at the next Board meeting. The Committee provides the Board with a report on its activities at least once a year.

The Committee's meetings are attended by the members of the Board of Statutory Auditors as a whole (their average attendance at the Committee meetings was equal to 88.5% in 2023); they may also be attended by the Chairman of the Board of Directors and the Chief Executive Officer.

As provided for in the Committee's [Rules of Procedure](#), other persons, including other members of the Board and employees of the Company or Group companies, may attend meetings - at the invitation of the Committee through its Chairman and in relation to the issues under discussion. The Committee is also entitled to have access to the information necessary for the performance of its duties, as well as to make use of the assistance from the Company's organizational units.

The managers' attendance at each Committee meeting is included as a specific point in the related notice of call with reference to the topics on the agenda they are called on to report.

With regard to the [managers' actual attendance at Committee meetings](#), it should be noted that during the year 2023 the General Counsel (Head of the Legal Affairs OU), the Chief Corporate Bodies Affairs Officer, the Chief Financial Officer and the Head of the Investor Relations and Credit Rating Agencies organizational unit regularly took part in the work of the Nomination and Governance Committee, for the discussion of the matters within their competence.

The Chairman of the Board of Directors and the Chief Executive Officer are informed of the issues to be dealt with at the Committee meetings and of the Heads of corporate functions called upon to explain these issues at the meetings.

Duties

The Nomination and Governance Committee is responsible for conducting preliminary inquiries, submitting proposals and performing consultative functions, aimed, among other things, at supporting the Board of Directors in the Board evaluation process, the assessments concerning the size and composition of the governing body and of the Committees, as well as the maximum number of positions compatible with the office as Director.

The Committee is also entrusted with specific responsibilities concerning corporate governance, including the monitoring of developments in legislation, self-regulation and best practices in this field and the assessment of the related alignment of the corporate governance system, in addition to the submission of proposals to the Board for any changes in the governance system.

The functions and duties of the Committee are illustrated and regulated by specific [Rules of Procedure](#), as approved by the Board (available in the Corporate Governance section of the Company's website, Board of Directors/Committees area). Upon bringing these Rules into line with the contents of the new Code, the Committee's tasks were particularly integrated, as early as 2021, with activities to support the Board in relation to the possible submission of a list on the part of the outgoing BoD, as well as with reference to the powers of the Board in relation to the Engagement Policy.

The information provided below concerns the functions and activities carried out by the Nomination and Governance Committee, with [separate information on what specifically pertains to the role as Nomination Committee](#) with respect to the work relating to the other functions assigned to the Committee.

Functions as Nomination Committee

- Preparing the Board evaluation procedure, proposing to the Board the appointment of a company specialised in the sector, deciding on the matters to be considered and laying down the timing and method of the procedure;
- submitting opinions to the Board concerning the optimal size and composition of the governing body and of its Committees, as well as expressing recommendations as to managers and professionals, whose presence is considered appropriate within the Board;
- expressing recommendations to the Board according to the related opinion regarding the maximum number of positions as director or statutory auditor that is compatible with the efficient performance of the duties involved in a Directorship with the Company;
- putting forward proposals to the Board in relation to the candidates for the position of Director in the cases of co-option;
- carrying out, at the request of the Board of Directors, a preliminary examination for the purposes of the possible submission of a list on the part of the outgoing board members, in compliance with the provisions of the law and the By-Laws and in line with the provisions of the Code;
- carrying out, at the request of the Board of Directors: a preliminary examination for the purposes of the preparation by the Board itself of a plan for the replacement of executive Directors, which specifically identifies the procedures to be followed in any case of early termination of office; the preliminary work involved in updating crisis management procedures.

Functions as Governance Committee

- Supporting the Board in adopting and updating the Engagement Policy for managing the dialogue with the general public of shareholders and other stakeholders, monitoring the reference benchmarks, as well as in analysing in advance the information, provided for by the abovementioned Policy, on the development and significant contents of such dialogue;
- monitoring legal developments and best practices, both national and international, with regard to corporate governance, informing the Board if any substantial changes are made;
- satisfying itself that the corporate governance system that the Company and the Group adopt is in line with the regulations, the recommendations in the Code and the national and international best practices;
- putting forward proposals to the Board for changes in the corporate governance system, if deemed necessary and appropriate;
- looking at the Annual Corporate Governance Report before it is placed before the Board;
- analysing, for the matters within its competence, the issues that are important for Leonardo in order to generate value in the long term.

In order to conduct its activities, the Committee is supported by the Company's functions, especially, by the Chief Corporate Bodies Affairs Officer (Secretary of the Board of Directors and the Board committees), the General Counsel (Head of the Legal Affairs OU), and the Chief Financial Officer. No

specific budget has been prepared for the Committee's activity, without prejudice to the right to make use of external professionals, which the Committee has not yet exercised.

Summary of activities carried out

During 2023, the Committee, in its composition prior to the renewal of the governing body:

With respect to Nomination matters:

- ✓ supported the Board in the self-evaluation process relating to the 2022 financial year, putting forward proposals to rely, for the third year, on the support by the independent third-party advisor, Eric Salmon & Partners Srl, while determining the subjects to be addressed in the evaluation, the methods to be followed in carrying out the work and the time it should take; the related results were examined in the first months of 2023 and reported to the Board;
- ✓ supported the Board in the preparation of the relevant Guidelines on the qualitative and quantitative composition that is deemed optimal for the newly-appointed board, which were prepared based on the findings of the self-assessment process;
- ✓ carried out, in line with the Code and the outcome of previous self-assessment processes, an international benchmarking study on governance issues (with the support of the independent third-party consultant Eric Salmon & Partners Srl), in order to set out recommendations to shareholders on qualitative and quantitative characteristics in view of the renewal of the Board.

With respect to Corporate Governance matters:

- ✓ monitored the main regulatory and legislative changes of interest to Leonardo;
- ✓ analysed the Corporate Governance Committee's recommendations to the issuers and assessed the degree of compliance and the state of implementation on the part of the Company;
- ✓ continued analysing the governance evolution in order to ensure that the Company and the Group steadily comply with the applicable legislation, the Corporate Governance Code and national and international best practices;
- ✓ supported the Board in the analysis of the engagement activities put in place by the Company;
- ✓ acknowledged the annual reports on the work performed by the Inside Information Management Function and continued, with reference to the rules on Market Abuse, its analysis of the contents of the regulations;
- ✓ previously examined the Corporate Governance Report, expressing its opinion to the Board of Directors.

In the course of 2023, the Committee, set up on 23 May 2023 and currently holding office:

With respect to Nomination matters:

- ✓ carried out the selection process to identify an independent advisor supporting with the new phase of the self-evaluation of the Board and of the internal Board Committees, and put forward the related proposal to the BoD, which granted the engagement to Egon Zehnder International SpA;

- ✓ supported the Board in the self-evaluation for the year 2023, identifying the topics of the evaluation and setting the methods and times of the process; the related outcomes were examined in the first months of 2024 and expounded to the Board.

With respect to Corporate Governance matters:

- ✓ monitored the main legislative and regulatory developments of interest to Leonardo;
- ✓ analysed the Corporate Governance Committee's recommendations to the issuers and assessed the degree of compliance and the state of implementation on the part of the Company;
- ✓ continued analysing the governance evolution in order to ensure that the Company and the Group steadily comply with the applicable legislation, the Corporate Governance Code and the national and international best practices;
- ✓ supported the Board in the analysis of the engagement activities put in place by the Company;
- ✓ acknowledged the annual reports on the work performed by the Inside Information Management Function and continued, with reference to the rules on Market Abuse, its analysis of the contents of the regulations;
- ✓ previously read the Corporate Governance Report, on which it handed down its opinion to the Board of Directors;
- ✓ supported the Board of Directors in the analysis around the holding of the independence requirement on the part of the non-executive directors, and examined as to whether any executive power was vested, in light of the definitive organizational structure, in the Chairman of the Board of Directors.

6.2. SELF-EVALUATION AND SUCCESSION OF DIRECTORS

Board evaluation

CODE: Art. 4 Recom. 21, 22

In accordance with the Corporate Governance Code's guidelines (with specific regard to "large companies" other than those with concentrated ownership), the Board of Directors of Leonardo has long carried out (since FY2005) an evaluation, on an annual basis, of the functioning of the Board itself and of its internal Committees, as well as of the related size and composition, also taking account of the professional skills, expertise – included in management and internationally –, gender and seniority in the position of its members. The evaluation also consists in the active involvement of the Board in defining the corporate strategy and in monitoring the business management as well as the adequacy of the internal control and risk management systems.

This work is carried out using effectively structured methods and procedures. The Board of Directors oversees the self-evaluation process supported by and under the supervision of the Nomination and Governance Committee. Specifically, the Committee sets up the Board evaluation process, drawing up proposals to the BoD regarding the appointment of a company specializing in the sector, identifying

the themes that are intended to be covered in the evaluation and defining the methods and timing of the proceeding.

The current members of Leonardo's Board carried out their first evaluation of the related mandate for the financial year 2023. The process was conducted with the support and by making use of the professional services rendered by a specialist consulting firm, in compliance with the Code's recommendations and according to the plan prepared by the Nomination and Governance Committee approved by the Board of Directors. The execution of the activity was constantly monitored by the Chairman of the Board of Directors. The engagement was assigned to the firm Egon Zehnder International S.p.A. ("Egon Zehnder"), operating in the sector of professional corporate governance services which has been recognised as meeting the requirements of neutrality, objectivity, competence and independence. Egon Zehnder, which had already provided assistance for the Board Review for the years 2006, 2007 and 2008, does not currently provide additional services to Leonardo nor to Group companies, and had no professional relationships with the Leonardo Group in the last 3 financial years.

Methods and objectives

In line with the guidelines of the Code, aimed at considering methods of self-evaluation that are differentiated according to the stage of the BoD's mandate, as well as in order to utilize both quantitative and qualitative tools to obtain feedback from the Directors, the methodology adopted for the analysis was as follows:

- a set-up phase to understand the Board's objectives and define the process, in addition to prepare the questionnaire;
- hand out the questionnaire to all the Directors;
- individual confidential interviews with all the Directors (based on the questionnaire submitted in advance to the Directors themselves) and with the Chairman of the Board of Statutory Auditors as observer;
- collection of the data and evidence arising from the fill-out of the questionnaires and from the individual interviews, and analysis of the quantitative and qualitative results;
- processing of data in an anonymous and aggregated manner, with a summary of results;
- a feedback phase consisting in the presentation of the results to the Nomination and Governance Committee and discussion of the main results with the Board.

Analysis themes

The analysis was focused on the following topics:

- ✓ qualitative and quantitative profile of the Board;
- ✓ Board of Directors dynamics and benchmarking;
- ✓ independence, integration and training;
- ✓ meetings of the Board of Directors and decision-making processes;
- ✓ role of the Chairman and relationships with management and with the Board of Statutory Auditors;
- ✓ information and presentations;

- ✓ strategy;
- ✓ Board committees;
- ✓ risks and controls;
- ✓ structure, people and remuneration;
- ✓ ESG issues.

Careful consideration and specific sessions of debate were also dedicated to the **recommendations put forward by the Corporate Governance Committee**, sharing comments and views focused on the various thematic areas covered by the guidelines.

Results of self-evaluation

Upon conclusion of the self-evaluation process, the new Board of Directors of Leonardo recognized the optimum potential to be fully achieved in the continuation of their mandate.

Among the areas of excellence identified: extensive and cross-cutting skills of the Board members, who represent diversity in its various meanings; pride and willingness to participate, sense of belonging, collective nature and intellectual curiosity of the Board members seeking personal and collective improvement; background, dedication, critical and constructive attitude; a top management open to debate and sharing. Following the entire renewal of the Board, we note a good climate among Board members founded on a positive internal dynamics and a frank and constructive dialogue.

Unquestionable leadership, qualifications and internationality of the CEO, and recognized international standing of the Chairman and his commitment to international development.

Below is a summary of the main evidence emerged.

- ✓ **Qualitative and quantitative composition of the Board of Directors:** correct dimension and proper structure; the Board members not only consider diversity adequately represented within the Board in terms of professional experiences, age and gender, but deem it as one of the areas of excellence of the BoD; regarding soft skills, a very positive opinion has been given with regard to the Board's collaboration, being result-driven and decision-making capacity.
- ✓ **Board of Directors dynamics:** strong personal commitment on the part of each Board member; debate and mutual trust continually improving.
- ✓ **Independence, integration and training:** substantial independence greatly stressed by all independent Directors; appreciated the work done by the Lead Independent Director, as was the induction programme (in particular on account of the rewarding visits at Leonardo's Divisions), to be carried on in the second year around business, governance and effectiveness of the Board dynamics.
- ✓ **Meetings and decision-making processes:** appreciated the high attendance of Directors at meetings; balanced organization of the delegated powers and effective decisions; advisability to increase the duration of the meetings to facilitate a constructive dialogue in the two languages.
- ✓ **Role of the Chairman and relationships with management and with the Board of Statutory Auditors:** appreciated the institutional and international background of the Chairman, as was his commitment

to drafting pre-Board information; appreciated the Board's interactions and constructive dialogue with the CEO-General Manager and with the top management; positive and constructive the relationship built with the Board of Statutory Auditors.

- ✓ **Information and presentations:** effective and appreciated pre-Board information which is considered clear and exhaustive, together with management's presentations to the Board.
- ✓ **Committees:** the qualitative and quantitative composition is considered adequate; the review of the Committees' Rules of Procedure needs to be continued.
- ✓ **Organizational structure:** Board members' satisfaction with the general layout of the new organizational structure and with the processes to measure performances; debate on the remuneration policies in relation to the trends in domestic and international markets of talents in the technology sector.

Among the possible points to ponder that emerged: the advisability for the Board to deepen its knowledge and experience of the market competitive and international dynamics and of Leonardo's business; reconciliation of the different approaches perceived in respect of the role as Board member; advisability to consolidate further the internal communication and the climate of trust among Directors, also through informal occasions to meet each other.

Succession plans

CODE: Art. 4, Recom. 24

Within large-sized issuers the Code requires the Board to define (supported by the nomination committee) a succession plan for the CEO and executive Directors setting out at least the procedures to follow in case of early termination of employment.

As early as from 2016, in order to ensure continuity in the Company's ordinary operations promptly and effectively, upon occurrence of events that could prevent the Chief Executive Officer from performing his duties during his term of office, the Board of Directors of Leonardo considered it appropriate, at the specific request of the existing Nomination, Governance and Sustainability Committee, to implement a contingency plan through the adoption of a **Crisis Management Procedure**, in any event of early termination of the Executive Director's appointment and consequent vacancy.

In the event of **final unavailability** of the CEO during his mandate, the Procedure provides for a succession mechanism calling for the Chairman of the Board of Directors and the Chairman of the current Nomination and Governance Committee to first contact the shareholder responsible for the designation of the Chief Executive Officer's replacement for a preliminary consultation. The Board, summoned without delay and once heard the Nomination and Governance Committee, after being informed of the outcome of these consultations and of the most urgent matters and issues, either resolves, also by co-option on proposal of the aforesaid Committee, the appointment of the new Chief Executive Officer, who becomes the permanent replacement for the Director who has left office, or grants the Chairman or one or more Directors (in this case setting up an Executive Committee in

accordance with article 25 of the Company's By-Laws) the powers necessary to ensure that business continues until the Company's normal governance resumes for day-to-day operations, assisted by the Company Executives designated by the Board.

With reference to the Code's guidelines regarding the [succession procedures for the top management](#), the Company has since long adopted, in order to guarantee an adequate degree of management continuity, also with a view to better enhance the resources and ensure the highest efficiency and stability in the business operations, development plans designed to facilitate the internal management development and to support the organizational evolution and generational turnover, by embracing a process ([People Review](#)) for the identification of the most suitable internal profiles in the short, medium and long term, for the [succession of first and second line managers](#).

The process directly involves the Heads of Divisions, the Co-General Manager and Corporate Functions with the final approval of the Chief Executive Officer.

In accordance with its Rules of Procedure, the Board updates the crisis management procedures and ascertains the existence of appropriate procedures for top management succession.

7. SUSTAINABILITY AND INNOVATION COMMITTEE

CODE: Art. 1, Recom. 1 – Art. 3, Recom. 17

In line with the guidelines of the Code, the Sustainability and Innovation Committee ("SIC") supports the Board in addressing the sustainability issues pertaining to its own role.

The Committee is currently composed of 5 non-executive Directors most of whom are independent.

COMPOSITION OF THE COMMITTEE CURRENTLY HOLDING OFFICE

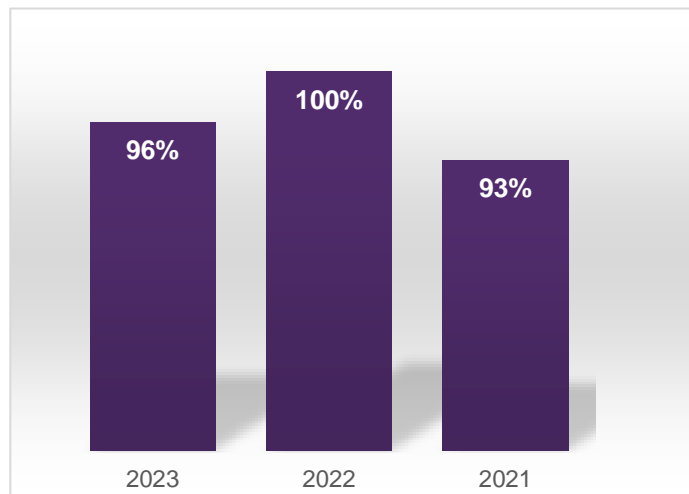
ATTENDANCE

Cristina Manara Chairman	Independent	no. 5/5 meetings
Giancarlo Ghislanzoni	Independent	no. 5/5 meetings
Francesco Macrì	Independent	no. 5/5 meetings
Marcello Sala		no. 4/5 meetings
Steven Duncan Wood	Independent	no. 4/5 meetings

MEMBERS UNTIL 9 MAY 2023

Ferruccio Resta Chairman	Independent	no. 3/3 meetings
Carmine America	Independent	no. 3/3 meetings
Patrizia Michela Giangualano	Independent	no. 3/3 meetings
Paola Giannetakis	Independent	no. 3/3 meetings

S.I.C. Average attendance at meetings



Meetings

As at the date of approval of this Report, no. 8 meetings of the Committee were held during 2023, as were no. 5 meetings during the current 2024 financial year. Three out of the eight meetings held in 2023 were related to the Committee previously holding office, while five meetings related to the current Committee.

In 2023 the overall average duration of the meetings was about 1 hour and 40 minutes.

The Committee's Rules of Procedure require that meetings be convened according to procedures that ensure confidentiality and timeliness and allow for verification that the notice of call has been actually received, subject to [a notice period of at least three days](#) (except in cases of urgency, when the Committee meeting may be convened subject to a prior notice of one day), as well as that supporting documentation be made available within the same time limits. The meetings and resolutions are duly minuted and the Chairman of the Committee must report on the matter at the subsequent Board meeting. The Committee also provides a report to the Board on the work it has performed at least annually.

The SIC meetings are attended by the Board of Statutory Auditors, as a whole (during 2023 the average attendance of the Board of Statutory Auditors' members at the Committee's meetings was 87.5%); they may also be attended by the Chairman of the Board of Directors and the Chief Executive Officer.

As provided for in the [Committee's Rules of Procedures](#), upon the invitation of the Committee through its Chairman and in relation to the issues on the agenda – meetings may also be attended by other persons, including other members of the Board of Directors and employees working for the Company or Group companies. The managers' attendance at each Committee meeting is included as a specific point in the related notice of call with reference to the topics on the agenda they are called on to report. About the [managers' actual attendance at meetings](#), it should be noted that the Chief Sustainability Officer, the Chief Innovation Officer and the Chief Financial Officer regularly participate in the proceedings of the Committee for the matters within the sphere of their respective competence. During

the year the meetings were also attended by the Chief Audit Executive, the Head of the ESG & Integrated Reporting OU, the Head of the Administration and Financial Reporting OU, the Chief Risk Officer, the Head of the Enterprise Risk Management OU and the Chief Space Business Officer.

The Chairman of the Board of Directors and the Chief Executive Officer are informed of the topics to be dealt with and of the Corporate Functions Managers who are called upon to discuss such topics at the meetings.

Duties

The functions and duties of the Committee are illustrated and regulated by specific **Rules of Procedure** which have been approved by the Board of Directors (available in the Corporate Governance section of the Company's website, in the Board of Directors/Committees area); in particular, the Committee:

- establishes, in agreement with the Control and Risks Committee, whether the objectives of the Sustainability Plan are pursued;
- creates ways of interaction with all stakeholders (stakeholder engagement);
- examines, in agreement with the Control and Risks Committee, insofar as it is relevant for the purposes of the internal control and risk management system, the general layout of the Consolidated Non-Financial Statement (included in the Integrated Annual Report), as well as the completeness and transparency of the disclosure, issuing a preliminary opinion in this regard for approval by the Board;
- monitors the key sustainability/ESG indices and promotes the Group's positioning with respect to the international benchmark;
- supports the Company in identifying technologies and capabilities that may support Leonardo's business areas;
- supports the Company in assessing the consistency between Leonardo's technological capacity and Industrial Plan;
- supports the Company in creating academic and research networks at both national and international level with a view to Open Innovation;
- analyses, for the matters within its competence, the issues that are important for Leonardo in order to generate value in the long term.

In performing its work, the Committee is supported by the Company's competent functions and, in particular, by the Chief Corporate Bodies Affairs Officer (Secretary of the Board of Directors and the Board committees), as well as the OUs that report to the Chief Sustainability Officer, the Chief Innovation Officer and to the Chief Financial Officer. While the Committee retained the right to make use of services provided by third-party professionals, which on the other hand it has not yet exercised, it was not necessary to arrange for a special budget for its work.

With regard to the additional organizational measures adopted by Leonardo in the area of sustainability, reference should be made to the information provided on sustainability governance in para. 1 above.

Summary of activities carried out

During 2023, the Committee, in its composition prior to the renewal of the governing body:

- examined – in agreement with the Control and Risks Committee - the preliminary layout of the Integrated Annual Report 2022, which includes the Consolidated Non-Financial Statement in accordance with Legislative Decree 254/2016 (NFS), submitted to the Board of Directors for related decisions;
- examined – in agreement with the Control and Risks Committee - the general layout, completeness and transparency of the NFS, included in the Integrated Annual Report;
- analyzed the main elements of the 2023 Sustainability Plan with particular regard to Leonardo's integrated strategy, the connections between the Strategic Plan and the Sustainability Plan and the overview of the macro-targets;
- monitored the materiality process;
- examined Leonardo Innovation Results for 2020-2022.

In the course of 2023, the Sustainability and Innovation Committee set up on 23 May 2023 and currently holding office:

- analysed the main elements of the 2023 Sustainability Plan with particular regard to Leonardo's integrated strategy, the connections between the Strategic Plan and the Sustainability Plan and the overview of the macro-targets;
- checked the state of progress of the Sustainability Plan, the effectiveness of the actions taken for the attainment of sustainability objectives and the implementation of projects;
- received detailed information on the main sustainability issues: the 2023 impact materiality analysis; ESG ratings; Sustainability Plan; the project on the Science Based Target initiative (SBTi);
- acknowledged Leonardo's positioning in 2023 in the main ESG ratings and related awards such as: inclusion in the "Dow Jones Sustainability Index" of S&P Global; inclusion in the "Gender Equality Index 2023" of Bloomberg for the third year running; the confirmation in the "MIB ESG Index" of Borsa Italiana; recognised as ESG Industry Top-Rated company by Sustainalytics; inclusion in band A (the highest level) in the Anticorruption and Transparency index of Transparency International;
- examined the results of the assessment conducted by the rating agency S&P Global in relation to the Economic & Governance, Environmental and Social dimensions which led to the Leonardo inclusion in the "2023 Dow Jones Sustainability Index";
- examined the state of progress of Leonardo Innovation programmes and of the initiatives in the areas of Research, Development and Innovation and the time required to implement the various programmes underway;
- monitored and acknowledged the conclusion of the 2023 materiality process;
- received detailed information on the organizational structure and work plan of the new Sustainability Function set up on 1 December 2023;

- received detailed information on the organizational structure and work plan of the new Innovation Function set up on 1 October 2023;
- received detailed information on “ESG Risk Management” and on sustainability and innovation issues related to the space business;
- examined the preliminary layout of the Integrated Annual Report 2023, which includes the Consolidated Non-Financial Statement in accordance with Legislative Decree 254/2016 (NFS), to be submitted to the Board of Directors for related decisions;
- examined – in agreement with the Control and Risks Committee - the Integrated Annual Report 2023, which includes the NFS;
- examined – in agreement with the Remuneration Committee – the ESG indicators to adopt for the 2024 Remuneration Policy;
- received a detailed update on the approach and issues related to the preparation of the Sustainability Plan and to its integration with the Industrial Plan of the Leonardo Group.

8. REMUNERATION COMMITTEE – REMUNERATION OF DIRECTORS AND TOP MANAGEMENT

8.1. REMUNERATION COMMITTEE

CODE: Art. 3 Recom. 17 - Art. 5 Recom. 25, 26

The Remuneration Committee, fully in line with the guidelines of the Code, is currently composed of 5 Directors, who are all non-executive and independent. Such composition complies with the criteria required under Art. 13, paragraph 3, lett. b) of the Consob Regulations on Related Party Transactions, for the purposes of the applicability of the exemption envisaged therein.

Moreover, the composition of the Committee in both the previous and current composition is consistent with the recommendation of the Code, as to the presence of at least one member in possession of an adequate knowledge and experience in financial or remuneration policy issues, evaluated by the Board at the time of the appointment.

COMPOSITION OF THE COMMITTEE CURRENTLY HOLDING OFFICE		ATTENDANCE
Enrica Giorgetti Chairman	Independent	no. 5/5 meetings
Trifone Altieri	Independent	no. 5/5 meetings
Giancarlo Ghislanzoni	Independent	no. 4/5 meetings
Elena Vasco	Independent	no. 5/5 meetings
Steven Duncan Wood	Independent	no. 5/5 meetings

MEMBERS UNTIL 9 MAY 2023

Michela Patrizia Giangualano <i>Chairman</i>	<i>Independent</i>	<i>no. 3/3 meetings</i>
Elena Comparato		<i>no. 2/3 meetings</i>
Federica Guidi	<i>Independent</i>	<i>no. 3/3 meetings</i>

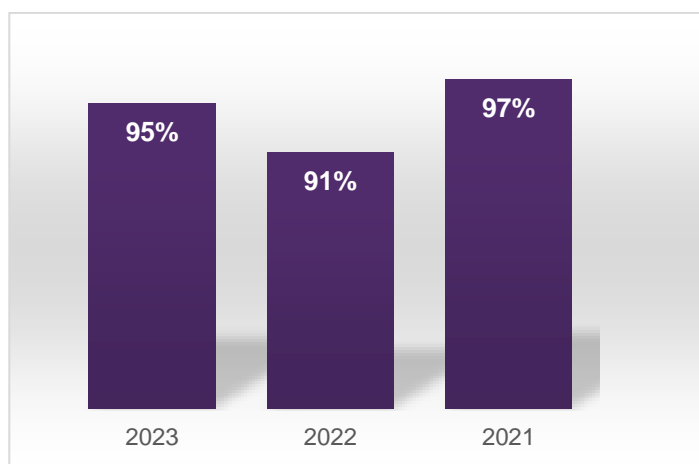
Ferruccio Resta

Independent no. 3/3 meetings

Marina Rubini

Independent no. 3/3 meetings

Remuneration Committee - Average attendance at meetings



Meetings

This Committee met no. 8 times in the course of 2023, as well as no. 3 times in the current 2024 financial year as at the date of the approval of this Report. Three out of the eight meetings held in 2023 were related to the Committee previously holding office, while five meetings related to the current Committee. The average duration of the meetings in 2023 was about one hour and 20 minutes. The Committee's Rules require that meetings be convened according to procedures that ensure confidentiality and timeliness and allow for verification that the notice of call has been actually received, subject to [a notice period of at least three days](#) (except in cases of urgency, when the Committee meeting may be convened subject to a prior notice of one day), as well as that supporting documentation be made available within the same time limits. The Committee meetings and resolutions are duly minuted and its Chairman informs the Board of Directors about these matters at the next possible Board meeting. The Committee also provides the Board with a report on the work performed at least on an annual basis.

The Committee meetings are attended by the Board of Statutory Auditors, as a whole (during 2023 the average attendance of the Board of Statutory Auditors' members at the Committee's meetings was 85.5%); they may also be attended by the Chairman of the Board of Directors and the Chief Executive Officer.

As provided for in the [Committee's Rules of Procedures](#), upon the invitation of the Committee through its Chairman and in relation to the issues on the agenda – meetings may also be attended by other persons, including other members of the Board of Directors and employees working for the Company or Group companies.

About the [managers' actual attendance at meetings](#), it should be noted that the Company's Chief People & Organization Officer participates in all proceedings of the Committee. During the year, the

meetings were also attended by the Chief Financial Officer and the Head of the Organization & Compensation OU. No Director takes part in Committee meetings in which proposals regarding his/her pay are made.

The Chairman of the Board of Directors and the Chief Executive Officer are informed of the topics to be dealt with at meetings and of the Corporate Functions Managers who are called upon to discuss such topics during the same meetings.

Duties

In addition to the duties, it was asked to do as to the remuneration due to Directors and Managers with strategic responsibilities, the Committee plays a role in support of the Company's top management with regard to some of the primary issues related to the strategic management of the Group's human resources and to staff salary and retention policies. In this context work commenced on the definition of incentive plans based on performance and growth targets set for the Group's share price and value. The Committee's activities are regulated by specific **Rules of Procedures** as approved by the Board of Directors (available in the Corporate Governance section of the Company's website, Board of Directors/Committees area). Upon bringing these Rules into line with the contents of the new Code, as early as 2021 the Committee was especially given the task of monitoring the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders in the company organization.

The duties of this Committee are:

- submitting its opinion to the Board of Directors as to the definition of the Company's policy about the fees due to Directors and the Top Management¹⁰, in accordance with the current regulations and the Code;
- proposing to the Board for the related resolutions and in the implementation of the remuneration policy it has set out:
 - the remuneration and conditions of service of the Directors provided with delegated powers and of the other Directors who hold specific positions (in consultation with the Board of Statutory Auditors where required by Art. 2389 of the Italian Civil Code);
 - the performance targets correlated to the variable component of the remuneration due to Directors provided with delegated powers and of the other Directors who hold specific positions, monitoring the application of any decisions adopted and verifying, in particular, the actual achievement of performance targets;
- assisting the Company in deciding on the best policies for the handling of the Group's management employees, as well as the plans and mechanisms in place for developing the management skills of the Group's key employees;

¹⁰ *"Top Management" means "top managers who are not members of the Board of Directors and who have the power and responsibility for planning, directing and controlling the activities of the company and of the group it controls."*

- monitoring the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders in the company organization;
- considering the management's proposal and giving its opinion on the remuneration plans based on the assignment of shares or options for the purchase of the Company's shares to the benefit of Directors and executives of the Company and of the Group companies, to be submitted for the evaluation by the Board of Directors and the subsequent approval by the Shareholders' Meeting pursuant to the regulations in force and any related implementing Regulations;
- assessing, on a periodic basis, the adequacy, the overall consistency and the actual application of the remuneration policy;
- examining in advance the Report on remuneration policy and the fees paid;
- analyzing, for the matters of competence, the issues that are important for Leonardo for the purposes of generating value in the long term.

Summary of activities carried out

During 2023, the Committee, in its composition prior to the renewal of the governing body:

- ✓ examined the Remuneration Policy of the Top Management and the fees due to the members of the Board of Directors, the Director with delegated powers and the Chairman;
- ✓ examined the guidelines and approved the Report on the remuneration policy and the fees paid to be submitted to the Board for the relevant resolutions in view of the Annual Shareholders' Meeting for the year 2023;
- ✓ investigated the activities carried out within the Leonardo Group to determine the sustainability objectives to include into the remuneration policy;
- ✓ monitored the progress of the activities carried out to attain the ESG targets included in the remuneration policy;
- ✓ examined the policy behind the Short-Term Incentive Plan (MBO) for the year 2023;
- ✓ satisfied itself that the 2022 objectives assigned to the Chief Executive Officer had been attained within the scope of the Short-term Incentive Plan (MBO) and of the 2020-2022 Long-Term Incentive Plan;
- ✓ set the short-term objectives for 2023 (MBO) for the Chief Executive Officer, giving its opinion to the Board for the related decisions;
- ✓ examined and approved the Rules of the 2023-2025 Long-Term Incentive Plan;
- ✓ examined the Long-Term Incentive Plan for the 2023–2025 cycle as to the granting of the Plan Premiums, specifying the categories of beneficiaries and the amount of related Premiums, as well as the performance objectives, expressing its opinion to the Board for the adoption of related decisions.

In the course of 2023, the Remuneration Committee set up on 23 May 2023 and currently holding office:

- ✓ examined the Remuneration Policy of the Top Management and the fees due to the members of the Board of Directors, the Director with delegated powers and the Chairman;

- ✓ examined, approved and submitted to the Board the structural elements of the remuneration policy for the roles envisaged in the remuneration report;
- ✓ examined the Long-Term Incentive Plan for 2024–2026 as to the granting of the Plan Premiums, specifying the categories of beneficiaries and the amount of related Premiums, as well as the performance objectives, for the purpose of expressing its opinion to the Board for the adoption of related decisions;
- ✓ examined – in agreement with the Sustainability and Innovation Committee – the ESG indicators to adopt for the 2024 Remuneration Policy.

In order to perform its work, the Committee makes use of the support from the Company’s units, and in particular from the People & Organization OU and by the Chief Corporate Bodies Affairs Officer (Secretary of the Board of Directors and the Board committees).

While the Committee retained the right to make use of services provided by third-party professionals, which on the other hand it has not yet exercised, it was not necessary to arrange for a special budget for its work.

8.2. REMUNERATION OF THE DIRECTORS AND OF THE TOP MANAGEMENT

Remuneration policy

CODE: Art. 5 Recom. 25, 30

In accordance with Art. 123-*ter* of the Consolidated Law on Financial Intermediation and in compliance with the Code, the Board of Directors takes steps, on an annual basis, following the evaluations made put forward by the Remuneration Committee, to approve the Company’s policy on the remuneration of Directors, General Managers and of the other Managers with strategic responsibilities (hereinafter also referred to as the “Top Management”¹¹), as well as - without prejudice to the provisions of Art. 2402 of the Italian Civil Code - of the members of the control bodies (“Report on the remuneration policy and fees paid”, hereinafter the “**Remuneration Report**”). With regard to the process of drawing up and approving the policy, in addition to the information briefly provided in this Report (even in relation to the work performed by the Remuneration Committee), reference should be made to the specific contents of the Remuneration Report which is made available in terms and limits established by the law, following its approval by the Board, also through publication in the Corporate Governance section, Remuneration area, of the Company’s website.

The first section of the Report, relating to the policy and to the implementation procedures, will be submitted to the binding voting at the next Shareholders’ Meeting called to approve the 2023 Financial Statements.

¹¹ Pursuant to the Code, Top Management means “top managers who are not members of the governing body and who have the power and responsibility for planning, directing and controlling the activities of the company and of the group it controls.”

For any disclosure on the fees paid during the 2023 financial year, on any basis and in any form (even on the part of subsidiaries and associates) reference should be made to the second section of the Report, which will be also submitted to the vote of the Shareholders' Meeting for advisory purposes.

The remuneration policy is such as to adequately compensate for the services that are rendered and is commensurate with the tasks and responsibilities that are assigned. It is defined by also taking account of [peer review processes](#) with respect to widespread practices in the relevant sectors thanks to the support of an external consultant whose benchmark analyses were taken as reference in the company's evaluations to support to the competitiveness of its remuneration policy.

With reference to the fees due to the members of the Board of Statutory Auditors, reference should be made to para. 11 below, as well as to the Remuneration Report.

Share-based remuneration plans

CODE: Art. 5, Recom. 28

The new Long-Term Incentive Plan under definition, to be submitted to the about to be called Shareholders' Meeting has substantially similar characteristics to the previous one and is also based on financial instruments, with three three-year rolling cycles (starting from each of financial years 2024, 2025 and 2026).

The Plan is also based on financial instruments and provides in compliance with the guidelines laid down in the Code – for the structural introduction of [sustainability performance targets consistent with the Strategic Plan](#), and strengthens the pay for performance scheme. The inclusion, like in the past plans, of the Relative Total Shareholder Return as a target of a major importance for the long-term incentive system underlines the [strong link between the incentive system and the related value creation for stakeholders](#).

The Plan will confirm the Company's intention to keep on using a tool [that encourages management to achieve the medium- and long-term objectives](#) set out in the Group's Industrial Plan. The Plan, which is reserved for executive Directors, Managers with strategic responsibilities and a category of "key" managers, will be based on a monetary component and a component that is expressed in Leonardo ordinary shares, against the achievement of [specific and preset performance targets](#), in different proportions depending on the management level positions involved.

In line with the recommendations of the Code, there will be [a total vesting and holding period of five years](#).

Remuneration of Executive Directors and the Top Management

CODE: Art. 5, Recom. 27

The fees due to executive Directors and Managers with strategic responsibilities are determined – also in line with the Principles laid down in the Code - by ensuring a balanced pay-mix between fixed and variable components, in relation to the strategic objectives set by the Board of Directors.

The remuneration due to Managers with strategic responsibilities is calculated on the basis of their specific responsibilities, which are allocated in compliance with the policy guidelines adopted by the

Company. In particular, the variable remuneration is structured into a short-term component, which is typically annual, and a medium/long-term component.

With regard to the [composition of the remuneration package](#), referring in full to the contents of the Report, it should be noted that it has, for some time now, included an [Executive Summary, which is also made available in the form of a table on the website](#) (Corporate Governance section, Remuneration area), in the Remuneration Report. The Summary is aimed at offering a concise, but at the same time clear and exhaustive, description of the features and weight of fixed and variable components, both short- and long-term, of the remuneration of the Chief Executive Officer and the other Managers with strategic responsibilities.

[Short-term variable remuneration](#) is entirely conditional on the attainment of pre-set financial and operating performance targets, based on objectively measurable and verifiable results; moreover, with reference to the provision of non-financial parameters, it is worth recalling the introduction of objectives relating to the sustainability of the company's business activities that from the 2019 financial year, were extended to all the participants in the short-term incentive scheme and further strengthening for all the beneficiaries long-term incentive plan.

In accordance with the recommendations laid down in the Code, a [malus and clawback clause](#) has been long introduced for all variable incentive payments, whereby the Company will be entitled to ask for remuneration to be returned if it has been paid on the basis of data which afterwards prove wrong or false.

Finally, we confirm that it is the Company's policy not to award discretionary bonuses to Directors, whose incentive is performed through the instruments described above.

Reference should be made to the contents of the Report on Remuneration also with regard to the remuneration of the Chairman (due to the exercise of the powers granted to him in the context of the new organizational structure of the Company) in addition to what the Shareholders' Meeting resolved for the Chairman of the Board.

Remuneration of Non-executive Directors

CODE: Art. 5, Recom. 29

The remuneration of non-executive Directors is limited only to the fixed component, which is subject to the decision of the Shareholders' Meeting and is in no way linked to the achievement of financial performance objectives. Therefore, non-executive Directors do not participate in any incentive plan. To the fixed amount of fees set by the Shareholders' Meeting must be added the fees, set by the Company's Board of Directors, payable for the position as members of the Board's Internal Committees.

Accrual and payment of fees

With regard to the methods by which the Board of Directors ensures consistency between the fees paid and accrued with respect to the principles laid down in the policy it has approved, reference should be made to the specific contents of the Remuneration Report.

Indemnity due to Directors in case of resignation, dismissal without cause or termination of employment following a takeover bid (under Art. 123-bis, para. 1, lett. i), TUF)

CODE: Art. 5, Recom. 31

There are no agreements previously entered into between the Company and Directors which provide for indemnities to their benefit in the event of resignation or dismissal/removal without cause or the termination of employment as a result of a takeover bid.

With reference to the provisions as to treatments in case of ceasing to hold office or the early termination of employment, reference is made to the contents of the Remuneration Report.

The Company adopts the recommendations of the Code regarding the disclosures to make when executive Directors or General Managers leave their position and/or terminate their employment. With reference to the financial year 2023, the aforementioned disclosures were provided to the market following the termination of the office of CEO of Alessandro Profumo and that of General Manager of Lucio Valerio Cioffi, through the press releases disseminated on 19 May and 11 May 2023, respectively.

9. CONTROL AND RISKS COMMITTEE

CODE: Art. 3 Recom. 17 - Art. 6 Recom. 35, 37

The Control and Risks Committee (“CRC”) in the current and previous composition before the renewal of the governing body, is in line with the recommendations of the Code and is at present composed of 5 non-executive Directors, most of whom are independent, including the Chairman of the Committee.

COMPOSITION OF THE COMMITTEE CURRENTLY HOLDING OFFICE

		ATTENDANCE
Silvia Stefini Chairman	Independent	no. 5/5 meetings
Trifone Altieri	Independent	no. 5/5 meetings
Dominique Levy	Independent	no. 5/5 meetings
Cristina Manara	Independent	no. 5/5 meetings
Marcello Sala		no. 5/5 meetings
MEMBERS UNTIL 9 MAY 2023		
Dario Frigerio Chairman	Independent	no. 6/6 meetings
Pierfrancesco Barletta	Independent	no. 6/6 meetings
Paola Giannetakis	Independent	no. 5/6 meetings
Maurizio Pinnarò	Independent	no. 6/6 meetings
Marina Rubini	Independent	no. 6/6 meetings

The composition of the Committee is consistent with the recommendation, made by the Code, as to the presence of at least one member who must have an adequate expertise and experience in accounting and financial or risk management issues. Moreover, the Committee as a whole has an

adequate expertise in the sectors in which the Company operates, which is functional to assess any related risk.

Meetings

During the 2023 financial year, the Committee met no. 11 times; the average duration of the meetings was about three hours. Five out of the eleven meetings held were related to the Committee currently holding office. During the current 2024 financial year, the Committee met no. 4 times as at the date of approval of this Report.

The Committee's Rules of Procedure require that meetings be convened according to procedures that ensure confidentiality and timeliness and allow for verification that the notice of call has been actually received, subject to [a notice period of at least three days](#) (except in cases of urgency, when the Committee meeting may be convened subject to a prior notice of one day), as well as that supporting documentation be made available within the same time limits. The Committee's meetings and resolutions are duly minuted and the Chairman of the Committee reports on the topics dealt with at the subsequent Board meeting.

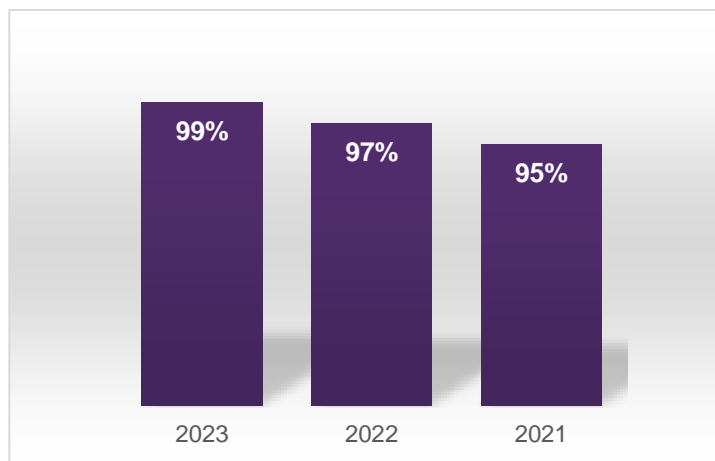
The Committee meetings are regularly attended by the members of the Board of Statutory Auditors as a whole; during 2023 the average attendance of the Board of Statutory Auditor's members at the Committee's meetings was 93.5%. It should be also noted that the Committee meetings are constantly held jointly with those of the Board of Statutory Auditors during the financial year and can be also attended by the Chairman and the Chief Executive Officer.

As provided for in the [Rules of the Committee](#), other persons, including other members of the Board and employees of the Company or Group companies, may attend meetings - at the invitation of the Committee through its Chairman and in relation to the issues under discussion. The Committee is also entitled to access any information necessary for the performance of its duties, as well as to make use of the assistance provided by the Company's organizational units. The Managers' attendance at each Committee meeting is included as a specific point in the related notice of call with reference to the topics on the agenda they are called on to report.

With regard to the [managers' actual attendance at the Committee's meetings](#), it should be noted that the Chief Audit Executive takes part in the work of the Committee on an ongoing basis, in addition to making reference to the information provided in the *Summary of activities carried out* below. During the year, the meetings were also attended, for the purpose of dealing with matters within their competence, by the Chief Financial Officer, the Chief Risk Officer, the General Counsel, the Chief Compliance Officer, the Chief People & Organization Officer, the Chief Strategic Equity Officer, the Leonardo Group Data Protection Officer, as well as by the Heads of various organizational units: Relations with Corporate Bodies and Quality Assurance OU, Corporate, LGS and Financial Audit OU, Management Audit & Whistleblowing OU, Administration and Financial Reporting OU, ESG & Integrated Reporting OU, Sustainability OU, Corporate Affairs OU, Project Risk Management OU, Enterprise Risk Management OU. The Chairman of the Board of Directors and the Chief Executive

Officers are informed of the topics to be dealt with at meetings and of the Corporate Functions Managers who are called upon to discuss such topics during the same meetings.

C.R.C. – Average attendance at meetings



Duties

The activities of the Control and Risks Committee are regulated by specific **Rules of Procedures** approved by the Board of Directors (available in the Corporate Governance section of the Company's website, in the Board of Directors/Committees area). When aligning the Rules of Procedure to the content of the Code, as early as 2021 the Committee's tasks were integrated - as described below - with regard to the new provisions concerning the assessment of correctness of the periodic (financial and non-financial) reporting process, as well as to the examination of interim non-financial reports.

The Committee has the task of supporting, through appropriate inquiries, the evaluations and decisions of the Board of Directors related to the Internal Control and Risk Management System ("ICRMS"), as well as those relating to the approval of interim financial and non-financial reports.

In this context, the Committee supports the Board of Directors:

- in laying down the guidelines of the ICRMS in line with the Company's strategies;
- in assessing, at least once a year, the adequacy of the ICRMS with respect to the Company's characteristics and the risk factor accepted, as well as its efficacy, the results of which are disclosed in this Report on an annual basis;
- in approving, at least once a year, the Work plan prepared by the Chief Audit Executive;
- in appraising the final comments made by the Independent Auditing Firm in a letter of recommendations (if any) and the additional report addressed to the Board of Statutory Auditors;
- in connection with the appointment and removal of the Chief Audit Executive, in setting the related remuneration of the person concerned in conformity to Company policy and on the provision of adequate resources to perform their duties.

In particular, as regards the work performed by the Committee as to the abovementioned assessment of the adequacy of the ICRMS and of its effectiveness, reference should be made to para. 10.

The Committee, within the framework of its activity of assistance and support to the Board of Directors, also performs the following duties:

- a) after having heard the Officer in charge of financial reporting, the Independent Auditing Firm and the Board of Statutory Auditors, it assesses the correct use of the accounting standards, as well as their uniformity in preparing Consolidated Financial Statements;
- b) after having heard the CFO, it assesses whether the process to prepare interim financial and non-financial reports is correct, so that it is functional to correctly represent the business model, the Company's strategies, the impact of its activities and the performance that is achieved;
- c) in consultation with the Sustainability and Innovation Committee, it examines the Consolidated Non-Financial Statement insofar as it is relevant for the purposes of the ICRMS;
- d) it expresses opinions on specific issues pertaining to the identification of the main business risks;
- e) it examines the interim reports and any reports of particular importance prepared by the Group Internal Audit OU;
- f) it monitors the independence, adequacy, effectiveness and efficiency of the Group Internal Audit OU and oversees its activities should operating powers be granted to the Chairman of the Board of Directors;
- g) it may appoint the Group Internal Audit OU to carry out checks on specific operating areas, giving notice thereof, at the same time, to the Chairman of the Board of Statutory Auditors;
- h) it reports on the work performed, as well as on the adequacy of the ICRMS, to the Board of Directors at least on a six-monthly basis and, in any case, on the occasion of the approval of the draft Separate Financial Statements and of the Half-year Financial Report;
- i) it supports, through appropriate inquiries, the evaluations and decisions of the Board of Directors related to the management of those risks deriving from harmful events of which the Board became aware;
- j) it verifies the pursuit of the objectives of the Sustainability Plan in agreement with the Sustainability and Innovation Committee;
- k) it performs such additional duties as may be assigned to it by the Board of Directors;
- l) it analyses, for the matters of competence, the issues that are important for Leonardo for the purposes of generating value in the long term.

The Control and Risks Committee also performs functions as **Committee for Related Parties Transactions**, pursuant to the Procedure for Related Parties Transactions which was approved by the Company's Board of Directors pursuant to the relevant Consob Regulation (as adopted by Resolution no. 17221 of 12 March 2010, as amended and supplemented) and exercises the related powers, possibly also through one or more of its specially delegated members.

In order to perform its duties, the Committee seeks support from the Company's appropriate functions in particular from the Chief Corporate Bodies Affairs Officer (Secretary of the Board of Directors and the Board committees) and the OUs that report to the Chief Audit Executive. While the Committee

retained the right to make use of services provided by third-party professionals, which on the other hand it has not yet exercised, it was not necessary to arrange for a special budget for its work.

Summary of activities carried out

The Committee in its previous and current composition:

- ✓ continued the process to check the operations of the ICRMS of Leonardo and of the main subsidiaries; specifically, it supported the Board of Directors in appraising the system's effectiveness, making arrangements (in addition to the permanent presence of the Head of the Group Internal Audit - Chief Audit Executive and of the General Counsel) for:
 - periodic meetings (approximately on a six-monthly basis) with:
 - the other main "players" involved in the ICRMS, each within the sphere of related responsibilities (Chief Risk Officer; CFO - Officer in charge of financial reporting; Chief Compliance Officer; Chief People & Organization Officer – CPO; Independent Auditing Firm), mainly dealing with aspects related to the ICRMS operations;
 - the Surveillance Body, to examine – together with the Board of Statutory Auditors – the work performed during the year (based on the Surveillance Body's half-year reports), analyzing issues of mutual interest in relation to the activities carried out;
 - periodic meetings (approximately on an annual basis) with:
 - the Heads of the Corporate Center's first-level OUs in relation to those issues that are of particular and specific importance to the ICRMS;
 - ad hoc meetings with the other Heads of OUs to meet specific needs, in order to receive updates on the work performed within the sphere of related responsibilities, on the existing risks and on the instruments used to mitigate their effects;
- ✓ examined the Work Plan prepared by the Chief Audit Executive, the Reports issued by the Group Internal Audit OU as to the work performed during the period, the results of monitoring the implementation of planned corrective actions in relation to the findings noted, as well as the progress of the audit activities carried out by the abovementioned OU;
- ✓ examined, on a six-monthly basis, the Reports of the Group Internal Audit OU on the work performed;
- ✓ monitored the independence of the Chief Audit Executive and the efficacy, efficiency and adequacy of the related OU;
- ✓ examined the results of the quality controls carried out in 2023 on the activities of the Group Internal Audit OU, together with the new Quality Plan for 2024;
- ✓ discussed the obligations placed on the Italian listed companies that have controlling interests in companies based in non-EU countries (pursuant to Art. 15 of Consob's Market Regulation no. 20249/2017, as amended and supplemented), and noted that the administration and accounting system responsible for the Financial Reporting process is essentially adequate to meet the requirements of Art. 15, and therefore no special plan to bring it into compliance is needed;
- ✓ examined the method adopted to conduct impairment tests with the support of the CFO;

- ✓ met the Chief Risk Officer, discussing the Company's main risks;
- ✓ read the Whistleblowing Committee's reports of its work;
- ✓ held periodic meetings with the Independent Auditing Firm;
- ✓ met the Data Protection Officer in order to examine the progress of the work performed by the Company by virtue of the European regulations on privacy;
- ✓ monitored the Internal Control System of Non-Financial Reporting, which is also functional to obtaining a reasonable assurance from the appointed Auditor on a set of ESG indicators that will be included in the Integrated Annual Report 2023 ("mixed reasonable assurance");
- ✓ examined – in agreement with the Sustainability and Innovation Committee - the method of preparing and the draft of the Non-Financial Statement under Legislative Decree 254/2016 included in the Integrated Annual Report, assessing in particular the parts relevant for the purposes of the ICRMS;
- ✓ received updates from the Chief Financial Officer, the General Counsel and the Chief People & Organization Officer on a periodic basis, on the main disputes in which the Group is involved and on the possible accounting effects for the purposes of complying with the requirements related to the preparation of Annual Financial Reports and of the Half-year Financial Report;
- ✓ reported on the work performed to the Board of Directors every six months.

The Committee also reviewed the preparation of the Annual and Half-year Financial Reports, meeting with the Independent Auditing Firm to discuss the matter, and issued special reports to the Board of Directors on its conclusions.

Finally, the Committee:

- assessed the correct use of the accounting standards and their uniformity for the purposes of preparing the Consolidated Annual and Half-Year Financial Statements;
- assessed the fairness of the periodic financial and non-financial information to give a fair presentation of the business model, the Company's strategies, the impact of its operations and the performances achieved;
- gave an account of the work it performed and of the adequacy of the ICRMS to the Board of Directors on the occasion of the Annual and Half-Year Financial Reports.

As regards the functions performed in the capacity as Committee for Related Parties Transactions, as described in para. 4.9 above to which detailed contents reference should be made, according to the current Procedure adopted by the Company in this regard, during the financial year, the CRC receives – in addition to targeted information regarding particularly significant transactions - specific regular flows of information, describing, ex-ante or ex-post, the transactions (both of "greater" or "lesser" importance) that are carried out, which also concern exempt transactions and the application of the related exemption conditions.

10. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

CODE: Art. 6 Recom. 32, 33

The Rules of Procedure of the Board of Directors and of the Control and Risks Committee adopt the provisions laid down in the Code in relation to the Internal Control and Risk Management System (“ICRMS”), taken as the combination of rules, procedures and organizational units aimed at an effective and efficient identification, measurement, management and monitoring of the main risks in order to contribute to the Company’s sustainable success.

The Board of Directors plays a general role of guidance and assessment of the adequacy of the ICRMS and, in particular, with the support of the Control and Risks Committee:

- a) sets out the guidelines for the ICRMS, in accordance with the Company’s strategies;
- b) assesses, at least on an annual basis, the adequacy of the ICRMS (even with regard to those risks that may be relevant to the medium/long-term sustainability) with respect to the characteristics of the enterprise and to the assumed risk profile, as well as its efficiency; the results of this assessment are disclosed in this Report on an annual basis;
- c) appoints and dismisses the Chief Audit Executive (Head of the Group Internal Audit OU), setting the related remuneration in line with company policies and ensures that it has provided with adequate resources to perform its duties;
- d) approves, at least on an annual basis, the work plan prepared by the Chief Audit Executive, after having heard the Board of Statutory Auditors and the Chief Executive Officer;
- e) assesses, after having heard the Board of Statutory Auditors, the results presented by the independent auditors in the letter of recommendations (if any) and in the additional report addressed to the Board of Statutory Auditors.

The following information is provided in this regard.

The Board of Directors of Leonardo set out, as well as finally updated on 11 March 2024 (subject to the favorable opinion of the Control and Risks Committee issued on 8 March 2024), the “Guidelines for the Internal Control and Risk Management System”, so that:

- the main risks affecting the Company and its subsidiaries are correctly identified, assessed, managed and monitored in an adequate manner;
- the nature and level of risk (risk appetite) are determined and consistent with the strategic objectives and the sustainability of the business over the long-term period.

In particular, the Board of Directors, after having heard the Control and Risks Committee, assessed the process aimed at identifying, measuring, managing and monitoring the main risks, as well as the methodological references used. The Board also analyzed the company's risk profile, considering it compatible with the objectives and sustainability over a medium to long-term period.

At the same date, the Board also proceeded with the assessment of the adequacy and effectiveness of the ICRMS with respect to the characteristics of the enterprise and to the risk profile, after the periodic identification of the main business risks under the responsibility of the Chief Executive Officer,

as well as the definition of the risk nature and level compatible with the Company's strategy objectives on a periodic basis.

The process flow supporting the ICRMS assessment is governed by a special document ("*Guidelines on the ICRMS assessment process*") approved by the Board of Directors providing a systematic list of information flows designed to enable the Control and Risks Committee to obtain information items in order for this Committee to issue its opinion to the BoD.

During the meeting scheduled on 4 April 2024 the Board of Directors will consider the proposed Audit Plan, subject to a favorable opinion given by the Control and Risks Committee and after having heard the Board of Statutory Auditors and the Chief Executive Officer. Specifically, on this occasion, the Board of Directors of Leonardo will pass a resolution on the Company's 2024 Audit Plan and acknowledge the 2024 Aggregated Audit Plan of the Leonardo Group.

Furthermore, it should be noted that the Board took steps, on a proposal by the Chief Executive Officer, subject to a favorable opinion given by the Control and Risks Committee and having heard the Board of Statutory Auditors, to set the remuneration of Marco Di Capua, the Chief Audit Executive of Leonardo, in line with company policies and monitored the adequacy of the resources for the purposes of the performance of his duties.

In addition to the Board of Directors and to the Control and Risks Committee, the main persons involved in Leonardo's ICRMS (more information on the work and methods of coordination is provided in the relevant paragraphs of this Report) are:

- the **Chief Executive Officer** in charge of establishing and maintaining the ICRMS;
- the **Chief Audit Executive** (Head of the Group Internal Audit OU);
- the **Chief Compliance Officer** (Head of the Compliance OU);
- the **Chief Financial Officer** – Officer in charge of financial reporting pursuant to Law 262/2005;
- the **Chief Risk Officer** (Head of the Risk Management OU);
- the **General Counsel** (Head of the Legal Affairs OU);
- the **Board of Statutory Auditors**;
- the **Surveillance Body** formed as per Legislative Decree 231 /2001.

For a brief description of any criminal proceedings that are currently pending against Leonardo or subsidiary companies, with specific regard to the events that occurred in 2023 and in early 2024, reference is made to the specific disclosures provided in the notes to the financial statements (see the paragraph on the "Provisions for risks and charges and contingent liabilities") of the Integrated Annual Report 2023, which can be found in the Investors area of the website.

The Board of Statutory Auditors, the Control and Risks Committee and the Surveillance Body of Leonardo, as part of their respective supervisory activities, receive information regarding these events. As already noted, the Board of Directors confirmed the evaluation of the adequacy of the organizational, administrative and accounting structure of the Company, as well as of any subsidiaries having strategic importance, with specific reference to the internal control and risk management system.

10.1. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM RELATED TO THE PROCESS OF FINANCIAL REPORTING (ART. 123-BIS, PARA. 2, LETT. B), TUF)

The **Internal Control and Risk Management System** (hereinafter **ICRMS**) over Financial Reporting is defined as the set of activities aimed at identifying and evaluating the actions or events that, when occurring or failing to occur, could compromise, in whole or in part, the achievement of the objectives of reliability, accuracy and timeliness of financial reporting.

Within Leonardo, there is a specific internal control system governing the financial reporting process that has been defined in accordance with the principles issued by the Committee of Sponsoring Organizations (CoSO Report) of the Treadway Commission, as well as by the Control Objectives for Information and related Technology (COBIT) as regards issues in the field of Information Technology. The abovementioned control system is made up of an organic and complete set of administrative and accounting procedures (narratives) which clearly define the corporate processes that have direct or indirect accounting effects on the accounts and on any other financial reports, describing the activities and controls (based on the identified risks), roles and responsibilities, as well as the systems and information and documentary flows in support of the process of creation of financial reporting.

Moreover, a specific component to manage the risks of fraud is integrated into the ICRMS over Financial Reporting. In particular, the administrative and accounting procedures are updated, including an additional set of anti-fraud controls and additions to the already existing controls, in accordance with the provisions under Auditing Standard no. 5 “An Audit of Internal Control Over Financial Reporting That is Integrated With An Audit of Financial Statements”, issued by the Public Company Account Oversight Board (PCAOB). It puts, among the other things, particular emphasis on the checks related to the prevention, identification and detection of fraudulent activities, to be intended as acts capable of generating misrepresentation from a financial, capital and economic point of view in the Financial Statements or of misappropriating the corporate assets. These antifraud checks are tested within the framework of usual monitoring activities according to the plan defined by the Officer in charge of financial reporting. In addition, the Officer starts further specific monitoring aimed at reporting intentional and unintentional errors or significant deficiencies in the ICFRS over Financial Reporting.

As a whole, the **management of the ICFRS over Financial Reporting**, developed by Leonardo, features the following **general stages**:

- **Risk identification and assessment**

The risk assessment (Financial Risk Assessment) is the set of activities aimed at identifying and assessing any actions or events, whose occurrence or absence may compromise, in whole or in part, the achievement of the ICRMS objectives over Financial Reporting and, specifically, the reliability of financial reporting. Within the framework of risk assessment, particular attention is paid to the Fraud Risk Assessment, identifying and assessing any conditions (risk factors) that could increase the risk of frauds within the Company.

Risks identification and assessment are identified by considering the likelihood that an event will occur and its potential impact on the Financial Statement items, without taking account, from a prudential perspective, of the existence of controls aimed at reducing the risk to acceptable levels.

- **Assessment of the adequacy of related control**

On the basis of analyses of potential (Financial and Fraud) risks, control measures have been identified which are aimed at mitigating the same. The adequacy of the control measures is assessed on the basis of their ability to reduce risks, with reasonable certainty, to acceptable levels. The defined controls are attributable to the following macro-types:

- Process Level Controls;
- Entity-Level Controls which, as controls that apply to the entire organization since they are common and cut across it, are structural elements of the Internal Control and Risk Management System over Financial Reporting;
- IT General Controls (ITGC) within the context of the IT Governance process;
- Controls aimed at guaranteeing the Segregation of Duties and roles assigned to the different members of the corporate organization.

- **Check the operations of the internal control system and specific monitoring**

In order to check and ensure the operations of the system for Internal Control and Risk Management over Financial Reporting, specific testing and monitoring activities are expected to be carried out by independent third parties (Group Internal Audit).

The test plan annually defined by the Officer in charge of financial reporting provides for checks to be carried out, on a turnover basis, on all the control components of the ICFRS over Financial Reporting of Leonardo; specifically:

- any controls that are considered to be “key” tests as defined in the narratives (PLC) are tested on an annual basis with a six-monthly turnover, in order to ensure that all the processes mapped within administrative and accounting procedures are covered during the year;
- the correct segregation of incompatible roles (SoD) is tested on an annual basis;
- ITGC components that are considered to be necessary to ensure adequate control over applications and the infrastructure are tested on an annual basis; ITGC components that are not subject to systematic changes, as they pertain to structural aspects of the company (e.g., organization, policy, etc.), are tested on a quarterly basis, on a turnover basis, and in any case, on the occasion of significant changes;
- audits on Entity-Level Controls, i.e., controls performed across the Company and form the internal control system, are conducted on an annual and rotation basis, and in any case on the occasion of significant changes.

Furthermore, to integrate the control model, specific monitoring activities are envisaged which are aimed at reporting the existence of possible intentional and unintentional errors and/or significant deficiencies in the ICFRS over Financial Reporting (Detection Audit). This activity is carried out on a turnover basis according to a “Top-down-risk based” approach, which allows the application of controls

starting from any areas at highest risk; furthermore, the activity is also carried out in relation to specific events, including, but not limited to, organizational changes or reports, such as to presuppose the presence of fraudulent acts or significant deficiencies.

The responsibilities for establishing and maintaining the ICRMS over financial reporting, on the whole, are governed and distributed throughout the organization. In particular, **Leonardo's model currently calls for the involvement of the following corporate positions:**

- **Governing body to which authority has been delegated.** This refers to the Chief Executive Officer.
- **Officer in charge of financial reporting.** Reference is made to paragraph 10.6 below.
- **Financial Reporting Manager (FRM) responsible for the financial information provided to the Group Parent.** To comply with Law 262/2005, within the major companies of the Group, the Boards of Directors, after having heard the opinion of the Officer in charge of financial reporting of Leonardo and of the Board of Statutory Auditors of the company concerned, have appointed a Financial Reporting Manager (FRM) responsible for the financial information provided to the Group Parent, with the task of supporting the Officer in charge of financial reporting of Leonardo in the performance of the relevant duties.

The Financial Reporting Manager (FRM) responsible for the financial information provided to the Group Parent has the following duties:

- developing and updating for each Group company administrative and accounting procedures (narratives), on the basis of the instructions received from the Officer in charge of financial reporting of Leonardo, underlying the financial reporting process in order to ensure that the financial reporting process is suited to the preparation of reliable consolidated annual and interim Financial Statements and is in line with the actual operations of the company concerned;
 - defining and implementing any plans for improvement;
 - attesting, with respect to the Officer in charge of financial reporting of Leonardo, together with the delegated Governing Body of the relevant Company, to what is requested by the Parent Company in relation to the ICFRS for the governance of the financial reporting process and the preparation of accounting documents.
- **Group Internal Audit OU of Leonardo Spa.** The Officer in charge of financial reporting has entrusted the Group Internal Audit OU with responsibility for “independently” assessing the functioning of the ICRMS over Financial Reporting. The Group Internal Audit OU, through its Corporate, LGS and Financial Audit OU, conducts tests of the actual application of the administrative and accounting procedures in place within the Group, based on indications provided by the Officer in charge of financial reporting. These tests are conducted through a specific annual operational plan which also lays down their methods, procedures and timing to conduct tests in order to establish whether the controls are functioning effectively. The results of the tests conducted for the Divisions and Group companies falling within the scope of application of Law 262/2005 are submitted to the management of the same, which promptly defines adequate plans of action relating

to any possible area for improvement. The Group Internal Audit OU provides results and related plans of action to the Officer in charge of financial reporting in due time in order to allow him to conduct an overall assessment of the adequacy and actual application of the administrative and accounting procedures followed in preparing the Half-year Financial Report, the Integrated Annual Report and the Consolidated Financial Statements, for the purposes of the issue of the certifications prescribed by Law.

Within the monitoring plan for 2023 for the purposes of the Half-year Financial Report and the Integrated Annual Report, Leonardo conducted both periodic monitoring activities (PLC test, SoD, ITGC test) and specific monitoring activities on the process of “procurement of goods, supply of services and technical-industrial services”¹² in relation to its own Divisions and Group companies that fall within the scope of application of Law 262/2005. Furthermore, some controls were carried out at Company level in order to monitor the internal control area (Entity Level Control).

Therefore, with reference to the Divisions and Group companies falling within the scope of application of Law 262/05, tests were conducted during 2023 on about 1,729 controls, divided in detail among the following components of the ICRMS over Financial Reporting:

- 1.195 controls at process level, as defined in the narratives (Process Level Control);
- 354 controls relating to the operation and management of IT systems (IT General Control);
- 180 controls at “Entity” level in relation to the structure and organization of the individual companies (Entity Level Control);
- specific checks on compliance with rules governing the correct segregation of roles and duties (SoD) with regard to the IT systems supporting financial reporting.

The tests have confirmed the efficacy of the control measures while, in the case of ineffective controls, they confirmed the overall efficacy of the procedures in place to monitor the risk areas under examination, thanks to the existence and operation of compensating controls and/or the performance of substantive testing.

With reference to the specific monitoring activities within the process of “procurement of goods, supply of services and technical-industrial services”, the Group Internal Audit OU carried out Detection Audits for Leonardo S.p.a. (Corporate Center, Helicopters, Aircraft, Aerostructures, Cyber & Security Solutions, Electronics Divisions¹³ – formerly Electronics Italy Business Unit and formerly Defense Systems Business Unit – and Automation Business Unit) and for the companies Leonardo Global Solutions S.p.A., Leonardo UK Ltd, AgustaWestland Philadelphia Corporation, W.S.K. “PZL-Świdnik S.A.”. The controls provided for the following macro-phases:

- *Analysis and Mapping:*
 - preliminary analysis of the existing organizational and procedural documentation, identification of the macro-phases of the process in scope, of the process owners and of supporting IT

¹² Excluding the invoicing and payment phases.

¹³ During 2023 such entities took new names as Business Areas: «Airborne Business» and «Land & Sea Business» (formerly Electronics Italy Business Unit); «Defence Business» (formerly SDI Business Unit).

systems, in order to identify the information set in relation to which the subsequent analyses must be carried out.

- *Definition of a set of KRIs:*
 - preparation of the preliminary set of fraud risk indicators (Key Risk Indicators), interviews with the process owners and finalization of the set of KRIs; these indicators have been developed on the basis of the fraud patterns identified within the Fraud Risk Assessment.
- *Development of KRIs:*
 - application of the risk indicators to the data bases in the information systems;
 - extraction of reports around the potential anomalies identified (Red Flags).
- *Test:*
 - analysis and sharing with the process owners of the potentially anomalous transactions in order to identify and exclude the so-called “False Positives”;
 - performance of documentary tests for any anomalies in relation to which additional analyses have been considered necessary.
- *Sharing and Reporting:*
 - sharing the results with the process owners;
 - reporting to the relevant recipients in February 2024.

10.2. CHIEF EXECUTIVE OFFICER

CODE: Art. 6, Recom. 34

The Chief Executive Officer - “CEO” - is responsible for setting up and maintaining the internal control and risk management system and, in this capacity, carries out the following activities:

- a) he identifies the main corporate risks, in light of the features of the activities carried out by the Company and its subsidiaries, and submits them to the scrutiny of the Board on a periodic basis;
- b) he implements the guidelines defined by the Board and takes care of the planning, creation and management of the ICRMS, constantly verifying its overall adequacy, efficacy and efficiency;
- c) he sees that the system is adjusted in response to changes in operational conditions and the legislative and regulatory framework;
- d) he may appoint the Group Internal Audit OU to carry out controls on specific operating areas and to check for compliance with internal rules and procedures in performing business operations, at the same time giving notice thereof to the Chairman of the Board, the Chairman of the Control and Risks Committee and to the Chairman of the Board of Statutory Auditors;
- e) he promptly reports to the Control and Risks Committee or to the entire Board as to problems and critical issues arisen in performing his duties or of which he has become aware, so that the Committee or the Board may take any appropriate actions.

During the financial year, the Chief Executive Officer prepared the identification of the main corporate risks on which basis the Board of Directors defined the “Guidelines for the internal control and risk management system” (as reported in para. 10), which the CEO himself implemented as stated above.

Through the risk analysis process, supported by the Risk Management OU, risk owners have identified, assessed and tackled corporate risks, along with establishing the related hedging degree.

The **Risk Management in Leonardo** is an intrinsic part to all the business processes and contributes to the achievement of the objectives defined in the Strategic Plan. The Risk Management process supports decision-making processes in line with strategic objectives, business plans and stakeholders' expectation in risk awareness, allowing the business to be strengthened and new markets to be challenged.

Within the Leonardo's organizational model, the **central Risk Management structure** (see par. 10.6) operates in close collaboration with the other central and divisional corporate functions with the aim to support the creation and protection of the projects' value and to preserve the company's value, business operations and the stakeholders' interests.

The Risk Management process is divided into the following phases:

- definition of the context;
- risk identification;
- risk assessment;
- risk control (which includes the preparation and the approval of the Risk Treatment Plan and its implementation, monitoring and change).

The Guidelines for the ICRMS expressly report:

- i)* the methodological tools for the identification, assessment, management and monitoring of the main risks;
- ii)* the process aimed at identifying, assessing and managing the Leonardo Group's risks, divided based on their related type as follows:
 - 1) **Compliance risks**: arising from the performance of ordinary business operations, which relate to the failure by the business activities with respect to the relevant contractual clauses, laws, regulations and rules; this non-compliance may cause the Company to incur administrative and criminal sanctions, as well as to affect the Company's image and its operations themselves.
 - 2) **Strategic risks**: with impacts on the degree of success of the Company's strategies, the processes' ability to achieve the objectives defined by Top Management and the Company's image.
 - 3) **Operating risks**: concerning ordinary business operations with impacts on the efficacy and efficiency of the various corporate areas / processes.
 - 4) **Financial risks**: arising from the performance of ordinary business operations, which affect economic and financial figures
 - 5) **Project risks**: a substantial part of the Group's transactions consists of medium- and long-term contracts for the supply of products and services; the aforesaid risks expose it to lower profits or losses in addition to liability to customers for delays in performance or non-compliance with contractual requirements.

The management of the Leonardo Group's companies assesses the risks, with reference to the company's objectives considering the impact and the probability of their occurrence and using qualitative and quantitative techniques.

10.3. CHIEF AUDIT EXECUTIVE

CODE: Art. 6, Recom. 36

Leonardo's Board of Directors (on a proposal by the Chief Executive Officer, subject to the favourable opinion of the Control and Risks Committee and having heard the Board of Statutory Auditors) has taken steps to appoint Marco Di Capua as the Chief Audit Executive ("CAE") of Leonardo, Head of the Group Internal Audit OU, to verify whether the ICRMS is operational and adequate, as well as consistent with the guidelines laid down by the board.

The Board ensures that the Chief Audit Executive is provided with adequate resources in performing its audit of the operation and suitability of the ICRMS and establishes his fees in accordance with the Company's policies. The Board, after having obtained the favourable opinion of the Control and Risks Committee and heard the Board of Statutory Auditors, monitored the adequacy of the resources to fulfil his responsibilities and other operational conditions of the Group Internal Audit OU, on the basis of the CAE's statements concerning the organizational positioning and the confirmation of the independence of the GIA OU. The Group Internal Audit OU, which reports to the Company's Board of Directors, has the responsibility for supporting the Board, the Chief Executive Officer, the Control and Risks Committee and the Board of Statutory Auditors of Leonardo, as well as the Boards of Directors and Boards of Statutory Auditors of the Group Companies with which proper service contracts are in place, in making assessments of the adequacy and effective functioning of the internal control and risk management system of the Group. This OU is also responsible for conducting tests, on behalf of the Officer in charge of financial reporting, for compliance purposes under Law no. 262/2005 and assisting, by delegation, the Surveillance Body of Leonardo in carrying out its audit work involving sensitive processes as per Legislative Decree 231/2001.

Specifically, as specified in the Rules of Procedure, the Chief Audit Executive:

- a) checks, both on an on-going basis and in relation to specific needs and in accordance with international standards, the operations and suitability of the internal control and risk management system, through an Audit plan approved by the Board of Directors, based on a structured process of analysis and prioritisation of the main risks;
- b) he is not responsible for any operating area and reports to the Board of Directors and, through the same, to the Chairman, or, should the latter be granted delegated operating powers, to the Control and Risks Committee and, through it, to the Chairman of the Committee itself;
- c) he has direct access to all useful information to perform his duties;
- d) he prepares any interim reports containing adequate information on his activity, on the procedures according to which the risk management is carried out, as well as on the compliance with any plans defined to limit them; the interim reports contain an assessment of the suitability of the internal control and risk management system;

- e) even at the request of the Board of Statutory Auditors, he promptly prepares reports on events of particular importance;
- f) he forwards the reports referred to in points d) and e) to the Chairmen of the Board of Statutory Auditors, of the Control and Risks Committee and of the Board of Directors, as well as to the Chief Executive Officer, except where the subject matter of these reports specifically relates to the activities carried out by the aforesaid parties;
- g) he checks, within the framework of the Audit Plan, for the reliability of the IT systems, including accounting systems.

In 2023 and in the first months of the current year, the Chief Audit Executive coordinated, in short, the following main activities:

- he checked, both on an on-going basis and in relation to specific needs and in compliance with international standards, the operations and suitability of the ICRMS, through an Audit Plan approved by the Board of Directors, based on a structured process of analysis and prioritisation of the main risks;
- he prepared any periodic reports containing adequate information on his activity, on the procedures according to which the risk management is carried out, as well as on the compliance with any plans defined to limit them, as well as an assessment of the suitability of the ICRMS and forwarded them to the Chairmen of the Board of Statutory Auditors, of the Control and Risks Committee and of the Board of Directors, as well as to the CEO;
- he promptly prepared, even at the request of the Board of Statutory Auditors, reports on events of particular importance and forwarded them to the Chairmen of the Board of Statutory Auditors, of the Control and Risks Committee and of the Board of Directors, as well as to the CEO;
- he checked, within the scope of its activity planning, the reliability of the IT systems, including accounting and non-financial systems.

Furthermore, the Chief Audit Executive supervised the following activities:

- monitoring the action plans deriving from previous audits, at Leonardo and at the companies with which specific service contracts are in place;
- performing special audits concerning both Leonardo and its subsidiaries;
- management of the whistleblowing system;
- presentation of the Quality Assurance Plan of the Group Internal Audit OU and of the related Report concerning the activities carried out in 2023, in order to confirm the Quality Certification of the Group Internal Audit OU which was carried out by an independent third-party professional;
- performing tests and Detection Audit activities for the purposes of compliance with Law no. 262/2005 at Leonardo and at the companies falling within the perimeter, on behalf of the Officer in charge of financial reporting;
- performing tests on the Non-Financial Statement;

- providing support to control and surveillance bodies and, specifically as regards the Surveillance Body of Leonardo, performing checks included in the Company's Audit Plan, on the basis of the specific mandate received;
- participating in the meetings of the Surveillance Body and of the Coordinating and Consultative Body for the prevention of corruption (see para. 15 below), while the Secretary's office work is the responsibility of the internal staff of the Group Internal Audit OU. In this regard, it should be noted that the Chief Audit Executive is an ex-officio internal board member of the Surveillance Body pursuant to the By-laws (see para. 10.4 below);
- participating in the meetings of the Whistleblowing Committee, as a regular member, where the Secretariat of the Committee is composed of internal resources of the Group Internal Audit OU, as well as performing verifications required by the Committee.

The Chief Audit Executive, in order to carry out his duties, has financial resources included in the Group Internal Audit OU's budget, which is annually submitted to the Control and Risks Committee and to the Board of Directors.

10.4. ORGANIZATIONAL MODEL AS PER LEGISLATIVE DECREE 231/2001

CODE: Art. 6, Recom. 33

Legislative Decree no. 231/2001 introduced, into the Italian legal system, a regime of administrative liability against Entities, for certain types of offences committed in the interests or to the benefit of the same. The Company has adopted appropriate measures to prevent it from incurring any criminal liability through the implementation of specific control safeguards aimed at preventing the commission of any offences contemplated by this Decree on the part of Directors, Statutory Auditors, management, employees, collaborators, or any other party having relationships of any nature with Leonardo, either with or without valuable consideration.

On 12 November 2003, the Board of Directors of the Company adopted its own **Organizational, Management and Control Model as per Legislative Decree 231/2001** (hereinafter also referred to as the "Organizational Model"), updated with resolution of 13 December 2022. The update has concerned the organizational changes as well as the regulatory changes that have been made to **Legislative Decree no. 231/2001** from the date of the previous update of the Model (17 December 2020).

With reference instead to Leonardo's S.p.a.'s latest organizational changes and to the regulatory ones which concerned Legislative Decree no. 231/01, assessment activities were begun during the year 2023 in order for the Model to be updated accordingly.

The current Organizational Model is made up of a "General Section" and thirteen "Special Sections". The "General Section" essentially deals with:

- 1) the Surveillance Body, the information that has to be sent to it, and its reports on the work it has done with respect to corporate bodies;
- 2) staff training and the circulation of the Organizational, Management and Control Model within and outside the Company;

- 3) the disciplinary measures applicable in the event of failure to comply with the requirements in the Model;
- 4) updating and review of the Organizational Model.

The General Section of the Organizational, Management and Control Model as per Legislative Decree 231/2001 can be found on the Company's website in the specific Ethics and Compliance area.

The **Surveillance Body of Leonardo** is currently composed, following the related three-year appointment by the Board of Directors on 28 July 2023, of four external professionals, Federico Maurizo D'Andrea (Chairman), Giandomenico Caiazza, Raffaele Cusmai and Romina Guglielmetti, as well as one internal member by operation of law in accordance with the related By-Laws, the Chief Audit Executive Marco Di Capua, the presence of whom within the Surveillance Body is aimed at ensuring adequate coordination between the various parties involved in the ICRMS.

The duties, activities and functioning of this Body are governed by specific By-Laws, which were approved by the Board of Directors on 15 December 2005 and finally updated on 28 July 2023 in order to incorporate a set of organizational changes and be brought into line with regulatory changes, as well as to implement the recent changes to the Company's organizational structure. The By-Laws entrust, *inter alia*, the Surveillance Body with the duty of monitoring – on the basis of the approved Working Plan – the validity of the Model over the time and of the procedures ("protocols"), spurring any and all necessary actions to ensure the effectiveness of the Model, after consultation with the company structures concerned. Additionally, the Surveillance Body holds hearings, on a periodic basis, to hear the Managers responsible for potential areas at risk of offences pursuant to Legislative Decree 231/2001, examines reports and disclosures prepared by the corporate units and provides recommendations or instructions to the top management and to the corporate bodies, also with respect to appropriate actions for improving or changing checks. Moreover, Surveillance Body receives reports (if any) about breach of the Organizational Model on the part of company representatives or third parties.

The Surveillance Body has adopted its own internal rules.

10.5. EXTERNAL CONTROLS

Independent Auditing Firm

The Shareholders' meeting held on 20 May 2020 resolved to appoint EY SpA to carry out the statutory audit of accounts for the nine-year period from 2021 to 2029.

The appointment envisages the Independent Auditing Firm carrying out the following activities:

- statutory audit of the Separate Financial Statements of Leonardo Spa;
- statutory audit of the Consolidated Financial Statements of the Leonardo Group;
- review of the consolidated Half-year Financial Report of the Leonardo Group;
- reviews of regular book-keeping on a periodic basis;
- establishing whether the Directors have prepared the Non-financial Statement (Art. 3, paragraph 10, of Legislative Decree 254/2016); again, as regards this Statement, the Company has

specifically appointed the Independent Auditing Firm EY, in accordance with the abovementioned Decree, to issue the declaration attesting that the information provided in the Declaration complies with the provisions laid down in the Decree and the statutory principles, methods and procedures.

Audit of the Court of Auditors

In order to protect public finance under Law no. 259 of 21 March 1958, Leonardo's financial transactions are subject to audit by the Court of Auditors, which employs a Delegated Judge for this purpose. This work is currently performed by Delegated Judge Tommaso Miele, who was appointed by the Presidential Council of the Court of Auditors with effect from 25 July 2022.

The Delegated Judge of the Court of Auditors attends meetings of the Board of Directors and the Board of Statutory Auditors. The Board of Directors has arranged to pay attendance fees of €1,000.00 for each Board of Directors' and Board of Statutory Auditors' meeting that they attend in the performance of their duties.

The Court of Auditors provides the Presidency of the Senate and the Presidency of the Chamber of Deputies with an annual report on the results of the audit carried out.

10.6. OFFICER IN CHARGE OF FINANCIAL REPORTING AND OTHER CORPORATE ROLES AND ORGANIZATIONAL UNITS

Officer in charge of financial reporting

In accordance with Art. 154-*bis* of the Consolidated Law on Financial Intermediation and Arts. 25.4 and 25.5 of the Company's By-Laws, the Board of Directors' meeting held on 9 May 2023 proceeded with the appointment of the Officer in charge of financial reporting, confirming that of Alessandra Genco (the Company's Chief Financial Officer) until the expiry of the term of office of the current Board members.

The Company By-Laws envisages that the Board of Directors, having previously obtained the mandatory opinion of the Board of Statutory Auditors, appoints a person to this position, whose mandate expires at the same time as the term of office of the Board of Directors that has designated him/her.

The choice of an executive for this position is made from among persons who, for a period of at least three years:

- a) have performed duties of governance and control or management in companies listed on regulated markets in Italy, in other EU Member States or in OECD countries with a share capital of not less than €mil. 2; or
- b) have had legal powers of control over the accounts of companies such as those specified in letter a), or
- c) have been professionals or full university professors in financial or accounting matters; or
- d) have performed functions as executives in public or private bodies with expertise in finance, accounting or control sectors.

Also in accordance with the By-Laws, the Officer in charge of financial reporting must satisfy the requirements of good repute laid down for the members of the Board of Directors.

In connection with her appointment by the Board of Directors, Alessandra Genco has been formally vested, in addition to the powers conferred on her as Chief Financial Officer of the Company, with all the powers necessary for the correct performance of the duties required by law.

The Officer in charge of financial reporting releases the certification required by Art. 154-*bis*, paragraph 2 of the Consolidated Law on Financial Intermediation and, together with the Chief Executive Officer, the attestation under Art. 154-*bis*, paragraph 5 of the Consolidated Law on Financial Intermediation.

CODE: Art. 6 Recom. 32 – Recom. 33

Based on the organizational structure resolved by the new Board of Directors, below are the **other corporate roles and organizational units** which are specifically involved in the ICRMS (in addition to the provisions already laid down above in relation to the Chief Audit Executive and the Group Internal Audit OU), also with regard the functions monitoring the legal and non-compliance risk.

- **Compliance organizational unit** (entrusted to the **Chief Compliance Officer**) which is responsible – among other things – for: directing and coordinating, in collaboration with the other corporate units, initiatives and issues concerning the Business Compliance, Trade Compliance, Trade Partnerships, Business Ethics & Integrity and Anticorruption areas, also through the preparation of the required internal regulatory documents. Through its central and divisional structures, the Compliance OU ensures an adequate control of legal and regulatory risks in order to prevent behaviours that do not conform to the norms. The OU also guarantees that the assignment and management of commercial intermediation appointments comply with the applicable national and international regulations so as to prevent the risk of committing any offence and preside over the ethical and reputational risks underlying the assignment of the aforesaid appointments, the information flows to the top management and the corporate bodies who are regularly taken in the loop by this OU. Regarding the monitoring of business ethics and integrity, the following organization unit specifically reports to the Compliance OU
 - **Anti-Corruption, Ethics & Integrity**, which is responsible – among other things – for ensuring the performance of risk assessment activities designed to detect and monitor the areas at risk of offences as part of the Organizational Model pursuant to Legislative Decree 231/2001 (in collaboration with the competent OUs); providing specialist support in the preparation and update of Leonardo's Code of Ethics (see par. 15) and of the regulatory system documents relevant to Business Ethics; supervising the compliance of the design of the Anti-Corruption System with ISO 37001 standard and with the other applicable requirements; monitoring and assessing, supported by the various OUs involved for their sphere of competence (Risk Management; People & Organization; Security; Group Internal Audit), the operation, the suitability with respect to risks and the actual implementation of the Anti-Corruption System; supporting the Whistleblowing Committee (see par. 15) in examining and assessing the reports about breach which contribute to identify possible breaches of the Anti-Corruption Code.

Furthermore, with specific reference to the activities for the implementation and monitoring of the controls over the Anti-Corruption System, this OU advises the company top management and corporate bodies (also through the Chief Compliance Officer) in relation to the matters it is in charge of.

- **Legal Affairs organizational unit:** whose responsibility is assigned to the **General Counsel**, is the unit in charge – among others – of ensuring that the Group's interests are unitarily represented in each location and geographic area, while guaranteeing the best legal protection, as well as facilitating the utmost spread and knowledge of the major provisions of law. Specifically, this OU ensures the corporate governance of Leonardo S.p.a. and related compliance, guarantees the corporate support to the Group companies and provides specific legal supervision during the negotiation, drawing-up and implementation of business and industrial collaboration agreements, of contracts with customers and suppliers, while monitoring the regulatory and case-law developments of the sector.

The following organizational unit reports, *inter alia*, to the Legal Affairs OU

- **Penal Law & Litigation** is responsible for providing assistance and specialist support for the defence in the Group's legal and arbitration disputes of a criminal, civil, administrative and EU nature; this unit also provides assistance and specialistic support to the Group's Divisions/Companies with reference to issues and disputes of a criminal nature, including those relating to occupational safety, health and the environment, and the provisions of the Model pursuant to Legislative No. 231/01 as well as support on penal issues linked to risk assessment for the purpose of updating the Company's Model pursuant Legislative Decree no. 231/01 and support for the activities of the Reporting Committee with reference to issues of a criminal nature and the provisions of the Model pursuant to Legislative Decree No. 231/01.
- **Risk Management organizational unit** the organizational unit headed by **Chief Risk Officer** is responsible for monitoring the management process of corporate risks, with the aim of strengthening the Group's governance, while ensuring the definition, upgrading and circulation of methods, metrics and tools for a correct risk identification, analysis and management (see para. 10.2). The central Risk Management OU reports to the Chief Financial Officer and coordinates the Risk Management units established within the Subsidiaries/Divisions, which provide operational support to the risk owners of the business lines in the risk management process. The central Risk Management OU also operates in close relationship with the other competent units of the Parent Company in the risk management process, in order to carry out an efficient and coordinated monitoring of any and all areas and types of (strategic, financial, legal, contractual, compliance, project) risks. Within the abovementioned structure, the **Enterprise Risk Management** and **Project Risk Management** OUs operate, as do the **Risk Management Governance** OU.

During the year the Board of Directors did not deem it advisable to adopt additional measures to guarantee the effectiveness and impartiality of judgement of the corporate functions involved in the system, even in consideration of the effectiveness of the ICRMS.

10.7. COORDINATION BETWEEN PERSONS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

CODE: Art. 6 Recom. 32 – Recom. 37

In line with the Code, in order to maximize efficiency of the internal control and risk management system and to reduce any duplication of activity, Leonardo's governance provides for specific procedures for the coordination between the various persons involved. In particular:

- the Board of Statutory Auditors and the Chief Audit Executive and, based on the topics dealt with, the Chief Compliance Officer, the Chief Financial Officer, the Chief Risk Officer and the General Counsel, together with other Managers (if any) are regularly invited to participate in the Control and Risks Committee's meetings;
- the Control and Risks Committee reports to the Board of Directors at least on a six-monthly basis – in any case, on the occasion of the approval of the Annual Financial Report and of the Half-year Financial Report – on the activity carried out, as well as on the adequacy of the internal control and risk management system. Moreover, as reported in paragraph 9 above, the Chairman of the Committee informs the Board at the first possible meeting on the meetings and resolutions adopted;
- the Control and Risks Committee, the Board of Statutory Auditors and the Surveillance Body hold joint meetings on themes of common interest and to share information on the work done during the year;
- the Board of Statutory Auditors holds periodic meetings in particular with the Surveillance Body, the Officer in charge of financial reporting (CFO), the Chief Audit Executive and any other corporate functions with specific duties concerning the ICRMS;
- the Control and Risks Committee and the Board of Statutory Auditors meet, every six months, the Chief Financial Officer, the General Counsel and the Chief People & Organization Officer for updates on the main Group disputes and on their possible accounting impacts in order to fulfil the requirements linked to the preparation of the Financial Reports;
- the Risk Management OU works in close collaboration with the other competent Leonardo units in order to oversee all risk areas in an effective and coordinated manner;
- the Compliance OU (see par. 10.6 above) ensures adequate information flows to the Company's top management and corporate bodies regularly reporting to the Control and Risks Committee and to the Board of Statutory Auditors;
- the Group Internal Audit OU provides its assurance and advisory activities in line with the applicable International Professional Standards in compliance with the Interfunctional Organizational Model (Modello Operativo di Interrelazione, MOI), i.e., an internal document approved by the Control and Risks Committee which essentially defines the relationships maintained between the OU and the following subjects, detailing the methods and interaction flows:
 - ✓ Board of Directors, Board of Statutory Auditors, Control and Risks Committee, Chief Executive Officer, Surveillance Body pursuant to Legislative Decree 231/01, Officer in charge of Financial

Reporting under Law 262/05, Whistleblowing Committee and Corruption Prevention Coordination and Consulting Board of Leonardo;

- ✓ Board of Directors, Board of Statutory Auditors, Chief Executive Officer, Surveillance Body pursuant to Legislative Decree 231/01 or bodies similar to the OPCOs¹⁴;
 - ✓ Risk Management OU;
 - ✓ Chief Compliance Officer;
 - ✓ Independent Audit Firm;
- as reported in the preceding para. 10, the “*Guidelines on the ICRMS assessment process*” govern the process flow supporting the ICRMS assessment by providing a systematic list of information flows to enable the Control and Risks Committee, supported by the Group Internal Audit OU, to obtain information items in order for this Committee to issue its opinion to the BoD.

Furthermore, it should be noted that the Company has set out, over time, rules aimed at regulating the correct management of information flows between the parties responsible for the ICRMS to ensure an ongoing and effective exchange of information. In addition to the principles set out in the Rules of the Board of Directors, the Rules of the Control and Risks Committee and the Rules of the Board of Statutory Auditors (available on the Company's website and to whose contents reference should be made), we must note the abovementioned internal Procedure for the management of information flows with corporate bodies (para. 4.4.), which lays down operating methods which ensure, among others, that the various bodies involved in the ICRMS are coordinated as necessary.

11. BOARD OF STATUTORY AUDITORS

11.1. APPOINTMENT AND REPLACEMENT

As regards the appointment of the Statutory Auditors, as well as of the Directors, the “**list voting**” system has been adopted: Art. 28.3 of the By-Laws governs in fact the election of the Board of Statutory Auditors, setting out the deadlines and methods for filing and publishing lists, and the related documentation, in compliance with the regulations in force.

The abovementioned provision currently requires that the list of candidates presented by Shareholders, together with supporting documentation, be deposited at the Company's registered office at least 25 days prior to the date set for the first convocation of the Shareholders' Meeting and must be published by the Company at least 21 days prior to the Meeting, always on first call, in accordance with applicable law. Lists may be submitted by Shareholders holding, either alone or jointly with other Shareholders, at least 1% of the share capital with voting rights at Ordinary Shareholders' Meetings (or holding lower percentages envisaged by applicable laws or regulations). As noted with regard to the appointment of the Board, the minimum shareholding to present a list of candidates for the election of Leonardo's administration and control bodies was confirmed by Consob (with Decision no. 92 of 31 January 2024) at 1%.

¹⁴ *Group companies directly or indirectly controlled by Leonardo Spa with which a service contract is in place for the internal audit activities.*

The Board of Statutory Auditors is appointed based on lists submitted by the Shareholders according to the procedures described in the aforesaid provision of the By-Laws, aimed at ensuring the election of two regular members and one alternate member on the part of the minority list. The Chairman of the Board of Statutory Auditors is appointed by the Meeting from among the Statutory Auditors elected from the minority list pursuant to Art. 148, paragraph 2-bis, of the Consolidated Law on Financial Intermediation, as well as to Art. 28.3, second-last paragraph, of the Company's By-Laws.

Each list, in which candidates are listed in consecutive order, is divided into two sub-lists, for candidates to the position of Regular Auditor and for candidates to the position of Alternate Auditor. At least the first candidate in each sub-list must be registered with the Register of Auditors and must have been performing statutory audits of accounts for a period of no less than three years.

The members of the Board of Statutory Auditors shall be appointed as follows:

- a) three Regular Auditors and one Alternate Auditor will be taken from the list that receives the majority of votes cast, in the consecutive order in which they appear in the list;
- b) two Regular Auditors and one Alternate Auditor will be taken from minority lists; to this end, votes obtained by the lists are subsequently divided by one and by two according to the consecutive order in which the candidates were listed.

The scores thus obtained shall be allocated to the candidates of each of said lists, according to the order of the lists as respectively envisaged. The scores thus assigned to the candidates of the various lists will be reported in a single decreasing order. Those who have obtained the highest scores will be elected. In the event that more than one candidate has obtained the same score, the candidate from the list which has not yet elected any Regular Auditor shall be elected.

In the event of an equal number of list votes and still with the same score, a new vote will be held by the Meeting and the candidate with the majority of votes will be elected.

In the event of the replacement of a regular Auditor elected from the majority list, the Alternate Auditor elected from the same majority list takes his/her place, while in the event of the replacement of the Regular Auditor elected from the minority list, the Alternate Auditor elected from the same minority list takes his/her place.

The new members of the Board, pursuant to Art. 2401 of the Italian Civil Code, shall be appointed by the Meeting from among the candidates in the same list of the Auditor who has ceased to hold office. In the event that, for whatever reason, the appointment of one or more regular Auditors or alternate Auditors or the integration of the Board of Statutory Auditors cannot be made as required above, the Meeting shall resolve with the majorities prescribed by law, in compliance with the principle of the representation of minorities. Art. 28.1 of the By-Laws also requires at least two Regular Auditors and one Alternate Auditor to be chosen from Registered Auditors of Accounts with at least three years of auditing experience.

Statutory Auditors that do not satisfy this requirement must have at least three-year experience:

- a) in performing duties of governance and control or management in stock companies with a share capital of not less than €mil. 2; or

- b) as professionals or full university professors in legal, economic, financial or technical and scientific matters *closely connected with* the Company's activities; or
- c) in performing functions as executives in public or government bodies in the banking, finance and insurance sectors, or in sectors *closely connected with* the Company's activities, intended as those that are useful for achieving the Company's business purpose.

Persons who serve as Statutory Auditors for five or more issuers, or who perform governance and control functions for a number of other companies in excess of the limit provided by current law, may not be chosen as Regular Auditors.

Moreover, all the members of the Board of Statutory Auditors must meet the independence requirements laid down for Statutory Auditors in the current regulations. In this regard, the Company (as also reported in relation to the appointment of the Directors) expressly requires, in the notice of call of the Meeting, to specify, in the lists of candidates, their eligibility to be qualified as "independent" directors, on the basis of the criteria laid down for Directors in Art. 2 of the Code.

In accordance with the provisions governing **gender balance** (as already reported regarding the appointment of Directors), the Shareholders' Meeting of 16 May 2019 amended Leonardo's By-Laws which made permanent, as regards the composition of the Board of Directors and the Board of Statutory Auditors, the portion of at least one third (or of the possible higher portion established by law) of the members belonging to the less represented gender.

Therefore, any lists that, considering both the sub-list of Regular Auditors and that of alternate members, present a number of candidates equal or higher than three, must include, in the sub-list of Regular Auditors, candidates of different gender so as to ensure a composition of the Board in compliance with what reported above. In the event that the sub-list of Alternate Auditors from said lists indicates two candidates, they must belong to different genders.

With reference to the Board of Statutory Auditors serving at present, appointed in the Meeting of 19 May 2021, the quota of the less represented gender is two-fifths of the members.

As concerns the amendments made by the 2020 Budget Law to the related provisions of the Consolidated Law on Financial Intermediation, reference is made to the information provided in relation to the Directors' appointment (para. 4.2).

11.2. COMPOSITION AND FUNCTIONING (ART. 123-BIS, PARA.2, LETT. D), TUF)

The Board of Statutory Auditors, consisting of five Regular and two Alternate Statutory Auditors, was appointed by the Shareholders' Meeting of 19 May 2021 for the three-year period from 2021 to 2023 and, therefore, until the next Meeting for the approval of the annual Financial Statements at 31 December 2023.

Moreover, during the Meeting, Luca Rossi was appointed Chairman of the Board of Statutory Auditors, from among the Regular Auditors drawn from the minority list (pursuant to Art. 148, para. 2-*bis* of the Consolidated Law on Financial Intermediation).

The **Board of Statutory Auditors** currently holding office as at the end of the 2023 financial year was composed as follows:

Luca Rossi (1)	Chairman
Anna Rita de Mauro (2)	Regular Auditor
Sara Fornasiero (1)	Regular Auditor
Leonardo Quagliata (2)	Regular Auditor
Amedeo Sacrestano (2)	Regular Auditor
Giuseppe Cerati (1)	Alternate Auditor
Eugenio Pinto (2)	Alternate Auditor

- (1) Auditor appointed from the **list submitted by a group of asset management companies and institutional investors**, holding about 0.848% of the share capital, **who obtained the minority of votes** (about 3.608% of the share capital represented in the Shareholders' Meeting on the related voting proposal). Upon the renewal of the Board of Statutory Auditors on the part of the 2021 Shareholders' Meeting, following the submission of a single list upon the expiry of the twenty-fifth day prior to the date of the Shareholders' Meeting on first call, the minimum percentage shareholding in Leonardo's share capital required for the submission of lists was reduced by half (and, therefore, from 1% to 0.5%) pursuant to Art. 144-*sexies*, paragraph 5, of the Issuers' Regulation.
- (2) Auditor appointed from the **list submitted by the Ministry of Economy and Finance**, holding about 30.204% of the share capital, **who obtained the majority of votes** (about 96.220% of the share capital represented in the Shareholders' Meeting on the related voting proposal).

At the meetings held on 16 June 2021 (after appointment), 22 February 2022, 27 February 2023 and 23 January 2024, the Board of Statutory Auditors established that its members met, in addition to the independence requirements prescribed by the law and the Corporate Governance Code as specified below, the professionalism requirement applicable to the members of the Board, in its capacity as Internal Control and Auditing Committee, by Art. 19, paragraph 3, of Legislative Decree 39/2010, on the basis of which "*The members of the Internal Control and Auditing Committee, as a whole, are competent in the sector in which the entity undergoing the audit operates*". The members of the Board of Statutory Auditors therefore all meet the independence and professionalism requirements prescribed by the current legislation.

The Tables in Appendix summarize the structure of this monitoring body, showing the Auditors serving at the date of approval of this Report, the related characteristics in terms of independence, age and length of service, as well as the number of any additional positions of Regular Auditor held by the present regular members of the Board in other issuers¹⁵ (Art. 144-*terdecies* of the Issuers' Regulation¹⁶).

¹⁵ "*Issuers*" means any Italian companies with shares listed on regulated markets (either in Italy or in any other EU Countries), i.e. any companies that issue financial instruments distributed among the public to a significant extent pursuant to Art. 116 of the Consolidated Law on Financial Intermediation and Art. 2-bis of the Issuers' Regulation.

¹⁶ Pursuant to Art. 144-*terdecies*, paragraph 1, of the Issuers' Regulation, the position of member of the board of statutory auditors of an issuer may not be held by the persons who hold the same position in five issuers. The full list of the offices of administration and control held at the companies referred to in Volume V, Title V, Chapters V, VI and VII of the Italian Civil Code, pursuant to Art. 144-*terdecies*, paragraph 2, of the Issuers' Regulation, is published by Consob on its website, as required by Art. 144-*quinquiesdecies*, paragraph 2, of the said Regulation.

Curricula of Statutory Auditors

Annex 2 includes a brief curriculum of the Regular Auditors currently in office.

Independence

CODE: Art. 2 Recom. 9 10

The assessment of the independence of the members of the monitoring body is the responsibility of the Board of Statutory Auditors and is carried out, on the basis of the information gathered by the Statutory Auditors themselves or in any case available to the Company, at the first meeting after the appointment, as well as periodically, on an annual basis or when material events arise. The results of the assessments carried out are notified to the Board of Directors, which informs the market through a press release after the first assessment carried out by the monitoring body, as well as within the context of the preparation of this Report for any subsequent assessment during the term of office.

Following the appointment of the new monitoring body on the part of the Shareholders' Meeting held on 19 May 2021, the Board of Statutory Auditors of Leonardo established that all of its regular members met the independence requirements prescribed by law and by the Code as at the meeting held on 16 June 2021. The results of the assessment were promptly notified to the Board of Directors and circulated by a press release. Afterwards, at the meetings held on 22 February 2022, 27 February 2023 and 23 January 2024, the Board of Statutory Auditors considered the continuity of the requirements of independence of each Regular Auditor. In its independence assessment the Board of Statutory Auditors followed the same criteria laid down for Directors in the Code, as approved and stated, with regard to the independence assessment of the Board of Directors, in para. 4.7 above.

Duties

CODE: Art. 6, Recom. 37

In addition to the supervisory functions (pursuant to Art. 149 of the Consolidated Law on Financial Intermediation) already listed in paragraph 1 of this Report, the Board of Statutory Auditors performs the duties assigned to it (pursuant to Art. 19 of Legislative Decree 39/2010) in the capacity as "Internal Control and Auditing Committee". In this capacity, the Board is appointed:

- to inform the governing body of the outcome of the statutory audit and send it the report drawn up by the independent auditors in accordance with applicable legislation (additional report) supported by observations, if any;
- to monitor the financial reporting process and submit advice or suggestions having the purpose of ensuring its integrity;
- to check the effectiveness of the internal quality control and business risk management systems and that of the internal audit system if applicable, with respect to the financial reporting made by the entity being audited, without encroaching on its independence;
- to monitor the statutory audits of the annual and consolidated financial statements, also having regard to any findings or conclusions of any quality checks that have been carried out by Consob on the audit firm, if available;

- to satisfy itself of and monitor the independence of the statutory independent auditors, specifically as regards the adequacy of the performance of services other than auditing;
- to take responsibility for the procedure followed in order to select the statutory independent auditors and submit a reasoned proposal to the Shareholders' Meeting as to the appointment concerning the statutory audit of accounts (according to the methods and within the time limits set out in applicable regulations) and the determination of related fees.

The Board of Statutory Auditors verifies the correct application of the assessment procedures and of the criteria adopted by the Board of Directors to assess the independence of its members; furthermore, it oversees whether the Procedure adopted by the Company regarding Related Party Transactions conforms to the principles reported in the Consob Regulation, as well as the relative compliance, and reports to the Shareholders' Meeting within the context of the Report prepared as per Art. 153 of the Consolidated Law on Financial Intermediation. In particular, in this regard the Board of Statutory Auditors constantly supervises if the Company correctly applies the Procedure applicable on the matter and receives specific information flows set out therein, as referred to in para. 4.9 above.

Furthermore, the Board: has the power to request the Chief Audit Executive to perform controls on specific corporate activities or transactions; among other things, it supervises compliance with the provisions laid down in Legislative Decree 254/2016, also through specific in-depth analyses, reporting the related results in the Annual Report to the Shareholders' Meeting; receives from the Surveillance Body, for information purposes, those reports that the latter deemed well-grounded; moreover it receives information on privacy (from the Data Protection Officer) and on anti-corruption (from the Chief Compliance Officer) on a periodic basis.

The Statutory Auditors take part in the meetings of the Board of Directors and receive, at the same time as the Directors, the documentation on the issues on the agenda. They also attend Shareholders' Meetings and Board of Directors' Committee meetings.

In performing its work, the Board of Statutory Auditors liaises with the Company's OUs in charge of control, the Independent Auditors, the Control and Risks Committee, the Surveillance Body under Legislative Decree 231/2001 and with the Officer in charge of financial reporting under Law 262/2005. Moreover, the Board of Statutory Auditors – that constantly attends the meetings of the Control and Risks Committee - receives the necessary operational assistance for the performance of its own auditing work from the Chief Audit Executive, obtains all the Audit Reports and examines the Annual Audit Plan.

In the course of the financial year, the monitoring body plans meetings with the Boards of Statutory Auditors of the companies that are directly owned or "strategic" (in order to allow a profitable exchange of information with specific regard to the corporate operations, the characteristics of the internal control and risk management system and the corporate organization), as well as with the Top Management, the Heads of the main OUs and the Division Managers of Leonardo and, where necessary, with the Top Management of the directly-owned or "strategic" companies.

The Board of Statutory Auditors meets the Surveillance Body as per Legislative Decree 231/2001 on a periodic basis, with the purpose of also obtaining the information necessary for it to fulfil its responsibility for overseeing the functioning of and compliance with the Organizational Model and its reviews.

The Statutory Auditors, together with the Directors, attend induction sessions to broaden their knowledge of the role that the business organization plays within the Group, as well as of the industrial sectors in which Leonardo operates. Regarding the initiatives carried out during 2023, reference is made to para. 4.5 above regarding Board induction. In order to assist them in coming to a better knowledge of the scenario in which Leonardo operates and of its legislative and self-regulation framework, both the Auditors and the members of the Board of Directors are specially informed and updated by the Company regarding legislation and self-regulation in order to help them in the performance of their functions.

The Board consults the involved units within the Company to obtain further information regarding the reference legislative and self-regulation framework.

In performing their duties, the Statutory Auditors avail themselves of the services of the Secretary's Office of the Board of Statutory Auditors, which assists the Board in carrying out all the formalities necessary for the conduct of their supervisory functions.

Leonardo's Board of Statutory Auditors has adopted its own **RULES OF PROCEDURES** (available in the Corporate Governance section of the Company's website, Governance Model area), which govern the methods of functioning and responsibilities of the body, in compliance with the provisions of law, regulations and by-laws, in line with the main organizational aspects of Leonardo's governance model, and in the light of the principles and rules laid down by the Corporate Governance Code and by the Rules of conduct of the boards of statutory auditors of listed companies.

The Board of Statutory Auditors must report on its supervision activity to the Shareholders' Meeting in the specific Report prepared pursuant to Art. 153 of the Consolidated Law on Financial Intermediation, which is published together with the Annual Financial Report.

Meetings

The Board of Statutory Auditors (pursuant to Art. 2404 of the Italian Civil Code) must meet at least every ninety days.

During the 2023 financial year, the Board of Statutory Auditors held no. 22 meetings of an average duration of about two hours. During the 2024 financial year, no. 6 meetings were held as at the date of approval of this Report (compared to the about 21 meetings planned).

The Board's meetings may be held by tele-conference or video-conference, provided that all the participants may be identified and are able to follow the discussion, to simultaneously intervene in the discussion of the issues dealt with, as well as to peruse the documents in real time.

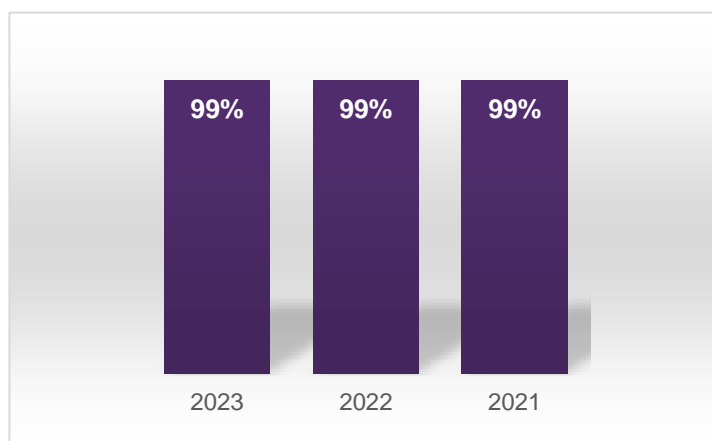
The Board of Statutory Auditors meetings may be attended by the Judge of the Court of Auditors delegated to supervise Leonardo's financial transactions (see para. 10.5 above).

Below are the data concerning the presence of the Statutory Auditors at the meetings of the Board of Statutory Auditors, as well as at the meetings of the Board of Directors, which were held during the 2023 financial year.

Attendance

	Board of Stat. Aud.	BoD
Luca Rossi Chairman	no. 22/22 meetings	no. 13/13 meetings
Anna Rita de Mauro	no. 22/22 meetings	no. 13/13 meetings
Sara Fornasiero	no. 21/22 meetings	no. 12/13 meetings
Leonardo Quagliata	no. 22/22 meetings	no. 13/13 meetings
Amedeo Sacrestano	no. 22/22 meetings	no. 13/13 meetings

Board of Statutory Auditors - Average attendance at the meetings



Remuneration

CODE: Art. 5, Recom. 30

Within the scope of the self-evaluation process related to the 2020 financial year - at the end of which the outgoing members of the Board of Statutory Auditors issued the Guidelines to shareholders for the renewal of the monitoring body - the Board carried out in-depth analyses on the amount of work required to perform the duties as a Statutory Auditor of Leonardo, sending them to the Company for their inclusion in the Remuneration Report. These in-depth analyses were also reported in the Guidelines to shareholders for the renewal of the monitoring body. The Shareholders' Meeting held on 19 May 2021 set the fees due to the members of the monitoring body appointed for the three-year period from 2021 to 2023 (a gross amount of € 80,000 per year for the Chairman; a gross amount of € 70,000 per year for each Regular Auditor). For detailed information on the fees paid during the 2023 financial year, for any reason and in any form (including by subsidiaries and associates) to each member of the Board of Statutory Auditors, reference should be made to the second section of the "Report on remuneration policy and fees paid" (under Art. 123-ter of the Consolidated Law on Financial Intermediation, TUF), which is also made available – within the time limits and in the manners

prescribed by law – on the Company’s website. The second section of this Report will be submitted to the consultative voting at the next Shareholders’ Meeting called to approve the 2023 Financial Statements.

The analyses carried out by the incumbent Board of Statutory Auditors (whose term of office expires on the date of the Shareholders' Meeting called to approve the 2023 financial statements) on the quantification of the amount of work required to perform the duties as a Statutory Auditor, are reported in the Guidelines of the Board of Statutory Auditors to shareholders as to the optimal composition of the monitoring body, to be published on the Company’s website, and to which contents reference is made.

Conflict of interest management

CODE: Art. 6, Recom. 37

As required by the Code, any Statutory Auditor who holds, either on his/her own account or on behalf of third parties, an interest in a given transaction is required to promptly and fully inform the other Statutory Auditors and the Chairman of the Board of the related terms, nature, origin and scope.

The members of the governing and control bodies of Leonardo and of the Group companies (and, therefore, also the members of Leonardo’s Board of Statutory Auditors) are also subject to the Company’s Code of Ethics (see para. 15 below), which is aimed – among other things - at preventing any conflict of interest. In this regard, the recipients of the Code of Ethics are required to promptly and fully inform the Surveillance Body pursuant to Legislative Decree 231/2001 if they should find themselves in a situation involving any actual or potential conflict of interest.

Self-evaluation

In continuity with previous years and in line with the provisions of its own Rules of Procedure, Leonardo's Board of Statutory Auditors carried out a self-evaluation process aimed at capturing the opinions of its members on the composition and functioning of the Board, also with reference to the areas of competence and experience represented within the monitoring body. The process, coordinated by the Technical Secretariat of the Board of Statutory Auditors, was carried out with the support of the independent external experts Eric Salmon & Partners Srl. With regard to the **methodology**, the self-evaluation was carried out through a qualitative and quantitative analysis of the results of a questionnaire completed anonymously by each Statutory Auditor and of the individual follow-up interviews, also keeping up with the results of the previous self-evaluations carried out during the three-year period.

At the end of these activities, at the meeting of 26 February 2024 the Board of Statutory Auditors endorsed the Report containing the **results of the self-evaluation process for 2023**, as well as an executive summary summing them up in order to give, in this Report, exhaustive information on the results of the self-assessment process.

On 8 March 2024, the Board of Statutory Auditors, with the support of the above-mentioned advisor, approved a document reporting the **Guidelines of the Board of Statutory Auditors to the shareholders** on the optimum composition of the new monitoring body, with the aim of providing the

shareholders with a valid supporting instrument to select the candidates to be included in the lists for the renewal of the Board of Statutory Auditors (see para. 12 below, to which reference is made specifically as concerns the diversity policy of the Board of Statutory Auditors). Such Guidelines will be [published on the Company's website and attached to the explanatory reports of the Board of Directors](#) on the items on agenda of the next Meeting, which will be called to renew the monitoring body, as well as they will be [a focal point in the notice of call](#).

Below is the executive summary of the Report on the [results of the self-evaluation process](#).

The results of the analysis showed that the composition is fully compliant with the ideal mix of skills and professional profiles required of the Board to adequately perform its duties, with a balanced and well-proportioned distribution of the relevant competencies. The analysis confirmed a wide and unanimous appreciation of the Board functioning in respect of the high personal cohesion, collaborative climate and strong trustworthy relationships, and a positive, definite and unanimous opinion in relation to the Chairman's leadership.

With a view to the imminent renewal of the body, the Statutory Auditors took into account the profile and mix of the current and prospective ideal experiences and skills, finding that there was a high degree of overlap between the two matrices analysed. This result, in light of the recently renewed Board of Directors – 12 new members out of the total 12 – and of the high technical complexity of Leonardo's operations, suggests by way of exception to take advantage of the benefits arising from the continuity of the Board actions compared to a possible turnover of a part of its members.

12. DIVERSITY CRITERIA AND POLICIES (ART. 123-BIS, PARA. 2, LETT. D-BIS), TUF)

CODE: Art. 2, Recom. 8 - Art. 4, Recom. 23

Below is the information regarding the policies that the Company follows with regard to diversity in the composition of the governing and control bodies, as well as regarding the objectives, implementation methods and results of the related application. These policies, which were adopted in compliance with the provisions under Legislative Decree 254/2016 and Art. 123-bis, para. 2, lett. d-bis) of Consolidated Law on Financial Intermediation, as well as in line with the recommendations of the Code concerning diversity, including gender diversity, are aimed at defining an ideal composition of the corporate bodies. Diversification of experience, age, seniority and gender, is an essential way of ensuring the right mix of expertise and professionalism in the Company's business sectors. The objective is to combine diversity and business strategy, making full use of the various contributions provided by the bodies in performing their duties and discharging their responsibilities. Therefore, the Leonardo's policy mainly takes into account the results of the self-appraisal processes carried out by the Board of Directors and the Board of Statutory Auditors.

This paragraph deals with, among other things, the measures adopted and the actions taken by the Company in the field of Gender Equality, aimed at promoting equal treatment and opportunities between genders within the company organization.

Board of Directors

Leonardo's policy

Leonardo's policy with regard to diversity in the governing body is a natural element of the **process for self-evaluation** of the functioning of the Board and its Committees and of their size and composition. The diversity factor is in fact a basic element in the self-evaluation process, which contains an in-depth qualitative and quantitative analysis of the characteristics and competencies represented in the Board and its Committees (including professional background, experience, gender and seniority in the position), with a view to making the most of the range of prospects existing among the members of the governing body. For a detailed description of the methods of Board evaluation and its findings, reference is made to the contents of para. 6.2 above.

The self-evaluation is conducted annually by means of effectively structured procedures following practices which have been established in the Company for some time. This Report annually reports on the related findings that, at the end of the term of office and with a view to the Board renewal by the Shareholders' Meeting, are included in **the outgoing Board's Guidelines for the shareholders regarding the qualitative and quantitative composition of the governing body**, in order to outline the requirements for the optimum composition of the next board.

The described policy also includes the principles, and the ways of putting them into practice, laid down in legislation and in the provisions of the By-Laws regarding **gender equality**, already remarked on in connection with the appointment of the Board of Directors – under para. 4.2 above – to which reference is made.

Objectives

From the point of view of **purposes**, the main objective is the identification of the elements and requirements which assist in obtaining the optimum composition within the Board of Directors. From the point of view of **time targets**, this policy, by its very nature, is set over the term of the mandate (usually three-years) of the body.

As a result of the prior Board's Guidelines, the newly appointed BoD undertakes a new three-year self-evaluation process to be completed, at the end of its task, by handing down the next set of Guidelines in favour of shareholders. This allows the Board to value and identify the various professional backgrounds for a better functioning of the same Board and its Committees, with a view to the fundamental inclusion, integration and complementarity of experience and skills.

Method of implementation

In taking the findings of the self-evaluation process into consideration, in order to foster the definition of the best proposals to the Shareholders' Meeting for the renewal of the Board, the outgoing governing body - in accordance with the **recommendations made by the Corporate Governance Committee** and the guidelines of the Code (with specific regard to companies with diffused ownership) – provides shareholders with its **Guidelines regarding the qualitative and quantitative composition deemed optimal of the incoming Board of Directors**, and the types of managers and professionals whose presence is deemed to be desirable.

As reported in the previous Report, the Guidelines expressed by the outgoing Board of Leonardo, on completion of the self-evaluation process performed during the related three-year mandate and with a view to the subsequent Board renewal (appointed by the Shareholders' Meeting of 9 May 2023), were disclosed to the shareholders by **publication on the website on 3 March 2023**, with sufficient advance and time to allow adequate consideration by the shareholders, assessed both with respect to the date of publication of the notice of call of the Shareholders' Meeting (29 March 2023), and to the subsequent deadline for filing the lists of candidates (13 April 2023). Moreover, the Guidelines were **a focal point in the notice of call of the Shareholders' Meeting**, beside being later **disseminated as an appendix to the Board's explanatory Reports**.

Furthermore, in compliance with the governance directions and the **recommendations of the Corporate Governance Committee**, in its own Guidelines the outgoing Board of Leonardo has expressly requested those who submit a list with a number of candidates exceeding half of the members to be elected to **provide adequate information**, in the relevant documentation, **about the lists' compliance with said Guidelines**, even with reference to the diversity criteria mentioned above, as well as to **state their candidate for the office of Chairman**.

In addition, in the aforementioned Guidelines, the same Board has expressly informed the shareholders, with specific regard to the provisions on **gender balance**, about the need to operate, in preparing the lists, in such a way as to **ensure that the number of candidates of the less represented gender is at least not less than two-fifths** of the size of the body, while also expressing the hope that **age diversity** is also ensured in identifying the candidates.

As part of the procedures for the implementation of the described policy, a special role is entrusted to the **Nomination and Governance Committee**, which supports the Board with its self-evaluation process and formulates its own recommendations. As its term of office draws near, the outgoing Board has given the said Committee the preliminary detailed information and evaluations necessary to hand down the aforesaid Guidelines.

The Board currently in office has started a new three-year self-evaluation process and, as part of this, it will verify each year that the various skills are well represented and can further evolve taking account of the Company's requirements.

Diversity aspects

In its Guidelines, the outgoing Board weighed up and set out various criteria and requisites. These are distinctive experiences and expertise to bring in the Board, each with a different dissemination (large, medium or limited if it is specialist skill) to be presented as a whole, and thus in terms of diversity, in the lists of candidates. Whilst suggesting the criteria for renewal, the Board took into account three main indicators: formal and judgmental independence; expertise; diversity in its various aspects.

The experience, expertise and profiles taken into consideration (**Skills Directory**) are specifically described within the abovementioned Guidelines, available in the Corporate Governance section of the Company's website (Board of Directors/Guidelines and Criteria area), to which reference is made.

Final remarks

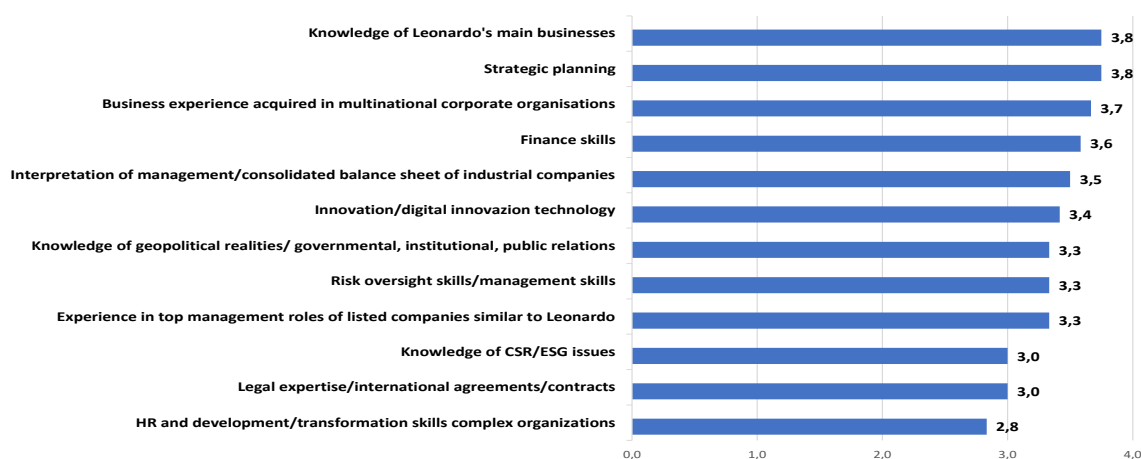
The new Board of Directors, in continuity with the practices adopted by the Company, confirmed the validity of the existing three-year duration of the diversity policy with regard to the Board composition, together with the related implementation instruments.

In continuity with what has been done so far, the new Board will proceed, building on the self-evaluation process undertaken in the first year of its mandate, with the possible definition of new preliminary instructions on diversity to be taken into account and developed during the three-year period, again in the framework of Board evaluation with a view to preparing the next set of Guidelines.

Results

As regards the outcome of the policy described above with regard to the composition of the newly appointed Board, the set of diversity aspects (expertise¹⁷, experience¹⁷, age¹⁸, seniority in the position¹⁸, gender) reflected and noted in the current governing body is shown in the summary graphs below. In compliance with the targets suggested by Law (see para. 4.2 concerning the appointment of Directors), the less represented gender quota in the present Board of Directors is 2/5 of its members.

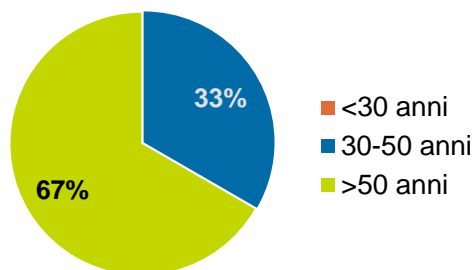
BoD - Skills and Experiences



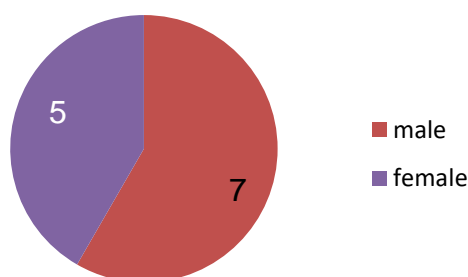
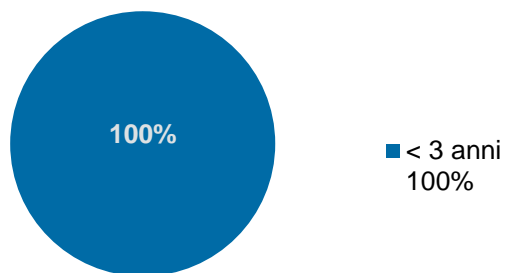
¹⁷ February 2024 data.

¹⁸ At the date of approval of this Report (12 March 2024).

BoD Breakdown by Age



BoD Seniority



BoD Gender Diversity

Board of Statutory Auditors

Leonardo's Policy

Leonardo's Policy concerning the Board of Statutory Auditors is also structured within the **self-evaluation process** performed by the monitoring body.

The initiative to proceed with the self-evaluation (which is an innovatory process with respect to the Code) is consistent with the definition of a **diversity policy of the monitoring body**, which includes essential **objectives** such as identifying profiles and requirements suitable to promote an optimum composition of the board, as well as to offer a useful tool to the shareholders who intend to submit a list for the related appointment.

Again, the self-evaluation process embraces diversity as a cornerstone, with a view to enhancing the range of experiences, skills and prospects within the Board.

As referred to in para. 11.2 (to which reference should also be made for the description of the related **method**), the findings of the self-assessment process and the final assessments expressed by the Board members as to its optimal composition show the diversity within the board as one of the most significant features, as a strength of the board, in terms of gender, seniority in the position/age and professional background and experience.

Leonardo's Policy concerning the Board of Statutory Auditors also includes the principles and the ways of putting them into practice, laid down in legislation and in the provisions of the By-Laws regarding **gender balance**.

The members of the Board of Statutory Auditors, holding office until the Shareholders' Meeting called to approve the 2023 Financial Statements, on conclusion of their term of office and on the basis of the elements resulting from the self-evaluation carried out during the three-year period, defined the [Guidelines of Leonardo's Board of Statutory Auditors to the shareholders](#) as to the qualitative and quantitative composition of the monitoring body (see para. 11.2). Such Guidelines will constitute [a focal point in the notice of call of the Shareholders' Meeting](#) convened to pass resolutions on the appointment of the new body for the three-year period 2024-2026, they will also be [published on the Company's website and attached to the explanatory reports of the Board of Directors](#) on the items on the Meeting's agenda.

Diversity aspects – Final remarks

Below are the main remarks made by the Board of Statutory Auditors on the optimum composition of the monitoring body that will be in office over the next three years, including the main diversity profiles considered during the preparation of the abovementioned Guidelines.

With regard to the guidelines to the shareholders on the characteristics and composition of the future Board of Statutory Auditors of Leonardo, worth noting are issues such as diversity (gender, age) and skills. As to gender, the present Board has maintained a gender balance and, in accordance also with the regulations, there are no grounds for modifying the current proportion. Similar considerations emerged during the self-evaluation in relation also to age. Overall, the current diversity of the Board, as arisen from the self-evaluation processes, fully meets the needs imposed by the dimension and operational complexity of Leonardo and it is hoped that the future Board can keep on in the same fashion. With regard to the skills, the comparative analysis on the two skill matrices (mix of current and prospective skills of the Board) highlighted a considerable overlap between the current mix of knowledge, skills and experiences and the ideal one of the future Board. This result, in light of the recently renewed Board of Directors – 12 new members out of the total 12 – and of the high technical complexity of Leonardo's operations, suggests by way of exception to take advantage of the benefits arising from the continuity of the Board actions compared to a possible turnover of a part of its members.

Results

As to the [results of the described policy with reference to the composition of the Board of Statutory Auditors holding office](#), appointed by the Shareholders' Meeting of 19 May 2021, reference should be made to the [results of the self-evaluation process](#) conducted by the monitoring body on conclusion of its term of office (described in para. 11.2 above).

In line with the targets provided for by the Law, the quota of the less represented **gender** is currently equal to **2/5** of the related members.

Gender Equality

The Company has a long-standing commitment to promoting an inclusive culture and effective equal treatment and opportunities between genders within the company organization. At Leonardo gender

equality is a key driver for competition, a strategic factor in attracting talent, enhancing human capital and innovation, which is essential for people development and for achieving an inclusive and sustainable model of society and workplace as well.

The Company actively promotes the principles of inclusion, equality and appreciation of diversity, as well as the prevention and removal of all forms of direct or indirect discrimination, at all stages of the employment relationship, in daily operations and in business relations, with a focus on what happens within the corporate community, but also externally and in relations with stakeholders.

In this respect, it should be recalled that the **Whistleblowing platform** has been confirmed as the reporting channel of violation of laws or company protocols also within this context (see para. 15).

The promotion of gender equality is one of the **goals** that Leonardo pursues as part of its **Sustainability Plan** inspired by the key international guidelines, the **United Nation Sustainable Development Goals (SDGs)** in adherence to the **UN Global Compact**, a commitment consolidated in 2023 through the signing, by the Chief Executive Officer and General Manager Roberto Cingolani, of the **Manifesto “Business for people and society”**.

Within the framework of the strengthening initiatives taken in the area of Gender Equality, in line with the directions in the Code regarding issuers’ adoption of **measures that foster equal treatment and opportunities between genders within the business organization**, we must note in particular:

- ✓ The issue of the **“Diversity, Equity and Inclusion” (DE&I) Policy**, approved by the Chief Executive Officer and General Manager on 2 November 2023 and addressed to all the employees and collaborators of Leonardo, both in Italy and abroad. The Company is also committed to spreading the related principles to its stakeholders, in particular suppliers and customers;
- ✓ The appointment in 2023, within the People & Organization OU, of the **Diversity, Equity and Inclusion Manager**, to promote a culture of respect for diversity and a collaborative, inclusive and plural working environment, with specific expertise in: participating in the preparation of the Group Strategic Plan as regards the Diversity, Equity and Inclusion topics; defining the related objectives and KPIs (in coordination with the Sustainability OU); supporting the drawing up and updating of the abovementioned “Diversity, Equity and Inclusion” Policy; developing the Initiative Plan on such matter, fostering its evolution also through specific benchmarking activities; supporting training activities and spreading topics within the entire company population;
- ✓ The newly established **Steering Committee** (composed of the Chief Executive Officer and General Manager, the Co-General Manager, the Chief People & Organization Officer, the Chief Sustainability Officer and the Diversity, Equity & Inclusion Manager), whose main responsibility is the protection of diversity and equal opportunities in the workplace, also with a view to identity and propose related guidance and monitoring actions.

The **Diversity, Equity and Inclusion Roadmap** is developed through concrete and measurable actions over time: initiatives to raise awareness and training; programmes dedicated to the female empowerment; promotion of STEM disciplines among women and girls; offer of services and solutions for a better life-work balance; active listening to people’s needs.

- ✓ **Raising awareness and training** – Guidance, training and development initiatives (involving all levels of the corporate organization) aimed at strengthening a culture based on respect and inclusion:
 - joining, during the International Day for the Elimination of Violence against Women, the awareness-raising campaign **GENERlamo Cultura** for the prevention of harassment in the workplace and gender-based violence (initiative promoted by the National Commission for Equal Opportunities), with the organization of specific follow-up events;
 - collaboration with **Valore D**, the first corporate association promoting gender balance, with the realisation of training courses dedicated to overcoming gender stereotypes and to the issue of harassment in the workplace, as well as free live-streamed meetings dedicated to inclusion, self-enhancement and gender equality.
- ✓ **Female empowerment** – Programmes aimed at supporting women and their career development paths (**mentorship and coaching**); international programmes aimed at strengthening women leadership and empowerment through listening, dialogue and discussion (**Springboard**).
- ✓ **Promotion of STEM disciplines** – Leonardo is committed to bringing the younger generation, especially girls, closer to STEM disciplines, also through training activities aimed at reducing the gender gap in scientific professions. Specifically, the Company joined the **Role Model** project of the Elis consortium (dedicated to middle and high schools) and the mentoring programme **YEP – Young women Empowerment Program** for young female students in economics and STEM faculties of leading universities in Southern Italy.
- ✓ **Work-life balance, parenting and well-being** – The enhancement of diversity extends from the professional to the personal dimension, including through the adoption of new models of work organization (**remote working**), pathways to enhance parenting (**Lifeed**), in addition to services and tools aimed at supporting economic, physical and psychological well-being and promoting work-life balance.
- ✓ **Active listening** – Involving and listening to people through structured surveys, relational channels and communities, to give voice to the different needs in the company and promote an increasingly collaborative, fair and inclusive work environment.

In 2023, Leonardo was included for the third consecutive year in **Bloomberg Gender-Equality Index (GEI) 2023**, with the highest score for transparent communication and above-average results for equity and equal pay, policies against sexual harassment, and corporate brand recognition as a pro-woman brand. The GEI stock index values the performance of listed companies both for transparency in disclosing gender data and for the measures adopted with a view to inclusion and enhancement of diversity. Furthermore, Leonardo is included in **CARING COMPANY 2023**, which includes the Italian companies that are most committed to supporting a true work-life synergy for all their people, with a caring leadership model and which know how to continuously highlight people in their diversity.

Finally, it should be noted that the [Remuneration Committee](#) (see para. 8.1) has been assigned the specific task of monitoring the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders in the corporate organization.

13. INVESTOR RELATIONS

The Company has long had a dedicated corporate unit in order to promote an ongoing, open relationship with investors and the financial market. The [Investor Relations & Credit Rating Agencies](#) organizational unit (reporting directly to the Chief Financial Officer) manages the relationship with shareholders in general, institutional investors (Equity, ESG and Bondholders), credit-rating agencies, financial analysts (Equity, ESG and Fixed Income) and proxy advisors, through a constant, proactive, transparent and timely communication, while also promptly informing the public about events or decisions that may have significant effects on the prices of the financial instruments issued by the Company or of the related financial instruments.

As regards the current [“Procedure for the management, processing and disclosure of Leonardo Spa’s confidential and inside information and for the keeping of the Insider List”](#) and the related flows and responsibilities in the management and disclosure process of price sensitive information, reference should be made to the contents of para. 4.8 above.

With regard to the procedures [to access information](#), the Investors area of the Company’s website provides the details of interest, including the audio/video recording of the conference calls and presentations to the financial community, in addition to the presentation documents and the financial press releases issued by the Company, and information regarding dividends, the share price, the performance of the main stock exchange indices, including credit and ESG ratings. Furthermore, reference should be made to para. 14 below with regard to the specific information provided to the shareholders at the Meetings.

We provide below a brief description of the main work of [dialogue and engagement with shareholders and financial stakeholders](#) (i.e., institutional investors, financial analysts, credit rating agencies and proxy advisors).

Financial Disclosure

The OU Investor Relations & Credit Rating Agencies contributes to laying down the financial disclosure strategy and the Group’s equity story, including ESG topics that are relevant to the financial market, in line with the strategic and economic-financial objectives of the Industrial Plan. Through the management and the development of the relationships with both actual and potential financial analysts and institutional investors, the OU contributes to make them learn more about Leonardo by organizing events, even virtually, focused on the analysis of its strategy, business, commercial performance, economic and financial prospects and ESG topics. A particularly important part of this activity are presentations to the financial market of the Industrial Plan, as well as of interim financial results, also in conference call and by webcast, the management of the Company Roadshows with the Group’s management, the Deal Roadshows on the occasion of non-recurring transactions and the Investor

Days with site visits, including through virtual tools. On the occasion of the publication of the annual, six-monthly and quarterly data the Company organizes conference calls or presentations with institutional investors and financial analysts, with the participation of the press, in order to provide an overview of the results and analyse the main factors that impacted on the performance. After the description of the results, the participants can ask for more details and make specific questions during the Q&A session. Moreover, the OU manages and develops an ongoing dialogue with ESG/SRI (Environmental, Social and Governance/Socially Responsible Investment) investors, providing all the information required for a correct evaluation of the Company's state of affairs.

Each year, during the main shows for the sector, including, alternatively, Farnborough (England) or Le Bourget (France), meetings, even virtually, are organized between groups of investors and the Company which can also involve the top management of Leonardo and of the Divisions, proposing specific presentations of the main products and systems present at the airshow (product tour). In 2023 the participation in trade fairs and, more in general, in meetings between groups of investors and the Company top management took also place by electronic means, in compliance with the provisions issued in relation to the health emergency. In order to maintain the dialogue already established with the market on ESG topics, in the course of 2023, the Company in particular participated in the annual meeting with investors specializing in ESG organized by Euronext - the Italian Stock Exchange Borsa Italiana (Euronext Sustainability Week) and in the European ESG Conference organized by *Société Générale*.

Moreover, the OU manages the relationships with Borsa Italiana and Consob ("Market Division") in the sphere of its responsibility, with specific reference to the disclosure of inside and confidential information, together with the other corporate structures and in particular with the Legal Affairs OU.

Credit Rating Agencies

The OU is responsible for handling relations with the three Credit Rating Agencies (Moody's, Standard & Poor's, Fitch) which award Leonardo a credit rating and a rating for its bonds.

The credit rating agencies, prominent parties in the financial markets, are privileged interlocutors and therefore are timely informed – in compliance with the regulations on market abuse - on the strategic choices made by management. Individual meetings and conference calls are arranged periodically in order to provide the latest details of the quarterly results, the economic and financial outlook, the ESG performance and transactions of significance for credit rating purposes, in addition to meetings at which the results for the year are examined, with the participation of the Leonardo management. Normally, the Company meets with the aforementioned agencies once a year as part of the Annual Meeting Review in the aftermath of the approval of the Annual Financial Report results, as well as on the occasion of significant strategic transactions.

Shareholder Engagement – Engagement Policy

CODE: Art. 1, Recom. 3

In consideration of a steady increase in the participation of the international institutional investors at the Leonardo's Shareholders' Meetings (Shareholder Activism), the unit has long since implemented

its commitment to Shareholder Engagement, which is aimed at meeting their needs and expectations and supporting their active part in these meetings. Leonardo enhances the engagement with its shareholders and the holders of other financial instruments, as well as with institutional investors and asset managers, encouraging a constant and ongoing dialogue that brings benefits both to stakeholders and to the Company.

As required by its own Rules, the Board of Directors has adopted an **engagement policy “Engagement Policy for managing the dialogue with the general public of shareholders and other stakeholders”**, aimed at promoting and regulating opportunities for meetings and dialogue between the Company and its financial stakeholders, as well as at encouraging continuous, proactive, transparent and timely communication, in accordance with the guidelines of the Code and in line with international best practices, while also taking account of the engagement policies adopted by institutional investors, proxy advisors and asset managers. The policy regulates, as set out below, the management of the **engagement initiatives promoted by the Company, as well as begun on request of the shareholders and the other financial stakeholders**.

The abovesaid policy (available in the Investors area of the Company’s website) was approved by the Board on 30 September 2021 following an analysis path embarked on by the Company on the initiative of the Chairman and in agreement with the Chief Executive Officer, in compliance with the current regulations governing the management and circulation of corporate information (i.e., Market Abuse Regulation).

According to the policy, the management of dialogue with financial stakeholders is entrusted to the Chief Executive Officer, who assesses the related timing, methods and contents in coordination with the Chairman of the Board of Directors for the issues and profiles regarding his specific powers (as set out by the Board of Directors/art. 4 of the BoD’s Rules of Procedure and by the Corporate Governance Code), relying on the support of the Investor Relations & Credit Rating Agencies OU; the Chief Executive Officer also considers the need to involve, in the dialogue, corporate functions other than the Investor Relations & Credit Rating Agencies OU or other members of the Board, in particular the Chairman or the Chairmen of the Board committees.

For the purposes of the policy, the above-mentioned OU has therefore the task of supporting the Chief Executive Officer in ensuring standardized management of incoming requests for engagement from financial stakeholders and any actions prompted by the Company. In particular, as a contact unit, the OU considers, on his behalf, any and all **requests for engagement that reach the Company**, playing a role of filtering and connecting those coming from financial stakeholders with those from the Company. Through the Investor Relations & Credit Rating Agencies OU, financial stakeholders can **request to directly interact with the Company** on issues regarding economic and financial results and outlook, industrial plan, strategies, corporate governance, social and environmental sustainability, policies on the remuneration of directors and managers with strategic responsibilities, the internal control and risk management system, and the Company's policies governing ethics, transparency and anti-corruption. The choices with respect to the timing, the company functions and staff to be involved and the forms of the dialogue (**modalities and content of the dialogue**) are made from time to time by the Chief

Executive Officer with the support of the same OU, on the basis of a responsible and realistic assessment of the object and purpose of the talks, as well as of the characteristics and size of the other party, including in light of previous engagement initiatives with the Company, without prejudice to the Chief Executive Officer's coordination with the Chairman of the Board as specified above. [The functions and persons to be involved in the dialogue](#) with shareholders or other stakeholders, or with their representative organizations, [are identified](#) on the basis of considerations of competence and in light of the governance structures and is left to the assessment on the part of the Chief Executive Officer; the Chairman of the Board and the Chairmen of the Committees may be possibly involved in the dialogue, only upon the decision of the Chief Executive Officer and by reason of the competence assigned to them within the Board.

The [requests for Engagement](#) must provide information with respect to:

- (i) issues to be discussed;
- (ii) reasons for which dialogue is requested;
- (iii) how the dialogue will be conducted and participants for the applicants.

It is the Company's right to request further clarification about the requests it has received.

The scope of application of the policy does not include:

- the engagement with shareholders concerning the proceedings of the Shareholders' Meeting and the work of assistance relating to their participation in the event;
- the Company's engagement activities that are unrelated to the investment in Leonardo, which are the responsibility of specific corporate functions on the basis of the internal organization, as well as of the Procedures and practices that are adopted.

In respect of the [reporting activity to the Board around the implementation of the engagement](#), within the scope of the specific role assigned to the Chairman of the Board of Directors (as reported in para. 4.5 above), the Chairman ensures that the Board members, after having heard the Nomination and Governance Committee, receive adequate [information on the development and the significant contents of the dialogue that takes place](#) and, in particular: during the Board's meetings, if deemed appropriate in agreement with the Chief Executive Officer, with regard to the most significant issues that emerge from the dialogue; on a six-monthly basis, by means of a periodic report that is considered in advance by the Nomination and Governance Committee, with regard to the dialogue that takes place during the relevant period. In any case, the Board is promptly informed of a specific dialogue initiative, if deemed appropriate by the Chief Executive Officer in agreement with the Chairman.

With specific regard to 2023, it should be noted that the Board of Directors – after having consulted with the Nomination and Governance Committee - received updates at specific meetings on the dialogue that had taken place, expressing appreciation for the report and the work performed by the Company in its talks with financial stakeholders.

The dialogue held with shareholders and financial stakeholders was also continued during the year through usual initiatives such as the presentation of interim results, the organization of events and roadshows, and participation in conferences and conference calls.

The Chief Executive Officer, the CFO and the Investor Relations & Credit Rating Agencies OU participated in the aforesaid dialogue activities.

The Company has responded in a structured manner to the requests it has received, including by proactively updating the financial market on [key issues involved in the dialogue](#), such as the Group's prospects in the short and medium-long term, also in light of the strategic initiatives reported by the Chief Executive Officer that will be included in the Industrial Plan. In particular, the financial market's attention was focused on the process digitalization aimed at further strengthening the competitiveness of the Group's offer, integrating the new growth areas of Cyber and Space to the core business. Some issues of particular interest to the financial market were also examined, such as cash generation and the progress of the restructuring and relaunch plan of the Aerostructures business.

With regard to [dialogue with other major stakeholders](#), the Company promotes, in line with its engagement policy, an ongoing dialogue with other financial stakeholders (other than shareholders), such as [institutional investors, financial analysts, credit rating agencies and proxy advisors](#).

With regard to [financial analysts](#), the summary of the relevant analyses on the issues of interest – provided on presentation of annual/interim results - is sent to Top Management and the Board as part of the periodic reporting required by the policy. This summary represents in fact the financial stakeholders' updated view of the Company.

The Company also manages engagement initiatives on ESG issues aimed at [investors who adopt investment stewardship approaches](#) (e.g., investors who are signatories to the Principles of Responsible Investments), proxy advisors, and other categories of financial stakeholders. Engagement activities include the organization of conference calls and dedicated meetings with the main institutional investors throughout the year and in the months leading up to the Shareholders' Meeting, with opportunities to discuss new scenarios, trends and regulations that are likely to have an impact on issues dealt with at shareholders' meetings and investor voting. With reference to the [proxy advisors](#), it is worth mentioning in particular the Company's participation in: *i)* the annual meetings held by the main proxy advisors on the occasion of the opening of their respective engagement campaigns, mainly concerning the updating of policies on the methodologies adopted for voting recommendations; *ii)* the direct engagement activities carried out with respect to the specific items on the agenda of the Shareholders' Meeting.

14. SHAREHOLDERS' MEETINGS (ART. 123-BIS, PARA. 2, LETT. C), TUF)

Notice of call and disclosures to Shareholders

The Shareholders' Meeting, the body through which shareholders can cast their vote according to the procedures and on the subjects prescribed by law and by the By-Laws, is called at least once a year to approve the Financial Statements, within 180 days of the close of the fiscal year (Art. 12.2 of the By-Laws).

Shareholders' Meetings are called by means of a [notice of call](#), containing the information required by Art. 125-bis of the Consolidated Law on Financial Intermediation, published on the Company's website

in a specific dedicated area (as well as per extract printed in at least one national daily newspaper and according to the methods envisaged by Consob) at least 30 days prior to the date set for the Shareholders' Meeting on first call, except for any Shareholders' Meetings called: *i*) to appoint the corporate bodies through the list voting (40 days before the Meeting); *ii*) to resolve on defense measures in the case of a take-over bid (15 days before the Meeting); *iii*) to resolve on capital decreases and the appointment/dismissal of liquidators (21 days before the Meeting).

The Shareholders who represent, even together with other Shareholders, at least a fortieth of the share capital may make, within the time limits and according to the procedures set out in Art. 126-*bis* of the Consolidated Law on Financial Intermediation and in the notice of call, additions to the list of issues to be discussed at the Shareholders' Meeting or submit proposed resolutions on any issues that are already on the agenda, specifying the related reasons. In any case, the Shareholders will be entitled to submit, regardless of the shareholding held by each of them, proposed resolutions regarding the issues on the agenda in the course of the Shareholders' Meeting.

The Board shall endeavor to ensure that the shareholders receive accurate and timely information on the items on the agenda, so as to enable each shareholder to make informed decisions on the matters for which the Meeting is responsible.

With regard to the **access to the Company information**, Leonardo's focus has always been on ensuring, including through **institutional means of online communication**, that information provided to shareholders is of quality and easily accessible, in compliance with the regulations regarding price sensitive information and the disclosure of "regulated information". During the years Leonardo has constantly renewed and structured its website, with the aim of enhancing and implementing clarity and findability of related contents.

In the specific Corporate Governance section of Leonardo's website, all the material documents regarding the shareholders and the single Shareholders' Meetings are promptly made available to the public (in addition to this Report and the relevant documentation): an appropriate area that is also accessible directly from the website's home page publishes the notice of call, the explanatory reports of the Meeting's agenda and any and all other documents to be submitted to the shareholders, proxy forms and information on the amount and composition of the share capital, as well as any documents following the meeting (a summary report on voting and minutes of the shareholders' meeting).

In the last four financial years, as reported below (see the 2023 Shareholders' Meeting), the Meetings were held allowing the shareholders to participate exclusively through the Shareholders' Representative (Computershare SpA), as appointed by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Financial Intermediation. The Company promptly made available the individual resolution proposals to be put forward to the Shareholders' Meeting, submitted by the shareholders pursuant to Art. 126-*bis* of the Consolidated Law on Financial Intermediation.

Furthermore, the Company implemented and made available to its shareholders – in the same dedicated area of the website - a specific section named **"Shareholders' Rights"**, in order to facilitate the understanding of the mechanisms for participation in the Shareholders' Meeting through practical support enabling Leonardo's shareholders to be actively involved in the life of the Company, beside

gathering in a structured manner any information relating to the rights that can be exercised by them. On the occasion of each meeting, a collection of **FAQs** is also prepared and made available online on the website, providing details on each specific Meeting and each item on the agenda, with direct access to the related documentation.

The website's Corporate Governance section also includes, with prompt updates, further information of interest, concerning, among other things, the composition of the corporate bodies and *curricula* of the related members, disclosures on Internal Dealing, minutes of the Shareholders' Meetings and of the Board of Directors meetings, the Company's By-Laws. Moreover, in this section there are also some specific areas with related documentation related to extraordinary transactions. Furthermore, a chart is available, which illustrates and summarizes the Company's governance system, in order to offer an overview of the various corporate bodies and to report the respective composition and place within the structure of Leonardo.

Additional sections of the website are related to the information to be provided to Investors (with specific areas dedicated to the approval of interim results and to the related disclosures to the market, including links to access the related webcasts) as well as to Sustainability, Ethics and Compliance issues.

The Board of Directors attends the Shareholders' Meetings. Especially on the occasion of the Meeting called to approve the Annual Financial Statements, the Chief Executive Officer reports – also with the help of specific presentations - on the activity carried out during the financial year and on the Company's future plans, providing any necessary clarification.

The Shareholders' Meeting is also attended by the Statutory Auditors, as well as by the Group's Executives invited by the Chairman in relation to the issues being discussed.

Functioning of the Shareholders' Meeting

The Shareholders' Meeting is held in ordinary and extraordinary sessions and may pass resolutions on issues reserved for it by applicable laws, except for the Board's right to resolve (pursuant to Art. 2365, paragraph 2, of the Italian Civil Code and Art. 24.1 of the By-Laws) on the issues specified in para. 4.1 above.

During Ordinary Shareholders' Meetings, resolutions are passed by an absolute majority of those in attendance, with the exception of the matters specified under Art. 22.3 of the By-Laws, for which the favorable vote equal to at least three-fourths of the capital represented at the Meeting is required (Art. 16.5 of the By-Laws).

Extraordinary Shareholders' Meetings also require the favorable vote of at least three-fourths of the capital represented in order for resolutions to pass (Art. 16.4 of the By-Laws).

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors, who directs the proceedings ensuring that discussions take place correctly and that shareholders are enabled to exercise their rights to speak and reply on each item dealt with.

With the purpose of setting out the appropriate procedures for ensuring meetings are conducted in an orderly and constructive fashion **Shareholders' Meeting Regulations** have been adopted by the

Company for some time, which define the procedures and main aspects (such as the right to take part in Meetings or to be present at them, rules for debate, voting methods, arrangements for voting operations) so that the proceedings are properly conducted and the shareholders are permitted to exercise their right to speak on the items on the agenda.

In order to ensure that all Shareholders are able to exercise this right, the Regulations contain special provisions concerning the manner in which requests to speak on the individual items on the agenda should be presented, the maximum time Shareholders are allowed to speak and the possibility of asking to be allowed to speak again and to state how they will vote if they wish to do so.

The Regulations also contain provisions for special powers held by the Chairman that enable him to settle conflicts among the persons attending the meeting or to prevent them from arising and to repress abuse of any kind.

Furthermore, the Regulations exactly define procedures for admittance to Shareholders' Meeting locations by those entitled to attend (Art. 4) and expressly provide for procedures for addressing Shareholders' concerns prior to the Meeting (Art. 10) in keeping with the law in force. The said Regulations are always distributed to Shareholders on the occasion of shareholders' meetings and may be viewed in the Corporate Governance section (Shareholders' Meeting area) of the Company's website.

Right of attendance and voting at the Shareholders' Meeting

Based on the **Record Date** mechanism, the right to attend Shareholders' Meeting and vote is attested by a specific communication released by a financial broker to the Company in favour of those entitled to voting rights, based on the evidence of their accounting records, seven trading days prior to the date of the Shareholders' Meeting on first call. Any notices given by the broker shall be received by the Company by the end of the 3rd trading day prior to the date set for the Shareholders' Meeting on first call. Shareholders are entitled to speak and vote if their notices reach the Company after the above time limit provided that it does so while the meeting is still in progress.

Credit and debit entries in the broker's account after the Record Date are not relevant to the entitlement to exercise voting rights.

The entitled persons can be represented by written proxy, which may be notified to the Company pursuant to Law and By-Laws as indicated from time to time in the notice of call. The Company provides the entitled persons with a proxy form for the participation in the individual Shareholders' Meetings. The Company is also entitled (Art. 14 of the By-Laws) to designate a common representative for each Shareholders' Meeting, i.e. a person to which the Shareholders may grant a proxy with instructions on how to vote (which the common representative shall comply with) on all or certain of the items on the agenda. Such proxy must be given by the end of the 2nd trading day prior to the date set for the Shareholders' Meeting, and without incurring expenses.

There has been a Company-appointed shareholders' representative to whom shareholders may give proxies free of charge since the 2012 Shareholders' Meeting.

Finally, as required by Art. 127-*ter* of the Consolidated Law on Financial Intermediation, the Shareholders may also submit questions on the issues on the agenda before the Shareholders' Meeting, within the time limit (cut-off date) and according to the procedures specified in the notice of call. The Company gives answers during the Shareholders' Meeting at the latest; it may also do so on paper at the beginning of the Meeting.

2023 Meeting

At the Shareholders' Meeting held on 9 May 2023, in line with the provisions of Art. 106 of Decree Law no. 18 of 17 March 2020 – the so-called *Cura Italia* Decree - converted with amendments by Law no. 27 of 24 April 2020, whose efficacy was extended by Decree Law no. 198 of 29 December 2022, converted with amendments into Law no. 14 of 24 February 2023) the attendance at Meetings and exercise of voting rights on the part of the shareholders could only take place by granting a specific proxy, containing voting instructions on all or some of the proposals on the agenda, to the Shareholders' Representative (Computershare SpA) appointed by the Company pursuant to Art. 135-*undecies* of the Consolidated Law on Financial Intermediation, according to the procedures and terms illustrated in the notice of call.

In order to facilitate the submission of the proxy and voting instructions on the part of the shareholders, the Company made available the usual forms that can be downloaded from the website in the website section dedicated to the Shareholders' Meeting, as well as a specific link to guide their compilation and online transmission. The above provisions applied without prejudice to the right of those shareholders who did not intend to make use of the described procedures of attendance, as well as to grant proxies and/or sub-proxies to the Designated Representative pursuant to Art. 135-*novies* of the Consolidated Law on Financial Intermediation, with related voting instructions.

Moreover, in consideration of the described procedures for attending the Meeting and exercising the vote, in order to make it possible for those concerned to exercise their right pursuant to Art. 126-*bis*, paragraph 1, penultimate sentence of the Consolidated Law on Financial Intermediation (submission of individual proposals for resolutions at the Shareholders' Meeting), albeit with terms and methods compatible with the described situation, as well as with the need for timely disclosure of such proposals the Company granted those entitled to attend the Shareholders' Meeting and exercise their vote the right to submit individual resolution proposals on items already on the agenda, while undertaking to promptly publish them on the website, in order to allow those entitled to give their opinion in an informed manner also on the basis of these new proposals, giving any related voting instructions to the Designated Representative. As mentioned above, the Company promptly provided, in the specific dedicated area of the website, the individual resolution proposals submitted by the shareholders, which had to be put forward to the Shareholders' Meeting.

With regard to the right to pose questions before the Shareholders' Meeting, in order to allow the shareholders to cast their vote through the Designated Representative also on the basis of the related feedback, the Company provided the answers three days before the actual date of the Meeting by publishing them on the website. In order to also provide shareholders with all the information necessary

for the best awareness in accordance with the voting instructions in due time, the Company also made available online, in the days before the meeting, a presentation of the 2022 results, accompanied by a video message from the CEO to shareholders, in place of the usual illustration during the Shareholders' Meeting.

The Shareholders' Meeting held on 9 May 2023 was attended by the Chairman and the Chief Executive Officer, on behalf of the Board of Directors, and by the Chairman of the Board of Statutory Auditors on behalf of the monitoring body.

15. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (ART. 123-BIS, PARA. 2, LETT. A), 2ND PART, TUF)

Over the years Leonardo has built an integrated responsible business conduct model with the aim to prevent the risks of illicit practices, at all work levels and in any geographical area, by disseminating and promoting its values, defining clear rules of conduct and implementing effective control processes, in line with the requirements set forth by applicable laws and international best practices.

Transparency, ethics and anti-corruption are the basis of the governance of Leonardo: through an ongoing commitment, the Company has strengthened its responsibilities and internal controls, as well as adopted new risk assessment methods with particular attention to anti-corruption issues, adopted a Code of Ethics and set out a specific process to manage reports (Whistleblowing).

This paragraph provides a description of the main organizational measures taken by the Company, which are additional to what is specifically required by the Code.

✓ Organizational structure

With the aim of maximizing value creation for all stakeholders, while ensuring the Group's operating efficiency and capacity to generate competitive and sustainable know-how, in June 2023 the Chief Executive Officer and General Manager (see para. 4.6.) launched a new structure in order to significantly rationalize the company organization, reducing the number of units directly reporting to him to ensure a higher degree of clarity, simplification and a greater operational efficiency in support of the corporate businesses.

Compared to the prior organization, the main differences consisted in: the set-up of the new **Space Business unit**, whose objective is to unify the management of the group presence in this specific area to review the functioning and/or relationship mechanisms between the activities in some Group companies and those in Leonardo divisions, the aim being the adequate enhancement of the overall skills and investments; the strengthening of the **Strategy, M&A and Equity Investments OU** in charge of supporting in the definition of the corporate strategy, management of extraordinary transactions and of technological expertise, related programs and issues specifically centered, *inter alia*, on the Group rationalization and overall presence in the key and ancillary businesses in order to avoid any dispersion or overlap of resources; the set-up of the **Innovation OU** responsible for developing and guiding the Group technological portfolio while managing its technological evolution; the set-up of the **Legal Affairs OU**, dealing with the typical legal and corporate affairs inherited from the previous Group General Counsel OU, excluding the responsibilities assigned to the newly established **Corporate Body Affairs**

OU (which supports in all the activities of the Chairman of the Board of Directors and of the corporate bodies) and **Compliance OU** (which directs and coordinates initiatives and issues concerning the Business Compliance, Trade Compliance, Trade Partnerships, Business Ethics & Integrity and Anticorruption areas); the set-up of the **Sustainability** OU charged with defining the Group's sustainability strategy and governance.

The General Business & Operations Department, headed by Lorenzo Mariani as **Co-General Manager**, covers a broader field of action compared to that of the previous General Department, as it includes all the Divisions and operating Business Units together with Business Development, Sales, Operations, Procurement, Logistics and Real Estate units.

In continuation of the reorganization process of the Group footprint in the USA, worth noting is the completion (November 2023) of a public secondary offering in the United States by the subsidiary Leonardo US Holding LLC of a minority stake of the shares held in Leonardo DRS Inc. Upon completion of the transaction Leonardo indirectly holds approximately 72.3% of the issued and outstanding shares of Leonardo DRS, maintaining a significant industrial and commercial footprint in the USA.

✓ **Whistleblowing Guidelines**

Leonardo encourages anyone who becomes aware of breaches (behaviours, acts or omissions) of the law or of internal company protocols that are, even potentially, detrimental to the public interest or the Group's integrity, to submit a report through the internal Whistleblowing Channel (**Whistleblowing Platform**) which is in operation to transmit and manage reports and suitable to guarantee, including by means of a cryptography system, with the utmost confidentiality of the whistleblower, the person involved or mentioned in the report, as well as the content of the report itself and of the related documentation.

In accordance with the applicable provisions of law, the office referred to in article 4, para. 2, of Legislative Decree 24/2023 in charge of handling the reports has been identified as the Management Audit & Whistleblowing OU (Whistleblowing Office) established within the Group Internal Audit OU of Leonardo.

In addition, the handling of Whistleblowing (including the procedures and preconditions to submit internal, qualified or anonymous reports, as well the conditions to make external reports and public disclosures) is regulated internally within the **WHISTLEBLOWING MANAGEMENT GUIDELINES**, approved by the Board of Directors of Leonardo in 2015 and recently updated in September 2023, in consideration of Legislative Decree 24/2023, to provide shared rules across the Leonardo Group. The Guidelines have been fully applied and have been circulated since they were issued, and also during the reporting period, both inside and outside the Company in order to ensure that they are publicised and disseminated to the greatest possible extent.

The **Whistleblowing Committee** is the corporate body established at Group level and made up the Compliance, Finance, Group Internal Audit, Legal Affairs, People & Organization and Security OUs which receives, through the Whistleblowing Office, the reports previously examined by the Surveillance

Body of Leonardo or of the Group company involved, to be appropriately evaluated and to direct other more in-depth inquiries through the Whistleblowing Office and, if necessary, also with the support of other Group structures or third parties.

Furthermore, at the stage of reviewing the outcomes of the audits carried out, the Committee assesses the compliance with the audit objectives, identifying the possible corrective and/or improvement actions, and also assesses whether the content of the report is relevant for the purposes of corruption risk, while possibly requiring the outcomes to be shared with the Anticorruption OU, within the Compliance OU of Leonardo or of the Group companies.

The Whistleblowing Committee may also suggest, if deemed necessary, actions to protect the Company, including in order to strengthen the Internal Control and Risk Management System, to be forwarded to the Chief Executive Officer and General Manager of Leonardo S.p.a. or for competence to the CEOs of Group companies.

The Whistleblowing Committee also reviews the periodic six-monthly whistleblowing report prepared by the Whistleblowing Office, before sending it to the company top management and to the Surveillance and Monitoring Bodies of the Company. This periodic report is brought to the attention of the Corruption Prevention Coordination and Consulting Board.

✓ **Anti-Corruption Code**

The **ANTI-CORRUPTION CODE OF THE LEONARDO GROUP** which integrates the rules for preventing and fighting corruption already in place in the Group; it is an organic and coherent set of rules based on the principles of integrity and transparency whose purpose is to counter the risks of unlawful practices in the conduct of corporate business and activities. The Code, approved by the Board of Directors in 2015 and finally updated on 7 April 2022, is the measure taken by the Board to further boost internal control safeguards, especially strengthening the controls to prevent and counter corrupt practices, in accordance with the relevant regulations and in line with the highest international best practices in the sector.

Among the specific provisions in the Code is one which refers to a training programme whose aim is to prevent the risk of corruption by planning periodic training sessions at regular intervals, which also take account of the risks associated with the position held and the duties performed by the Personnel. An Anti-Corruption, Ethics & Integrity organization unit is in place at Leonardo Spa (see par. 10.6 above) which is charged, *inter alia*, with overseeing the anti-corruption system, monitoring the latter's functioning, adequacy in terms of compliance against risks and effective implementation, as well as promoting the Code update in the aftermath of changes to the applicable regulations and/or to internal or external factors relevant to the system. The unit has direct access to the top management and corporate bodies in respect of which it ensures an appropriate reporting system.

During the 2023 financial year, as a confirmation of its role as a leading company in the field of anti-corruption, Leonardo successfully passed the annual surveillance audit carried out by RINA, an independent body providing certification services accredited by Accredia (the Italian accreditation body), functional to maintaining the ISO 37001:2016 certification; with a view to further enhance its

management system to prevent corruption, the Company has decided to frame the System according to the scheme set down in ISO 37001:2016 international standard (**Anti-Bribery Management System Standard**), published by the International Organization for Standardization. The Anti-Bribery Management System's compliance with the ISO 37001:2016 standard is checked by the Certification Body on an annual basis through a dedicated supervision programme. The ISO 37001:2016 certification (with a three-year validity and achieved for the first time by Leonardo in 2018 and obtained again in 2021), bears witness to the ongoing commitment of the Company, which is strongly focused on the responsible conduct of business and on an approach aimed at integrity, transparency and compliance with the rules applied to prevent and fight corruption. The planning stage of the activities (to be carried out during 2024) for the ISO 37001 2016 certification has begun.

✓ **Corruption Prevention Coordination and Consulting Board**

The **Corruption Prevention Coordination and Consulting Board** was set up in 2014. It is composed of Leonardo's Chairman, who since 2017 has been given the task of overseeing the implementation of the corporate governance rules on integrity in corporate behaviour and fighting corruption and of the Chairmen of the Control and Risks Committee, the Board of Statutory Auditors and the Surveillance Body of Leonardo as per Legislative Decree no. 231/2001. The Board coordinates the work of the bodies responsible for overseeing the rules of conduct within the Group and supervises the application of the Anti-Corruption Code and its updating. The meetings are also attended by the Heads of the Group Internal Audit and Compliance OUs. During 2023, the Board continued the coordination activities of the bodies in charge of monitoring the rules of conduct applicable within the Group and was informed about the Anti-Bribery System of the Company with reference, in particular, to the activities envisaged in the Annual Anti-Corruption Plan for 2023 and with regard to the results of the 2022 programme. The Board was also made aware of the activities put in place for the update of the Organizational Model as per Legislative Decree 231/2001 of Leonardo S.p.a., of the related Risk Assessment with regard also to Anti-Corruption and the Compliance Program, as well as of the new Whistleblowing norms and related state of progress within the Group in consideration of Legislative Decree 24/2023.

Additionally, in accordance with the Whistleblowing Guidelines, the Board was acquainted with the results of the activities carried out on the reports submitted during the period for Anti-Corruption purposes as well. Finally, it took cognizance of the start of the process for the renewal of the ISO 37001 certification related to the Anti-Bribery Management System.

✓ **Code of Ethics**

It is now some time since the Company adopted a **CODE OF ETHICS** to express the values which all those who maintain relationships of any nature with the Company must abide by, accepting roles, responsibilities, structures and rules. Within the framework of the internal control and risk management system, the Code constitutes a management tool for ethical conduct in business and an effective element in corporate strategy and organization. Furthermore, Leonardo's Code of Ethics is aimed at preventing any conflict of interest. This work includes, for example, assessing any potential conflict of

interest that might arise from relationships with employees, governmental relations, financial interests or any other position held.

Knowledge and observance of the Code of Ethics by all those who have relationships of different kinds with Leonardo are primary factors for the Company's transparency and reputation and the Company therefore commits itself to making the Code known to all those with whom it has business dealings, expecting such persons to make themselves acquainted with the rules in the Code and to respect them. The Directors are responsible for implementing and reviewing the Code of Ethics; the duty of those to whom it applies is to report any breach to the Surveillance Body pursuant to Legislative Decree 231/2001.

The Code of Ethics includes – among other things - provisions specifically regarding health and safety at work and the environment, thus confirming the importance that the Company attaches to these themes, as well as specific provisions regarding the safeguarding of the corporate assets, again drawing attention to the concepts of truthfulness, integrity and transparency in accounting, in financial statements, in reports and in all other forms of social communication as fundamental principles in the conduct of business. The text of the Code of Ethics, which was finally updated by the Board of Directors on 26 September 2019, is available on the Company's website, in the specific section of Ethics and Compliance.

✓ **Committees**

Below are the additional Committees that were set up in December 2023, as part of the Leonardo Corporate Governance system.

The **Group Management Committee** aims at sharing the progress of the Strategic Plan and of the main strategic initiatives of the Company. Among the contents of the related activities are: sharing of the main operating, financial and business results, with assessment of their consistency with the Strategic Plan objectives; sharing and monitoring of the progress of the Plan; sharing of processes, initiatives and projects with crosswise impacts; sharing and assessment of further action priorities by the various functions in order to achieve the Group's strategic objectives. The Committee, which meets every four months, is composed of the Chief Executive Officer and General Manager, the Business & Operations Co-General Manager, the Chief Audit Executive, as well as the First-Line Managers reporting to the Chief Executive Officer and General Manager and Co-General Manager. The Committee avails itself of the Chief of Staff of the Chief Executive Officer and General Manager with secretarial duties.

The **Executive Management Committee** is in charge of evaluating and defining strategically important initiatives and in particular: the analysis of the key economic/financial data as well as the main risks/opportunities, with the aim of ensuring an overall view of the Group's performance; analysis of the progress of the Group's Strategic Plan, with identification of any misalignments and assessment of corrective actions or actions necessary to mitigate effects; valuation and definition of projects and initiatives with crosswise impacts and aimed at the Group's strategic development. The Committee meets on a monthly basis (with follow-up-on-call after 15 days, if necessary) and is composed of the Chief Executive Officer and General Manager, the Business & Operations Co-General Manager, the

Chief People & Organization Officer, the Chief Institutional Affairs Officer, the Chief Financial Officer, the Chief Strategy, M&A and Equity Investments Officer and the Chief Innovation Officer. The Committee avails itself of the Chief of Staff of the Chief Executive Officer and General Manager with secretarial duties.

16. CONSIDERATIONS ON THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE'S LETTER OF 14 DECEMBER 2023

By a letter of 14 December 2023 addressed to the Chairmen of the Boards of Directors of listed companies, and for information to the Chief Executive Officers and Chairmen of the monitoring bodies, the Chairman of the Corporate Governance Committee reported to the issuers some theme areas that are worthy of particular attention; as usual, the Committee invited to submit the recommendations that had been drawn up to the attention of the governing body, the competent board Committees and the monitoring body, as well as to include in this Report the observations made and any action planned or taken.

The letter was promptly submitted to the Chairman of the Board of Directors, the Chief Executive Officer and the Chairman of the Board of Statutory Auditors, as well as to the Chairmen of the Board committees. The letter was also sent to the other members of the Board of Directors and of the Board of Statutory Auditors.

The letter was as usual the object of a careful analysis and consideration. In addition to being examined on their whole by the Nomination and Governance Committee on 18 January 2024 and by the Board of Directors on 25 January 2024, the aforesaid recommendations were included in the Board evaluation assessment and the Board discussions, specifically during the preparation and approval of this Report.

Leonardo's Board of Directors, in confirming that the Company largely follows these recommendations, reaffirmed its commitment and its constant attention to monitoring compliance with the instructions of the Committee, both from the substantive point of view of organizational decisions, practices adopted and governance solutions, including their evolution, and from the point of view of quality and the utmost and precise transparency of disclosures provided to the market.

In line with the Committee's invitation, the recommendations are, as usual, expressly considered and specifically highlighted in this Report, graphically as well (lead text), within the scope of the disclosures provided on the different themes subject to discussion, as well as briefly described in the reference Table below, in order to be easily identified and found in the body of the document.

Corporate Governance Committee Recommendation	Corporate Governance Report Leonardo Spa Disclosures and references
--	--

INDUSTRIAL PLAN	<p>BoD involvement in:</p> <ul style="list-style-type: none"> - Examination and approval of the Industrial Plan - Analysis of issues that are key to generate long-term value 	Para. 4.1 Role of the Board of Directors	✓
INFORMATION PROVIDED BEFORE BOARD MEETINGS	<p>Disclosure and reasons on possible exceptions to provide timely information for confidentiality purposes</p>	Para. 4.4. Management of information to the Board of Directors	✓
BoD GUIDELINES IDEAL COMPOSITION	<p>Information on:</p> <ul style="list-style-type: none"> - No vote cast: <u>Not applicable to LDO</u> - Failure to request info about the lists' compliance: <u>Not applicable to LDO</u> <p>Adequate timing for publication</p>	Para. 4.2. Appointment and Replacement of BoD Para. 12. Diversity criteria and policies	✓
INCREASED VOTING RIGHTS	<p>Information on possible proposals:</p> <p style="text-align: center;"><u>Not applicable to LDO</u></p>	=====	

CURRICULA
BOARD OF DIRECTORS

STEFANO PONTECORVO

CHAIRMAN

Executive – Non-Independent¹⁹ - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Ambassador Stefano Pontecorvo has been Chairman of Leonardo since 9 May 2023. He was born in Bangkok (Thailandia) on 17 February 1957.

Ambassador Stefano Pontecorvo has been an Italian diplomat and a European and international official for about forty years. He was formerly Italian Ambassador to Pakistan and Deputy Chief of Mission at the Italian Embassies in Moscow and London. He served in the Italian Representation Offices to the European Union (where he was Head of the Balkans Desk in the Common Foreign and Security Policy) and to NATO. He was also the Director of the Stability Pact for the Balkans.

He held various positions in the Italian Ministry of Foreign Affairs, including Head of the Financial Office of the Directorate General for Development Cooperation and Chief of Staff of three deputy Secretaries General and/or deputy Ministers of Foreign Affairs; he was later the Deputy Director General for Africa. In the Ministry of Defence, he held the role of Diplomatic Advisor for Ministers Di Paola, Mauro and Pinotti. Ambassador Pontecorvo was the last NATO Senior Civilian Representative for Afghanistan from June 2020, representing the Alliance in the Doha peace talks.

He is the author of the book *L'Ultimo Aereo da Kabul* (The Last Flight from Kabul), published by Piemme – Mondadori, and a columnist for the Italian newspaper *La Repubblica*. He has published articles in numerous magazines, including *Eastwest*, *Prima Comunicazione* and *Mondo Operaio*. He is a television commentator for Italian and international television channels (BBC, Al Jazeera, Sky Arabia, TRT World, Al Ghad, El-Qahera, Asharq News). He has taught bachelor and master university degree classes. As Senior Advisor for climate change in the Somali Government, he took part in the Cop 27 summit held in Sharm El Sheikh.

Member of the Corporate Governance Committee (set up by ABI, ANIA, Assogestioni, Assonime, Borsa Italiana and Confindustria) since December 2023, Ambassador Pontecorvo is Commendatore dell'Ordine al Merito della Repubblica Italiana (Commander of the Order of Merit of the Italian Republic) and Cavaliere di Merito del Sacro Ordine Militare Costantiniano di San Giorgio (Knight of Merit of the Sacred Military Constantinian Order of Saint George). Moreover, he has been awarded NATO's Meritorious Medal for Outstanding Service and the 2022 Amato Lamberti Prize for Social Responsibility.

¹⁹ *Independent pursuant to the Consolidated Law on Financial Intermediation (TUF); non independent pursuant to the Corporate Governance Code.*

ROBERTO CINGOLANI

CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER

Executive – Non-Independent - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Roberto Cingolani was appointed Chief Executive Officer and General Manager of Leonardo on 9 May 2023.

He was born in Milan on 23 December 1961.

In 1985, he graduated from the University of Bari with a degree in Physics. In 1989, he was awarded a PhD (“Diploma di Perfezionamento”) in Physics at Scuola Normale Superiore in Pisa.

He was a staff member at the Max Planck Institute in Stuttgart (Germany) and a Visiting Professor at Tokyo University (Japan) and Virginia Commonwealth University (USA).

Since 1991, he was a Professor of Physics at the University of Salento (Lecce), where he was appointed Full Professor of Experimental Physics in 2000.

In 2001, he founded the National Nanotechnology Laboratory (NNL) of INFN (Istituto Nazionale per la Fisica della Materia) in Lecce.

In 2006, he founded the Istituto Italiano di Tecnologia (IIT) of which he was Scientific Director and Chief Executive Officer until his appointment as Chief Technology & Innovation Officer of Leonardo in 2019.

In February 2021, he was appointed Minister for the Ecological Transition in Mario Draghi's Italian Government.

Since 2023, he has been a Senior Board Director of the NATO Innovation Fund.

Roberto Cingolani was bestowed with three titles of the Order of Merit of the Italian Republic: “Alfiere del Lavoro” in 1981, “Commendatore della Repubblica” in 2006 and “Grand Ufficiale al merito della Repubblica Italiana” in 2021. He is author and co-author of more than 1,100 publications in international journals and holds over 100 patents.

TRIFONE ALTIERI

DIRECTOR

Non-executive - Independent - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Committees:

- Control and Risks
- Remuneration

Born in Conversano (Bari) on 27 September 1975. Appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

Chairman of the Board of Directors of INVIMIT SGR SPA (a company in which the Ministry of Economy and Finance has an interest) – Rome.

First three-year term 2018-2021. Second three-year term 2021-2024.

External lecturer in Communications and Marketing at the UNICAMILLUS University in Rome from 2018 to 2020. Master's degree in health management.

Deputy of the Italian Republic's CHAMBER OF DEPUTIES in Rome from 2014 to 2018.

Business development and Institutional Relations at SELEX COMMUNICATIONS SPA and SELEX ES SPA - FINMECCANICA SPA from 2006 to 2014.

Vice-Chairman and Councillor in charge of Culture and Tourism for the Province of Bari from 2009 to 2014.

Vice-Chairman of the Board of Directors of FONDAZIONE LIRICO SINFONICA PETRUZZELLI E TEATRI DI BARI in Bari from 2011 to 2012.

Press officer for the CABINET OF THE MINISTRY OF DEFENCE – Rome as per the Ministry's Decree for Direct Collaboration with the Minister from 2001 to 2006.

Education:

Freelance journalist from 2006.

Air Force Lieutenant from 1999 to 2002.

Master's degree in Political Sciences, International and Diplomatic specialization at LUISS GUIDO CARLI University of Rome in 1999.

GIANCARLO GHISLANZONI

DIRECTOR – Lead Independent Director

Non-executive – Independent – In office since May 2023

Belonging list: minority (group of shareholders, together holding around 1.552% of Leonardo's share capital)

Committees:

- Remuneration
- Sustainability and Innovation

Born in Genoa on 8 October 1960. Appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

McKinsey & Co Fellow (1987-1989), Associate (1989-1992), Manager (1992-1993), Senior Manager (1993-1995), Partner (1996-2003), Senior Partner (2003-2020); member of the Global Client Council (2016 – 2020); EMEA (Europe, Middle East & Africa) leader for the Advanced Industries Sector (2010 – 2016); EMEA leader for the Organization Practice (2005 – 2010); head of the Client Service Line Performance Transformations at global level (2003 – 2005). Member of the global Faculty for the training of McKinsey Partners and Senior Partners (2014-2020).

GHISLANZONI Advice & Investments S.r.l., financial holding, Director (2019 – present); Tre Pi Progetti, plant engineering, junior project manager, Milan (1987); IBOCO, electric equipment, commercial control, Genoa (1985 – 1986).

Education:

Master's degree in Business Administration, INSEAD, Fontainebleau (1987-1988); Degree in mechanical engineering with honours and right to publish thesis from the University of Genoa (1985); Cristoforo Colombo Secondary school with an emphasis on humanities in Genoa (1979).

ENRICA GIORGETTI

DIRECTOR

Non-executive – Independent – In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Committees:

- Remuneration (Chairwoman)
- Nomination and Governance

Born in Montepulciano (Siena) on 25 September 1956. Appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

She has been Managing Director of *Farmindustria* (Italian Association of Pharmaceutical Companies) since July 2005 and business executive since 1989.

Member of the Board of the International Federation of Pharmaceutical Manufacturers and Associations (IFPMA) since 2017 and from 2015 to June 2023 she was a member of the Board of the European Federation of Pharmaceutical Industries and Associations (EFPIA).

She started her career in 1983 within the institutional relations field holding increasing prominent positions.

She worked in Montedison from 1983 to 1987, in S.I.V. Società Italiana Vetro until 1989 and then in Fiderchimica as the manager in charge of the relations with national and EU legal institutions until 2000.

She joined Confindustria (General Confederation of Italian Industry) from 2000 to 2003 as head of the lobbying and legislative activity and then as head of the territory and business strategic area. In the same period, she represented Confindustria in the Board of Directors of CONAI (the National Packaging Consortium).

From 2004 to 2005 she was head of the Institutional Relations and Communication department of Autostrade and member of the Board of Directors of Società Italiana per il traforo del Monte Bianco.

Education:

Graduated in law at the University of Bologna

Awards:

In 2007 she was awarded the "*Mela d'oro*" prize by the Marisa Bellisario Foundation. In 2017 she was given a prize for the "commitment of a woman for women" by the no-profit IncontraDonna foundation. In 2022 the jury of *Donne Leader in Sanità* decided to assign her such award, given her career and attention to female leadership. In 2023 she was awarded the UGL prize "*Donna di lavori, Donna di Valori*".

DOMINIQUE LEVY

DIRECTOR

Non-executive – Independent – In office since May 2023

Belonging list: minority (group of shareholders, together holding around 1.552% of Leonardo's share capital)

Committees:

- Control and Risks
- Nomination and Governance

Born in New York (USA) on 26 September 1969. Appointed Director of Leonardo at the Shareholders' Meeting of 9 May 2023.

Positions:

Dominique Levy is the Non-executive Chairperson of CDAM, an independent investment management firm. CDAM invests in global equity markets on behalf of institutional clients including SWFs, Public Pensions and Wealth Managers.

Dominique Levy was founder and CIO of Sonian Capital Management, a global, value-oriented investment firm, from 2007 to 2019. Sonian invested primarily on behalf of high-net worth individuals and family offices. Ms Levy began her career in 1998 trading cash shares in the Equities Division of Goldman Sachs. She moved to the buy-side in 2002 as a senior analyst at Liberty Square Asset Management in Boston.

Currently, Ms Levy also serves as co-Chair of the Photography Acquisitions Group of the V&A museum in London.

Education:

She is a Belgian and American national and earned her MBA at Columbia Business School and a BA in Film Studies from Wesleyan University. She is fluent in English and French.

FRANCESCO MACRI

DIRECTOR

Non-executive - Independent - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Committees:

- Nomination and Governance
- Sustainability and Innovation

Born in Arezzo on 05 November 1973. Appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

From 1999 to 2006 he was director of a number of TLC and IT companies.

From 2002 to 2006 he held the position of Advisor to the Minister of Communications for the relationships with local authorities, in charge of overseeing the deployment of local and national cabling.

From 2004 to 2006 he was chairman of AFM SpA.

From 2006 to 2016 he held the position of General Manager of Prosperibus S.r.l., a partner company to BredaMenarinibus S.p.A. (Finmeccanica Group) in the public local transport and bus sector.

From 2016 to 2021 he was the chairman of Estra SpA, the holding of the fifth Italian multiutility operating in the energy sector. Within the Estra group he was also a member of the Board of Directors of Estracom srl (TLC), chairman of the BoD of Gas Marca (electricity and gas) and of Estra Clima, a subsidiary operating in the energy efficiency sector.

In 2016 he joined the board of governors of Confservizi CISPEL Toscana, the association of Tuscan public service businesses where he then became Vice-Chairman.

At national level, since 2016 he has been a member of the Executive Council of Utilitalia, the Italian association representing more than 500 energy, water and environmental businesses, of which he was the national vice-chairman and coordinator of the Energy Steering Committee.

Since 2018 he has been the Chairman of ITS Energia e Ambiente (higher education institution for technical training in the field of Energy and Environment) in Tuscany and national coordinator of the Italian network of higher education institutions in the field of energy.

Since 2021 he has been the managing director of Piccini Paolo SpA with delegated powers for institutional relations, marketing, communications and sustainability.

Since 2022 he has been an Executive of the Simtel group where he deals with marketing and strategic development in the environment and energy fields with particular reference to production and sharing from renewable sources through the promotion and spread of the Renewable Energy Communities.

From 2023 he has held the position of Executive Chairman of Estra Spa, with delegated powers for Sustainability, Communications, Marketing and Innovation.

On 19 December 2023 he was appointed Italian Chairman of Confservizi, the Confederation made up of Asstra (the Italian transport association) and Utilitalia representing 600 public service businesses with 300 thousand employees.

Education:

He graduated in Law and boasts many experiences in administration and management in the service, transport and telecommunications sectors.

CRISTINA MANARA

DIRECTOR

Non-executive - Independent - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Committees:

- Sustainability and Innovation (Chairwoman)
- Control and Risks

Born in Pinerolo (Turin) on 13 October 1978. Appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

She has been a manager in the Confederation of Piedmont Industry for the department of Territorial Planning, Internationalization, Environment, Energy, Logistics and Transport, she coordinates planning activities, European-scale, inter-regional and regional strategic planning for transport, logistics and infrastructures, investment attraction and internationalization. She headed a number of projects and research, in addition to representing the entrepreneurial system with state agencies. Among her offices, she is an Independent Director and advisor on ESG, infrastructure and transport issues. She is a Board member of INFRA.TO, one of the most important public companies in Europe in charge of managing infrastructures, dealing with engineering, design, construction and development of facilities, systems and infrastructures, including railway, for both public and private passenger and freight transport systems, in addition to being a member of the EU Strategy for the Alpine Region (EUSALP).

She was the Deputy Chairwoman of UIRNet SpA, the sole entity implementing and developing the digital National Logistic Platform for the Italian Ministry of Transport, Deputy Chairwoman of Sito Logistica, Chairwoman of the company CIM SpA - Interporto di Novara, member of the Board of Directors of Sito SpA Interporto di Torino and member of the Tender Commission for the “Architetture Rivelate” award and for the XX Winter Olympic Games also known as Torino 2006, for which she dealt with the Olympic Mobility Plan in the mountain area.

Education:

Ms. Manara obtained the degree in Architecture cum laude from the Politecnico di Torino, with a post-university degree in Participatory Urban Design from the Piedmont Region; since 2003 she has been enrolled with the Architects Register. In 2018 she obtained the post-university degree “InTheBoardroom 4.0” promoted and managed by Valore D in collaboration with primary partners such as Egon Zehnder, General Electric, Linklaters and London Stock Exchange Group on governance, legal, compliance and leadership issues, digital transformation and industry 4.0 to master one’s own expertise as Board Members.

MARCELLO SALA

<p>DIRECTOR</p> <p><i>Non-executive – Non-Independent - In office since May 2023</i></p> <p><i>Belonging list: majority (Ministry of Economy and Finance)</i></p>
<p>Committees:</p> <ul style="list-style-type: none"> ➤ Control and Risks ➤ Sustainability and Innovation

Born in Monza on 6 June 1968. He was appointed Director of Leonardo by the Shareholders’ Meeting of 9 May 2023.

Positions:

General Manager for Economy of the Ministry of Economy and Finance. In addition to the responsibilities related to the role he holds at the Ministry, he is a member of the Council for Inclusive Capitalism.

Formerly he was the General Manager of the Treasury Department from February 2023, he boasts thirty-year experience at international level in financial and banking services, private equity and M&A. He was a Partner of Apis Partners, one of the leading ESGI-native global and private equity and venture capital asset managers.

He was the Executive Vice Chairman of the Intesa Sanpaolo Group Management Board (2007-2016), where he was in charge of the Group's projects and international relations. In 2008 he co-founded Banca ITB (now Mooney), a newly-established bank focused on innovative payment solutions for the Italian retail market and as Executive Director he managed its sale in 2016. Among his previous positions: Chairman of the Italian Egyptian Business Council, Deputy Chairman of Alexbank, member of the Trilateral Commission (a non-governmental policy oriented forum), member of the International Council of the Bretton Woods Committee, board member of ISPI (Italian Institute for International and Political Studies), and member of the Global Agenda Council on Future of Financing and Capital of the World Economic Forum.

Education:

He obtained a degree in Economics (Management) and a degree in Political Sciences (International Relations), both from the Università Cattolica del Sacro Cuore in Milan.

SILVIA STEFINI

DIRECTOR

Non-Executive - Independent - In office since May 2023

Belonging list: minority (group of shareholders, together holding around 1.552% of Leonardo's share capital)

Committees:

- Control and Risks (Chairperson)
- Nomination and Governance

Born in Varese on 29 December 1964. She was appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

Since 2019 she has been the non-executive independent Director in the Board of Directors of listed and non-listed companies, focusing in particular on the Control and Risks and Audit Committees (risk management processes, internal control systems, integrated disclosures, scenario-based assessments, net zero strategy). In May 2023 she joined the Board of Directors of Banca Popolare Di Sondrio, of which she is the Chairperson of the Sustainability Committee and member of the Nomination Committee. Other completed assignments include: Falck Renewables spa - Renantis spa, EQUOR Capital Partners sgr spa, Italgas spa.

She is currently the Chairperson of Chapter Zero Italy, The Nedcommunity Climate Forum, a project in collaboration with the World Economic Forum dealing with topics such as climate change from the corporate governance perspective. She organizes and contributes to training courses and conferences.

Between 1992 and 2018 she had an international career in the advisory firm McKinsey and in the General Electric Group, where she gained managerial and operational experience in Europe, the Middle East and Africa in the following areas: integrated risk management (technical, business, executive and financial risk; enterprise risk management), tenders and commercial proposals (Services for Energy and Infrastructures), business development (new products/services and new markets, digitalization), structured finance (mergers, acquisitions, joint ventures, export finance, project financing), leadership in complex organizations (international teams and opening of new offices and organizations).

Education:

She has a degree in Political Economics from the Università L. Bocconi in Milan and obtained an MBA in Finance from the City University Business School in London. In addition, she also obtained international certifications in Corporate Governance, such as the FT Non-Executive Director - Advanced Professional Diploma (London) and the INSEAD Certificate in Corporate Governance as part of the International Directors Program (Fontainebleau, France).

She gave her contribution to publications on topics such as governance, risk management, business valuations, climate and environment.

ELENA VASCO

DIRECTOR

Non-executive - Independent - In office since May 2023

Belonging list: majority (Ministry of Economy and Finance)

Committees:

- Nomination and Governance (Chairperson)
- Remuneration

Born in West Hartford (USA) on 31 December 1964. She was appointed Director of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

Since May 2015 she has been Secretary General to the Chamber of Commerce of Milan, Monza, Brianza, Lodi she has been working with since 2009. Previously from 1992 to 1997 she worked with Mediobanca Servizio Partecipazioni e Affari Speciali (advisory, M&A and corporate finance).

Afterwards, she played various managerial roles in the HdP-RCS group, such as Strategy, Planning and Control Manager and Chief Executive Officer of RCS Broadcast, taking part in many Boards of Directors, including Valentino, RCS Editori, Parmalat SpA, RAI Sat, Terna SpA, Cattolica Assicurazioni and DeA Capital SpA.

She is currently Deputy Chairperson of the Board of Directors of Fondazione La Triennale di Milano and Board member of Fiera Milano SpA.

STEVEN DUNCAN WOOD

DIRECTOR

Non-executive - Independent - In office since May 2023

Belonging list: minority (group of shareholders, together holding around 1.552% of Leonardo's share capital)

Committees:

- Remuneration
- Sustainability and Innovation

Born in Covington, Louisiana (USA) on 17 December 1982. He was appointed Directors of Leonardo by the Shareholders' Meeting of 9 May 2023.

Positions:

Founder and Chief Investment Officer of GreenWood Investors, an investment management firm he founded in 2010.

Since November 2023, he has been a member of the Board of Directors of MEI Pharma, a publicly-listed biotechnology company. Since May 2019, he has been a member of the Board of Directors of CTT - Correios De Portugal, a publicly-listed Iberian logistics company.

Education:

20-year experience in capital markets with a track record of driving strategic, operational, capital allocation and governance improvements to enhance shareholder value.

He holds a BA in Economics, Political Economy and International Relations from Tulane University.

CURRICULA

BOARD OF STATUTORY AUDITORS

LUCA ROSSI

CHAIRMAN

In office since November 2018 (*Alternate Auditor since May 2018*)

Belonging list: minority (a group of asset management companies and institutional investors)

Born in Casalpusterlengo (Lodi) on 12 March 1967. Chairman of the Board of Statutory Auditors of Leonardo since 8 November 2018.

Positions:

He is the founder of the tax firm *Studio Tributario Associato Facchini Rossi & Soci* (now the tax firm *Studio Legale Tributario Facchini Rossi Michelutti*).

On 28 April 2021 he took on the position of Chairman of the Board of Statutory Auditors of Nuova Sorgenia Holding SpA in liquidation (as well as that of Regular Auditor within the company from June 2018). Since 26 April 2022 he has become Chairman of the Board of Statutory Auditors and member of the Supervisory Board of Athora Italia SpA. Since 14 April 2023 he has been Chairman of the Board of Statutory Auditors and member of the Supervisory Board of Larimart SpA. From 2014 to 2023 he was Chairman of the Board of Statutory Auditors of CreditRas Assicurazioni SpA (from 10 February 2022 the company name was changed to UniCredit Allianz Assicurazioni SpA), a joint venture between Allianz and Unicredit in the non-life insurance sector (and he was a Regular Statutory Auditor in the same company from 2011 to 2014). From 2013 to 2016 he was a Regular Statutory Auditor of CreditRas Vita SpA, a joint venture between Allianz and Unicredit in the life insurance sector. From 2011 to 2013, he was the Chairman of the Board of the Statutory Auditors of Unicredit Merchant SpA. He is currently an expert of the “*Commissione Norme di Comportamento e di Comune Interpretazione in Materia Tributaria*” (Commission for the rules of conduct and shared interpretation around tax issues); from 2013 to 2022 he was a member of the Rules of Conduct Committee of the Milan unit of the Italian Accounting Profession. Since 2022 he has become a member of the Scientific Committee of ASSOSIM – *Associazione Intermediari Mercati Finanziari* (Association of intermediaries on the Italian financial markets). He is a member of the Legal & Tax Commission of AIFI (Italian Private Equity, Venture Capital and Private Debt Association). He is also member of the International Fiscal Association (IFA). From 2007 to 2009 he was a member of the Italian Accounting Board (*O.I.C.*) for the alignment of the Italian tax law with the international accounting standards. For a period, he was a temporary professor with the “*Scuola Superiore dell’Economia e delle Finanze*” of Rome.

Education:

He holds an Economics and Business degree and is a Certified Public and Professional Accountant. He periodically publishes numerous articles on magazines specialised in tax matters. He participates as speaker in various congresses regarding tax issues. Luca is also co-author of many publications.

ANNA RITA DE MAURO

REGULAR STATUTORY AUDITOR

In office since May 2021

Belonging list: majority (Ministry of Economy and Finance)

Born in Foggia on 27 January 1970. Regular Auditor of Leonardo Spa since 19 May 2021.

Positions:

She is a founding partner of Armodia – Professionisti Associati.

She deals mainly with corporate governance and company, business and tax consultancy.

From 2014 to 2023 she was a member of the Management Board of the Italian Accounting Board Foundation. Since September 2020, she has been a member of the standard setter board established within the State General Accounting Office in order to set out a single system of financial and asset accounting for public authorities, based on the accruals principle, in connection with the implementation of the 1.15 reform of the NRRP.

At present she is the Chairwoman of the Board of Statutory Auditors of the Organismo Confidi Minori Foundation (from 2021), Chairwoman of the Board of Statutory Auditors of Nedvalue S.r.l. (from 2023), Chairwoman of the Board of Statutory Auditors of Madre Holding S.p.A. (from 2023), regular statutory auditor of Fondimpresa (from 2021); a regular statutory auditor of Acea Molise (from 2023); a regular statutory auditor of E-Geos S.p.A. (from 2022), regular statutory auditor of Treccani Reti SpA (Treccani Group), a director of ESGR Srl – a benefit company (from 2021); the Chairwoman of the Monitoring Body of the Bettino Craxi Foundation (from 2018); the Chairwoman of the Monitoring Body of the Accounting Academy (from 2020); a member of the Scientific Committee of the Milan Certified Public Accountants Foundation (from 2018), member of Nedcommunity (from 2018), a member of the Scientific Committee of the Corporate Governance Institute (from 2014); a member of the Scientific Committee of the Accounting Academy (from 2012). She was member of the Management Committee of the Italian Accounting Board (OIC) from 2015 to 2023.

Education:

She holds an Economics degree and is a Certified Public and Professional Accountant.

Speaker at numerous conferences on the issues of financial statements, IFRS standards and taxation. She has also carried out university teaching activities on the same issues and is the author of articles on tax and accounting matters. She proactively keeps abreast of the issue of sustainability and integration of ESG factors into strategic decisions, governance and business models, and, in this field, the reporting of non-financial disclosures and related evolution in light of the new Corporate Sustainability Reporting Directive (CSRD).

SARA FORNASIERO

REGULAR STATUTORY AUDITOR

In office since May 2018

Belonging list: minority (a group of asset management companies and institutional investors)

Born in Merate (Lecco) on 9 September 1968. Regular Auditor of Leonardo since 15 May 2018.

Positions:

Ms. Fornasiero is a sustainability and corporate governance Advisor to major groups, including listed groups. She was a former member of the Governance Commissions of Listed Companies and Compliance and Organizational Models Commission of the Milan Accounting Profession.

She is the Chairwoman of the Board of Statutory Auditors and of the Surveillance and Monitoring Body of Arnoldo Mondadori Editore SpA, Chairwoman of the Board of Statutory Auditors of Società Italiana Bricolage SpA, of Bricoman Italia Srl, Leroy Merlin Srl and Bricocenter Srl and Sole Statutory Auditor of Golilla Srl (Adeo Group), Statutory Auditor of MBDA Italia SpA, Leonardo Logistics SpA, Statutory Auditor and a member of the Surveillance Body of Alenia Aermacchi SpA, Statutory Auditor of Lutech Advanced Solutions SpA, Chairwoman of the Board of Statutory Auditors of Società Editoriale Milano SpA and of Rotomail Italia SpA, and member of the Monitoring Body of Fondazione Conad ETS.

Currently, she is, *inter alia*, the Lead Independent Director, Chairwoman of the Control and Risks Committee, member of the Related Party Transactions Committee of Landi Renzo SpA (a company listed on the STAR segment) and non-executive member of AWorld Srl Società Benefit.

She is the author of “*Sostenibilità per scettici – come integrare pratiche efficaci nella vita aziendale [Sustainability for sceptics - how to integrate effective practices into corporate life]*” (edited by Mondadori, April 2022), written with S. de Girolamo and L. Oliva.

She is the advisor to companies and groups in the process of strengthening their corporate governance and integrating sustainability into their day-to-day operations.

She worked as auditor for the KPMG Italian network (1993-2015), dealing also with Mergers & Acquisitions and forensic accounting and providing consultancy on sustainability, Internal Audit, Compliance (under Law 262/2005 and Legislative Decree 231/2001) and Risk Management matters.

She is a member of *Fondazione Organismo Italiano Business Reporting* (the Italian Foundation for Business Reporting) and she was also co-coordinator of the Reflection Group “Donne, Diversity & Disruption” of Nedcommunity.

Education:

She graduated in Business and Economics at the Catholic University of Milan. She is a Certified Public and Professional Accountant.

She participated in work groups as regards international sustainability issues for KPMG (2001-2013), she organizes seminars and provides also teaching and training in French and English on sustainability, corporate governance, risk management and forensic accounting matters.

LEONARDO QUAGLIATA

REGULAR STATUTORY AUDITOR

In office since May 2018

Belonging list: majority (Ministry of Economy and Finance)

Born in Rome on 21 October 1953. Appointed Regular Auditor of Leonardo SpA in the Shareholders' Meeting held on 15 May 2018 and confirmed for an additional three-year mandate by the Shareholders' Meeting held on 19 May 2021.

Positions:

He is the founder and owner of the chartered account firm *Studio Commercialista Quagliata* based in Rome. He is an expert in company law with specific expertise in governance and control issues of limited liability companies, and also as concerns the regulations on criminal and administrative liability of entities under Legislative Decree 231/2001.

He held lessons and participated as speaker in conferences and seminars in relation to the tasks and responsibilities of the Board of Statutory Auditors.

He is currently Regular Statutory Auditor of ACEA SpA (a company listed on the Stock Exchange), Chairman of the Board of Statutory Auditors of R.F.I. – Rete Ferroviaria Italiana SpA, of Terna Rete Italia SpA, of RAI Cinema SpA, of Ferrovie dello Stato International SpA, of Mondadori Libri SpA and of LGS – Leonardo Global Solutions SpA.

He was, *inter alia*, Chairman of the Board of Statutory Auditors of ErgyCapital SpA (a company listed on the Stock Exchange), of Telespazio SpA, of Infratel Italia SpA, of Nuova Sorgenia Holding SpA, of ACEA Produzione SpA, of AgustaWestland SpA, of Finmeccanica Global Services SpA, of Finmeccanica Group Real Estate SpA, of Galileo Avionica SpA, of Space Software Italia SpA, of Ferrovie dello Stato Sistemi Urbani Srl, of Italcertifer SpA, he was also Regular Statutory Auditor of Cassa Depositi e Prestiti Industria SpA, of SACE SpA, of Ansaldo S.F. SpA, of MBDA Italia SpA, of ACEA ATO2 SpA, of ENEL Gas SpA, of ENEL Rete Gas SpA, of ENEL Distribuzione Gas SpA, of Interporto Campano SpA.

Mr. Quagliata is the Chairman of the Board of Auditors of some scientific and cultural Foundations and Associations, he is a member of the Board of Auditors of the *Federazione Italiana Sport Equestri* (FISE – Italian Federation of Equestrian Sports) and he was the Chairman of the Board of Statutory Auditors of Hospitals and Local Health Units. He is the Chairman of an Investment Committee of a listed real estate fund managed by DeA Capital Real Estate SGR.

He has been and still is the Chairman of the Supervisory Board pursuant to Legislative Decree 231/2001 and BoD member in various important Italian companies.

Within his professional activity, he has been collaborating for many years with the Civil and Criminal Court and with the Court of Appeal of Rome, as court-appointed expert, receiver, official receiver, consignee and liquidator.

Education:

He took the degree in Business and Economics with honours at the “La Sapienza” University of Rome in 1977. He is a Certified Public and Professional Accountant.

He was bestowed the Knight of the Order of Merit of the Italian Republic with Presidential Decree of 27 December 2019.

AMEDEO SACRESTANO

REGULAR STATUTORY AUDITOR

In office since May 2021

Belonging list: majority (Ministry of Economy and Finance)

Born in Castellammare di Stabia (Naples) on 4 September 1968. Regular Auditor of Leonardo since 19 May 2021.

Positions:

He has been a director of the Association of Certified Public Accountants and Accounting Experts of Nocera Inferiore (Salerno); a member of the Meeting of delegates of the National Social Security and Welfare Fund for Certified Public Accountants; the chairman of the National Certified Public Accountants Association (ANDoC); the president of the National Study Committee on Project Financing of the National Council of Certified Public Accountants, chairman of the Board of Auditors of the National Council of Certified Public Accountants and Accounting Experts. As an expert of Confprofessioni (Italian Confederation of Self-employed Professionals), he takes part in coordination meetings with the Ministry of Economy and Finance and the Revenue Agency for the updating of ISA. He is an advisor to the Ministry of Enterprises and Made in Italy for the application of regulations on fair compensation to Professionals pursuant to Law no. 4 of 14 January 2013.

As a former Officer of the Italian Finance Police, firstly for military service and, subsequently, as an Officer on permanent duty, he was responsible for tax audits and judicial investigations into large companies, at the 6th Group of (Special) Divisions of the Central Tax Police Unit in Rome. As a former researcher in Tax Law at the Research Institute of the National Council of Certified Public Accountants, he has been collaborating since 2001 with major law and tax firms in Rome and Milan. He is a Court-appointed Expert at the Civil Court of Rome and is an advisor to the Public Prosecutor's Office at the Courts of Rome and Nocera Inferiore (Salerno) as regards matters of financial, tax and corporate crimes.

He is a member of committees and bodies for planning and internal control in public and private entities. He has been a member of the 2nd Level Monitoring Body for the proper use of EU funds on behalf of the Ministry of University and Scientific Research. He was a member of the Technical Project Financing Unit of the Presidency of the Campania Regional Government from 2001 to 2005. Again at the Campania Regional Government, he was a member of the Regional Economic Planning Committee from 2007 to 2009. He has been a member of numerous boards of statutory auditors and boards of directors of joint-stock companies. He has taught for Scuola Superiore dell'Economia e delle

Finanze, Formez, Sole 24 Ore training centres, IPSOA, Zucchetti, Paradigma, Stoà, Euroconference, Istituto di Ricerca dei Dottori Commercialisti, and several Italian Universities. He was a member of the Scientific Committee of the Master's Degree in "Rules and Tax" (*Norme e Tributi*) of the Sole 24 Ore in 2013. He was a Professor of Project Financing and of Methodologies and Processes of Business Valuation at the University of Teramo from 2004 to 2012. He collaborated, on an ongoing basis, with the editorial staff of "*Norme e Tributi*" of the Il Sole 24 Ore from 2001 to 2015.

Education:

He is a certified public accountant and auditor, registered with the Rome Association. He graduated with honors in Economics in 1994, and is enrolled in the Register of publicists journalists from 2001. In 2018 he graduated in Law and joined the Bar in 2021.

He has published more than 800 popular and / or scientific articles on taxation and businesses, working with various newspapers and magazines (*Il Sole 24 Ore, Il Fisco, La rivista della Guardia di Finanza, Il Giornale dei Dottori Commercialisti, Le società, Corriere Tributario, Finanza & Fisco, Guida Normativa, Guida al Diritto, Guida agli Enti Locali, Agevolazioni & Incentivi*).

APPENDIX

TABLE 1: INFORMATION ON THE SHAREHOLDER STRUCTURE AT 11 MARCH 2024

Significant stakes in the share capital ²⁰

SHAREHOLDERS	<i>% of ownership</i>
	<i>on the ordinary capital</i>
	<i>and voting capital</i>
Ministry of Economy and Finance	30.204

²⁰ List updated on the basis of the communications disclosed in accordance with Art. 120 of the Consolidated Law on Financial Intermediation.

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS

Board of Directors for the three-year period 2023-2025 appointed by the Shareholders' Meeting on 9 May 2023											
Position	Members	Year of birth	Date of first appointment *	Executive	Non-Executive	Independent Corp. Gov. Code	Independent Cons. Law on Fin. Intermed.	List (submitters) **	List (M / m) ***	Other positions ****	Attendance BoD meetings (°)
Chairman	Stefano PONTECORVO	1957	09/05/2023	X			X	Shareholders	M	0	8/8
CEO & General Manager	Roberto CINGOLANI	1961	09/05/2023	X				Shareholders	M	0	8/8
Director	Trifone ALTIERI	1975	09/05/2023		X	X	X	Shareholders	M	1	8/8
Amministratore Lead Independent Director	Giancarlo GHISLANZONI	1960	09/05/2023		X	X	X	Shareholders	m	0	8/8
Director	Enrica GIORGETTI	1956	09/05/2023		X	X	X	Shareholders	M	0	8/8
Director	Dominique LEVY	1969	09/05/2023		X	X	X	Shareholders	m	1	8/8
Director	Francesco MACRI'	1973	09/05/2023		X	X	X	Shareholders	M	0	8/8
Director	Cristina MANARA	1978	09/05/2023		X	X	X	Shareholders	M	1	8/8
Director	Marcello SALA	1968	09/05/2023		X			Shareholders	M	0	8/8
Director	Silvia STEFINI	1964	09/05/2023		X	X	X	Shareholders	m	1	8/8
Director	Elena VASCO	1964	09/05/2023		X	X	X	Shareholders	M	1	8/8
Director	Steven Duncan WOOD	1982	09/05/2023		X	X	X	Shareholders	m	2	8/8
Number of BoD meetings held during 2023: 13 (no. 8 meetings from 9 May 2023)											
Quorum for presentation of lists for the appointment of the BoD: 1% of the share capital with voting rights at Ordinary Shareholders' Meeting											

NOTE

- ° Director in charge of establishing and maintaining the internal control and risk management system.
- * Date on which the Director was appointed for the first time ever to the BoD of Leonardo.
- ** This column indicates whether the list from which the Director was drawn was submitted by Shareholders or by the BoD.
- *** This column indicates whether the list from which the Director was drawn was a "majority" (M) or "minority" (m) list.
- **** This column contains the number of positions as Directors or Statutory Auditors held by the Directors serving in other companies listed on regulated markets (in Italy and abroad), and in finance houses, banks, insurance companies or major companies. The positions are described in full in the Report.
- (°) This column indicates whether the Director participates in the BoD meetings. All absences from meetings are excused.



TABLE 3: STRUCTURE OF THE BOARD COMMITTEES

Position in the BoD	Members of the BoD	Independent Corp. Gov. Code	Independent Cons. Law on Fin. Intermed.	Control and Risks Committee (RPT Committee **)	***	Nomination and Governance Committee	***	Remuneration Committee	***	Sustainability and Innovation Committee	***
				*		*		*		*	
Executive Chairman	Stefano PONTECORVO		X								
Executive CEO & General Manager	Roberto CINGOLANI										
Non-executive Director	Trifone ALTIERI	X	X	M	5/5			M	5/5		
Non-executive Director Lead Independent Director	Giancarlo GHISLANZONI	X	X					M	4/5	M	5/5
Non-executive Director	Enrica GIORGETTI	X	X			M	6/6	C	5/5		
Non-executive Director	Dominique LEVY	X	X	M	5/5	M	6/6				
Non-executive Director	Francesco MACRI'	X	X			M	6/6			M	5/5
Non-executive Director	Cristina MANARA	X	X	M	5/5					C	5/5
Non-executive Director	Marcello SALA			M	5/5					M	4/5
Non-executive Director	Silvia STEFINI	X	X	C	5/5	M	6/6				
Non-executive Director	Elena VASCO	X	X			C	6/6	M	5/5		
Non-executive Director	Steven Duncan WOOD	X	X					M	5/5	M	4/5
Number of Committee meetings held during 2023		Control and Risks Committee: no. 5 meetings from 9 May 2023		Nomination and Governance Committee: no. 6 meetings from 9 May 2023			Remuneration Committee: no. 5 meetings from 9 May 2023		Sustainability and Innovation Committee: no. 5 meetings from 9 May 2023		

NOTES

- * This column contains the position of the Director in the Committee (C/Chairman, M/Member).
- ** The Control and Risks Committee also performs the functions of the Committee for Related Parties Transactions.
- *** This column indicates the Directors' attendance at the Committees meetings. The above-listed Committees members from 23 May 2023 (date on which the internal Board Committees were re-established by the newly appointed BoD). All absences from meetings are excused.



TABLE 4: DIRECTORS WHO CEASED TO HOLD OFFICE IN FINANCIAL YEAR 2023

Position	Directors who ceased to hold office on 9 May 2023								Control and Risks Committee (RPT Committee ^{oo}) **		Nomination and Governance Committee **		Remuneration Committee **		Sustainability and Innovation Committee **	
	Members	Year of birth	Date of first appointment ^(°)	Executive	Non-Executive	Independent Corp. Gov. Code	Independent Cons. Law on Fin. Intermed.	Attendance at the BoD meetings [*]	Members	* Attendance	Members	* Attendance	Members	* Attendance	Members	* Attendance
Chairman	Luciano CARTA	1957	20/05/2020		X		X	5/5								
Chief Executive Officer (CEO)	Alessandro PROFUMO	1957	16/05/2017	X				5/5								
Director	Carmine AMERICA	1985	20/05/2020		X	X	X	5/5			M	3/3			M	3/3
Director	Pierfrancesco BARLETTA	1973	20/05/2020		X	X	X	5/5	M	6/6	M	3/3				
Director	Elena COMPARATO	1968	20/05/2020		X			5/5			M	3/3	M	2/3		
Director Lead Independent Director	Dario FRIGERIO	1962	04/07/2013		X	X	X	5/5	C	6/6	M	3/3				
Director	Patrizia Michela GIANGUALANO	1959	20/05/2020		X	X	X	5/5					C	3/3	M	3/3
Director	Paola GIANNETAKIS	1972	20/05/2020		X	X	X	5/5	M	5/6					M	3/3
Director	Federica GUIDI	1969	20/05/2020		X	X	X	2/5			M	3/3	M	3/3		
Director	Maurizio PINNARO ^o	1951	20/05/2020		X	X	X	5/5	M	6/6	C	3/3				
Director	Ferruccio RESTA	1968	20/05/2020		X	X	X	4/5					M	3/3	C	3/3
Director	Marina RUBINI	1969	15/05/2014		X	X	X	4/5	M	6/6			M	3/3		
Number of BoD meetings held during 2023: no. 5 meetings until 9 May 2023			Control and Risks Committee: no. 6 meetings until 9 May 2023			Nomination and Governance Committee: no. 3 meetings until 9 May 2023			Remuneration Committee: no. 3 meetings until 9 May 2023			Sustainability and Innovation Committee: no. 3 meetings until 9 May 2023				

NOTES ^(°) Date on which the Director was appointed for the first time ever to the BoD of Leonardo.

^{*} All absences from BoD or Committee meetings are excused. ^{**} This column contains the position of the Director in the Committee: Chairman ("C") or Member ("M").

^(oo) The Control and Risks Committee also performs the functions of the Committee for Related Parties Transactions.



TABLE 5: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Board of Statutory Auditors (three-year period 2021-2023) Appointed by the Shareholders' Meeting on 19 May 2021								
Position	Members	Year of birth	Date of First Appointment	Independent Corp. Gov. Code	Attendance at the BoSA meetings *	Attendance at the BoD meetings *	List (M/m) **	Other Positions ***
Chairman	Luca ROSSI	1967	08/11/2018 °	X	22/22	13/13	m	0
Regular Auditor	Anna Rita DE MAURO	1970	19/05/2021	X	22/22	13/13	M	0
Regular Auditor	Sara FORNASIERO	1968	15/05/2018	X	21/22	12/13	m	1
Regular Auditor	Leonardo QUAGLIATA	1953	15/05/2018	X	22/22	13/13	M	1
Regular Auditor	Amedeo SACRESTANO	1968	19/05/2021	X	22/22	13/13	M	0
Alternate Auditor	Giuseppe CERATI	1962	16/05/2019	--	--	--	m	--
Alternate Auditor	Eugenio PINTO	1959	19/05/2021	--	--	--	M	--
Number of the Board of Statutory Auditors' meetings held during 2023: 22								
Quorum for presentation of lists for the appointment of the Board of Statutory Auditors: 1% of the share capital with voting rights at Ordinary Shareholders' Meeting °°								

NOTES

- ° Alternate Auditor from 15 May 2018.
- * This column indicates whether the Statutory Auditor participates in the Board of Statutory Auditors' / BoD meetings. All absences from meetings are excused.
- ** This column indicates whether the list from which the Statutory Auditor was drawn was a "majority" (M) or "minority" (m) list.
- *** This column indicates the number of positions as auditor (as a Regular Auditor) held by the current Regular Auditors in other issuers. The full list of governing and control positions (Art. 144-*terdecies*, para. 2, Issuers' Regulations) is published by Consob on its website pursuant to art. 144-*quinquiesdecies* of the Issuers' Regulations.
- °° Upon the renewal of the Board of Statutory Auditors by the 2021 Shareholders' Meeting, following the submission of just one list by the deadline of the twenty-fifth day prior to the date of the Shareholders' Meeting on first call, the minimum percentage threshold of investment in the share capital of Leonardo required for the submission of the lists was reduced by half (and, therefore, from 1% to 0.5%) pursuant to art. 144-*sexies*, para. 5, of the Issuers' Regulations.



