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Societa' : LEONARDO

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Oggetto : NOTICE OF CALL OF THE 2025
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato



Leonardo – Società per azioni
Registered office in Rome, Piazza Monte Grappa No. 4
leonardo@pec.leonardo.com
Share Capital Euro 2,543,861,738.00 fully paid-up
Tax Code & Company Register of Rome No. 00401990585
VAT No. 00881841001

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting is convened on a single call in ordinary and extraordinary session on 26 May 2025, at 10:30 a.m., at the registered office of the Company, Piazza Monte Grappa, 4 – 00195, in Rome, in order to discuss and resolve on the following

Agenda

Ordinary Session

1. Financial statements as at 31 December 2024 of UTM Systems & Services S.r.l. and related reports of the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions.
2. Financial statements as at 31 December 2024 of Leonardo S.p.a. and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2024.
3. Allocation of the profit for the year.
4. Amendment to the 2024-2026 Long-Term Incentive Plan for the Leonardo Group's management. Related and consequent resolutions.
5. Approval of the stock ownership plan for the employees of certain companies belonging to the Leonardo Group, called "Share Ownership Plan 2025-2027 for Leonardo Employees based on Shares of Leonardo S.p.a.". Related and consequent resolutions.
6. Authorization to purchase and dispose of treasury shares to service payment plans based on financial instruments reserved for the Directors, employees or collaborators.
7. Report on remuneration policy and fees paid: binding resolution on the first section pursuant to Art.123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.
8. Report on remuneration policy and fees paid: non-binding resolution on the second section pursuant to Art.123-ter, paragraph 6, of Legislative Decree No. 58/98.

Extraordinary Session

1. Amendments to the Articles of Association of Leonardo S.p.a.
 - a) Proposed amendment to Article 22.3 concerning matters reserved to the exclusive competence of the Board of Directors. Proposed amendment to Article 5.1ter for an improvement of the current literal wording of the Articles of Association.
 - b) Proposed deletion of Article 34 of the Articles of Association.

Please note that the provisions of this notice of call are in line with the provisions of Art. 106 of Law Decree No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), as converted, with



amendments, into Law No. 27 of 24 April 2020 (the effectiveness of which was last extended by Law No. 15 of 21 February 2025).

Right to attend the Shareholders' Meeting and to exercise voting rights

The right to attend the Shareholders' Meeting and to exercise voting rights may only take place through the Designated Representative (Computershare S.p.A.), in the manner detailed in the paragraph titled "Participation and Vote through the Shareholders' Representative designated by the Company".

Pursuant to Art. 83-*sexies* of Legislative Decree No. 58/98 and to Art. 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise the voting rights is subject to the receipt, by the Company, of a statement issued by an authorized intermediary in accordance with the regulations in force, certifying the ownership of voting rights based on its accounting records at the end of the accounting day on the seventh trading day prior to the date of the Shareholders' Meeting (i.e., 15 May 2025), the so-called "record date".

The statement must reach the Company by the end of the third trading day before the date set for the Shareholders' Meeting (i.e., by 21 May 2025). Nevertheless, Shareholders will be entitled to attend and vote even if the notice has reached the Company after the aforesaid time limit, provided it is received within the Meeting's proceedings, and without prejudice to the principle according to which the right to attend and vote at the Shareholders' Meeting may be exercised exclusively through the Designated Representative (Computershare S.p.A.), as specified in the paragraph titled "Participation and Vote through the Shareholders' Representative designated by the Company".

Any credit and debit entries made to the accounts after 15 May 2025 (the "record date") are not relevant for the entitlement to exercise voting rights. Therefore, anyone who becomes a holder of shares only after such date will not be entitled to attend and vote at the Shareholders' Meeting.

Holders of shares that have not yet been dematerialized may exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorized intermediary in time for them to be entered into the centralized management system in dematerialized form and obtain the statement mentioned above.

With regard to the participation of Shareholders in the Shareholders' Meeting and to their exercise of voting rights exclusively through the Designated Representative, it should be pointed out that, in certain cases, Shareholders' rights related to the exercise of voting rights are guaranteed for enhanced effectiveness. The mechanism of submission of individual resolution proposals, as set out below, makes proposals discernible and votable by all Shareholders that could otherwise be only submitted and voted on at the Meeting, with difficulty for all Shareholders to provide voting instructions in a timely manner.

Participation and Vote through the Shareholders' Representative designated by the Company

In accordance with the Decree that allows listed companies to order that the attendance at the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Art. 135-*undecies* of Legislative Decree No. 58/98, the Company provides that any holder of voting rights who intends to attend Shareholders' Meeting may be represented thereat by means of a proxy granted to the Designated Representative identified by the Company in Computershare S.p.A., based in Milan, Via Lorenzo Mascheroni 19 - 20145.

The proxy to the Designated Representative must contain voting instructions on all or some of the proposals on the agenda and is effective only for the proposals in relation to which voting instructions have been given.



The proxy must be granted by the end of the second trading day before the date set for the Shareholders' Meeting (therefore, by 22 May 2025).

In this regard, in order to facilitate the notification of the proxy and the voting instructions, from the section of the Company's website dedicated to this Shareholders' Meeting (www.leonardo.com, Section "2025 Shareholders' Meeting") it is possible to fill in and submit also online and in guided mode the appropriate form prepared by Computershare S.p.A., which is accessible at the following link: (<https://assemblea.computershare.it/eRD/index.aspx?nos=609486820>).

Alternatively, it is possible to download the form from the same website to be sent within the terms set out above, to Computershare S.p.A. to the certified email address ufficioroma@pecserviziitoli.it in the manner stated in the specifications titled "Instructions for filling in and submitting the form" referred to in the above-mentioned form.

The proxy and the voting instructions may be revoked in the same way and within the same terms as for sending them.

Furthermore, pursuant to the above-mentioned "Cura Italia" Decree, those who do not intend to use the methods of attendance described above, may grant proxies and/or sub-proxies pursuant to Art. 135-*novies* of Legislative Decree No. 58/98, which, with related written voting instructions, shall be sent to Computershare S.p.A. to the certified email address ufficioroma@pecserviziitoli.it preferably by 6:00 p.m. of the day before the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on 25 May 2025). The proxy may be granted by signing the specific form available on the Company's website (www.leonardo.com, Section "2025 Shareholders' Meeting") in the manner stated therein.

The proxy and the voting instructions may be revoked in the same way and within the same terms as for sending them.

The granting of proxies pursuant to Art. 135-*novies* and Art. 135-*undecies* of Legislative Decree No. 58/98 does not involve any expense for the Shareholder, except for those incurred for their delivery or notification.

Computershare S.p.A. is at the disposal of the Shareholders to provide them with any necessary information and clarification, to the phone number +390645417413, or to the email address ufficiorm@computershare.it.

There is no provision for casting the vote electronically or by mail.

Additions to the agenda and submission of resolution proposals by the Shareholders holding at least 2.5% of the share capital pursuant to Art. 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/98

Pursuant to Art. 126-*bis* of Legislative Decree No. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, by 22 April 2025 (first working day subsequent to the term referred to in Article 126-*bis*, paragraph 1, first sentence, of Legislative Decree No. 58/98), request additions to the items on the agenda or submit additional resolution proposals on those already on the agenda, stating the additional issues and/or motions in the relevant request.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting is entitled to resolve, by law, at the proposal of the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Art. 125-*ter*, paragraph 1, of Legislative Decree No. 58/98. Requests must be submitted in writing by the proposing Shareholders by fax to the number +3901010013250 or to the certified email address assemblea@pec.leonardo.com, together with the suitable documentation issued by an authorized intermediary, which certifies the ownership of the above-mentioned shareholding on the date of the request itself.

The proposing Shareholders must submit, within the deadline and in the manner set out above, a report stating the reasons for any proposed resolutions on additional matters they propose



to discuss or the reasons for any further proposed resolutions regarding the items that are already on the agenda.

Any additions to the agenda and/or presentation of proposals for further resolutions on matters that are already included on the agenda will be announced by the Company, in the same forms as prescribed for publication of this notice of call of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting in ordinary and extraordinary session (and, therefore, by 11 May 2025). At the same time as it announces additions to the agenda and/or additional resolutions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Art. 125-ter, paragraph 1, of Legislative Decree No. 58/98, the related resolution proposals and the Shareholders' reports, as well as any possible evaluations made by the Board of Directors.

Submission of individual resolution proposals pursuant to Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98

Due to the fact that the attendance at the Shareholders' Meeting and the exercise of the voting rights may only take place through the Designated Representative (Computershare S.p.A.), the Company – in order to make it possible for the parties concerned to exercise the right referred to in Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98, and therefore to submit individual resolution proposals on the items on agenda or, albeit according to such methods and terms as are consistent with the provisions of the aforementioned "Cura Italia" Decree and to allow that the proposals referred to in this paragraph are known by the generality of those entitled to attend the Shareholders' Meeting and exercise the voting rights in time to provide voting instructions to the Designated Representative – provides that those entitled to attend the Shareholders' Meeting and exercise their voting rights may individually submit resolution proposals on items already on the agenda by 12 May 2025, thus committing itself to their subsequent publication.

In particular, the legitimacy to submit these proposals is subject to the receipt by the Company of the certification confirming ownership of the shares as at 15 May 2025 ("record date").

The proposals must be submitted in writing by eligible Shareholders by fax to the number +3901010013250 or to the certified email address assemblea@pec.leonardo.com, showing the express reference to: "Leonardo's 2025 Shareholders' Meeting - individual resolution proposals", the item of the agenda of the Shareholders' Meeting to which they refer, the text of the proposed resolution and the personal data of the applicant (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company).

The proposals submitted within the terms and in the manner described above shall be made available to the public by the Company by 14 May 2025 on the Company's website (www.leonardo.com, Section "2025 Shareholders' Meeting"), in order to allow those entitled to vote to express themselves consciously, while also taking into account these new proposals and, therefore, allowing the Designated Representative to also collect any possible voting instructions thereon.

Right to ask questions before the Shareholders' Meeting

Anyone who has voting rights may submit questions regarding the items on the agenda before the Shareholders' Meeting. The questions must be received by the Company by no later than the seventh trading day before the date of the Shareholders' Meeting (and, therefore, by 15 May 2025), pursuant to Art. 127-ter of Legislative Decree No. 58/98, together with the applicant's personal data (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company) and the certification attesting the ownership of the shares as at 15 May 2025 ("record date"). Ownership may also be certified at a later time, provided it is done so by the third day following the "record date" (within 19 May



2025, the first working day after the term under Article 127-ter, para. 1-bis of legislative Decree 58/98).

Questions must be sent by fax to the No. +3901010013250 or to the certified email address assemblea@pec.leonardo.com.

In order to allow those entitled to cast their vote through the Designated Representative, while also taking into account the feedback the Company has provided to these questions, the answers will be provided by the Company at least three days before the Shareholders' Meeting takes place through publication on the Company's website (www.leonardo.com, Section "2025 Shareholders' Meeting").

Amendments to the Articles of Association of Leonardo S.p.a.

The Shareholders' Meeting is called to pass resolutions in extraordinary session with regard to certain clauses of the Articles of Association which are aimed at adapting the rules of corporate governance to Leonardo's role as a major player in global security, in accordance with the 2025-2029 Industrial Plan. The Shareholders' Meeting will be called to also resolve on proposals with regard to a mere improvement in the form of the text of the articles of association through, among other things, the deletion of a clause that is now ineffective. The proposed amendments to the Articles of Association will be subject to different specific votes by the Shareholders' Meeting as set out in the relevant Explanatory Report prepared pursuant to article 125-ter of Legislative Decree no. 58/98.

Report on remuneration policy and fees paid

Pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98, the Shareholders' Meeting is also called in ordinary session to cast its vote, with a binding resolution, on the first section of the Report on remuneration policy and fees paid that describes the Company's policy on the remuneration of the members of the governing body, the General Manager and other executives with strategic responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors, as well as the procedures used for adoption and the implementation of this policy.

Pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/98, the Shareholders' Meeting is also convened to cast its vote, with a non-binding resolution, on the second section of the Report on remuneration policy and fees paid, which shows, among other things, the remuneration paid in the previous year to the members of the Board of Directors and of the Board of Statutory Auditors, to the General Manager, the Co-General Manager¹ and other executives with strategic responsibilities.

Information about share capital

As of the date of this notice, the share capital of Leonardo S.p.a. is equal to Euro 2,543,861,738.00, is represented by 578,150,395 shares and only consists of ordinary shares without par value.

Documentation

The documentation pertaining to the Shareholders' Meeting (including with reference to the provisions of Art. 125-*quater* of Legislative Decree No. 58/98), including the Explanatory Reports pursuant to Art. 125-ter of Legislative Decree No. 58/98 on the items on the agenda, is made available to the public - within the terms provided for by current regulations - at the

¹ The Board of Directors, in the meeting of 17 March 2025 approved a reorganisation replacing the previous Co-General Management, as envisaged in 2024. The remuneration policy envisaged for 2024 was applied to this role until such date.



registered office and on the Company's website (www.leonardo.com, Section "2025 Shareholders' Meeting"), as well as on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com).

Shareholders and those entitled to attend and vote at the Shareholders' Meeting are entitled to peruse any and all documents filed at the registered office and to obtain copies.

For any further information concerning the participation in the Shareholders' Meeting and the exercise of the voting rights through the Designated Representative, it is possible to contact the telephone number +390645417413 (Computershare S.p.A.).

More generally, for all information relating to the proceedings of the Shareholders' Meeting, the support to the Shareholders' participation through the Designated Representative and the exercise of any related rights, it is possible to consult the Company's website (www.leonardo.com, Section "2025 Shareholders' Meeting") and/or contact the Corporate Bodies Affairs organizational unit to the email address: shareholder.rights@leonardo.com.

This notice of call, published in full on the Company's website www.leonardo.com (Section "2025 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com), as well as available at the registered office, is also published in extract form on 11 April 2025 in the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Rome, 11 April 2025

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

