



LEONARDO - Società per azioni

Registered office in Rome, Piazza Monte Grappa 4
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Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

ORDINARY SHAREHOLDERS' MEETING

(in second call)
15 May 2018

SUMMARY OF THE VOTING

(art. 125-quater, paragraph 2, Legislative Decree No. 58/98)

- **Appointment of the Secretary of the Meeting.**

Resolutions: The Meeting, invited to resolve upon the appointment of the Secretary of the session before the discussion of the items on the agenda, assigned the role to the Notary Maurizio D'Errico.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	363,158,931	62.813921%	
Shares in relation to which the vote has been cast	363,158,071	62.813772%	99.999763%
Votes in favour	351,531,733	60.802818%	96.798317%
Votes against	281	0.000049%	0.000077%
Abstentions	11,626,057	2.010905%	3.201369%
Shares in relation to which the vote has not been cast	860	0.000149%	0.000237%

1. Financial Statements at 31 December 2017 and relevant Report of the Board of Directors, Report of the Board of Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2017.

Resolutions: The Meeting approved the Directors' Report on operations and the financial statements of Leonardo - Società per azioni at 31 December 2017 and resolved to allocate the 2017 net profit of Euro 356,115,445.38 as follows:

- Euro 17,805,772.27 equal to 5% of the net profit, to legal reserve;
- Euro 0.14 as the dividend to be paid - before tax, if any - starting from 23 May 2018, with the ex-dividend date of coupon no. 9 falling on 21 May 2018 and the record date (i.e., the date in which shareholders are entitled to receive the dividend payment, pursuant to article 83-terdecies of Legislative Decree no. 58 of 24 February, 1998 and article 2.6.6, paragraph 2, of the Rules of the markets organised and managed by Borsa Italiana S.p.A.) falling on 22 May 2018; the foregoing is with reference to each ordinary share held and outstanding at the ex-dividend date, excluding own shares held in portfolio at that date, without prejudice to the regime of those actually assigned in the current financial year based on the incentive plans in force;
- the residual as retained earnings.”

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	366,017,669	63.308383%	
Shares in relation to which the vote has been cast	362,107,517	62.632063%	98.931704%
Votes in favour	359,098,820	62.111662%	98.109695%
Votes against	26,777	0.004631%	0.007316%
Abstentions	2,981,920	0.515769%	0.814693%
Shares in relation to which the vote has not been cast	3,910,152	0.676321%	1.068296%

2. Appointment of the Board of Statutory Auditors for the three-year period 2018-2020.

Resolutions: The Meeting appointed the new Board of Statutory Auditors for the three-year period 2018-2020 as follows:

- Regular Statutory Auditors: Riccardo Raul BAUER, Sara FORNASIERO, Francesco PERRINI, Daniela SAVI, Leonardo QUAGLIATA;
- Alternate Statutory Auditors: Luca ROSSI, Marina MONASSI.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	366,000,806	63.305467%	
Shares in relation to which the vote has been cast	366,000,662	63.305442%	99.999961%
Votes in favour of List no. 1 (*)	34,766,635	6.013424%	9.499060%
Votes in favour of List no. 2 (**)	328,052,700	56.741758%	89.631688%
Votes against	602,056	0.104135%	0.164496%
Abstentions	2,579,271	0.446125%	0.704717%
Shares in relation to which the vote has not been cast	144	0.000025%	0.000039%

(*) List submitted by a Group of Investment Management Companies and Institutional Investors

(**) List submitted by the Ministry of Economy and Finance

3. Appointment of the Chairman of the Board of Statutory Auditors.

Resolutions: The Meeting appointed Riccardo Raul BAUER as Chairman of the Board of Statutory Auditors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	191,373,695	33.101023%	
Votes in favour of Riccardo Raul BAUER	190,261,693	32.908685%	99.418937%
Votes in favour of Sara FORNASIERO	187,256,109	32.388823%	97.848405%
Votes against (*)	83,561	0.014453%	0.043664%
Abstentions	984,089	0.170213%	0.514224%
Shares in relation to which the vote has not been cast	1,937,934	0.335195%	1.012644%

(*) considered as an expression of abstention from voting for both candidates since such appointment is mandatory under specific legal provisions

4. Determination of the remuneration of the members of the Board of Statutory Auditors.

Resolutions: The Meeting, upon proposal submitted by the Shareholder Ministry of Economy and Finance, set the remuneration of the Statutory Auditors as follows: € 80,000 before-tax per year to the Chairman and € 70,000 before-tax per year to each of the other Regular Statutory Auditors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	366,000,239	63.305369%	
Shares in relation to which the vote has been cast	364,258,873	63.004173%	99.524217%
Votes in favour	345,650,560	59.785579%	94.439982%
Votes against	7,919,595	1.369816%	2.163822%
Abstentions	10,688,718	1.848778%	2.920413%
Shares in relation to which the vote has not been cast	1,741,366	0.301196%	0.475783%

5. Long-Term Incentive Plan for the management of Leonardo Group. Resolutions related thereto.

Resolutions: The Meeting, upon proposal of the Board of Directors, approved the Long-Term Incentive Plan for the management of the Leonardo Group, in accordance with the timetable and the conditions discussed in the Disclosure Document prepared by the Company pursuant to Article 114-bis of Legislative Decree 58/98 and Article 84-bis of the Consob Regulation 11971/99.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	366,000,227	63.305367%	
Shares in relation to which the vote has been cast	362,033,046	62.619182%	98.916071%
Votes in favour	280,987,405	48.601092%	76.772467%
Votes against	80,386,832	13.904139%	21.963602%
Abstentions	658,809	0.113951%	0.180002%
Shares in relation to which the vote has not been cast	3,967,181	0.686185%	1.083929%

6. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98

Resolutions: The Meeting, upon proposal of the Board of Directors, by non-binding resolution, resolved in favour of the first section of the Remuneration Report, provided for by art. 123-ter of Legislative Decree no. 58/98.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	366,000,042	63.305335%	
Shares in relation to which the vote has been cast	362,032,863	62.619150%	98.916071%
Votes in favour	310,976,044	53.788088%	84.966122%
Votes against	45,498,062	7.869589%	12.431163%
Abstentions	5,558,757	0.961472%	1.518786%
Shares in relation to which the vote has not been cast	3,967,179	0.686185%	1.083929%

7. Integration, on the basis of a well-grounded proposal of the Board of Statutory Auditors, of the fees of the independent Auditing Firm KPMG S.p.A., appointed to audit the financial statements for the financial years 2012-2020. Resolutions related thereto.

Resolutions: The Meeting approved the well-grounded Board of Statutory Auditor's proposal in order to update the fees to pay for the auditing activities of KPMG S.p.A., with limited reference to the financial years 2017 and following.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	365,999,772	63.305288%	
Shares in relation to which the vote has been cast	362,032,591	62.619103%	98.91607%
Votes in favour	361,373,303	62.505069%	98.735937%
Votes against	1,329	0.000230%	0.000363%
Abstentions	657,959	0.113804%	0.179770%

Shares in relation to which the vote has not been cast	3,967,181	0.686185%	1.083930%
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Disclaimer

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