



LEONARDO - Società per azioni

Registered office in Rome, Piazza Monte Grappa 4

leonardo@pec.leonardocompany.com

Fully paid up registered capital euro 2,543,861,738.00

Tax Code & Company Register No. 00401990585

VAT No. 00881841001

ORDINARY MEETING

20 May 2020

SUMMARY OF THE VOTING

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

- 1. Financial Statements at 31 December 2019 of Sistemi Dinamici S.p.A. and relevant Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto.**

Resolutions: The Shareholders' Meeting approved the Directors' Report and the financial statements of Sistemi Dinamici S.p.A. at 31 December 2019

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	358,974,530	62.090165%	99.069001%
Votes against	9	0.000001%	0.000002%
Abstentions	1,405,646	0.243128%	0.387927%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%

2. Financial Statements at 31 December 2019 of Leonardo S.p.a. and relevant Reports of the Board of Directors, Board of Statutory Auditors and Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2019.

Resolutions: the Shareholders' Meeting approved the Directors' Report on operations and the financial statements of Leonardo S.p.a. at 31 December 2019 and resolved to allocate the 2019 net profit of Euro 389,777,585.94 as follows:

- Euro 19,488,879.30 equal to 5% of the net profit, to legal reserve;
- Euro 0.14 as the dividend to be paid – before tax, if any – starting from 24 June 2020, with the ex-dividend date of coupon no. 11 falling on 22 June 2020 and the record date (i.e., the date in which shareholders are entitled to receive the dividend payment, pursuant to article 83-terdecies of Legislative Decree no. 58 of 24 February, 1998 and article 2.6.6, paragraph 2, of the Rules of the markets organised and managed by Borsa Italiana S.p.A.) falling on 23 June 2020; the foregoing is with reference to each ordinary share held and outstanding at the ex-dividend date, excluding own shares held in portfolio at that date, without prejudice to the regime of those actually assigned in the current financial year based on the incentive plans in force;
- the residual as retained earnings.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	357,710,005	61.871445%	98.720020%
Votes against	37,759	0.006531%	0.010421%
Abstentions	2,632,421	0.455318%	0.726490%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%

3. Determination of the number of members of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal, submitted by the Shareholder Ministry of Economy and Finance to set the number of the Directors at twelve.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,492,559	62.352731%	99.487943%
Votes in favour	359,986,282	62.265162%	99.348222%

Votes against	506	0.000088%	0.000140%
Abstentions	505,771	0.087481%	0.139582%
Shares in relation to which the vote has not been cast	1,855,428	0.320925%	0.512057%

4. Determination of the term of office of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to set the term of the office of the Board of Directors to three financial years, this term expiring on the date of the Shareholders' Meeting convened to approve the Financial Statements at 31 December 2022.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,410,185	62.338483%	99.46521%
Votes in favour	359,224,079	62.133328%	99.137871%
Votes against	262,041	0.045324%	0.072317%
Abstentions	924,065	0.159831%	0.255021%
Shares in relation to which the vote has not been cast	1,937,802	0.335173%	0.534790%

5. Appointment of the members of the Board of Directors.

Resolutions: The Shareholders' Meeting resolved to appoint the new Board of Directors of the Company for the three-year period 2020-2022. The new Board of Directors is composed as follows: Luciano CARTA, Alessandro PROFUMO, Carmine AMERICA, Pierfrancesco BARLETTA, Elena COMPARATO, Paola GIANNETAKIS, Federica GUIDI, Maurizio PINNARÒ, Dario FRIGERIO, Marina RUBINI, Patrizia Michela GIANGUALANO, Ferruccio RESTA

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	362,347,987	62.673656%	100.000000%
Votes in favour of List no. 1 (*)	206,809,234	35.770837%	57.074757%
Votes in favour of List no. 2 (**)	154,338,562	26.695227%	42.594017%

Votes against	1,115,668	0.192972%	0.307900%
Abstentions	84,523	0.014620%	0.023326%
Shares in relation to which the vote has not been cast	0	0.000000%	0.000000%

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

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

6. Appointment of the Chairman of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to appoint Luciano CARTA as Chairman of the Board of Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	353,994,305	61.228758%	97.694569%
Votes against	1,616,394	0.279580%	0.446089%
Abstentions	4,769,486	0.824956%	1.316272%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%

7. Determination of the remuneration of the Board of Directors.

Resolutions: The Shareholders' Meeting approved the proposal submitted by the Shareholder Ministry of Economy and Finance to set the remuneration of the Directors as follows: € 90,000 before-tax per year to the Chairman and € 80,000 before-tax per year to each of the other Directors.

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	237,644,743	41.104312%	65.584673%
Votes against	113,412,643	19.616460%	31.299372%
Abstentions	9,322,799	1.612521%	2.572886%

Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%
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8. Report on the policy regarding remuneration and fees paid: resolution on the first section pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.

Resolutions: The Shareholders' Meeting approved, with binding resolution, the first section of the "Report on the policy regarding remuneration and fees paid by Leonardo S.p.a."

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	350,881,702	60.690385%	96.835560%
Votes against	8,720,286	1.508308%	2.406605%
Abstentions	778,197	0.134601%	0.214765%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%

9. Report on the policy regarding remuneration and fees paid: resolution on the second section pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.

Resolutions: The Shareholders' Meeting approved, with non-binding resolution, the second section of the "Report on the policy regarding remuneration and fees paid by Leonardo S.p.a."

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	263,480,410	45.572988%	72.714744%
Votes against	96,121,828	16.625748%	26.527491%
Abstentions	777,947	0.134558%	0.214696%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%

10. Appointment of the independent auditors for the 2021-2029 nine-year period. Resolutions related thereto.

Resolutions: The Shareholders' Meeting approved the motivated proposal of the Board of Statutory Auditors to appoint EY S.p.A. as Independent Auditor for the 2021-2029 nine-year period

	Number of shares	% of corporate capital	% of shares in attendance to the meeting
Shares in attendance to the meeting	362,347,987	62.673656%	100.000000%
Shares in relation to which the vote has been cast	360,380,185	62.333294%	99.456930%
Votes in favour	359,873,655	62.245682%	99.317139%
Votes against	259	0.000045%	0.000071%
Abstentions	506,271	0.087567%	0.139720%
Shares in relation to which the vote has not been cast	1,967,802	0.340362%	0.543070%