



REPORT ON REMUNERATION
POLICY AND FEES PAID

2024



LETTER OF THE CHAIRMAN OF THE REMUNERATION COMMITTEE

Dear Shareholders,

As Chairman of the Remuneration Committee which was established in May 2023, I am pleased to submit the Report on remuneration policy and fees paid, which was approved by the Board of Directors on 4 April 2024, for your consideration.

Leonardo is a dynamic company that sets important goals for itself, and the Remuneration Committee which I chair has the duty to ensure that the remuneration system keeps pace with the Group's transformation, by recognising results, incentivising performance, and gearing towards enhancing excellence.

In a challenging and complex macroeconomic and geopolitical environment, Leonardo achieved important economic and financial results in 2023, confirming a strong Group performance. In particular, a steady growth in New Orders and Revenues was accrued, with EBITA mainly driven by Defence and Security Electronics and the recovery of Aerostructures. In addition, financial performance showed a significant increase in cash flows.

The results we have achieved have given rise to a more substantial and tangible impact on the value generated for shareholders, in terms of increased market capitalisation.

In continuing along this path, the new Industrial Plan sets new, challenging targets, both in terms of financial indicators and business evolution. While the 2024-2028 plan forecasts more than Euro 100 billion in total orders, Euro 95 billion in revenues, and a FOCF twice as high as the current one, the main challenge for the company is the evolution of the concept of defence, which, as shown by ongoing conflicts, is taking on the broader connotation of global security.

This evolution both challenges us and provides the opportunity to review our core business perimeter, putting Space and Cyber Security at the centre of Leonardo's operations alongside the "traditional" domains (Land, Sea, Air). All this is supported by the growth of advanced and frontier technologies, such as digital continuum and quantum computing, which involve skills that are still scarce in the market today and on which competition is also being unleashed in sectors that are adjacent to that of Leonardo.

In this context of growth both in volumes and in the skills required to achieve them, the remuneration policy therefore becomes a key element to the success of the new business strategy, attracting young talents, incentivising the management team while continuing to promote a sustainable success model aimed at creating long-term value for all stakeholders.

The starting point for this evolution plan has been a deep and rigorous comparison with the market, aimed at identifying stakeholders' perspective at 360 degrees. Namely, the Committee defined to comparison peer groups, the first composed of industry and international peers, the second focused on Italian companies. A benchmark against these two groups has confirmed a limited competitiveness in the remuneration policy of Leonardo, particularly with regard to the role of Chief Executive Officer and General Manager, whose remuneration is significantly lower than market levels.

The Board of Directors, supported by a careful analysis conducted by the Remuneration Committee, has therefore embarked on a process of evolution of the remuneration policy, aimed at:

ensuring the retention and attraction of critical skills and excellence for the development of a business, which is characterised by its highly specialised nature;



adjusting the remuneration of key personnel, including, first of all, the Chief Executive Officer and General Manager, in line with market offering. This alignment is necessary not only to gradually reduce the gap with the market, but also to ensure a fair and pay-for-performance based remuneration, which can promote the motivation and involvement of critical staff and talent.

At the same time, leveraging the same market data set, the Board of Directors decided to confirm both the structure and the amount of remuneration for both the Chairman of the Board and the Non Executive Directors.

The 2024 Policy saw the introduction of important innovations that were focused exclusively on variable remuneration in the first phase of the process of evolution of the related framework, in order to ensure an appropriate motivation towards the achievement of the ambitious Group's objectives.

In particular, the short-term variable incentive (MBO) system, which is already largely in line with the best market practices, has been further reinforced, with the aim of making it appropriate to the Group's new strategy, through strengthening growth-related indicators and the confirmation of profitability, cash flow, sustainability and strategy indicators.

Furthermore, during the year, a new long-term variable incentive plan (LTI Plan 2024-2026) was defined, which is closely linked to the new Industrial Plan, aimed at ensuring the necessary alignment of the management team remuneration with the interests of our shareholders.

The plan, which in its essential elements fits the structure of the system previously in place, and provides for some important new elements that aim to make it fully responsive to the new challenges faced by the Group, such as introducing a target linked to growth, and strengthening the correlation between remuneration and performance, through the option of paying incentives above the target against the achievement of more challenging results in terms of performance, in the same manner as envisaged for the MBO plan. Moreover, the Board of Directors decided to widen the maximum number of beneficiaries, from 250 to 300, to support the ambitious growth objectives, attracting and retaining young talents and critical competences across Leonardo geographies.

Leonardo's attention to sustainability issues is confirmed as a central element of its remuneration policy. This commitment is realised through setting out tangible objectives subject to ongoing monitoring, which focus on occupational safety, the reduction of environmental impact and the enhancement of diversity and inclusion, within a global vision of sustainability.

On behalf of the Committee, I am therefore pleased to present to you the Report, which aims to provide a complete, clear and transparent overview of the application of the Policy with regard to the 2023 financial year and to illustrate the detailed elements of the policy for 2024.

I thank you, as Shareholders, for the attention you will give to this Report, in the hope that it will meet with your broad approval at the meeting.

Finally, I would like to thank the other members of the Remuneration Committee, Trifone Altieri, Giancarlo Ghislanzoni, Elena Vasco and Steven Duncan Wood, for their cooperation and participation in the execution of our mandate, as well as the staff from the corporate functions that contributed to the definition of the Policy and especially the People & Organization function that worked closely with us.

Yours sincerely,

Enrica Giorgetti

Chairman of the Remuneration Committee



REPORT ON REMUNERATION POLICY AND FEES PAID 2024

Drafted pursuant to arts. 123-*ter* of Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation - TUF) and pursuant to art. 84-*quater* of CONSOB Resolution no. 11971 of 14 May 1999 (Issuers' Regulation).

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Introduction

This Report has been prepared in compliance with the regulatory provisions in force and in line with the recommendations expressed by the Corporate Governance Code for listed companies, which the Company complies with; it summarises the principles and guidelines on the basis of which Leonardo Spa decides and monitors pay policy and its implementation, with particular reference to the members of the Governing Bodies and Executives with Strategic Responsibilities¹.

This Report, which was approved by the Board of Directors of Leonardo Spa on 4 April 2024 subject to the opinion of the Remuneration Committee, is divided into two Sections:

- The first Section of the document illustrates the remuneration policy adopted for the 2024 financial year, setting out the criteria and guidelines that the Company has adopted in relation to the remuneration of its Governing Bodies' members and other Executives with Strategic Responsibilities.
- The second Section on the fees paid in relation to the previous year analyses and details the fees actually paid to, or in any case assigned, to Directors and Statutory Auditors, as well as to other Executives with Strategic Responsibilities, for the 2023 financial year.

Pursuant to art. 123-*ter* of the TUF, the first Section on remuneration policy is subject to the approval by the Shareholders' Meeting by a binding vote, while the second Section on fees paid is subject to the approval by the Shareholders' Meeting by a consultative vote.

The two sections of the Report on the policy regarding remuneration and fees paid are preceded by a chapter in which the market and investors are presented with some background information useful for reading the Remuneration Policy with a view to the Company's Strategy. This introductory section also provides a summary of the main elements of the Policy that is very easy to read and understand.

If the Shareholders' Meeting does not approve the remuneration policy submitted for voting in accordance with art. 123-*ter*, paragraph 3-*bis*, of the TUF, the Company will continue to pay fees conforming to the most recent remuneration policy approved by the Shareholders' Meeting. The Company will submit a new remuneration policy to the shareholders' vote at the latest at the next following Shareholders' Meeting provided for in art. 2364, paragraph 2, or at the Shareholders' Meeting provided for in art. 2364-*bis*, paragraph 2, of the Italian Civil Code.

The remuneration policy set out in this Report has also been adopted by the Company, as required by CONSOB Regulation no. 17221/2010 with regard to related-party transactions, also in accordance with and for the purposes of art. 11.2(b) of the Procedure for Related Parties Transactions approved by the Board of Directors on 26 November 2010 and finally updated on 17 October 2023.

This document is available at the Company's registered office and on its website (www.leonardo.com), in the specific "Shareholders' Meeting 2023" and "Corporate Governance/Remuneration" sections, on the website of the authorised eMarket STORAGE device (www.emarketstorage.com), as well as with the market management company Borsa Italiana S.p.A.". The Executive Summary is also available in the Remuneration section of the company website at the address "Investors/Corporate Governance/Remuneration/Remuneration Summary".

¹ Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 17 October 2023, the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors and any persons who hold the position of General Manager and Co-General Manager of the Company, the Officer in charge of the Company's financial reporting, pursuant to art. 154-*bis* of the Consolidated Law, as well as the Heads of Divisions and the Heads of organizational units dedicated to the business (they are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents). As regards the category of Executives with Strategic Responsibilities, this report only describes the pay policy in relation to the Heads of Divisions, the Head of business organizational units and the CFO/Officer in charge of the Company's financial reporting. The pay policy linked to the members of the Board of Directors, the Board of Statutory Auditors and the Co-General Manager is described in dedicated paragraphs.

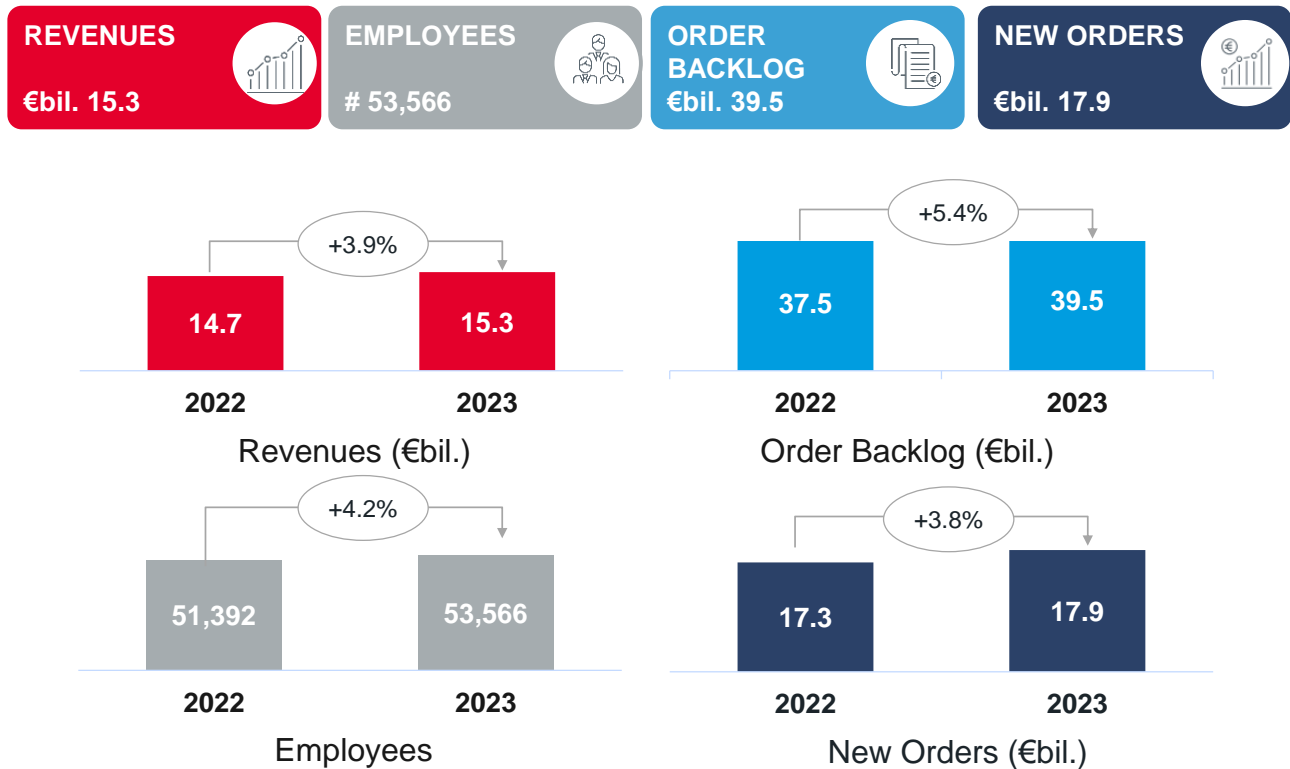


**REPORT ON REMUNERATION
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Executive Summary



2023 HIGHLIGHTS



INDUSTRIAL PLAN 2024-2028

In the Aerospace, Defence and Security sector, the main players are called upon to operate in a competitive scenario that is increasingly challenging in terms of industrial framework and technological disruption, and in a reference environment that continues to experience **generational changes**, together with a sharp increase in global conflicts and crises.

In this context, **three significant challenges** are emerging that countries are facing and that are radically changing the very concept of defence:

1. **defence is increasingly based on bytes rather than bullets:** warfare is changing, evolving towards a combination of conventional and advanced systems, digital technologies and satellite and drone applications;
2. **from conventional defence to the broader concept of “global security”:** regional conflicts have significant repercussions on global security (energy, food, cyber and infrastructure security), thus exacerbating the need for “global awareness” based on secure data framework and governance;
3. **security as a continental rather than a national issue:** no single European nation or player can cope on its own, even more in light of the current fragmentation of defence spending.

OBJECTIVES OF THE NEW INDUSTRIAL PLAN OF LEONARDO

On this basis, the company's positioning and product portfolio are poised to evolve in line with ongoing global changes.

Within the horizon of the Industrial Plan, Leonardo aims at transforming itself into a **technology-based company**, working on **two strategic guidelines**:



- i) **strengthening the core business** through an increasingly strategic selectivity, owing to the optimisation of the product portfolio, a renewed approach to innovation driven by targeted R&I and massive digitisation, while standing as a catalyst for the consolidation of European Defence, able to be part of international alliances;
- ii) **paving the way for the future**, investing in emerging sectors such as **Cyber** and **Space** domains and focusing the business and product portfolio towards an increasingly efficient capital allocation.

This new posture will guide Leonardo in its evolution, aiming to become:

- **Electronics:** a **Global Player, European leader** and a catalyst for European Cooperation, leveraging the technology spillovers of the GCAP, alliances/JVs, (Land and Naval Defense Systems) and an optimised product portfolio, with a distinctive presence in the US;
- **Helicopters:** a **global leader** in the **civil** sector and a **key player** in the **military** sector through the upgrade of the entire portfolio, adopting new technologies and exploring strategic partnerships to strengthen Leonardo's positioning;
- **Aircraft:** a **Key player** in **international cooperation programmes**, including next-generation combat aircraft, unmanned platforms, evolution of proprietary products and advanced training services;
- **Aerostructures:** a profitable **supplier** thanks to market recovery and operational excellence, able to grow further through diversification and strategic partnerships;
- **Cyber security:** a **key European player** in **cyber security resilience by design**, Secure Digital Platforms and Mission-Critical Communications, with a technology-based value proposition focused on Defence, Space and National Strategic Organizations;
- **Space:** the **European leader** in high value-added segments, leveraging the capabilities of the entire Group, with an active role, through a more effective Space Alliance, in strengthening the European market.

GUIDELINES OF THE INDUSTRIAL PLAN

To realise this vision, Leonardo has defined a three-pronged plan:

1. **organic growth** and **innovation** process, through:
 - targeted investment in R&D;
 - massive digitisation of solutions and production processes;
 - greater customer orientation and the development of high-value services.
2. **business efficiency** through:
 - the rationalisation and focusing of the various businesses and product portfolio;
 - the optimisation of purchasing, engineering and manufacturing activities;
 - the reduction of Corporate Center costs;
3. Complementing growth through inorganic initiatives such as **international alliances and M&A**, to achieve the necessary technological relevance and autonomy in emerging sectors and markets.

LEONARDO SUSTAINABILITY PLAN

In line with the Strategic Plan and with the priorities that emerged from the impact materiality analysis, Leonardo has developed a Sustainability Plan aimed at covering the entire value chain: from research and development to operations, from customer support solutions to social impacts.

The Sustainability Plan identifies eight thematic areas (clusters) on which to act to address the short, medium and long-term sustainability challenges at a global level and accelerate a sustainable and inclusive transition, in the direction of the Sustainable Development Goals (SDGs).

Each cluster includes specific projects, measured with KPIs related to various ESG pillars according to a structured model based on a data-driven approach, and integrated into a dedicated digital platform.



The Sustainability Plan: clusters, value chain and ESG Pillars ⁽¹⁾



❖ **Sustainability embedded into the entire value chain**

SP projects concern all the phases of the value chain aiming at fully integrating sustainability into the business

❖ **Creating sustainable business value**

Focus on strengthening Leonardo's solutions and technologies that contribute to the security of citizens & infrastructures and to climate action, thus maximizing sustainable business opportunities

❖ **Leveraging on innovation and digitalization**

Technologies and digital are key enablers of sustainable solutions (e.g. technology driven climate action) and processes' efficiency

❖ **Mitigating risks**

SP projects help making business resilient to external stress, thus preventing and protecting from risks along the value chain (e.g. climate risks affecting operations; supplies' disruptions affecting business continuity; etc.)

(1) Integration among clusters and pillars is performed according to impact and prevalence criteria

Leonardo Remuneration Policy

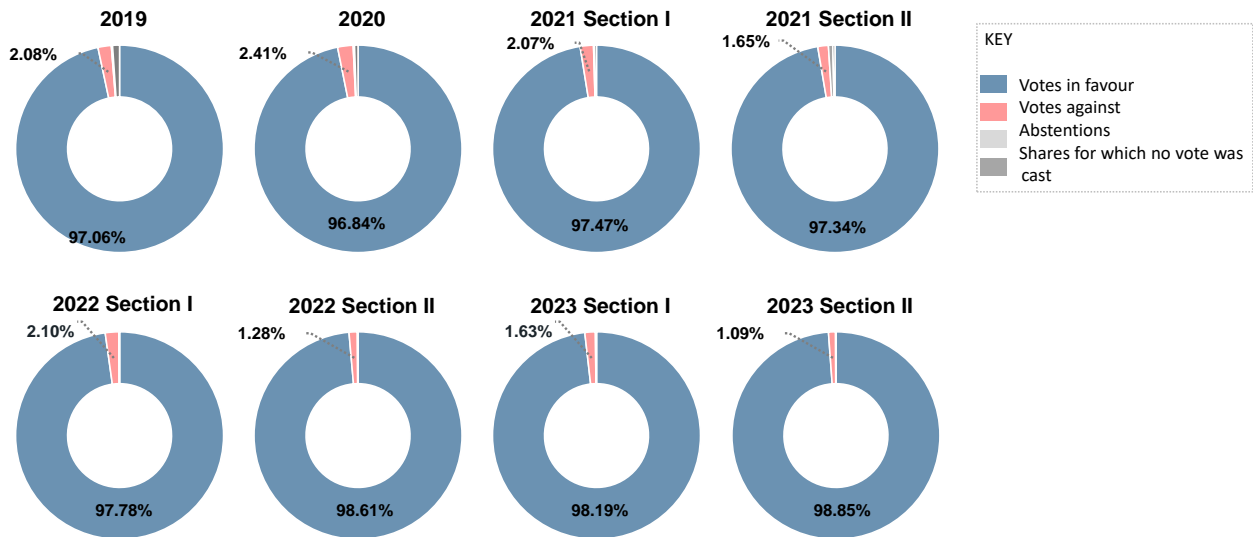
Leonardo's Remuneration Policy is designed to meet the challenges posed by the Strategic Plan, of which the Sustainability Plan is an integral part of the Industrial Plan. The link between variable incentive plans and the Industrial Plan is described below:

LINES OF THE STRATEGIC AND SUSTAINABILITY PLAN		Organic growth and Innovation	Business Efficiency	International alliances and M&A	Sustainability
MBO PLAN	EBITA	✓	✓	✓	
	FREE OPERATING CASH FLOW	✓	✓	✓	
	GROUP ORDERS	✓	✓	✓	
	INDUSTRIAL PLAN OBJECTIVES	✓	✓	✓	
	DOW JONES SUSTAINABILITY INDICES		✓		✓
	ACCIDENT FREQUENCY REDUCTION	✓			✓
LTI PLAN	TOTAL SHAREHOLDER RETURN	✓	✓	✓	✓
	NET DEBT	✓	✓	✓	✓
	RETURN ON INVESTED CAPITAL	✓	✓	✓	✓
	GROUP REVENUES	✓	✓	✓	✓
	GENDER DIVERSITY (STEM AREA)				✓
	CLIMATE CHANGE		✓		✓






Trend of voting result on the annual remuneration report (2019-2023)

The following graph shows the trend of voting at Shareholders' Meetings relating to the contents of Section I on the remuneration policy in the last five years (2019-2023). It shows a positive trend of votes in favour. The results in general and especially the reasons given for votes against cast at the 2023 Shareholders' Meeting, even through stakeholder engagement and the monitoring of recommendations from proxy advisors, have been taken into account in considering and evaluating the updates and improvements made to the Remuneration Policy and this document.



Summary schedule on the Remuneration Policy 2024

The following section provides a summary of the main 2024 policy elements:




FIXED REMUNERATION			
PRINCIPLE AND PURPOSE	CHARACTERISTICS AND PERFORMANCE CONDITIONS	AMOUNTS	REF.
			
It is proportionate to the responsibilities assigned, the contribution requested, competencies and experience	It is determined with reference to market remuneration benchmarks and periodically reviewed also in relation to the pay-mix policies	CHAIRMAN € 490,000 p.a., of which: - € 90,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code - € 400,000 pursuant to art. 2389 paragraph 3 of the Italian Civil Code	Page 29
		CEO AND GENERAL MANAGER €1,000,000 p.a., of which: - € 80,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code - € 920,000 as Gross Annual Remuneration for the position of General Manager	Page 30
		CO-GENERAL MANAGER Fixed remuneration equal to € 850,000	Page 38
		EXECUTIVES WITH STRATEGIC RESPONSIBILITIES Remuneration set in relation to the responsibilities of the person concerned and the market positioning	Page 41
SHORT-TERM VARIABLE REMUNERATION (LEONARDO GROUP MBO SYSTEM)			
It is an incentive to achieve annual business and sustainability targets set out in accordance with the Strategic Plan and the Budget	FOR ALL BENEFICIARIES If one or both of the following thresholds is not achieved : - Group EBITA: 85% of budget - Group Free Operating Cash Flow (FOCF): 100% of budget the bonus relating to both KPIs (50% weight for CEO-GM and Co-GM and in a range of between 40% and 50% for Executives with Strategic Responsibilities) is set to zero	CHAIRMAN MBO not envisaged	Page 29
	2024 CEO AND GENERAL MANAGER OBJECTIVES 1) Group EBITA (25%) 2) Group FOCF (25%) 3) Group Order Intake (25%) 4) Industrial Plan Objectives ² (15%) 5) Inclusion of Leonardo in Dow Jones Sustainability Indices (5%) 6) Average accident frequency rate Index (5%)	CEO AND GENERAL MANAGER - Target incentive: 80% of Fixed Remuneration . - Maximum incentive equal to 125% of target incentive .	Page 31

² Additional details in the dedicated part (page 31)



	<p>CO-GENERAL MANAGER</p> <ol style="list-style-type: none"> 1) Group EBITA (25%) 2) Group FOCF (25%) 3) Group Order Intake (25%) 4) Industrial Plan Objective (15%) 5) Inclusion of Leonardo in Dow Jones Sustainability Indices (5%) 6) Average accident frequency rate index (5%) 	<p>CO-GENERAL MANAGER</p> <ul style="list-style-type: none"> - Target incentive: 80% of Fixed Remuneration - Maximum incentive equal to 125% of target incentive 	Page 39
	<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <ol style="list-style-type: none"> 1) Group EBITA (from 20% to 25%) 2) Group FOCF (from 20% to 25%) 3) Division / Function targets (from 40% to 50%) 4) Inclusion of Leonardo in Dow Jones Sustainability Indices (5%) 5) Average accident frequency rate Index (5%) 	<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <ul style="list-style-type: none"> - Target incentive: from 50% to 80% of Fixed Remuneration, commensurate with the role - Maximum incentive equal to about 125% of target incentive 	Page 42
	<p>TYPE OF RESULT MEASUREMENT</p> <ul style="list-style-type: none"> • On / off mechanism: Strategic Plan and ESG objectives • Incentive curve: Group and Division EBITA, Group² and Division Free Operating Cash Flow, Group and Division Order Intake, Function and Role Target: on/off mechanism or incentive curve according to the specific objective <p>Plan subject to Malus and Claw-back clauses</p>		Page 32 Page 39 Page 43

LONG-TERM VARIABLE REMUNERATION

PRINCIPLE AND PURPOSE 	CHARACTERISTICS AND PERFORMANCE CONDITIONS 	AMOUNT 	REF.
It is aimed at promoting the pursuit of Leonardo's sustainable success in the long-term .	<p>The features are described for the Long-Term Incentive Plan to be submitted to the Shareholders' Meeting held on 17 and 24 May 2024.</p> <p>The Plan provides for a free allotment of the Company's ordinary shares (Performance Share) to the CEO and General Manager, the Co-General Manager and the Executives with Strategic Responsibilities and is structured into three annual awards.</p> <p>2024-2026 OBJECTIVES</p> <ol style="list-style-type: none"> 1) Relative Total Shareholder Return (35%) 2) Return on Invested Capital (20%) 3) Group Revenues (20%) 4) Group Net Debt (15%) 5) Climate Change – Intensity of Emissions (5%) 6) Gender diversity - % of female new hires with STEM degree (Science, Technology, Engineering and Mathematics) (5%) 	<p>CHAIRMAN</p> <p>LTI not envisaged.</p>	
		<p>CEO AND GENERAL MANAGER</p> <p>The target LTI share envisaged for the CEO and GM is equal to 100% of overall Fixed Remuneration.</p> <p>There is no provision for the payment of an incentive above the target in the event of overperformance .</p>	Page 34
		<p>CO-GENERAL MANAGER</p> <p>The target LTI share envisaged is equal to 140% of Fixed Remuneration.</p> <p>Maximum incentive may be up to 136% of target incentive.</p>	Page 40



	<p>RESULT MEASUREMENT</p> <ul style="list-style-type: none"> Relative KPIs (Total Shareholder Return): compared to a selected Peer Group Absolute KPIs: ROIC, Group Revenues, Group Net Debt, Climate Change, Gender Diversity <p>PERFORMANCE AND HOLDING PERIOD</p> <ul style="list-style-type: none"> Performance period: three years Holding Period: 50% of awarded shares are subject to 2-year non-transferability obligation <p>Plan subject to Malus and Claw-back clauses .</p>	<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <p>The target LTI share envisaged is between 60% and 140% of Fixed Remuneration. Maximum incentive may be up to 136% of incentive target.</p>	Pag. 44
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NON-CASH BENEFITS

Benefits are granted consistently with the purposes of the Leonardo Group's remuneration policy .	Non-cash benefits are defined in accordance with provisions of law, collective bargaining agreements and any other applicable union agreements .	<ul style="list-style-type: none"> Supplementary pension plan Supplementary/ replacement health insurance benefits Insurance cover Company car Accommodation for guests' use 	Pages 37 , 41 , 45
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PAY IN THE EVENT OF TERMINATION OF OFFICE AND EMPLOYMENT

Retention purpose connected with the role in line with long-term strategies, values and interests	They are set in relation to key roles and non-competition obligations .	<p>CHAIRMAN</p> <p>No severance pay.</p>	
		<p>CEO AND GENERAL MANAGER</p> <p>It is envisaged a severance pay up to 24 months' fees of Short-term Fixed and Variable Remuneration in the event of termination of office or of employment .</p>	Page 37
		<p>CO-GENERAL MANAGER</p> <p>Allowance under the National Collective Bargaining Agreement of reference</p>	Page 41
		<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</p> <p>Allowance under the National Collective Bargaining Agreement of reference</p>	Page 45

PAY-MIX TARGET

It shows the weight of various (fixed, short-term variable and long-term variable) components of remuneration	The charts below refer to the pay-mixes, calculated by considering the valuation of short- and long-term incentives after assuming results by target .
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REPORT ON REMUNERATION POLICY AND FEES PAID 2024

Section I



Governance

Bodies and persons involved in the preparation, approval and implementation of the Remuneration Policy

With regard to the governance of the remuneration systems, the following is a more detailed description of the related management activities and the respective responsibilities, divided according to the role played by each body involved in the preparation and approval of the remuneration policy regarding the members of the Governing Bodies, the General Manager, the Co-General Manager and the other Executives with Strategic Responsibilities.

Shareholders' Meeting

The duties of the Shareholders' Meeting – as far as the matters of interest to this Report are concerned - are:

- to set the fees payable to the members of the Board of Directors and the Statutory Auditors;
- to approve any remuneration plans based on financial instruments assigned to Directors, the General Manager, the Co-General Manager and the other Executives with Strategic Responsibilities, other employees and consultants, pursuant to art. 114-*bis* of the TUF;
- to examine and assess Section I of the Report regarding the remuneration policy in order to cast a binding vote and Section II of the Report about the fees paid in the previous year to cast a non-binding vote.

Board of Directors

The duties of the Board of Directors – as far as the matters of interest to this Report are concerned - are

- to determine, on the proposal of the Remuneration Committee, the remuneration of those Directors with delegated powers and of any other Director vested with specific functions following the opinion of the Board of Statutory Auditors;
- to define the Company's policy in relation to the remuneration of Directors, General Manager, the Co-General Manager and other Executives with Strategic Responsibilities, in compliance with the legal provisions in force and with the Corporate Governance Code for listed companies;
- to approve this Remuneration Report and submit it to the Shareholders' Meeting pursuant to, and within the limits set out in, art. 123-*ter*, paragraphs 3-*bis* and 6, of the TUF;
- to submit to the Shareholders' Meeting, upon proposal from the Remuneration Committee, potential remuneration plans based on the allotment of shares or other financial instruments;
- to implement the aforesaid remuneration plans based on shares or other financial instruments, with the support of the Remuneration Committee, as approved by the Shareholders' Meeting.

No Director attends Board of Directors' meetings at which motions regarding his/her own remuneration are approved.

Furthermore, there has been a Remuneration Committee in the Board of Directors for a long time, the composition and functions of which are detailed below.

Remuneration Committee

The Remuneration Committee, which was appointed on 23 May 2023, is composed of the following members:



	Position	Independence	Date of first appointment
Enrica Giorgetti	Chairman	✓ *	May 2023
Trifone Altieri	Director	✓ *	May 2023
Giancarlo Ghislanzoni	Director	✓ *	May 2023
Elena Vasco	Director	✓ *	May 2023
Steven Duncan Wood	Director	✓ *	May 2023

* Independent directors also pursuant of the Corporate Governance Code

The Committee meets periodically to carry out its functions and duties, and its meetings are considered valid if at least a majority of its members attend. The Chairman of the Committee calls and chairs meetings. The Committee is provided with the resources required to carry out its research and investigations in an effective manner. The Committee obtains access to information and to Company structures as necessary for it to perform its tasks, and takes advantage, through Company channels that make use thereof, from the work performed by external advisors in order to ensure independence of judgment. The Head of the Company's People & Organization Organizational Unit is invited to attend the Committee's meeting on a permanent basis and the meetings may be attended, on the invitation of the Committee through the Chairman and in relation to the issues being discussed, by other persons, including non-executive members of the Board of Directors and any employee working for the Company or Group Companies. The entire Board of Statutory Auditors attends the Committee's Meeting. No Director participates in the Committee's meetings in which proposals are put forward to the Board in relation to his/her own remuneration.

The Remuneration Committee is responsible for taking action:

- to give its opinion to the Board of Directors concerning the definition of the Company's remuneration policy of Directors, General Manager, Co-General Manager and other Executives with Strategic Responsibilities, in compliance with the legal provisions in force and with the Corporate Governance Code;
- to put forward proposals to the Board of Directors for related resolutions in implementation of the remuneration policy established by the same, with reference to
 - the remuneration and regulatory treatment of Directors with delegated powers and of all Directors vested with specific functions (following the opinion of the Board of Statutory Auditors, when required by art. 2389 of the Italian Civil Code);
 - the performance targets related to the variable element of the remuneration of Directors with delegated powers and of any other Director vested with specific functions if they receive variable remuneration, monitoring the implementation of the decisions adopted and verifying, in particular, the actual achievement of performance targets;
- to support the Company in defining the best policies for the management of the Group executives, as well as the managerial development plans and systems for the Group's key managers;
- to monitor the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders within the company organization;
- to assess the management's proposals and to give its opinion as to remuneration plans based on the allotment of shares or of options for the purchase of the Company's shares in favour of Directors and executives of the Company and of the Group companies, to be submitted to the Board of Directors for its



assessment and then to the Shareholders' Meeting for its subsequent approval pursuant to the legal provisions and related implementing Regulations;

- to periodically evaluate the adequacy, overall consistency and actual implementation of the policy for the remuneration of Directors, General Manager, Co-General Manager and other Executives with Strategic Responsibility;
- to examine in advance the Report on remuneration policy and fees paid;
- to analyse, for the issues within its competences, the relevant issues for Leonardo for the generation of long-term value.

The Committee's meetings and resolutions are duly recorded in minutes and the work performed is reported by the Chairman of the Committee at the first meeting of the Board of Directors. Furthermore, the Committee provides the Board with a report on the most important issues.

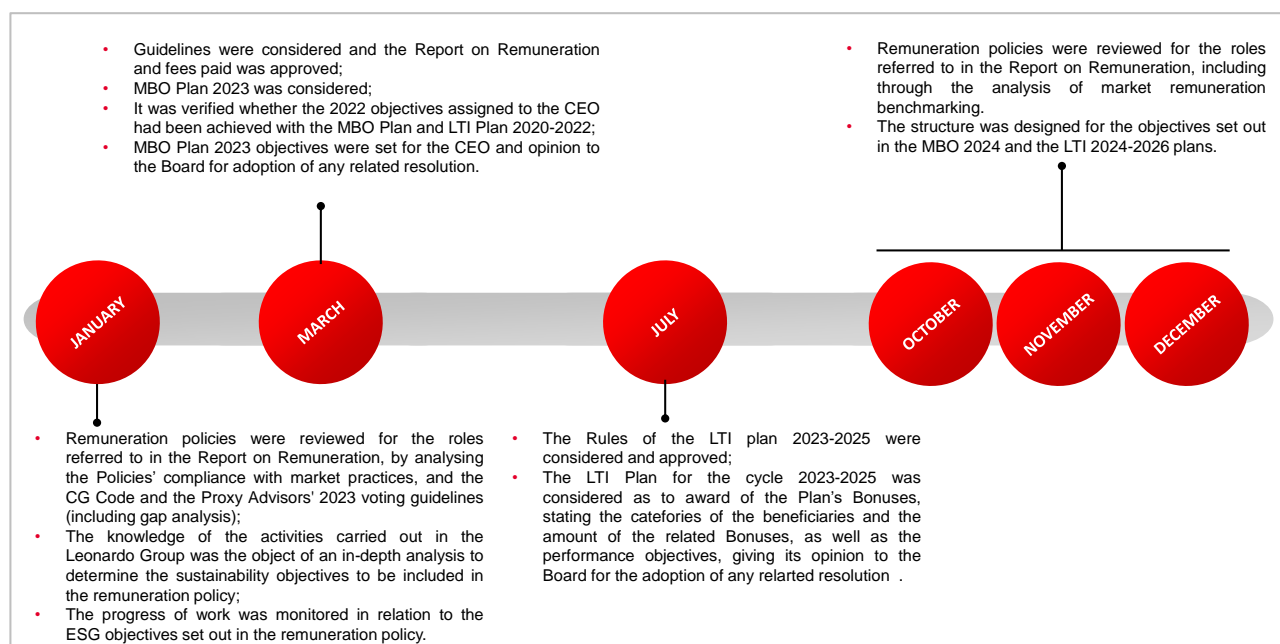
The Committee's operations are governed by special Rules of Procedures, which acknowledge the principles and the recommendations laid down in the Corporate Governance Code.

Since it was formed, the Remuneration Committee has played a role of supporting the top management with one of the most important issues related to the strategic management of the Group's human resources and of its pay and retention policies.

In acting in this role, the Committee has worked out incentive schemes which assist in achieving the Group's results and the objectives of enhancing the value of its stock and of the Group itself.

The Remuneration Committee gives an opinion on the structure and content of this report and submits them to the Board of Directors, which, after having examined them, then submits them to the Shareholders' Meeting for a binding vote on Section I and cast a non-binding vote on Section II, pursuant to art. 123-ter of the TUF.

Main issues dealt with by the Remuneration Committee in 2023



In the 2023 financial year the Committee held no. 8 meetings. The average duration of the meetings was 1 hour and 20 minutes, with an attendance rate of about 97%. During the current 2024 financial year, no. 4 meetings had been held as at the date of approval of this Report.

Board of Statutory Auditors

On remuneration matters, the Board of Statutory Auditors, which regularly participates in the Board of Directors and the Remuneration Committee's meetings, expresses the opinions required by the regulations in force, with



particular reference to the remuneration of those Directors vested with specific functions pursuant to art. 2389 of the Italian Civil Code.

Independent Experts

In the course of 2023, the People & Organization Organizational Unit made use, as external independent experts, of Mercer for activities concerning remuneration.

Other subjects

The People & Organizational Unit sets out the guidelines, supported by all the technical details necessary for preparing the Remuneration Policy. This Function also acts as a specialist in-house body assisting the Remuneration Committee, for which it prepares the material that the Committee needs in order to carry out its work.

The Finance Organizational Unit helps set out the operating and financial objectives underlying the short- and long-term plans and verifies that they have been attained and determining the panel for TSR as a performance objective in the long-term incentive system.

The Sustainability Organizational Unit and the Finance Organizational Unit deal with the ESG matters.

Independent Legal Auditors

The Audit Firm in charge of the statutory audit of the accounts yearly verifies the preparation by the directors of Section II of the Report by carrying out a mere formal check on the publication of the information without expressing any opinion thereon, or on the consistency of such information with the financial statements or its compliance with the regulations, as is required for the review on the preparation of the Non-Financial Statement ("NFS") pursuant to Legislative Decree 254/2016.

Procedure for approval of Remuneration Policy 2024

In exercising its powers and in accordance with the Corporate Governance Code, the Remuneration Committee expressed a favourable view of the structure and contents of remuneration policy for the purposes of the preparation of this report.

The Report was submitted by the Remuneration Committee to the Board of Directors, which approved it on 4 April 2024.

The remuneration policies determined in accordance with the guidelines provided by the Board of Directors are applied by the bodies authorised to do so with the support of the corporate functions concerned.

The Board of Directors submitted this Remuneration Report approved by them on 4 April 2024 for a binding and consultative vote of the Shareholders' Meeting.

Finally, this document has been prepared in accordance with best market practices, particularly those in FTSE-MIB companies.

Term of the remuneration policy and derogation procedure in special circumstances

According to the provisions laid down in the paragraph 3-*bis* of art. 123-*ter* of the TUF, this policy has a term of one year.

In exceptional circumstances, Leonardo's Board of Directors may temporarily derogate from some provisions of the Remuneration Policy laid down in this Report, with a reasoned resolution. Such derogation should not affect, in any case, the compliance with legal and regulatory obligations and should be taken in accordance with Leonardo's Procedure for Related Parties Transactions (in particular, subject to the reasoned opinion of the Committee for Related Parties Transactions pursuant to the aforesaid Procedure), at the proposal or in any way subject to the opinion of the Remuneration Committee.



In compliance with the provisions of the abovementioned rule, exceptional circumstances mean the situations where the derogation from the Remuneration Policy is required in order to pursue the Company's long-term interests and sustainability as a whole or to ensure its ability to stay in the market. They include, but are not limited to:

- significant changes in social and economic scenarios or, in any event, the occurrence of extraordinary and unforeseeable events (e.g. pandemics, conflicts, etc.), affecting the Group and/or the sectors and/or markets in which it operates, which may have a profound impact on the relevant market environment at a global level and/or that of each country/region;
- substantial variations in the scope of the business activity during the period of validity of the Remuneration Policy (e.g. transfer of a company/branch of business on whose activity the performance objectives of the reference Remuneration Policy were based; acquisition of a significant business, etc.);
- need to attract and retain people with the most suitable skills and professionalism to run the business and ensure its sustainable success.

The process also makes it necessary for all persons concerned to abstain from voting on resolutions related to any exception that may involve them.

Exceptions (if any) may concern:

- the parameters and weights related to the assignment and/or award of the variable components of remuneration;
- the granting of indemnities, except for directors, in consideration of specific working conditions and in extraordinary selective situations.

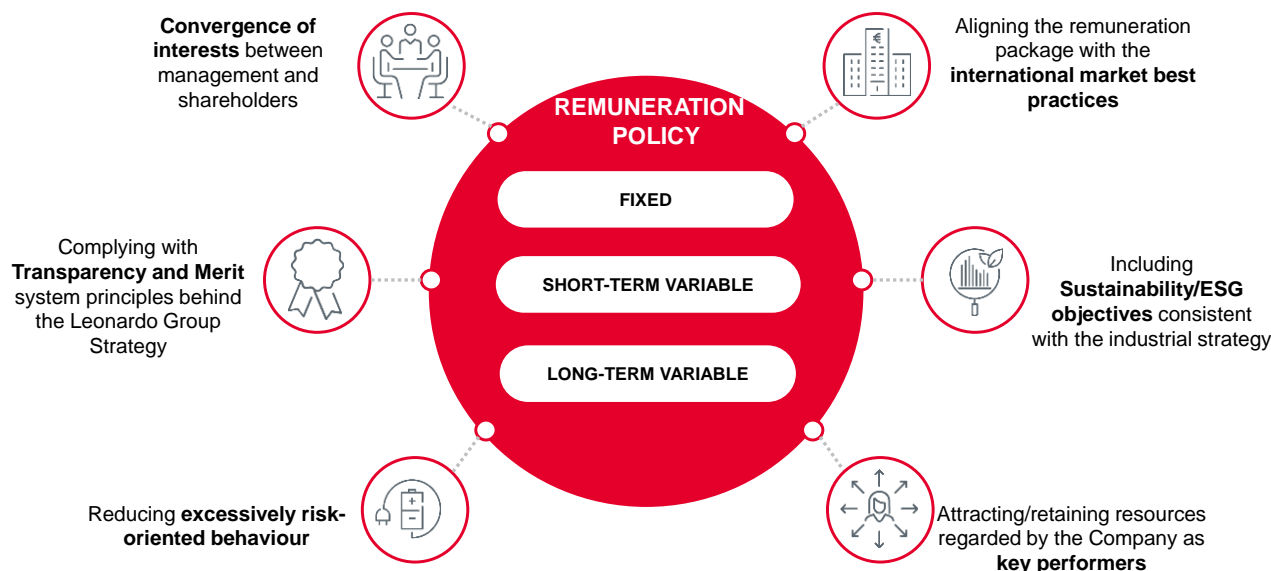
The Board's resolution shall also establish the duration of such exception and the specific elements of the Policy that are waived, in accordance with the provisions laid down above.

Leonardo provides information on any exceptions to the Remuneration Policy applied in exceptional circumstances in Section II Fees paid in the subsequent year.



Purposes and instruments of remuneration policy

The remuneration policy sets out the principles and the guidelines to determine the remuneration of the members of the Board of Directors, as well as the specific criteria through which the remuneration of the Group's management is established, in accordance with the Governance model adopted by the Company and the recommendations laid down in the Corporate Governance Code.



In recent years, there has been a systemic push towards the pursuit of "sustainable success" oriented towards the creation of value not only for shareholders but also for other major stakeholders. In particular, the regulatory authorities at Italian and European levels have encouraged companies to achieve this goal, also through the Corporate Governance Code 2020 and the application of the provisions of the Shareholder Rights Directive II (SRD II).

The sustainability of success is linked to the protection of a broader notion of capital, from economic capital to, for example, environmental, human, social and technological capital.

In determining the Remuneration Policy for the Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities, the Board of Directors confirmed the key elements of the remuneration strategy, which make it "functional to the pursuit of sustainable success"⁵ by also empowering management to listen to and engage with various stakeholders and to create value for different sources of capital.

The policy aims to attract and motivate human resources who have the professional qualities required to carry out their duties and fulfil their responsibilities, through adequate remuneration systems that are aimed at pursuing the Company's long-term interests with respect to new areas for the creation of value, and the alignment of the management's interests with the priority objective of creating sustainable value for shareholders in the medium/long-term, and has been prepared by taking account of the wages and working conditions of the Group's employees.

In particular, the objective of the variable component of remuneration is aimed at recognising the results that have been achieved, establishing a direct link between remuneration and performance in the short and long term, paying particular attention to the objectivity and measurability of the performance conditions and the indicators used to measure the remuneration, without prejudice to the existence of an upper limit on incentives.

⁵ Corporate Governance Code (art. 5); this concept is also referred to by SRD2, art. 9-bis, paragraph 6, according to which "The remuneration policy shall contribute to the company's business strategy and long-term interests and sustainability and shall explain how it does so"



Remuneration policy instruments

The remuneration policy has been formulated as described below:

Fixed Remuneration

The fixed component of remuneration is such that it adequately remunerates the services provided and is proportioned to the assigned duties and responsibilities, in addition to being sufficient to remunerate the services delivered should the variable component not be paid. For those Directors not entrusted with specific duties, the remuneration consists exclusively of a fixed element, to be determined by the Shareholders' Meeting, and it is in no way linked to the achievement of performance targets.

Variable Remuneration

Variable remuneration is divided into a short-term component (typically annual – the MBO scheme) and a long-term component, reserved exclusively for a key manager population.

Short-term Variable Component

The aim of the short-term variable component is to encourage the achievement of the annual objectives laid down in the Company's budget and in line with the Industrial Plan for the relevant year. The MBO Scheme is structured in a manner which creates a transparent link between monetary remuneration and the degree to which the annual objectives have been achieved.

Long-term Variable Component

While maintaining the main architectural elements of the previous LTI plan unchanged, the Long-Term Incentive Plan of Leonardo, to be submitted for approval by the Shareholders' Meeting to be held on 17 and 24 May 2024, has provided for some changes aimed at: (i) the introduction of an objective linked to growth in line with the priorities of the Strategic Plan, which led to the consequent rebalancing of the weights relative to other objectives; (ii) the possibility of paying an incentive above the target in the event of over-performance, for all beneficiaries of the Plan - with the exception of the Chief Executive Officer and General Manager - to further motivate management with respect to the achievement of performance, stimulating the creation of value for stakeholders in line with the best market practices.

The LTI Plan is targeted at key personnel, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Company's business in the medium term, in the executive grade (or equivalent abroad) in the Company, Subsidiaries with their registered offices in Italy or abroad, as well as associates (former employees) in top management and/or other management positions in the Company or Subsidiaries, crucial resources and talents.



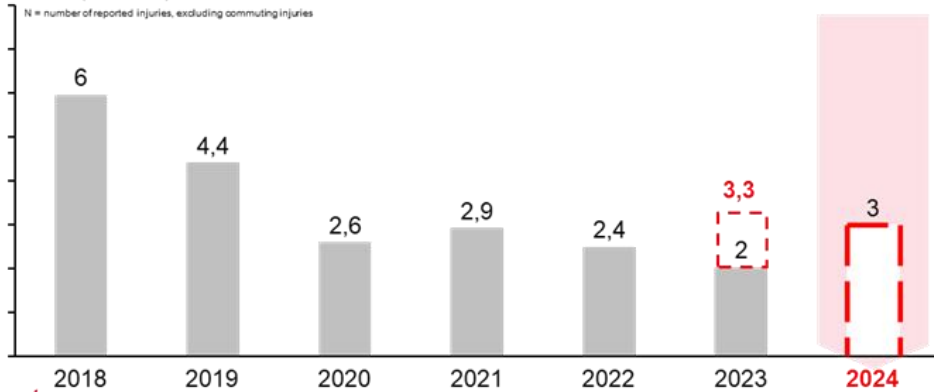
ESG Objectives Focus

2024 MBO – Occupational Safety: Average Accident Frequency Rate Index

Evolution of KPI and 2024 targets

$$If = \left(\frac{N}{h_{laborate}} \right) * 10^6$$

N = number of reported injuries, excluding commuting injuries



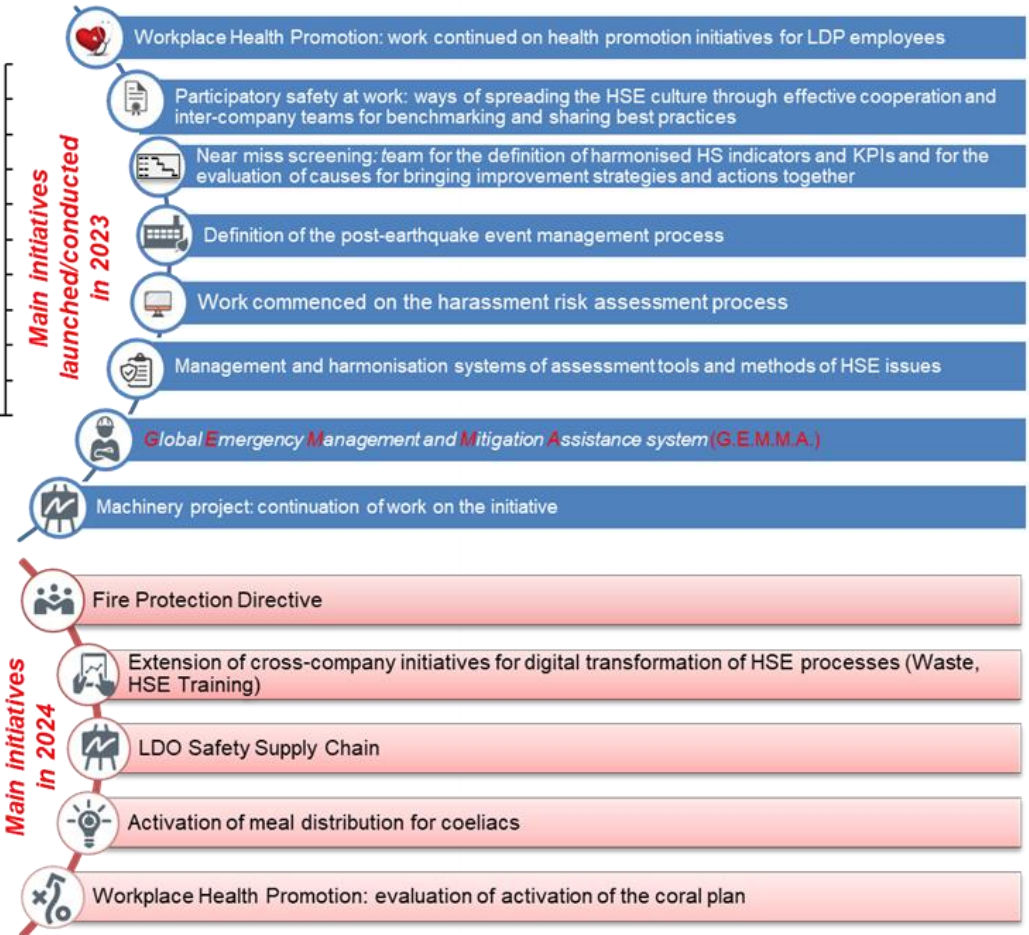
□ Target of 2024 Policy □ Previous target ■ Actual value

Target

- The 2023 target has been achieved, with a final KPI equal to 2 vs target 3.3;
- The 2023 final value, calculated on the basis of one million hours worked, implies a reduction of 19%, compared to the 2022 value;
- The 2024 target was set assuming a reduction of about 10% compared to the 2023 target

Leonardo's commitment

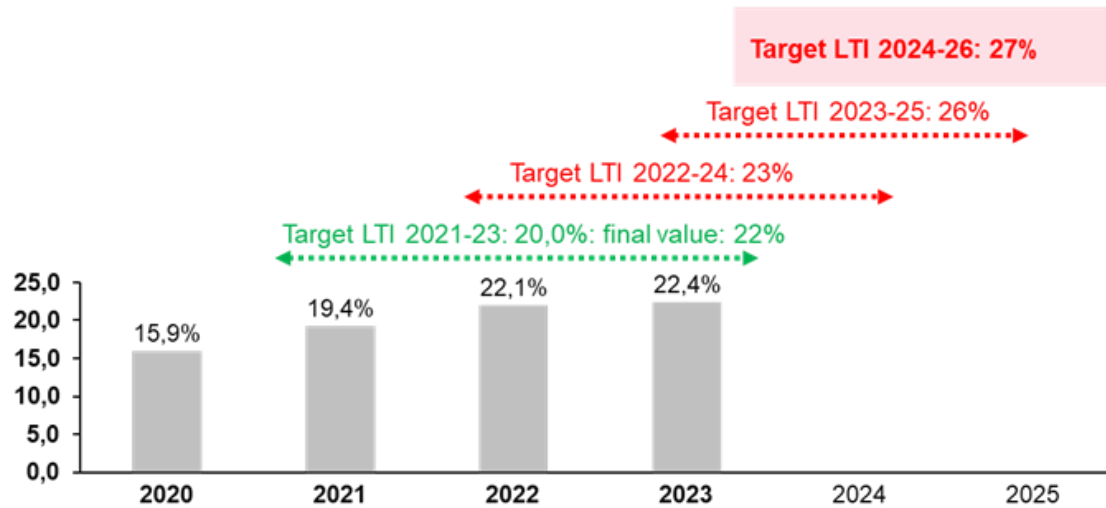
- Leonardo confirms its commitment in the field of occupational safety, also reaching the target set for 2023;
- In 2023 Leonardo's new Integrated Policy for Health, Safety and Environment was reviewed, which is valid for the entire group and strengthens the commitment in Health&Safety.
- In 2023 the **Health and Safety Index Manual** was defined as a functional tool for reporting, monitoring and analysis of health and safety indicators applicable to all Leonardo Organisations for the unambiguous determination of accident causes and corrective and improvement actions.
- Leonardo continues its work on the wide dissemination of HSE Management Systems certified according to international standards ISO 14001 and ISO45001, the specialized training provided, and the sharing of best practices and strategies on central coordination teams, as well as the commitment and cooperation with the manufacturing (LPS) units for the pursuit of results on an ongoing basis.



LTI 2024-26 Gender Equality – New female hires in the STEM area

- Target of 2024 Policy
- Previous target
- Actual Value

Evolution of cumulative KPI and target 2024-2026



Target

- The objective includes a target of 27% new female hires in the STEM area over the 2024-2026 period (considering the cumulative value over the 3 FYs).
- The objective was defined by going beyond bottom-up planning in view of the fact that the actions taken in the field of People will improve performance in the medium term. In the three-year period 2024-2026, approx. 8,000 resources in STEM disciplines are expected to be added .
- Evidence of the number of female graduates in engineering faculties, of interest to Leonardo, shows that the average percentage in 2022 came to around 16%.

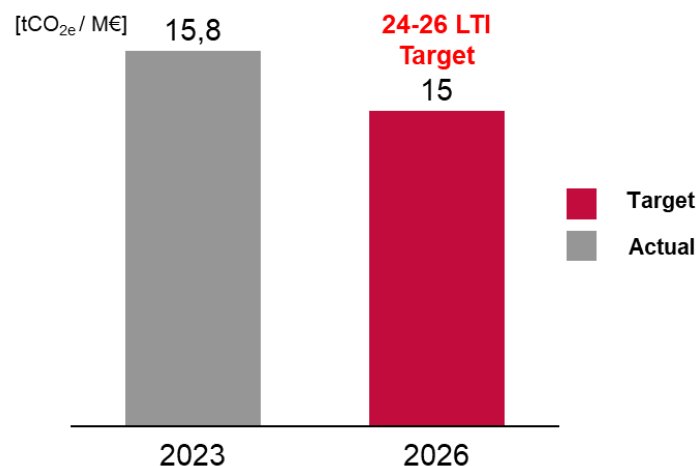
Leonardo's commitment

- Attracting and developing human capital in the STEM area is a critical success factor for achieving the objectives under the 2024-2028 Industrial Plan
- In 2020-22, graduates in STEM disciplines in Italy are 25% (approx. 95k) of the total graduates. Besides, women represent 34% of graduates in STEM disciplines (MIUR data, National Council of Engineers, Censis)
- To achieve its ambitious goals, Leonardo has implemented numerous initiatives, including:
 - Extensions of source pools for Engineering needs and other STEM degrees (e.g. Mathematics, Physics)
 - ITS specialist courses definitions to train experts for engineering activities
 - Expansion of the university partnerships, involving the whole Italy
 - Agreements with universities for specific degree/master's courses held by Leonardo and on topics of interest to the company
 - Extension, through university excellence, of degree theses for undergraduates exclusively in STEM disciplines at our manufacturing sites (over 300 in 2024)



2024-2026 LTI - Climate Change – Market Based Scope I e II Emission Strenght ratio to revenues

KPI evolution and 2026 target



KPI and Target

- For 24-26 LTI has been selected: **Scope I and II Emission Strenght MB (tCO_{2e}) ratio to revenues**. There is not an historical track on this KPI
- The proposed KPI is aligned with the best practices and with the SBTi commitment
- The proposed target for the 24-26 LTI is: **15**
- This value is equivalent to a **5%** reduction from 2023 target

Highlights

- This new KPI replace the previous one Scope 1 and 2 Emission Location Based ratio to ravenues

Leonardo's commitment

- In line with the commitment to the Science Based Target Initiative (SBTi), Leonardo carries out, through the Sustainability Plan, a series of initiatives aimed at reducing emissions.

- Electricity purchased from renewable** sources for sites located in the United States and Poland (100% already purchased on sites located in Italy and the UK)
- Energy efficiency and overall optimization of emission sensitive manufacturing processes, with revamping and replacement of ovens and other systems**
- Replacement of company fleet cars with **hybrid or electric cars**
- Progressive introduction of **SAF fuel to be used for test and training flights**



Reference to market remuneration policies

Rome	Provider	Criteria	Peer Group	
Chairman⁶	Mercer	Italian companies comparable to Leonardo by size (capitalization, turnover, EBIT and number of employees), operational business model, shareholding structure and level of internationalisation.	Italian Companies	International Companies
Non-executive Directors⁷			<ul style="list-style-type: none"> - Brembo - Enel - Eni - Fincantieri - Maire Tecnimont - Prysmian - Saipem - STMicroelectronics - Telecom Italia - Webuild 	<ul style="list-style-type: none"> - BAE Systems - Bombardier - Dassault Aviation - Elbit System - Huntington Ingalls - L3Harris Technologies - MTU Aero Engines - QinetiQ Group - Rheinmetall - Rolls-Royce - Saab - Safran - Textron - Thales
Chief Executive Officer and General Manager			International companies similar to Leonardo with respect to the type of business and comparable in terms of size.	
Co-General Manager and Executives with Strategic Responsibilities	Mercer	Mercer Executive Remuneration Guide Western Europe. This survey only includes information on the Executive workforce of companies operating in the main European countries.		

During the year, the Remuneration Committee monitored the competitiveness of Leonardo's remuneration policy with respect to peer groups consisting of Italian and international entities, selected based on qualitative and quantitative assessments.

Specifically, the Italian peer group is composed of large industrial companies, which are comparable to Leonardo in terms of business model and labour market, with global/international geographic operations and with a similar shareholder structure. These companies were, moreover, selected on the basis of size parameters that considered both economic/financial indicators (turnover, EBIT and market capitalisation), and magnitude of the organization (number of employees) in order to ensure the greatest comparability with Leonardo.

The international panel was defined by considering companies operating in the same sector or in adjacent sectors, characterised by a similar business model and/or comparable in terms of value chain coverage (design, project management, product engineering) and in terms of size. In continuity with previous years, the international peer group included some entities operating in the main domestic markets of Leonardo, including

⁶ For the role of Chairman, only companies in the Italian peer group have been considered for the purposes of the analysis.

⁷ For the role of Non-executive Directors, only companies in the Italian peer group have been considered for the purposes of the analysis.



the United States and the United Kingdom, which are direct competitors of Leonardo in terms of both business and labour market.

The assessment that has been carried out on the 2023 remuneration policy has confirmed a substantial alignment with market trends with reference to the structure and the elements of the policy, such as the instruments used and the features of the incentive systems, including the type and nature of performance objectives underlying the short- and long-term incentive plans. With regard to the latter, there is, however, a misalignment with the market, in view of the fact that Leonardo's variable incentive systems do not remunerate performances "above the target", while all other companies in the peer groups do. In terms of remuneration positioning with respect to the peer groups, the analysis that was carried out has instead showed a limited competitiveness of Leonardo's remuneration policy, which would also reflect in the Group's ability to attract and retain talent.

With specific regard to the role of Chief Executive Officer and General Manager, the analysis that has been carried out has showed a strong misalignment of Leonardo's remuneration offer, which is significantly below the first quartile for both panels, despite Leonardo being positioned at least in the median in both panels in terms of size (e.g. revenues), and particularly in the Italian panel between the median and the third quartile.

In terms of pay mix, the fixed component for the Chief Executive Officer and the General Manager had a higher share than the variable component, due to the limited competitiveness of the variable offering, differently to the market practices of both peer groups.

Finally, Leonardo's remuneration package for the Chief Executive Officer and General Manager provided an equal share of short-term and long-term variable remuneration, in contrast to what is provided for by the companies in the peer groups, whose long-term variable component records a higher share over total variable remuneration.

In view of the remuneration benchmarking described above, in order to bring the remuneration offer of the Chief Executive Officer and General Manager more in line with market practices, the Board of Directors, based on the proposal of the Remuneration Committee, has defined an evolution journey for the remuneration policy.

In a perspective of a gradually alignment with this evolution plan, a 2024 remuneration policy was defined for the Chief Executive Officer and General Manager, which envisages an evolution of variable remuneration, aimed at ensuring greater competitiveness. In particular, the following was defined:

- an increase in the target opportunity of the MBO plan from the current 66% to 80% of fixed remuneration, furthermore, providing for the payment of an incentive above the target in the event of over-performance, in line with the practices found in both panels, to further stimulate performance and value creation for stakeholders. Specifically, a maximum incentive of 125% of the target incentive is envisaged;
- an increase in the target opportunity of the LTI plan from the current 62% to 100% of fixed remuneration. With regard to LTI, there is no provision for the payment of an incentive above the target in the event of over-performance for the role of Chief Executive Officer and General Manager.

On the other hand, the 2024 policy for this role does not envisage a revision of Fixed Remuneration.

Despite this evolution of the CEO-GM remuneration, the overall remuneration package is still positioned below the first market quartile of both comparison groups.

Moreover, with regard to the Chairman and Non-Executive Members of the Board of Directors, leveraging the benchmarking analyses already mentioned relating to the 2023 remuneration policy, it was found that:

- there is full alignment of the remuneration of the Chairman of Leonardo's Board of Directors with market practices;



- there is alignment with market practices with regard to the remuneration level for the role of Non-Executive Director as a whole, considering both the remuneration as director and the remuneration for any positions in the various board committees.

Therefore, the current remuneration levels and structures for both the Chairman and Non-Executive Board Members have been confirmed.

Remuneration Policy 2024

Remuneration of the members of the Board of Directors and the Board of Statutory Auditors

This section gives the main features of the remuneration policy for:

- Directors who are not entrusted with specific duties
- Board of Statutory Auditors
- Directors vested with specific duties:
 - Chairman of the Board of Directors⁸
 - Chief Executive Officer and General Manager

The paragraphs below show the fees paid to Directors for the three-year period from 2023 to 2025 and those paid to the Statutory Auditors for the three-year period from 2021 to 2023, which are envisaged until the expiry of the related terms of office (on the occasion of the Shareholders' Meeting that will be held on 17 and 24 May 2024 the Shareholders will be called upon to appoint the new Board of Statutory Auditors and, therefore, to determine the related fees to be paid).

These fees are in line with the Company's current policy and the recommendations of the Corporate Governance Code, as well as with the remuneration studies carried out with the support of the independent Advisor. With regard to Directors vested with specific duties, as until today, a balanced and challenging mix may be maintained between a fixed component appropriate to the responsibilities assigned and a variable component, set within maximum limits and aimed at pegging their remuneration to the respective performance achieved.

It should be noted that the objectives linked to incentive schemes have been set in relation to the strategic plan.

Remuneration of Directors who are not entrusted with specific duties

Remuneration set by the Shareholders' Meeting

The Shareholders' Meeting held on 9 May 2023 set, for the three-year period from 2023 to 2025, the remuneration of the Directors who are not entrusted with specific duties, in a gross amount of € 80,000 per year for each Director.

In line with the best market practices, the remuneration awarded to those Directors who are not entrusted with specific duties is not linked in any way to the achievement of specific performance targets, and thus consists of a fixed element only, rather than of a variable element as well. To the fixed component of remuneration set by the Shareholders' Meeting must be added the fees set by the Board of Directors for the participation in Board Committees.

⁸ With reference to the Chairman, Amb. Stefano Pontecorvo, on 29 February 2024 the Board of Directors (upon the periodical evaluation of the independence of its members) - subject to compliance with the independence requirement pursuant to the Consolidated Law on Financial Intermediation – established that the latter was qualified as Executive Chairman and, therefore, as a non-independent director pursuant to the Corporate Governance Code after taking account of the actual exercise of the powers conferred upon him in the field of Concessional Finance and in light of the subsequent finalisation of the Company's organizational structure



Remuneration for members of Board Committees

The Company's Board of Directors, by a resolution passed on 28 July 2023, set the following fees for the members of the Committees set up within the Board itself:

- € 2,500 per year before tax for each member and € 7,500 per year before tax for the Chairman of the Committee;
- € 2,000 attendance fee, payable on the occasion of each Committee meeting.

Remuneration for members of the Board of Statutory Auditors

The Shareholders' Meeting held on 19 May 2021 set, for the three-year period from 2021 to 2023, the fees due to the members of the Board, in a gross amount of € 80,000 per year for the Chairman and a gross amount of € 70,000 per year for each of other Standing Auditors.

On the occasion of the Shareholders' Meeting convened in ordinary sessions on 17 and 24 May 2024, on first and second call, respectively the Shareholders will be called upon to appoint the new Board of Statutory Auditors and, therefore, to determine the related fees to be paid.

The fees due to the members of the Company's Board of Statutory Auditors needs to be commensurate with the expertise, professionalism and commitment required by the importance of the position held, as well as with the size and sector characteristics of Leonardo, in line with the guidelines of the Corporate Governance Code. The outgoing Board of Statutory Auditors has assessed the required commitment of the Leonardo' Statutory Auditors and their related remuneration, reported in the Board of Statutory Auditors' Guidance to shareholders on the optimal Composition of the control body, published on the Company's website, as summarised below. In particular the Board of Statutory Auditors carried out a comparison about the remuneration offered:

- by companies within the Italian peer group that Leonardo adopted for the remuneration policy of the Board of Directors and top managers;
- from Italian high capitalisation companies, where members of the Board of Statutory Auditors participate to a comparable number of meetings to those the Statutory Auditors of Leonardo participate. In fact, Leonardo's Board of Statutory Auditors participate with all its members to all meetings of the internal board committees.
- by Leonardo to the President of the Control and Risk Committee, in comparison to the President of the Board of Statutory Auditors, as recommend by the "Rules of conduct for the board of statutory auditors of listed companies" of the Italian Council of Certified Public Accountants and Accounting Experts

Furthermore, the Statutory Board points out in the Guidelines to the Shareholders that specific certification duties are required in consideration of the business of the Company, that increase the responsibility of Leonardo's control body, as well as the opportunity to also take in consideration in the remuneration evaluation even the impact of the inflation.

In the light of the observations made, also in consideration of the purposes that recent Italian legislative initiatives (Law no. 49 of 21 April 2023 – fair remuneration act) pursue to pay adequate fees to professionals, the Board of Statutory Auditors of Leonardo S.p.a. currently in office points out to the Shareholders a limited competitiveness of the fees paid in relation to the various market references under consideration.

Remuneration of Directors vested with Specific Duties

Chairman of the Board of Directors

The total remuneration for the 2023 to 2025 term of office of the Chairman of the Board of Directors consists exclusively of the fixed component, composed as follows:



- gross annual fees of € 90,000 pursuant to art. 2389, paragraph 1, of the Italian Civil Code, as resolved by the Shareholders' Meeting held on 9 May 2023.
- gross annual fees of € 400,000: as remuneration payable by virtue of the powers the Board of Directors vested in the Chairman pursuant to art. 2389, paragraph 3, of the Italian Civil Code, after having heard the Board of Statutory Auditors.

No severance payments are determined for the event of early termination of the office or for the event of non-renewal of the mandate of the Chairman.

Furthermore, insurance cover and welfare policies have been provided to the benefit of the Chairman, together with other benefits connected with the performance of duties required of his office and additional powers delegated to him.

Chief Executive Officer and General Manager

Overall remuneration structure

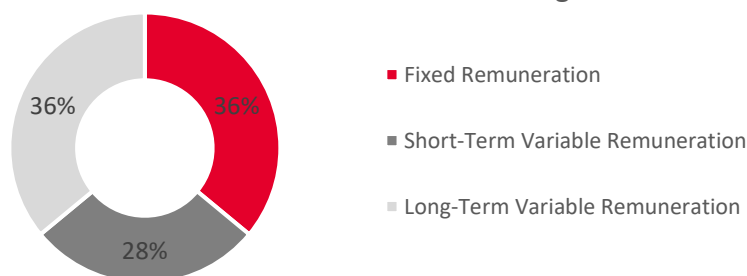
On 9 May 2023 the Company appointed Prof. Roberto Cingolani as Chief Executive Officer and General Manager, granting him the relevant delegated powers for the management of the Company and the Group. For the current 2023-2025 term of office, the fixed and variable remuneration for the position of Chief Executive Officer and General Manager was set as follows:

- **FIXED REMUNERATION:**
 - gross annual fees of € 80,000 as a director, pursuant to art. 2389, paragraph 1, of the Italian Civil Code, set by the Shareholders' Meeting held on 9 May 2023;
 - gross annual fees of € 920,000 as gross Annual Remuneration for the position of General Manager.
- **SHORT-TERM VARIABLE REMUNERATION:** fees of € 800,000 per year, equal to 80% of the overall fixed remuneration, as short-term target variable incentive, with a cap equal to 125% of target incentive in the event of over-performance, as established by the Board of Directors at the meeting held on 4 April 2024.
- **LONG-TERM VARIABLE REMUNERATION:** fees of € 1,000,000 per year, equal to 100% of the overall fixed remuneration, as maximum long-term variable incentive, as established by the Board of Directors at the meeting held on 4 April 2024. There is no provision for the payment of an incentive above the target in the event of over-performance.

Pay mix

The pay-mix was set as follows:

Pay-mix for Chief Executive Officer and General Manager



Short-term variable remuneration

The short-term variable remuneration (MBO) for the Chief Executive Officer and General Manager consists of target overall gross fees of € 800,000 per year and is subject to the following performance targets:

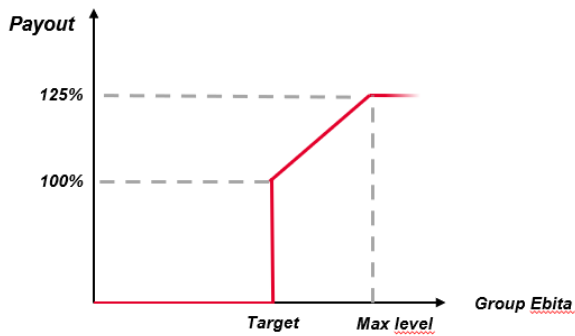
	Type of objective	Objective	Weight	Functioning mechanism	Target / Guidance	
Performance Gate	Group Economic and Financial	Group EBITA	25%	Payout Range: 100%-125%	1.512 €m 1.440 €m	If one or both of following thresholds are not achieved: <ul style="list-style-type: none"> Group EBITA : 85% of Budget Group FOCF : 100% of Budget The bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	25%	Payout Range: 100%-150%	847 €m 770 €m	
Strategic	Group Order Intake	25%	Payout Range: 100%-125%	20.475 €m 19.500 €m		
	SPACE - 2024-2028 Development Plan and 2024 Milestones Achievement	7,5%	On / Off	Industrial Plan		
	2024-2028 Efficiency Boosting Plan and 2024 Milestones Achievement	7,5%	On / Off	Industrial Plan		
Sustainability	Inclusion of Leonardo in Dow Jones Sustainability Indices	5%	On / Off	Inclusion of Leonardo		
	Accident frequency rate Index	5%	On / Off	If ≤ 3		

The final assessment of economic, financial and sustainability objectives – which are common for the Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities – is performed by providing for the following possible adjustments: changes in the perimeter, M&A transactions and, in general, non-recurring operations or extraordinary exogenous events not envisaged in the Budget-Plan, amendments to accounting or reporting standards, and exchange rate effects on the financial statements in foreign currency.

Leonardo's Remuneration Policy 2024 for the Chief Executive Officer and General Manager, the Co-General Manager and the Executives with Strategic Responsibilities is focused in particular on ESG (Environmental, Social & Governance) objectives. In particular, as in 2021, 2022 and 2023, the ESG performance is expected to be assessed in relation to a further objective linked to the Health and Safety of Leonardo's employees in addition to the objective linked to the inclusion of Leonardo in the Dow Jones Sustainability Indices that has been reported in the schedule of objectives of the Top management roles for several years. This objective is measured through the synthetic indicator of the average Frequency of accidents, which is calculated according to the GRI (Global Reporting Institute) method as number of accidents per 1,000,000 hours worked. The target of 3 implies a reduction of about 10% compared to the 2023 target.

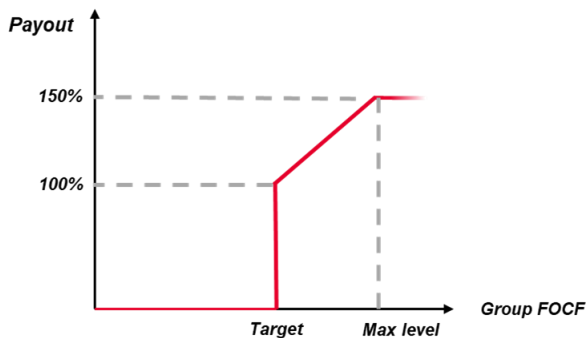
Performance targets relating to the aforesaid indicators shall be determined by providing for an access threshold for incentive and a restructuring of the bonus as stated below:





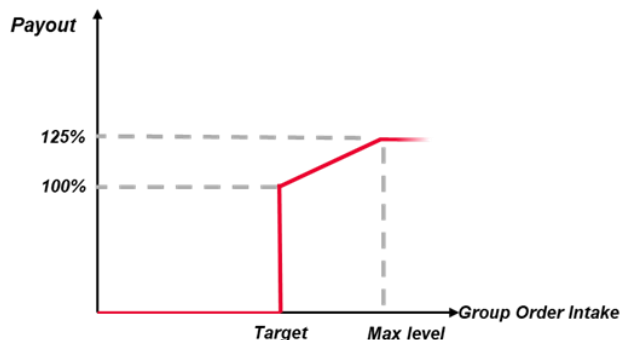
■ Group EBITA:

- no payout if the target is not achieved
- a payout of 100% if the budget target is achieved
- a payout of not more than 125% (cap) if the maximum level of performance is achieved or exceeded



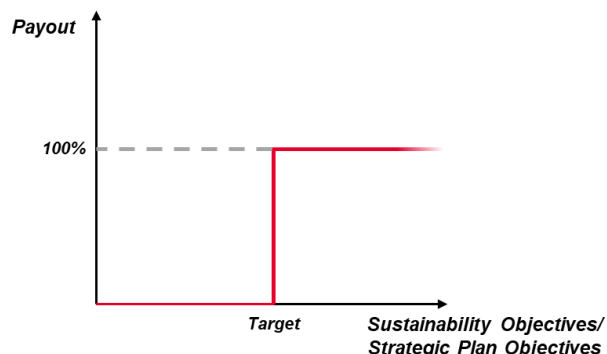
■ Group FOCF

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
- a payout of not more than 150% (cap) if the maximum level of performance is achieved or exceeded



■ Group Order Intake:

- no payout if the target is not achieved
- a payout of 100% if the budget target is achieved
- a payout of not more than 125% (cap) if the maximum level of performance is achieved or exceeded



**■ ESG/Strategic Plan Objectives
"ON/OFF" BASIS"**

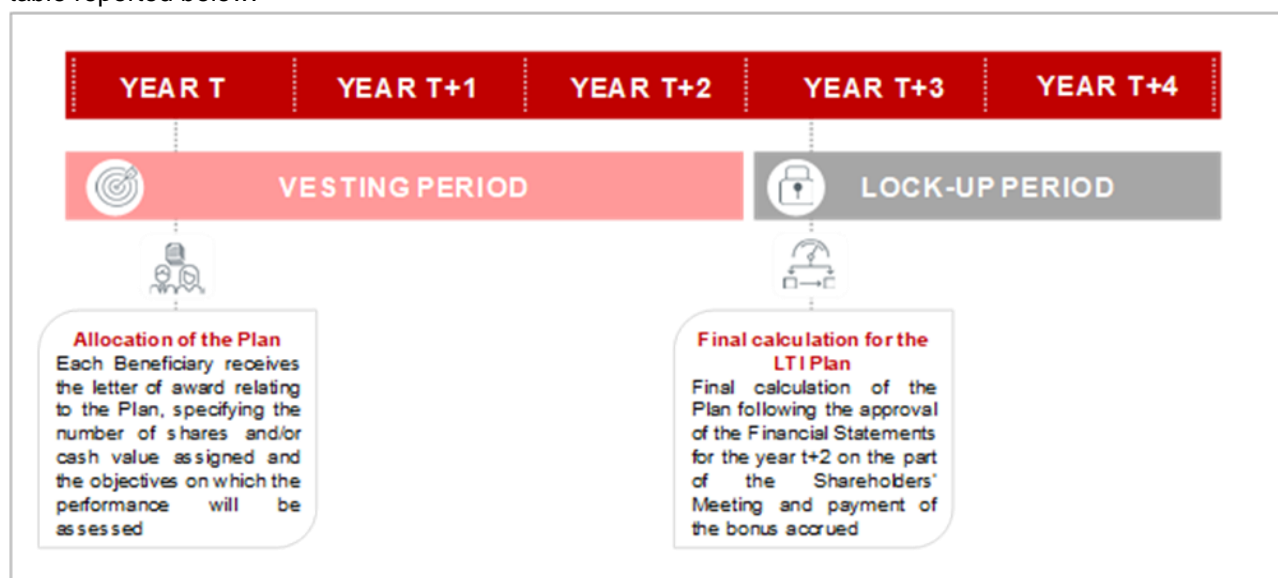
- no payout if the target is not achieved
- a 100% payout if the target level is achieved or exceeded



Long-term variable remuneration

The Shareholders' Meeting convened in ordinary sessions on 17 and 24 May 2024, on first and second call, respectively, will be called upon, among other things, to approve the Long-Term Incentive Plan of Leonardo. While maintaining the main architectural elements of the previous Plan unchanged, the Incentive Plan has introduced a performance objective linked to growth in alignment with the Strategic Plan, as well as a stronger pay-for-performance link through the introduction of an over-performance mechanism for all beneficiaries under the plan, excluding the Chief Executive Officer and General Manager.

The Plan envisages three annual awards as from 2024, each with a three-year vesting period in line with the table reported below.



For the Chief Executive Officer and General Manager, the Co-General Manager and the Executives with Strategic Responsibilities the Plan provides for the free allotment of ordinary shares of the Company, the vesting of which is subject to establishing whether the performance conditions described below have been fulfilled.

For the remaining beneficiaries, the Plan provides for the allocation of the bonus in the form of ordinary shares of the Company or a combination of shares and a quota in the form of cash, depending on the category to which staff members belong, subject to the same performance conditions.

The portion of long-term variable incentive envisaged for the Chief Executive Officer and General Manager is set up to an overall target and maximum amount of € 1,000,000 for each cycle of award, equal to 100% of the overall fixed remuneration.

The maximum number of shares attributable to the Chief Executive Officer and General Manager for the 2024 - 2026 cycle is determined by dividing the maximum amount set by the unitary price of € 14,1985⁹, per share, used for the conversion of the incentives when implementing the plan. Therefore, the maximum number of shares attributable is set at no. 70.430. As regards the maximum number of shares attributable to the Chief Executive Officer and General Manager within the scope of the entire plan (2024-2026, 2025-2027 and 2026-2028 cycles), it is estimated, at present, that the maximum number of shares may be equal to about no. 211.290, if all performance targets are achieved in full, on the basis of the terms and conditions already laid down and detailed in the Disclosure Document.

⁹ Average price of ordinary Leonardo shares in the period from 1 October to 31 December 2023, in the application of the resolution passed by the Board of Directors' meeting held on 4 April 2024, which determined to take as reference price for the shares subject to the Long-Term Incentive Plan, the average price of the Leonardo share in the last quarter of the previous financial period in which the bonus is awarded.



Performance conditions and incentive curve

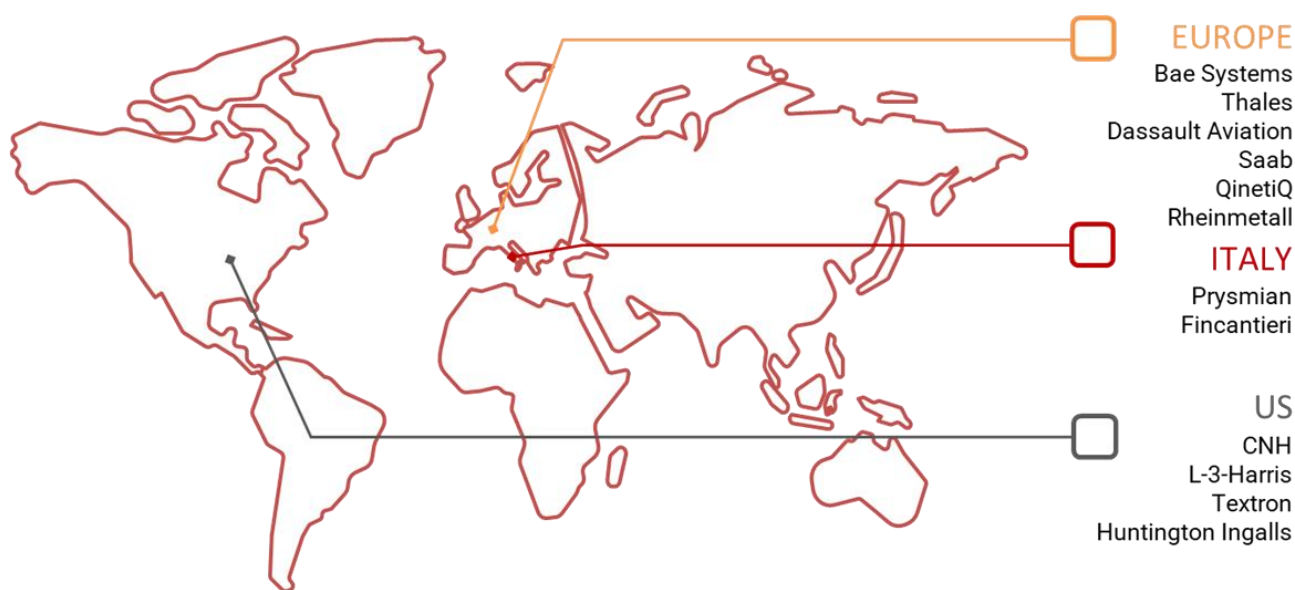
The payment of the incentive is conditional on the achievement of targets relating to a three-year period and linked to the following performance indicators:

Objective	Weight	Reference Financial Periods	Performance Range (target / guidance)	Payout Range
Relative Total Shareholder Return	35%	2026 (Δ vs 2024)	1 2 3 4 5 6 7 8 9 10 11 12 13	100% 100% 100% 100% 75% 75% 50% 0% 0% 0% 0% 0% 0%
Return on Invested Capital	20%	2026	Target (16,6%)	100%
			Minimum (15,2%)	50%
Group Revenues	20%	2024-2026	Target (53.300)	100%
			Minimum (51.891)	50%
Group Net Debt	15%	2026	Target (720)	100%
			Minimum (984)	50%
Climate Change (Scopes 1 and 2 Emission Strenght)	5%	2026	Target (15)	100%
			Minimum (15,8)	50%
Gender Diversity (% of female new hires with a STEM degree)	5%	2024-2026	Target (27%)	100%
			Minimum (26%)	50%

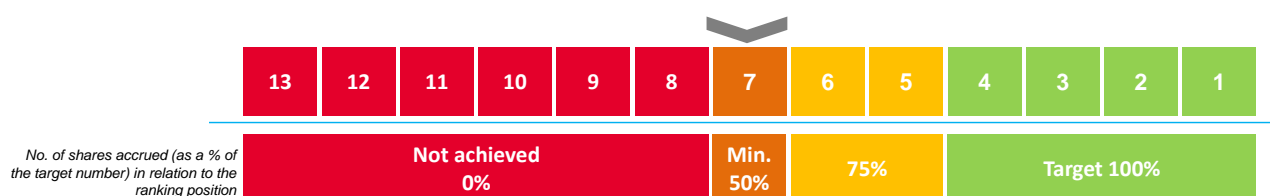
Interim results of Return on Invested Capital, Group Revenues and Group Net Debt indicators provide for bonuses that are calculated proportionally by using a linear incentive curve. No payments are envisaged below the minimum value.

- Relative TSR:** Leonardo's performance will be measured in relation to a "peer group selected on the basis of comparability analyses of the stock, including companies in the Aerospace and Defence sector at global level and industrial companies in the FTSE MIB index.
 The panel consists of companies in the relevant sector in Europe (3/6), North America (2/6) and Italian listed companies (1/6):





The portion of bonus earned in relation to the relative TSR performance is determined on the basis of Leonardo's positioning with respect to the peer group, as illustrated below:



A position under the median, therefore, means the payment of a 0% bonus.

- **Return on Invested Capital:** this profitability objective is key to Leonardo's Strategic Plan. This objective is measured on the final value at the end of the vesting period.
- **Group Revenues:** this growth objective has been included to align management's interests more closely to shareholders' one with long-term growth. This objective is measured on the three-year cumulative value achieved during the vesting period.
- **Group Net Debt¹⁰:** this objective is also included in the previous Plan for which the key role is confirmed in assessing the implementation of the Strategic Plan. This objective is measured on the final value at the end of the vesting period;
- **Climate Change:** the objective is to reduce "Greenhouse Gases" emissions of Scopes 1 and 2. This target is one of Leonardo's main commitments concerning the sustainable use of energy resources and the reduction of environmental impact. The indicator is calculated with the market-based method as the ratio between location-based Scopes 1 and 2 emissions (tCO_{2e}) and revenues (M€) per year (Intensity of CO₂ emissions on revenues). The target of 15 at 2026 is consistent with a reduction of 5% in emissions compared to 2023 target of 15,8 and is an important objective of the Leonardo Sustainability Plan.
- **Gender Diversity:** this objective aims to improve Gender Balance, with specific regard to the STEM (Science, Technology, Engineering and Mathematics) areas, which are at the heart of Leonardo's Strategic Plan. This objective – which is calculated as the ratio of female new hires with a STEM degree out of total new hires with a STEM degree – provides for a gradual increase with an average target of 27% over the three-year period compared to the exact target of 26% at 2026.

¹⁰ The actual value is adjusted during accrual phase to neutralize unpredictable events such as M&A deals, changes in accounting principles. For Net debt also shareholder Remuneration policies (e.g. dividend) are sterilized to remunerate operating and organic optimization



Vesting period and lock-up

Once the three-year vesting period has elapsed, the plan provides for a two-year lock-up period for the Chief Executive Officer and General Manager. 50% of the shares awarded will not be transferable during this period.

For more information, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at the address "Corporate Governance/Remuneration" and with the market management company Borsa Italiana S.p.a., as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

In accordance with the recommendations in the Corporate Governance Code, for the Chief Executive Officer and General Manager, who has a permanent executive employment contract with the company, the severance policy foresees a maximum limit of 24 months of total remuneration; the reference taken is the annual fixed remuneration and the short-term variable remuneration.

Non-competition agreements, where entered into, must be included in the fees due upon termination of office and, therefore, included in the maximum limit of severance pay

With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver¹¹, the rights will be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

Other benefits

For the Chief Executive Officer and General Manager both mandatory forms of insurance cover and non-cash benefits are envisaged, in compliance with the provisions of law and in line with Company's practices for Top Management (company car and accommodation for guests' use).

In the same way as with the provisions applied to all executives of Leonardo, the Chief Executive Officer and General Manager is entitled to receive benefits under supplementary healthcare schemes that are additional to or replace those envisaged by the national supplementary healthcare Funds FASI and ASSIDAI for the category.

¹¹ Good Leaver means any case in which the Relationship is terminated as a result of: a) death or total and permanent disability of the Beneficiary; b) termination of the Relationship by the relevant Company for reasons other than just cause, or for any other cause that makes the termination of the Relationship justified due to the conduct of the Beneficiary; c) resignation of the Beneficiary for just cause



Remuneration of Co-General Manager and Executives with Strategic Responsibilities

Co-General Manager

On 9 May 2023, the Board of Directors passed a resolution on an organizational evolution of the company, by establishing – as from 1 June 2023 - the General Business & Operations Department reporting directly to the Chief Executive Officer and General Manager, whose responsibilities were entrusted to Mr Lorenzo Mariani as Co-General Manager.

Overall remuneration structure

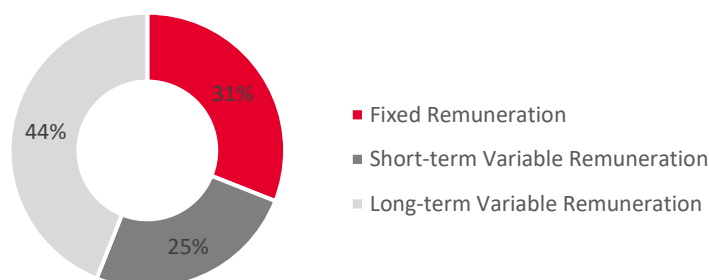
The Co-General Manager's overall remuneration, in line with the remuneration policy described for the Chief Executive Officer and General Manager, is made up of a fixed component that is proportional to the responsibilities assigned and a variable component aimed at providing incentives to achieve the annual targets set out in the budget, as well as the long-term targets set out in the Strategic Plan:

- **FIXED REMUNERATION:** € 850,000 only composed of Gross Annual Fees as an Executive of the Company;
- **SHORT-TERM VARIABLE REMUNERATION:** € 680,000 per year, equal to 80% of fixed remuneration, as short-term target variable incentive;
- **LONG-TERM VARIABLE REMUNERATION:** € 1,190,000 per year, equal to 140% of fixed remuneration, as long-term target variable incentive.

Pay mix

The pay-mix was set as follows:

Pay-mix for the Co-General Manager



Short-term Variable Remuneration

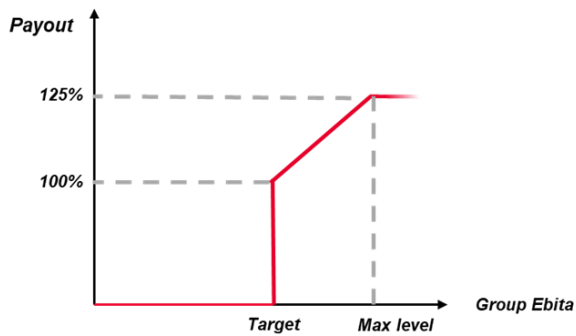
The short-term variable remuneration (MBO) for the Co-General Manager consists of target maximum overall gross fees of € 680,000 per year (equal to 80% of fixed remuneration). If there is over-performance, this value may be increased up to a maximum of 125% of target incentive.

The Co-General Manager's variable incentive plan is subject to the following structure of performance objectives:



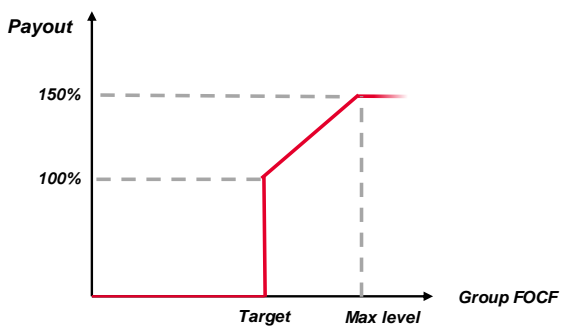
	Type of objective	Objective	Weight	Functioning mechanism	Target / Guidance	
Performance Gate	Group Economic and Financial	Group EBITA	25%	Payout Range: 100%-125%	1.512 €m 1.440 €m	If one or both the following thresholds are not achieved: • Group EBITA : 85% of Budget • Group FOCF : 100% of Budget The bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	25%	Payout Range: 100%-150%	847 €m 770 €m	
Strategic	Group Order Intake	25%	Payout Range: 100%-125%	20.475 €m 19.500 €m		
	Industrial Plan Objectives	15%	On / Off	Industrial Plan		
Sustainability	Inclusion of Leonardo in Dow Jones Sustainability Indices	5%	On / Off	Inclusion of Leonardo		
	Accident frequency rate index	5%	On / Off	If ≤ 3		

Performance targets relating to the aforesaid indicators shall be determined by providing for an access threshold for incentive and a restructuring of the bonus as reported below.



■ **Group EBITA:**

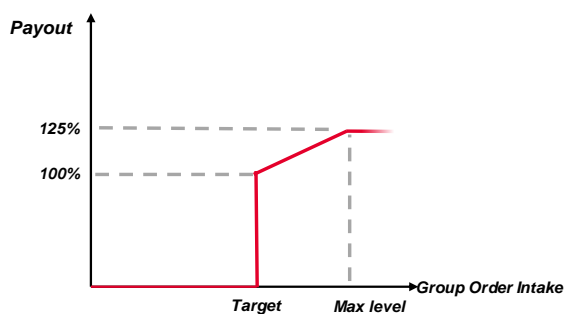
- no payout if the target is not achieved
- a payout of 100% if the budget target is achieved
- payout of not more than 125% (cap) if the maximum level of performance is achieved or exceeded



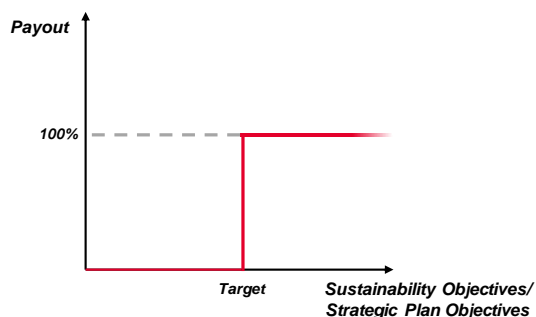
■ **Group FOCF**

- no payout if the target is not achieved
- a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
- a payout of not more than 150% (cap) if the maximum level of performance is achieved or exceeded





- **Group Order Intake:**
 - no payout if the target is not achieved
 - a payout of 100% if the budget target is achieved
 - a payout of not more than 125% (cap) if the maximum level of performance is achieved or exceeded



- **ESG/Strategic Plan Objectives**
"ON/OFF" basis"
 - no payout if the target is not achieved
 - a 100% payout if the target level is achieved or exceeded

Long-term variable remuneration

The Co-General Manager is a beneficiary of the Long-Term Incentive Plan of Leonardo.

The award for the cycle of the three-year period from 2024 to 2026 for the Co-General Manager is set at a target amount of 140% of gross annual fees, providing for a maximum incentive of 136% of target incentive in the event of over-performance.

The maximum number of shares attributable to the Co-General Manager for the 2024 - 2026 cycle is determined by dividing the maximum amount set by the unitary price of € 14,1985¹², per share, used for the conversion of the incentives when implementing the plan. Therefore, the maximum number of shares attributable is set at no. 113.984. As regards the maximum number of shares attributable to the Co-General Manager within the scope of the entire plan (2024-2026, 2025-2027 and 2026-2028 cycles), it is estimated, at present, that the maximum number of shares may be equal to about no. 341.953, if all performance targets are achieved in full, on the basis of the terms and conditions already laid down and detailed in the Disclosure Document.

The payment of the incentive is conditional on the achievement of targets for a three-year period linked to the following performance indicators. It should be noted that for the Co-General Manager and the remaining staff members (unlike for the Chief Executive Officer and General Manager) there is the possibility of paying an incentive above the target level in the event of over-performance (a total of 136% of target incentive), as shown below:

¹² Average price of ordinary Leonardo shares in the period from 1 October to 31 December 2023 in the application of the resolution passed by the Board of Directors' meeting held on 4 April 2024, which determined to take as reference price for the shares subject to the Long-Term Incentive Plan, the average price of the Leonardo share in the last quarter of the previous financial period in which the bonus is awarded.



Objective	Weight	Reference Financial Periods	Performance Range (target / guidance)	Payout Range
Relative Total Shareholder Return	35%	2026 (Δ vs 2024)	1 2 3 4 5 6 7 8 9 10 11 12 13	140% 120% 100% 100% 75% 75% 50% 0% 0% 0% 0% 0% 0%
Return on Invested Capital	20%	2026	Maximum (17,4%)	140%
			Target (16,6%)	100%
			Minimum (15,2%)	50%
Group Revenues	20%	2024-2026	Maximum (54.709)	140%
			Target (53.300)	100%
			Minimum (51.891)	50%
Group Net Debt	15%	2026	Maximum (456)	140%
			Target (720)	100%
			Minimum (984)	50%
Climate Change (Scopes 1 and 2 Emission Strenght)	5%	2026	Target (15)	100%
			Minimum (15,8)	50%
Gender Diversity (% of female new hires with a STEM degree)	5%	2024-2026	Target (27%)	100%
			Minimum (26%)	50%

The remaining functioning mechanisms of the Plan are the same as those described above for the Chief Executive Officer and General Manager.

For more details, reference should also be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at the address "Corporate Governance/Remuneration", and with the market management company Borsa Italiana S.p.a., as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).



Pay in the event of termination of office of employment

With regard to the severance indemnity payable to the Co-General Manager, who works for the Company under a permanent management employment contract, no agreement is envisaged in order to regulate in advance the pay conditions relating to the early termination of employment, except for the severance indemnity fees established by the relevant national collective bargaining agreement (CCNL for Executives of companies that provide goods and services). This agreement provides, in addition to specific rules on notice periods, for an indemnity that is set according to the length of service, up to a maximum of 24 months' total remuneration (Gross Annual Fees and variable remuneration).

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay envisaged in the relevant National Collective Bargaining Agreement.

With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver¹³, the rights will be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

Other benefits

In accordance with the policy envisaged for the Executives with Strategic Responsibilities, the Co-General Manager will receive the mandatory forms of welfare and insurance cover - in compliance with applicable provisions -, as well as non-cash benefits envisaged for top management positions in line with the Company's practices (among which there may be accommodation for guests' use, company car, etc.).

In line with the provisions applied to all executives of Leonardo, the Co-General Manager is entitled to receive benefits under supplementary pension schemes from the national pension Fund Previdai for the category, as well as under supplementary healthcare schemes that are additional to or replace those envisaged by the national supplementary healthcare Funds FASI and ASSIDAI for the category.

Executives with Strategic Responsibilities

Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 17 October 2023 the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors, any persons who hold the position of General Manager and Co-General Manager of the Company and the Officer in charge of the Company's financial reporting, pursuant to art. 154-bis of the TUF, as well as the Heads of the Divisions and the Heads of Business Organizational Units¹⁴.

In relation to the category of Executives with Strategic Responsibilities, the remuneration policy is described below only as regards the Heads of the Divisions, the Heads of Business Organizational Units and the CFO/Officer in charge of the Company's financial reporting.

Overall remuneration structure

The fixed remuneration of the Executives with Strategic Responsibilities and other managerial resources is proportionate to the role and responsibilities assigned to them, also considering the market positioning with respect to comparable Italian and international companies, as well as in relation to individual benchmarks for positions with similar levels of responsibilities and managerial complexity.

¹³ Good Leaver means any case in which the Relationship is terminated as a result of: a) death or total and permanent disability of the Beneficiary; b) termination of the Relationship by the relevant Company for reasons other than just cause, or for any other cause that makes the termination of the Relationship justified due to the conduct of the Beneficiary; c) resignation of the Beneficiary for just cause

¹⁴ They are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents

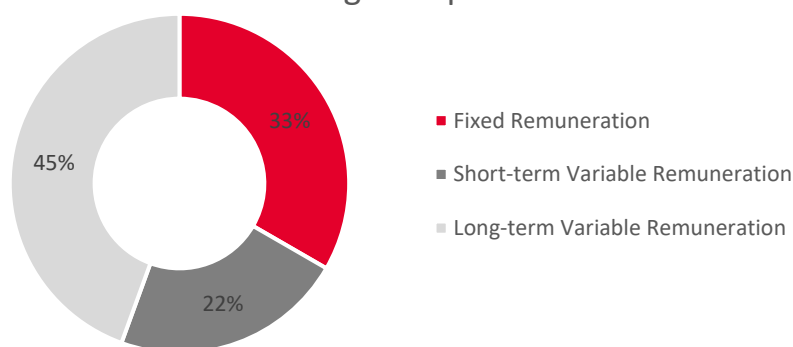


Pay-mix

The pay-mix of fixed and variable remuneration components is consistent with the position assigned to the person concerned, with the weight of the variable component increasing for positions that have greater impact on the Company's results directly.

The current average pay-mix is determined as follows:

Pay-mix for Executives with Strategic Responsibilities



Short-term variable remuneration

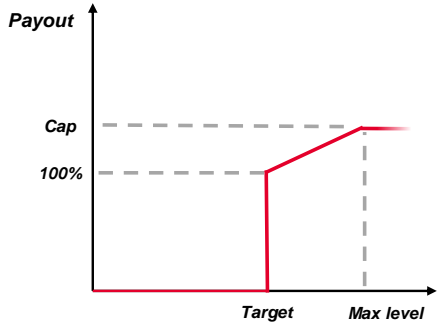
Executives with Strategic Responsibilities participate in the short-term variable remuneration plan (MBO) with a target incentive ranging from about 60% of Fixed Remuneration to about 80% of Fixed Remuneration, depending on the responsibility assigned in the organization. As further recommended by the Corporate Governance Committee, a maximum incentive cap is applied to all participants in the MBO system in an amount equal to 125% of target incentive, according to the person's responsibility in the organization.

The short-term Incentive Plan for Executives with Strategic Responsibilities is subject to the following structure of performance targets:

	Type of objective	Objective	Weight	Target / Guidance	
Performance Gate	Group Economic and Financial	GROUP EBITA	From 20% to 25%	1.512 €m 1.440 €m	If one or both the following thresholds are not achieved: • Group EBITA : 85% of Budget • Group FOCF : 100% of Budget The bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	From 20% to 25%	847 €m 770 €m	
Function / Business Objectives	Business objectives set according to the responsibilities assigned to each role (e.g. Division EBITA, Division FOCF)	From 40% to 50%			
Sustainability	Inclusion of Leonardo in Dow Jones Sustainability Indices	5%			
	Accident frequency rate index	5%			



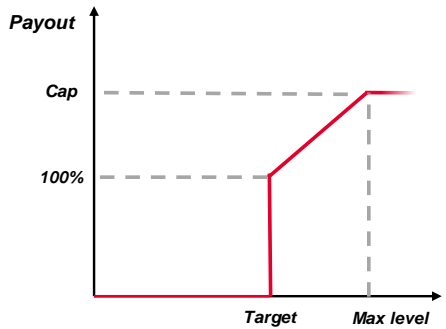
The performance targets relating to the aforesaid indicators will be established by providing for an incentive entry level and a composition of the bonus as follows:



■ **Group and Division EBITA**

- no payout if the target is not achieved
- a payout with linear incentive between the target and the maximum level of performance.
- a maximum payout of 125% (cap) if the maximum level of performance is achieved or exceeded.

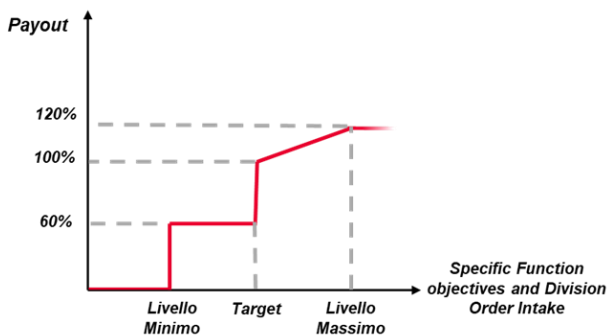
For the Heads of Divisions, the cap level of Group EBITA is equal to 120%.



■ **Group FOCF and division FOCF**

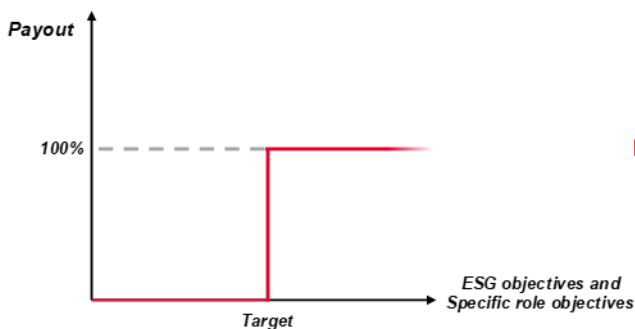
- no payout if the target is not achieved
- a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
- a maximum payout of 150% (cap) if the maximum level of performance is achieved or exceeded

For the Heads of the Divisions, the cap level of Group FOCF is equal to 120%.



■ **Specific Function objectives and Division Order Intake:**

- 0% payout up to the minimum amount set for the specific objective
- 60% of payout between the minimum level and the target level set for the specific objective
- a payout with linear incentive from 100% to 120% between the target level and the maximum level set for the specific objective
- a maximum payout of 120% (cap) if the maximum level of performance is achieved or exceeded



■ **Specific role and ESG objectives:**

ON/OFF BASIC

- no payout if the target is not achieved
- a payout of 100% if the target level is achieved or exceeded



Long-term variable remuneration

Executives with Strategic Responsibilities are beneficiaries of the Long-term Incentive Plan of Leonardo, which is also reserved for key managers, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Group's business in the long term.

The maximum number of shares for awards relating to the 2024 - 2026 cycle is set at a maximum percentage of 136% of the target number of shares determined by assuming the price of € 14,1985 for the conversion of incentives.

The methods and mechanisms of operation of the Plan are the same as those described above for the Co-General Manager.

Furthermore, for more details, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at the address: "Corporate Governance/Remuneration" and with the market management company Borsa Italiana S.p.a., as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

As regards termination indemnities of Executives with Strategic Responsibilities, working for the Company under a permanent employment contract for their category, the Company has been adopting for some time a policy for which, as a rule, it does not sign agreements covering in advance the pay conditions of early termination of the employment relationship, except for the termination benefits set in the National Collective Bargaining Agreement for the relevant sector (CCNL for Executives of companies providing goods and services). This agreement provides, in addition to specific rules on notice periods, for an indemnity that is set according to the length of service, up to a maximum of 24 months' total remuneration (Gross Annual Fees and variable remuneration).

There are still in place individual agreements entered into in the past that govern in advance the effects of the early termination of employment, in lieu of the pay schemes provided for by the relevant National Collective Bargaining Agreement, set within the maximum limits of the safeguards set out in the same Agreement.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay envisaged in the relevant National Collective Bargaining Agreement.

With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver¹⁵, it is envisaged that the rights will be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

Other benefits

For Executives with Strategic Responsibilities mandatory social security and insurance covers are envisaged - in compliance with applicable provisions -, as are non-cash benefits envisaged for top management positions in line with the Company's practices (among which may be provided accommodation for guests' use, company car, etc.).

In line with the provisions applicable to all executives of Leonardo, Executives with Strategic Responsibilities are eligible to participate in the supplementary pension benefits with Previdai (the national pension fund for managers of industrial companies), as well as supplementary health insurance benefits in addition to or in

¹⁵ Good Leaver means any case in which the Relationship is terminated as a result of: a) death or total and permanent disability of the Beneficiary; b) termination of the Relationship by the Company for reasons other than just cause, or for any other cause that makes the termination of the Relationship justified due to the conduct of the Beneficiary; c) resignation of the Beneficiary for just cause



place of the benefits under the supplementary healthcare fund for managers of industrial companies FASI and ASSIDAI.

Other form of discretionary, occasional and non-recurring remuneration

It is the Company's policy not to pay discretionary bonuses to Directors. In very selective extraordinary circumstances, there is the possibility of paying the Executives with Strategic Responsibilities, excluding directors and statutory auditors, by Top Management with the support of the Chief People & Organization Organizational Unit – forms of one-off remuneration in consideration of transactions of significant strategic importance to the Group.

Malus and Claw-back

As recommended in the Corporate Governance Code and in accordance with the specific guidelines issued by the Corporate Governance Committee, for all variable incentive schemes – both short and long term – malus and claw-back clauses have been put in place whereby the Board of Directors is entitled, through the competent corporate functions, not to pay bonuses being accrued or accrued and not yet paid or to request the beneficiaries to return the bonuses they have received (in the form of cash or the value of the shares allocated to them) if the Board finds that the degree to which their performance objectives have been achieved has been determined on the basis of clearly erroneous or falsified calculations. The claw-back clause applies if the difference between the data utilised and the data rectified has led to a bonus in cash and/or in shares being granted in excess of the amount to which the beneficiaries are actually entitled to and places an obligation on the beneficiaries to return the bonuses that have been unduly paid.

Non-competition agreements

Furthermore, with regard to Executive Directors, the Co-General Manager and other Executives with Strategic Responsibilities and in case of individuals with particularly significant professional skills (such that termination of their employment could represent a risk for the Company), the Company may define, on a case-by-case basis, non-competition agreements, providing for the payment of fees commensurate with the duration and scope of the obligations arising from the agreement itself.

At present no non-competition agreement has been entered into with the Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay.

Remuneration of the Head of the Group Internal Audit Organizational Unit

The Board of Directors took steps – at the proposal of the Chief Executive Officer and General Manager, in his capacity as the Director responsible for establishing and maintaining the Internal Control and Risk Management System and subject to the approval of the Control and Risks Committee, to set the remuneration payable to the Head of the Group Internal Audit Organizational Unit.

With specific regard to the variable incentive, it has been proposed in accordance with the Company's policy, while ensuring the resources allocated for the performance of related duties. The short-term variable component of remuneration (MBO) is conditional on the achievement of targets that are exclusively linked to the effectiveness and efficiency of the Group Internal Audit Organizational unit.

As regards the long-term variable component, instead of participating in incentive plans established for the Company's management, in order to ensure the sustainability of results over time, the Board of Directors has approved a cash amount replacing the bonus in shares, for the three-year period taken into account, and has set appropriate targets for the role as proposed by the Chief People & Organization Office.



Resolution Proposal – First Section

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.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98 you are invited to cast your vote, with a binding resolution, on the first section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58/98, which sets out the Company's policy for the 2024 year regarding the remuneration of the members of the Board of Directors, the General Manager, the Co-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 the adoption and implementation of this policy.

The resolution on the first section of the Report will have binding effect, as required by Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.

In line with the provisions of Art. 123-ter, paragraph 3-bis, the 2024 policy is submitted to your attention.

The Report on remuneration policy and fees paid, which includes the first section, is made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website www.leonardo.com (Section "2024 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of binding resolution on the seventh item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;
- having examined the first section of the "Report on remuneration policy and fees paid", approved by the Board of Directors on 4 April 2024 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99 and published by the Company in accordance with the law;
- having considered the binding nature of this resolution, pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98,

resolves

to approve the first section of the "Report on remuneration policy and fees paid of Leonardo S.p.a."



IMPLEMENTATION OF REMUNERATION POLICIES AND FEES RELATING TO THE 2023 FINANCIAL YEAR

Section II



First Part – Implementation of 2023 remuneration policies

Also having regard to the periodic assessment of the implementation of the remuneration policy as required by the Corporate Governance Code, the Remuneration Committee considered that the remuneration paid in 2023 was consistent with the policy adopted, and that the principles and practical application were consistent with the market benchmarks in terms of positioning and pay mix.

With reference to the 2023 financial year, the following elements constituted the remuneration paid to the members of the Governing and Supervisory Bodies, the Chief Executive Officer and General Manager, the Co-General Manager and the Executives with Strategic Responsibilities.

In compliance with the regulatory developments brought in while implementing the second European directive on shareholder rights (Directive (EU) 2017/828, SRD II), as well as considering the vote cast by the Shareholders' Meeting on the second section of the Report, the Committee has started a revision and updating process, including with reference to the Second Section of the Report, with a view to making the content clearer and easy to read and understand.

In line with the provisions of art. 123-ter, paragraph 8-bis, of the TUF, the company appointed to carry out the statutory audit of the accounts – EY S.p.A. – has established that the directors have actually prepared the second section of the Report.

Fixed remuneration

[\(Table 1\)](#)

The Directors and the members of the Board of Statutory Auditors received the fixed remuneration determined by the Shareholders' Meeting. The Directors vested with specific functions also received the fixed element of their remuneration, as determined by the relevant bodies of the Company (Table 1, "Fixed Remuneration" column).

Directors who are members of Committees received the fixed remuneration determined by the Company's Board of Directors, together with the sums paid as attendance fees, on the occasion of each Committee meeting (Table 1, "Remuneration for members of Committees" column).

The Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities received the fixed element of their remuneration as set forth in their respective employment contracts taking into account the effective permanence in the position (Table 1, "Fixed Remuneration" column), including any fees due pursuant to the applicable provisions of law and contracts (public holidays, travel allowances etc.).

Non-equity variable remuneration (bonuses and other incentives)

[\(Table 1 and Table 3B\)](#)

Payments reported in Table 3B relate to the short-term incentive plan for 2023 – MBO Scheme - described in the 2022 Remuneration Report.

Chief Executive Officer and General Manager

The short-term variable remuneration for the Chief Executive Officer role for the 2023 financial year has been set at an overall maximum gross amount of € 660,000 per year.



The targets are objectively measurable and closely related to the targets set in the Company budget plan and are subject to the achievement of an access threshold established consistently with the Group's key objectives. Below is a summary of the final results of the 2023 MBO Plan for the Chief Executive Officer and General Manager:

Threshold Gates	85% Budget EBITA - ON 100% Budget FOCF - ON	Both Threshold have been achieved.	Target	Actual
Weight 30%	GROUP EBITA	100%	1.285	1.285
Weight 30%	GROUP FOCF	109%	600	632
Weight 15%	Launch of 3 new lines of research for Leonardo Labs	100%	ON/OFF	ON
Weight 15%	Book to Bill ≥ 1	100%	≥ 1	1,17x
Weight 5%	Inclusion of Leonardo in Dow Jones Sustainability Indices	100%	Inclusion of Leonardo	ON
Weight 5%	Average accident frequency rate index	100%	$\leq 3,3$	2,01

According to the percentages of achievement of the Performance Targets, the final results for the 2023 MBO Plan for the Chief Executive Officer were equal to a 100%¹⁶ of maximum value. Consequently, the pro-rata temporis final pay-out is equal to € 426,740 for Mr Cingolani and € 233.261 for Mr. Profumo for a total amount of € 660.000, as described in the 2023 Remuneration Report.

For other functioning mechanisms of the MBO Scheme, reference should be made to the 2023 Remuneration Report, Section I, starting from page 29.

Co-General Manager

The Co-General Manager participated in the Leonardo MBO short-term incentive system as an Executive of the Group, according to the terms and conditions laid down in the applicable corporate policy, as described in the 2023 Remuneration Report, to which reference is fully made.

The targets are objectively measurable and closely related to those set in the Company budget plan and are subject to the achievement of an access threshold established consistently with the Group's key objectives. Below is a summary of the final results of the 2023 MBO Plan for the Co-General Manager:

¹⁶ The achievement rate is equal to 100% because the MBO scheme for Chief Executive Officer and General Manager is without over-achievement mechanism



Threshold Gates		85% Budget EBITA - ON 100% Budget FOFC - ON		<i>Both Threshold have been achieved.</i>		Target	Actual
Weight 30%	GROUP EBITA	100%		1.285	1.285		
Weight 30%	GROUP FOFC	109%		600	632		
Weight 15%	Group Order Intake	100%		17.000	17.860		
Weight 15%	Book to Bill ≥ 1	100%		≥ 1	1,17x		
Weight 5%	Inclusion of Leonardo in Dow Jones Sustainability Indices	100%		Inclusion of Leonardo	ON		
Weight 5%	Average accident frequency rate index	100%		$\leq 3,3$	2,01		

According to the percentages of achievement of the Performance Targets, the final results for the 2023 MBO Plan for the Co-General Manager were equal to a percentage of 103% of target value, i.e. € 356.356. For other functioning mechanisms of the MBO Scheme, reference should be made to the 2023 Remuneration Report, Section I, starting from page 35.

Executives with Strategic Responsibilities

The Executives with Strategic Responsibilities participated in the Leonardo MBO short-term incentive system as senior Executives of the Group, according to the terms and conditions laid down in the applicable corporate policy, as described in the 2023 Remuneration Report, to which reference is fully made.

The amounts relating to the variable remuneration shown in Tables 1 and 3B that follow are calculated on an accruals basis and are subject to the approval of the Financial Statements by the Shareholder's Meeting.

Non-cash benefits and other fees

(Table 1)

Non-cash benefits of the Chairman refer to insurance and welfare policies, as well as to other benefits connected with the performance of duties required of his office and additional powers delegated to him.

Non-cash benefits of the Chief Executive Officer and General Manager relate to insurance and welfare policies, the allocation of a company car and the accommodation for guests' use.

Non-cash benefits for the Co-General Manager and Executives with Strategic Responsibilities include their participation in the Supplementary Pension Fund with the national Previndai Pension Fund in the sector, the Supplementary/Replacement Health Insurance (FASI), the assignment of accommodation for guests' use, a company car for business and personal use and insurance covers entered into in their favour.

Severance pay

(Table 1)

During 2023 no indemnities were paid to Executives with Strategic Responsibilities.



Stock options

(Table 2)

As at the date of this Report, the Company has no stock option plans in place.

Incentive Plans based on financial instruments other than stock options

(Table 3A)

Final calculation for the 2021-2023 cycle

OBJECTIVES	WEIGHT %	FINAL RESULT	ACHIEVEMENT RATE%	PAY-OUT %
- RELATIVE TOTAL SHAREHOLDER RETURN	35%	2° Position	100%	100%
- GROUP NET DEBT	20%	12.9%	50%	50%
- RETURN ON INVESTED CAPITAL	25%	2.219 €m	100%	100%
- Climate Change – Reduction in Emission	10%	27,7	100%	100%
- % of female new hires with STEM degrees	10%	22%	100%	100%
TOTAL BONUS			90% OF MAXIMUM PAYOUT	

Table 3A reports the details related to the plan.

Allocation of the 2023-2025 cycle

During 2023 it was provided that the Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities will participate in the Long-Term Incentive Plan for the 2023-2025 cycle.

Table 3A reports the maximum attributable number of shares and related fair value.

Specifically:

- for Mr Cingolani, for the cycle of the Long-Term Plan for the three-year period from 2023 to 2025 the incentive allocated was set at a maximum amount of € 575.111; therefore, the maximum number of shares attributable was set at 57.417 obtained by dividing the maximum incentive by the price of €9,891. This price was taken as a reference for the determination of the incentive in the implementation phase of the plan, at the proposal of the Remuneration Committee and subject to the approval by the Board of Directors, relates to the average price of Leonardo shares during the first quarter of the financial year in which the bonus is paid (for the 2023-2025 cycle it was therefore the first quarter of 2023);
- for the Co-General Manager, the incentive that can be allocated for the plan cycle for the three-year period from 2023 to 2025 was set at a maximum amount of € 1.024.722. Therefore, as at the date of allocation of the plan, the maximum number of shares attributable was set as 103.601, which was obtained through the calculation system described above.
- for the Executives with Strategic Responsibilities, the incentive that can be allocated for the plan cycle for the three-year period from 2023 to 2025 as set at a maximum amount of € 4.197.459. Therefore, as at the date of allocation of the plan, the maximum number of shares allocated was set at 419.630, obtained according to the calculation method as described above. The above figures refer to all the



persons who carried out the function of Executives with Strategic Responsibilities during 2023. They are pro rata according to the time in the function for those who only served for a fraction of the year.

The final calculation of the number of shares actually earned for the 2023-2025 cycle will be made at the end of the performance period in 2026, and 50% of the allocated shares, once the three-year vesting period has elapsed, will be subject to a further 2-year lock-up period during which they will not be transferable.

The fair value reported in Table 3A, corresponding to the maximum amount of the incentive that can be allocated upon full achievement of all performance targets, has been calculated on the basis of the following parameters:

- the book value referring to the TSR (adjusted fair value € 12.1);
- the book value referring to the other objectives (€ 13.66);
- the maximum number of shares that can be allocated;
- the vesting period effectively elapsed in 2023 (3/36 months, i.e. from 1 October 2023 to 31 October 2023).

Table 3A also reports the values relating to the 2021-2023 cycle and to the 2022-2024 cycle of the Long-Term Incentive Plans based on financial instruments, considering the vesting period effectively elapsed in 2023. For the mechanisms of the Plans, see the 2023 Remuneration Report, Section I, page 28 and following pages.

Annual changes in fees, Leonardo's performance and Pay- Ratio

The table below reports, for the last four financial years, the annual change of the total remuneration of each of the subjects for whom the information referred to in this section of the Report is provided by name:



		2019	2020	2021	2022	2023
Stefano Pontecorvo	Chairman	-	-	-	-	252
Carta Luciano	Chairman	-	302	490	490	199
Cingolani Roberto	Chief Executive Officer and General Manager	-	-	-	-	935
Profumo Alessandro	Chief Executive Officer	1.806	1.340	1.660	1.660	700
Mariani Lorenzo	Co-General Manager	-	-	-	-	875
Cioffi Lucio Valerio	General Manager	-	214	1.130	1.130	585
Frigerio Dario	Director	112	119	132	134	50
Rubini Marina	Director	97	113	121	121	48
America Carmine	Director	-	70	115	115	42
Barletta Pierfrancesco	Director	-	70	127	129	48
Comparato Elena	Director	-	68	115	113	40
Gianguialano Patrizia Michela	Director	-	70	116	118	44
Giannetakis Paola	Director	-	68	121	125	46
Guidi Federica	Director	-	68	113	111	42
Pinnarò Maurizio	Director	-	72	132	134	50
Resta Ferruccio	Director	-	70	116	118	43
Altieri Trifone	Director	-	-	-	-	77
Ghislanzoni Giancarlo	Director	-	-	-	-	73
Giorgetti Enrica	Director	-	-	-	-	80
Levy Dominique	Director	-	-	-	-	79
Macri Francesco	Director	-	-	-	-	77
Manara Cristina	Director	-	-	-	-	80
Sala Marcello	Director	-	-	-	-	75
Stefini Silvia	Director	-	-	-	-	82
Vasco Elena	Director	-	-	-	-	80
Wood Steven Duncan	Director	-	-	-	-	73
Rossi Luca	Chairman of the Board of Statutory Auditors	-	-	-	-	80
De Mauro Anna Rita	Regular Auditor	-	-	-	-	70
Fornasiero Sara	Regular Auditor	-	-	-	-	71
Quagliata Leonardo	Regular Auditor	-	-	-	-	70
Sacrestano Amedeo	Regular Auditor	-	-	-	-	70
Employee Average Remuneration		54	55	51	56	56
Pay Ratio CEO and Employee Average		33x	24x	32,5x	29,6x	29,1x

Values in thousand €

The values for each year are influenced by the different levels of achievement of the variable incentives
About LTI plan, it has been considered the fair value of the vested plan

Pay Ratio of the Chief Executive Officer: the ratio of total remuneration of the Chief Executive Officer (fixed + short-term + long term accrued in this section II) to the average remuneration of employees in 2023 was equal to 29.1x.

At the end of the 2023 financial year, the Chief Executive Officer and General Manager did not own Company's shares.

Below is the annual change in the Company's results over the last four financial years:



	2019	2020	2021	2022	2023
REVENUES (BN)	€ 13,8	€ 13,4	€ 14,1	€ 14,7	€ 15,3
Delta y/y		(-2,7%)	(+5,4%)	(+4,3%)	(+3,9%)
ORDER BACKLOG (BN)	€ 36,5	€ 35,5	€ 35,5	€ 37,5	€ 39,5
Delta y/y		(-2,7%)	(+0,1%)	(+5,6%)	(+5,4%)
NEW ORDERS (BN)	€ 14,1	€ 13,8	€ 14,3	€ 17,3	€ 17,9
Delta y/y		(-2,5%)	(+4%)	(+21%)	(+3,8%)
NUMBER OF EMPLOYEES	49.530	49.882	50.413	51.392	53.566
Delta y/y		(+0,7%)	(+1,1%)	(+1,9%)	(+4,2%)



Resolution Proposal – Second Section

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.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98 you are invited to cast your vote, with a non-binding resolution, on the second section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58/98 that:

- a) contains the representation of each of the items comprising remuneration of the Members of the Board of Directors and of the Board of Statutory Auditors, of the Co-General Manager and of the other Executives with Strategic Responsibilities;
- b) analytically illustrates the fees paid to the subjects listed above in 2023 for any title and in any form by the Company and by its subsidiaries or associates.

The resolution on the second section of the Report will have non-binding effect as required by Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.

The Report on remuneration policy and fees paid, which includes the second section, is made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website www.leonardo.com (Section "2024 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of non-binding resolution on the eighth item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;
- having examined the second section of the "Report on remuneration policy and fees paid" approved by the Board of Directors on 4 April 2024 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99" and published by the Company in accordance with the law;
- having considered the non-binding nature of this resolution, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98,

resolves

in favour of the second section of the "Report on remuneration policy and fees paid of Leonardo S.p.a.".



Second part – Remuneration paid in the Financial Year 2023

Part two of Section II provides an analytical summary of all the amounts relating to the 2023 financial year, regardless of their nature or form, in favour of those persons who held, during said year, even for a fraction of the period, the position of member of the Governing or Supervisory bodies, Co-general Manager or Executives with Strategic Responsibilities.

This quantitative information is provided below and reported in table form in accordance with art. 123-ter of Legislative Decree no. 58 of February 1998 (Consolidated Law on Financial Intermediation - TUF) and the CONSOB tables referred to in Annex 3A attached to the Issuers' Regulation, Schedule 7-bis.

on behalf of the Board of Directors

The Chairman

Stefano Pontecorvo



TABLE 1. REMUNERATION PAID TO MEMBERS OF THE GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND ALL EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (Amount in thousands of euro)

LAST AND FIRST NAME(S)	POSITION HELD IN THE FINANCIAL YEAR 2023	TERM OF OFFICE	EXPIRY OF THE TERM OF OFFICE	FIXED REMUNERATION	REMUNERATION FOR THE PARTICIPATION IN COMMITTEES	NON-EQUITY VARIABLE REMUNERATION		NON-CASH BENEFITS	OTHER FEES	FAIR VALUE OF EQUITY PAYMENTS	TOTAL	PAY-MIX BETWEEN FIXED AND VARIABLE REMUNERATION	TERMINATION OF SEVERANCE INDENNTY
						BONUSES AND OTHER INCENTIVES	PROFIT SHARING						
Carta Luciano	Chairman	from 01/01/2023 to 09/05/2023	FY 2023	153 (iv) 32 (i)				14			199		
Pontecorvo Stefano	Chairman	from 09/05/2023 to 31/12/2023	FY 2023	58 (iv) 180 (i)				14			252		
Profumo Alessandro	Director Chief Executive Officer	from 01/01/2023 to 09/05/2023	FY 2023	28 (i) 337 (iv)			233	16		243	857	Fixed: 44% Variable: 56%	
Ongolani Roberto	Director Chief Executive Officer and General Manager	from 09/05/2023 to 31/12/2023	FY 2023	52 (i) 508 (iv)			427	26		63	1.076	Fixed: 54% Variable: 46%	
Cioffi Lucio Valerio	General Manager	from 01/01/2023 to 09/05/2023	FY 2023	230 (iv)			164	37		347	778	Fixed: 34% Variable: 66%	
Mariani Lorenzo	Co-General Manager	from 09/05/2023 to 31/12/2023	FY 2023	458 (iv)			356	34		432	1.280	Fixed: 38% Variable: 62%	
Frigerio Dario	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	22 (1)						50		
Rubini Marina	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	20 (2)						48		
America Carmine	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	14 (3)						42		
Barietta Pierfrancesco	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	20 (4)						48		
Comparato Elena	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	12 (5)						40		
Giangualano Patrizia Michela	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	16 (6)						44		
Giannetakis Paola	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	18 (7)						46		
Guidi Federica	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	14 (8)						42		
Pinnarò Maurizio	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	22 (9)						50		
Resta Ferruccio	Director	from 01/01/2023 to 09/05/2023	FY 2023	28 (i)	15 (10)						43		
Altieri Trifone	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	25 (11)						77		
Ghislanzoni Giancarlo	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	21 (12)						73		
Giorgetti Enrica	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	28 (13)						80		
Levy Dominique	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	27 (14)						79		
Macri Francesco	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	25 (15)						77		
Manara Cristina	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	28 (16)						80		
Sala Marcello	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	23 (17)						75		
Stefini Silvia	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	30 (18)						82		
Vasco Elena	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	28 (19)						80		
Wood Steven Duncan	Director	from 09/05/2023 to 31/12/2023	FY 2023	52 (i)	21 (20)						73		
Rossi Luca	Chairman of the Board of Statutory Auditors	1.1/31.12.2023	FY 2023	80 (i)							80		
De Mauro Anna Rita	Regular Auditor	1.1/31.12.2023	FY 2023	70 (i)							70		
Fornasiero Sara	Regular Auditor	1.1/31.12.2023	FY 2023	70 (i)					1		71		
Quagliata Leonardo	Regular Auditor	1.1/31.12.2023	FY 2023	70 (i)					0.1		70		
Sacrestano Amedeo	Regular Auditor	1.1/31.12.2023	FY 2023	70 (i)					0.3		70		
Executives with Strategic Responsibilities			esercizio 2023	3.613 (iv)			2.225	434		2.956	9.228	Fixed: 44% Variable: 56%	
(i) Remuneration in the Company drawing up the financial statements				6.809		429	3.405	0	575	1	4.041	15.260	0
(ii) Remuneration from subsidiaries and affiliates				0		0	0	0		0	0	0	0
(iii) Total				6.809		429	3.405	0	575	1	4.041	15.260	0

Remuneration details: (i) relevant remuneration approved by the shareholder's meeting; (ii) committee participation fees; (iii) reimbursement of expenses; (iv) remuneration received for the performance of particular offices, pursuant to article 2389, paragraph 3, of the civil law; (v) fixed salaries as an employee.

(#) the proportion is calculated by taking as reference for the fixed part, the values relating to fixed remuneration and non-cash benefits, while for the variable part the bonus and other incentive and the fair value of equity remuneration

- (1) Control and Risk Committee: 15k Nomination and Governance Committee: 7k
- (2) Control and Risk Committee: 13k Remuneration Committee: 7k
- (3) Nomination and Governance Committee: 7k Sustainability and Innovation Committee: 7k
- (4) Control and Risk Committee: 13k Nomination and Governance Committee: 7k
- (5) Remuneration Committee: 5k Nomination and Governance Committee: 7k
- (6) Remuneration Committee: 9k Sustainability and Innovation Committee: 7k
- (7) Control and Risk Committee: 11k Sustainability and Innovation Committee: 7k
- (8) Remuneration Committee: 7k Nomination and Governance Committee: 7k
- (9) Control and Risk Committee: 13k Nomination and Governance Committee: 9k
- (10) Remuneration Committee: 7k Sustainability and Innovation Committee: 8k
- (11) Control and Risk Committee: 13k Remuneration Committee: 12k
- (12) Remuneration Committee: 9k Sustainability and Innovation Committee: 12k
- (13) Remuneration Committee: 14k Nomination and Governance Committee: 14k
- (14) Control and Risk Committee: 13,5k Nomination and Governance Committee: 13,5k
- (15) Nomination and Governance Committee: 14k Sustainability and Innovation Committee: 11k
- (16) Control and Risk Committee: 14k Sustainability and Innovation Committee: 14k
- (17) Control and Risk Committee: 13,5k Sustainability and Innovation Committee: 9,5k
- (18) Control and Risk Committee: 16k Nomination and Governance Committee: 14k
- (19) Remuneration Committee: 12k Nomination and Governance Committee: 16k
- (20) Remuneration Committee: 11,5k Sustainability and Innovation Committee: 9,5k

The reported fees for the Executives with Strategic Responsibilities also include those due to person who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities. The total number of individuals, in addition to those expressed by name, who held the position of Executive with Strategic Responsibilities, in the course of 2023 amount to 13



TABLE 2. STOCK OPTIONS ALLOCATED TO MEMBERS OF THE GOVERNING BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

No stock option plan assigned.

TABLE 3A. INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS, OTHER THAN STOCK OPTIONS, FOR THE BENEFITS OF THE MEMBERS OF THE GOVERNING BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

			FINANCIAL INSTRUMENTES ALLOCATED DURING PREVIOUS FINANCIAL YEARS THAT WERE NOT VESTED DURING THE FINANCIAL YEAR		FINANCIAL INSTRUMENTES ALLOCATED DURING THE FINANCIAL YEAR					FINANCIAL INSTRUMENTES VESTED DURING THE FINANCIAL YEAR BUT NOT	FINANCIAL INSTRUMENTES VESTED DURING THE FINANCIAL YEAR AND IMPUTABLE	FINANCIAL INSTRUMENTS FOR THE YEAR	
LAST AND FIRST NAME	POSITION HELD IN 2023	PLAN	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VESTING PERIOD	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	FAIR VALUE AT THE DATE OF ALLOCATION	VESTING PERIOD	DATE OF ALLOCATION	MARKET PRICE AT ALLOCATION	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VALUE AT THE VESTING DATE	FAIR VALUE
Cingolani Roberto	CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER	LTI 2023-2025 resolution of 19/05/2021			n° 57.417 shares ⁽⁴⁾	€ 752.968	01/10/2023 - 01/10/2026	01/10/2023	€ 9,891				€ 63.347 ⁽⁵⁾
Profumo Alessandro	CHIEF EXECUTIVE OFFICER	LTI 2021-2023 resolution of 19/05/2021									n° 68.378 shares ⁽⁴⁾		€ 130.081 ⁽³⁾
Profumo Alessandro	CHIEF EXECUTIVE OFFICER	LTI 2022-2024 resolution of 19/05/2021	n° 38.764 shares ⁽²⁾	31/07/2022 - 31/07/2025									€ 105.793 ⁽⁹⁾
Profumo Alessandro	CHIEF EXECUTIVE OFFICER	LTI 2023-2025 resolution of 19/05/2021			n° 6.965 shares ⁽⁶⁾	€ 91.339	01/10/2023 - 01/10/2026	01/10/2023	€ 9,891				€ 7.612 ⁽⁵⁾
Mariani Lorenzo	CO-GENERAL MANAGER	LTI 2021-2023 resolution of 19/05/2021									n° 32.234 shares ⁽⁴⁾		€ 61.323 ⁽³⁾
Mariani Lorenzo	CO-GENERAL MANAGER	LTI 2022-2024 resolution of 19/05/2021	n° 85.675 shares ⁽¹⁰⁾	31/07/2022 - 31/07/2025									€ 258.434 ⁽⁹⁾
Mariani Lorenzo	CO-GENERAL MANAGER	LTI 2023-2025 resolution of 19/05/2021			n° 103.601 shares ⁽⁷⁾	€ 1.358.630	01/10/2023 - 01/10/2026	01/10/2023	€ 9,891				€ 113.219 ⁽⁵⁾
Cioffi Lucio Valerio	GENERAL MANAGER	LTI 2021-2023 resolution of 19/05/2021									n° 100.360 shares ⁽⁴⁾		€ 190.925 ⁽³⁾
Cioffi Lucio Valerio	GENERAL MANAGER	LTI 2022-2024 resolution of 19/05/2021	n° 57.071 shares ⁽²⁾	31/07/2022 - 31/07/2025									€ 155.756 ⁽⁹⁾
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (*)		LTI 2021-2023 resolution of 19/05/2021									n° 351.358 shares ⁽⁴⁾		€ 714.298 ⁽³⁾
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (*)		LTI 2022-2024 resolution of 19/05/2021	n° 635.319 shares ⁽⁶⁾	31/07/2022 - 31/07/2025									€ 1.778.900 ⁽⁹⁾
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (*)		LTI 2023-2025 resolution of 19/05/2021			n° 419.630 shares	€ 5.503.024	01/10/2023 - 01/10/2026	01/10/2023	€ 9,891				€ 462.498 ⁽⁵⁾

- (1) The table reports the final number of shares calculated (equal to 90% of allocated shares) related to 2021-2023 LTI Plan.
- (2) The table reports the maximum number of shares attributable to the Chief Executive Officer under the 2022-2024 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2025 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.
- (3) The fair value relating to 2021-2023 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated following parameters: the relevant book value for TSR (adjusted fair value €3,7), the relevant book value for the other performance targets is 6,788. The number of shares that can be allocated, the vesting period effectively elapsed in 2023 (12/36 months, from 01.01.2023 to 31.12.2023)
- (4) The table reports the maximum number of shares attributable to the Chief Executive Officer and General Manager under the 2023-2025 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2026 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred
- (5) The fair value relating to 2023-2025 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated following parameters: the relevant book value for TSR (adjusted fair value €12,1), the relevant book value for the other performance targets is 13,66. The number of shares that can be allocated, the vesting period effectively elapsed in 2023 (3/36 months, from 01.10.2023 to 31.12.2023).
- (6) The table reports the maximum number of shares attributable to the Executives with Strategic Responsibilities under the 2022-2024 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2025 at the end of the performance period
- (7) The table reports the maximum number of shares attributable to the Co-General Manager under the 2023-2025 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2026 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.
- (8) The table reports the maximum number of shares attributable to the Chief Executive Officer under the 2023-2025 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2026 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.
- (9) The fair value relating to 2022-2024 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated following parameters: the relevant book value for TSR (adjusted fair value €6,4), the relevant book value for the other performance targets is 9,15. The number of shares that can be allocated, the vesting period effectively elapsed in 2023 (12/36 months, from 01.01.2023 to 31.12.2023)
- (10) The table reports the maximum number of shares attributable to the Co-General Manager under the 2022-2024 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2025 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

TABLE 3B. CASH INCENTIVE FOR THE BENEFIT OF THE MEMBERS OF THE GOVERNING BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (€th.)

A	B	(1)	(2)			(3)			(4)
			Annual Bonus			Previous years' Bonuses			Other Bonus
LAST AND FIRST NAME	POSITION HELD IN FINANCIAL YEAR 2023	PLAN	(A)	(B)	(C)	(A)	(B)	(C)	
			Payble/ paid	Deferred	Deferred period	No longer payable	Payble/ paid	Still deferred	
Profumo Alessandro	Chief Executive Officer	MBO 2023	€ 233	0	0	0	0	0	
Cingolani Roberto	Chief Executive Officer and General Manager	MBO 2023	€ 427						
Cioffi Lucio Valerio	General Manager	MBO 2023	€ 164	0	0	0	0	0	
Mariani Lorenzo	Co-General Manager	MBO 2023	€ 356						
Executives with Strategic Responsibilities (*)		MBO 2023	€ 2.225	0	0	0	0	0	

(*) The amount reported also includes those due to persons who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities

SHAREHOLDING OF MEMBERS
OF GOVERNING AND
SUPERVISORY BODIES AND
OTHER EXECUTIVES WITH
STRATEGIC RESPONSIBILITIES

Section III



SECTION III

SHAREHOLDINGS OF MEMBERS OF GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

The following table shows the shareholdings in the Company or in its subsidiaries, which are held by persons who held the position of member of the Governing and Supervisory Bodies, General Manager or Co-General Manager (stated by name) or Executive with Strategic Responsibilities (stated in aggregated form) in the course of the 2023 financial year, even if only for a fraction of the period in question, as well as by their respective spouses who are not legally separated and minor children. Except as otherwise specified, said shareholdings are deemed to be held directly and by way of property.

SURNAME AND NAME	POSITION held in FY 2023	INVESTEE COMPANY	Number of shares held at the end of FY 2022 (*)	Number of shares purchased	Number of shares sold	Number of shares held at the end of FY 2023 (**)
MARIANI Lorenzo	Co-General Manager holding office from 1.06.2023	Leonardo S.p.a.	2,808	0	0	2,808
GHISLANZONI Giancarlo	Director holding office from 9.05.2023	Leonardo S.p.a.	36,415 (1)	0	0	36,415 (1)
LEVY Dominique	Director holding office from 9.05.2023	Leonardo S.p.a.	0	15,000	0	15,000
SALA Marcello	Director holding office from 9.05.2023	Leonardo S.p.a.	0	17,170 (2)	0	17,170 (2)
WOOD Steven Duncan	Director holding office from 9.05.2023	Leonardo S.p.a.	2,489	4,400	0	6,889
PROFUMO Alessandro	Chief Executive Officer holding office until 9.05.2023	Leonardo S.p.a.	221,219 (3)	0	0	221,219 (3)
CIOFFI Lucio Valerio	General Manager holding office until 9.05.2023	Leonardo S.p.a.	14,672 (4)	0	0	14,672 (4)
Executives with Strategic Responsibilities (***)		Leonardo S.p.a.	136,454 (5) (****)	0	71,991	64,463 (5)

(*) i.e. at the date of appointment, with regard to positions held for a fraction of FY 2023.

(**) i.e. at the date of expiry of the term of office, with regard to positions held for a fraction of FY 2023.

(***) The data includes no. 13 positions of Executive with Strategic Responsibilities held, even if only for a fraction, during FY 2023.

(****) The difference in the number of shares held at the end of FY 2022, compared to the corresponding table in the previous Report, is due to the turnover of the various Executives with Strategic Responsibilities. The number of shares held at the end of 2022, is therefore related to the persons who held the position of Executive with Strategic Responsibilities during 2023.

(1) Of which no. 9,000 shares held indirectly (through subsidiary/trust company).

(2) Shares held indirectly (through subsidiary/trust company).

(3) Of which no. 21,219 shares relating to Incentive Plans.

(4) Of which no. 13,915 shares relating to Incentive Plans.

(5) of which no. 1,750 shares held by the spouse.



Implementation status of the 2023-2025 long-term incentive plan

		LONG-TERM INCENTIVE PLAN - CYCLE 2023 - 2025 ALLOCATION FOR FY 2023						
		FINANCIAL INSTRUMENT OTHER THAN STOCK OPTIONS STOCK OPTION (ALLOCATION OF SHARES)						
		SECTION 2 NEWLY ALLOCATED INSTRUMENTS BASED ON THE BORD'S DECISION FOR PROPOSAL TO THE SHAREHOLDERS' MEETING						
LAST AND FIRST NAME OR CATEGORY	POSITION	DATE OF SHAREHOLDERS' MEETING RESOLUTION	TYPE OF FINANCIAL INSTRUMENTS	NUMBER OF FINANCIAL INSTRUMENTS (*)	DATE OF ALLOCATION	PURCHASE PRICE (IF ANY) OF INSTRUMENTS	MARKET PRICE AT THE DATE OF ALLOCATION	VESTING PERIOD (*)
Cingolani Roberto	Chief Executive Officer and General Manager of Leonardo S.p.a.	19/5/2021	Share of Leonardo S.p.a.	57.417			€ 9,8910	01/10/2023 - 01/10/2026
Profumo Alessandro	Chief Executive Officer of Leonardo S.p.a.	19/5/2021	Share of Leonardo S.p.a.	6.965	01/10/2023	-	€ 9,8910	01/10/2023 - 01/10/2026
Mariani Lorenzo	Co-General Manager of Leonardo S.p.a.	19/5/2021	Share of Leonardo S.p.a.	103.602	01/10/2023	-	€ 9,8910	01/10/2023 - 01/10/2026
Executives with Strategic Responsibilities (1)	-----	19/5/2021	Share of Leonardo S.p.a.	419.630	01/10/2023	-	€ 9,8910	01/10/2023 - 01/10/2026
Other Executives, employees and collaborators (no. 180)	-----	19/5/2021	Share of Leonardo S.p.a.	1.121.687	01/10/2023	-	€ 9,8910	01/10/2023 - 01/10/2026

(*) Deferment period of the bonus converted into shares subject to transfer restrictions

(*) Maximum number of shares attributable under the 2023-2025 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2026 at the end of the performance period.

(1) The reported number of shares also includes those persons who held, during the financial year, even for a fraction of the period, the position of Executives with Strategic Responsibilities



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