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Diffusione presunta  
Oggetto : NOTICE OF CALL OF THE 2022  
SHAREHOLDERS' MEETING

*Testo del comunicato*

Vedi allegato.

**Leonardo - Società per azioni**

Registered office in Rome, Piazza Monte Grappa No. 4

[leonardo@pec.leonardo.com](mailto:leonardo@pec.leonardo.com)

Share Capital Euro 2,543,861,738.00 fully paid-up

Tax Code & Company Register of Rome No. 00401990585

VAT No. 00881841001

**NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The Shareholders' Meeting is called in ordinary session on 23 and 31 May 2022, on first and second call, respectively, at 10:30 a.m. in Rome, at the registered office of Leonardo - Società per azioni, Piazza Monte Grappa, 4 – 00195, in order to discuss and resolve on the following

**Agenda:**

1. Financial Statements of Vitrociset S.p.a. as at 31 December 2021 and related reports of the Board of Directors, the Board of Statutory Auditors and Independent Auditors. Related and consequent resolutions.
2. Financial Statements of Leonardo S.p.a. as at 31 December 2021 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2021.
3. Report on the policy regarding remuneration and fees paid: resolution on the first section pursuant to Art.123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.
4. Report on the policy regarding remuneration and fees paid: resolution on the second section pursuant to Art.123-ter, paragraph 6, of Legislative Decree No. 58/98.

Please note that **the provisions of this notice of call are in line with the provisions of Art. 106 of Law Decree No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree)**, as converted, with amendments, into Law No. 27 of 24 April 2020 (the effectiveness of which was last extended by Law Decree No. 228 of 30 December 2021 as converted, with amendments, into Law No.15 of 25 February 2022).



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

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

Pursuant to Art. 83-sexies of Legislative Decree No. 58/98 and to Art.13 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise the voting rights is subject to the receipt, by the Company, of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the ownership of voting rights based on its accounting records at the end of the accounting day on the seventh trading day prior to the date of the first call of the Shareholders' Meeting (i.e. 12 May 2022), the so-called "Record Date".

The statement must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (i.e., by 18 May 2022). Nevertheless, Shareholders will be entitled to attend and vote even if the notice has reached the Company after the aforesaid time limit, provided it is received within the Meeting's proceedings, and without prejudice to the principle according to which the right to attend and vote at the Shareholders' Meeting may be exercised exclusively through the Designated Representative (Computershare S.p.A.), as specified in the paragraph titled "Participation and Vote through the Shareholders' Representative designated by the Company".

Any credit and debit entries made to the accounts after 12 May 2022 (the "Record Date") are not relevant for the entitlement to exercise voting rights. Therefore, anyone who becomes a holder of shares only after such date will not be entitled to attend and vote at the Shareholders' Meeting.

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

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

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



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

The proxy must be granted by the end of the second trading day before the date set for the Shareholders' Meeting (therefore, by 19 May 2022, in the event that the Shareholders' Meeting is held on first call and by 27 May 2022, in the event that the Shareholders' Meeting is held on second call).

In this regard, in order to facilitate the notification of the proxy and the voting instructions, from the section of the Company's website dedicated to this Shareholders' Meeting ([www.leonardo.com](http://www.leonardo.com), Section "2022 Shareholders' Meeting") it is possible to fill in and submit also online and in guided mode the appropriate form prepared by Computershare S.p.A., which is accessible at the following link: (<https://servizi.computershare.it/eRD/index.aspx?nos=675768912>).

Alternatively, it is possible to download the form from the same website to be sent within the terms set out above, to Computershare S.p.A. to the certified email address [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) or by fax to No. +390645417450 in the manner stated in the specifications titled "Instructions for filling in and submitting the form" referred to in the above-mentioned form.

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

Furthermore, pursuant to the above-mentioned Decree, those who do not intend to use the methods of attendance described above, may grant proxies and/or sub-proxies pursuant to Art. 135-novies of Legislative Decree No. 58/98, which, with related written voting instructions, shall be sent to Computershare S.p.A. to the certified email address [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) or by fax to No. +390645417450 preferably by 6:00 p.m. of the day before the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on 22 May 2022, in the event that the Shareholders' Meeting is held on first call and by 6:00 p.m. on 30 May 2022, in the event that the Shareholders' Meeting is held on second call). The proxy may be granted by signing the specific form available on the Company's website ([www.leonardo.com](http://www.leonardo.com), Section "2022 Shareholders' Meeting") in the manner stated therein.

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

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

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

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



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

Pursuant to Art. 126-bis of Legislative Decree No. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, by 26 April 2022 (i.e., first working day following the deadline referred to in Article 126-bis, paragraph 1, first sentence, of Legislative Decree No. 58/98), request additions to the items on the agenda or submit additional resolution proposals on those already on the agenda, stating the additional issues and/or motions in the relevant request.

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

The proposing Shareholders must submit, within the deadline and in the manner set out above, a report stating the reasons for any proposed resolutions on additional matters they propose to discuss or the reasons for any further proposed resolutions regarding the items that are already on the agenda.

Any additions to the agenda or presentation of proposals for further resolutions on matters that are already included on the agenda will be announced by the Company, in the same forms as prescribed for publication of this notice of call of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting on first call (and, therefore, by 8 May 2022). At the same time as it announces additions to the agenda or additional resolutions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Art. 125-ter, paragraph 1, of Legislative Decree No. 58/98, the related resolution proposals and the Shareholders' reports, as well as any possible evaluations made by the Board of Directors.

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

Due to the fact that the attendance at the Shareholders' Meeting and the exercise of the voting rights may only take place through the Designated Representative (Computershare S.p.A.), the Company – in order to make it possible for the parties concerned to exercise the right referred to in Art. 126-bis, paragraph 1, penultimate sentence, of Legislative Decree No. 58/98, and therefore to submit individual resolution proposals on the items on agenda or any other proposed resolution that



is otherwise allowed *ex lege*, albeit according to such methods and terms as are consistent with the provisions of the aforementioned “Cura Italia” Decree and with the essential requirement that the proposals referred to in this paragraph are known by the generality of those entitled to attend the Shareholders’ Meeting and exercise the voting rights in time to provide voting instructions to the Designated Representative – provides that those entitled to attend the Shareholders’ Meeting and exercise their voting rights may individually submit resolution proposals on items already on the agenda and proposals that are otherwise allowed *ex lege* by 4 May 2022, thus committing itself to their subsequent publication.

In particular, the legitimacy to submit these proposals is subject to the receipt by the Company of the certification confirming ownership of the shares as at 12 May 2022 (“Record Date”).

The proposals must be submitted in writing by eligible Shareholders by fax to the number +3901010013250 or to the certified email address [assemblea@pec.leonardo.com](mailto:assemblea@pec.leonardo.com), showing the express reference to: "Leonardo's 2022 Shareholders' Meeting - individual resolution proposals", the item of the agenda of the Shareholders' Meeting to which they refer, the text of the proposed resolution and the personal data of the applicant (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company). The proposals submitted within the terms and in the manner described above shall be made available to the public, by the Company, by 6 May 2022 on the Company's website ([www.leonardo.com](http://www.leonardo.com), Section "2022 Shareholders' Meeting"), in order to allow those entitled to vote to express themselves consciously, while also taking into account these new proposals and, therefore, allowing the Designated Representative to also collect any possible voting instructions thereon; to this end it is recommended that those wishing to exercise the right to submit the proposals referred to in this paragraph, send them as soon as possible, for the purpose of a timely publication.

### **Right to ask questions before the Shareholders' Meeting**

Anyone who has voting rights may submit questions regarding the items on the agenda before the Shareholders' Meeting. The questions must be received by the Company by no later than the seventh trading day before the date of the Shareholders' Meeting on first call (and, therefore, by 12 May 2022), pursuant to Art. 127-ter of Legislative Decree No. 58/98, together with the applicant's personal data (surname and name, place and date of birth, tax code or all identification details in the case of an entity or company) and the certification attesting the ownership of the shares as at 12 May 2022 ("Record Date"). Ownership may also be certified at a later time, provided it is done so by the third day following the "Record Date" (16 May 2022, first working day following the deadline referred to in Article 127-ter, paragraph 1-bis, of Legislative Decree No. 58/98).



Questions must be sent by fax to the No. +3901010013250 or to the certified email address [assemblea@pec.leonardo.com](mailto:assemblea@pec.leonardo.com).

In order to allow those entitled to vote to cast their vote through the Designated Representative, while also taking into account the feedback the Company has provided to these questions, the answers will be provided by the Company at least three days before the Shareholders' Meeting takes actually place through publication on the Company's website ([www.leonardo.com](http://www.leonardo.com), Section "2022 Shareholders' Meeting").

The Company will not take into consideration any questions that are not strictly related to the items on Shareholders' Meeting agenda, nor those which have already been answered as "FAQ 2022 Shareholders' Meeting" format in the Section "2022 Shareholders' Meeting" of the Company's website ([www.leonardo.com](http://www.leonardo.com)).

### **Report on the policy regarding remuneration and fees paid**

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

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

### **Information about share capital**

As of the date of this notice, the share capital of Leonardo S.p.a. is equal to Euro 2,543,861,738.00, is represented by 578,150,395 shares and only consists of ordinary shares with a par value of Euro 4.40 each.

### **Documentation**

The documentation pertaining to the Shareholders' Meeting, including the Explanatory Reports pursuant to Art. 125-ter of Legislative Decree No. 58/98 on the



items on the agenda, is made available to the public - within the terms provided for by current regulations - at the registered office, at Borsa Italiana S.p.A., on the website of the authorized storage mechanism “eMarket Storage” ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as (also with reference to the provisions of Article 125-quater of Legislative Decree No. 58/98) on the Company's website ([www.leonardo.com](http://www.leonardo.com), Section “2022 Shareholders' Meeting”).

### **Contacts**

For any further information concerning the participation in the Shareholders' Meeting and the exercise of the voting rights through the Designated Representative, it is possible to contact the telephone number +390645417413 (Computershare S.p.A.). More generally, for all information relating to the proceedings of the Shareholders' Meeting, the support to the Shareholders' participation and the exercise of any related rights, it is possible to consult the Company's website ([www.leonardo.com](http://www.leonardo.com), Section “2022 Shareholders' Meeting”) and/or contact the Group Corporate Affairs organizational unit to the email address: [ufficiotitoli@leonardo.com](mailto:ufficiotitoli@leonardo.com).

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This notice of call, published in full on the Company's website [www.leonardo.com](http://www.leonardo.com) (Section “2022 Shareholders' Meeting”), at Borsa Italiana S.p.A. and on the website of the authorized storage mechanism “eMarket Storage” ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as available at the registered office, is also published in extract form on 14 April 2022 in the newspapers “Il Sole 24 Ore” and “Corriere della Sera”.

Rome, 13 April 2022

On behalf of the Board of Directors  
The Chairman  
(Luciano Carta)



Fine Comunicato n.0131-26

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