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Oggetto : Notice of call of Shareholders' Meeting

Testo del comunicato

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



LEONARDO - Società per azioni
Registered office in Rome, Piazza Monte Grappa No. 4
leonardo@pec.leonardocompany.com
Fully paid up registered capital € 2,543,861,738.00
Tax Code & Company Register No. 00401990585
VAT No. 00881841001

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting is called in ordinary session on 9 and 16 May 2019, in first and second call respectively, and in extraordinary session on 9, 15 and 16 May 2019, in first, second and third call respectively, at 10:30 a.m. in Rome at the Accademia Nazionale dei Lincei, Via della Lungara, 230 – 00165, to discuss and resolve upon the following

Agenda:

Ordinary Session

1. Financial Statements at 31 December 2018 and relevant Report of the Board of Directors, Report of the Board of Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2018
2. Integration of the Board of Statutory Auditors:
 - 2.1. Appointment of a Statutory Auditor
 - 2.2. Appointment of an Alternate Auditor
 - 2.3. Appointment of the Chairman of the Board of Statutory Auditors
3. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of the Legislative Decree No. 58/98

Extraordinary Session

1. Amendment of Leonardo's Articles of Association on gender balance in the composition of the management and control bodies

Right to attend the Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-sexies of Legislative Decree No. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to exercise voting rights is subject to the reception, by the Company, of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the title to voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the Shareholders' Meeting convened in first call (i.e. 29 April 2019), the so-called "record date".

The notice 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 6 May 2019). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it has been received before the start of the works of the Meeting.

Any credit and debit entries made to the accounts after 29 April 2019 (record date) are not relevant for the legitimacy of voting rights. Therefore, anyone who becomes a holder of shares 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 the same to be entered in the centralized management system in dematerialized form and obtain the statement above mentioned.

Additions to the items on the agenda and submission of motions

In accordance with Article 126-bis of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital, within ten days following the publication of this

notice (i.e. not later than 18 April 2019) may request additions to the items on the agenda or submit motions additional to those already on the agenda, stating the additional items and motions in the relevant application.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting can resolve, by law, only if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-ter, paragraph 1, of Legislative Decree no. 58/98.

Applications must be presented in writing by the proposing Shareholders via fax to number +390632657172 or to the certified e-mail address assemblea@pec.leonardocompany.com, together with the suitable documentation issued by an authorised intermediary certifying the ownership of the shareholding on the date of the request.

Within the deadline and in the manner indicated above, the proposing Shareholders must submit a report stating the reasons for any proposed motions on additional matters which they propose for discussion or the reasons for any further proposed motions regarding matters already on the agenda.

Any additions to the agenda or presentation of proposals for further motions on matters already included on the agenda will be announced by the Company, in the same manner as prescribed for publication of this call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 24 April 2019). At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-ter, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by the Board of Directors.

In accordance with Article 126-bis, paragraph 1, of Legislative Decree no. 58/98, a person entitled to vote may individually submit motions during the Shareholders' Meeting regarding items on the agenda.

Voting by proxy

Persons who are entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with applicable law. The proxy form, which is available for download on the Company's website (www.leonardocompany.com, section "Shareholders' Meeting 2019") or at the registered offices, may be used for this purpose. The proxy may be sent in advance by registered mail with return receipt to the registered offices of the Company, Piazza Monte Grappa, 4 – 00195 Roma, to the attention of "Leonardo S.p.a. - Legal, Corporate Affairs, Compliance, Penal and Anticorruption", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address assemblea@pec.leonardocompany.com. If the delegate delivers or sends a copy of the proxy to the Company, he/she must certify under his/her own responsibility that the copy is a true copy of the original proxy and the identity of the delegating party.

Shareholders' Representative appointed by the Company

Pursuant to Article 135-undecies of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Computershare S.p.A. as the entity to which the Shareholders may grant a proxy free of charge, with voting instructions on all or some of the motions on the agenda. The proxy to the above representative must be granted by signing the relevant form which may be downloaded from the Company's website (www.leonardocompany.com, section "Shareholders' Meeting 2019") or requested at the registered office, and should be received by Computershare S.p.A., in the manner indicated in the proxy form in the special "Instructions for filling in and transmission", not later than the end of the second trading day before the date set for the Shareholders' Meeting (i.e. by 7 May 2019); if the Shareholders' Meeting takes place in calls following the first, proxies may be accepted even if received by 13 May 2019, with reference to the second call of the Extraordinary Shareholders' Meeting, or by 14 May 2019 with reference to the second call of the Ordinary Shareholders' Meeting and the third call of the Extraordinary Shareholders' Meeting. Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given. The proxy and voting instructions may be revoked within the same terms and in the same manner provided for their delivery.

The original proxy to the Appointed Representative must be delivered to Computershare S.p.A. in Rome at Via Monte Giberto No. 33 - 00138 (possibly anticipating a copy with a declaration of conformity to the original), or by fax to number +390645417450 or by certified e-mail to ufficioroma@pecserviziotitoli.it.

From 8 April 2019 the Appointed Representative will be at Shareholders' disposal for any information they may require at telephone number +390645417413 and e-mail address infoleonardo@computershare.it.

Right to ask questions before the Shareholders' Meeting

Anyone who has voting rights may submit questions regarding the items on the agenda even before the meeting. These questions must be received by the Company not later than the third day before the date of

the Shareholders' Meeting in first call (i.e. not later than 6 May 2019), pursuant to Article 127-ter of Legislative Decree no. 58/98, together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the title to the shares as of 29 April 2019 (record date).

Questions must be sent by registered mail with return receipt to the Company's registered offices Piazza Monte Grappa, 4 – 00195 Roma, to the attention of "Leonardo S.p.a. - Legal, Corporate Affairs, Compliance, Penal and Anticorruption", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address assemblea@pec.leonardocompany.com.

Any questions received before the above deadline will be answered during the Shareholders' Meeting at the latest; the Company reserves the right to provide a single answer to questions with the same content.

The Company will not take into consideration questions that are not strictly related to the items on the Shareholders' Meeting agenda, nor those which have already been answered as "FAQ Shareholders' Meeting 2019" format at the Company's website (www.leonardocompany.com, section "Shareholders' Meeting 2019").

Answers released in printed form to each of the persons having voting rights at the beginning of the meeting are deemed given during the Shareholders' Meeting.

Integration of the Board of Statutory Auditors

The Shareholders' Meeting is called to resolve upon the integration of the Board of Statutory Auditors following the resignation, on 8 November 2018, of a Statutory Auditor taken from the minority list, also performing as the Chairman of the Board of Statutory Auditors, and the contextual succeeding, pursuant to art. 2401 of the Italian Civil Code, of the Alternate Auditor taken from the same list, which also performs as the Chairman and that will remain in office until the Shareholders' Meeting convened with this notice of call.

In particular, the Shareholders' are convened to appoint - in compliance with the provisions in force with regard to gender balance to minorities representation - a Regular Auditor and an Alternate Auditor who will expire together with the members of the Board in office (i.e. with the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2020) and to appoint the Chairman of the Board of Statutory Auditors.

Since the statutory and legal provisions relating to the so-called mechanism of voting list, applicable for the renewal of the entire Board of Statutory Auditors, do not apply, pursuant to Art. 28 of the Articles of Association, the Shareholders' Meeting is called to resolve with the majorities provided by law on the candidacies submitted by the Shareholders.

The Shareholders entitled to participate in the Shareholders' Meeting may submit proposals of candidacy directly at the Meeting, in compliance with the provisions of Art. 16 of the Shareholders' Meeting Rules. The proposal must be accompanied by the following documentation:

- a) declarations by each candidate accepting their nomination and stating, under their own personal responsibility, that there are no causes of ineligibility and incompatibility, and the possession of the requirements prescribed by law and by the Articles of Association. In this regard, in particular, please note that each candidate must possess the independence requirements provided for Auditors in Article 148, paragraph 3, of the Legislative Decree no. 58/98, in addition to the requirements of integrity and professionalism as set out in the Italian Minister of Justice Decree no. 162 of 30 March 2000, pursuant to Article 148, paragraph 4, of the Legislative Decree. no. 58/98; each candidate must also declare himself/herself as independent also according to the criteria laid down, with regard to directors, in Article 3 of the Corporate Governance Code for listed companies;
- b) a "curriculum vitae" containing detailed information on the personal and professional characteristics of each candidate;
- c) taking into account the provisions of Article 2400, last paragraph, of the Italian Civil Code a list of the administrative and managerial positions held in other companies by the candidates, updated or to be updated until the date on which the Shareholders' Meeting is actually held. In this regard, it is recalled that Auditors may not be appointed if they hold the office of Statutory Auditor in five issuers, or hold other administrative or managerial positions in other companies which together exceed the limit set by current legislation (Article 144-terdecies Consob Regulation no. 11971/99);
- d) a statement of the Shareholder, other than those who hold, even jointly, a controlling or majority interest, certifying the absence of any relationship even indirect with the latter, in compliance with Article 144-quinquies of Consob Regulation no. 11971/99; with reference to the contents of such statement, Shareholders' attention is drawn on recommendations contained in the Consob Communication no. DEM/9017893 of 26 February 2009.

The proposal of candidacies can also be previously submitted by those Shareholders who, even jointly with others, represent at least one fortieth of the share capital within terms and conditions provided by art. 126-bis of the Legislative Decree No. 58/98, as specified on the above-mentioned section "Additions to the items on

the agenda and submission of motions”; in this case, in addition to the above-mentioned required documentation, the proposal must be accompanied by the documentation indicated in this section.

It is also recalled that the Company has implemented a diversity policy of the Controlling Body aimed at identifying suitable profiles and requirements to favour its optimal composition, also in terms of diversity, in order, among other things, to offer a useful tool to the Shareholders intending to submit an application. The above-mentioned policy is shown in the Report on Corporate Governance and Ownership Structure 2019 of Leonardo, published on the Company's website (www.leonardocompany.com, section “Shareholders' Meeting 2019”), to which reference can be made.

Finally, the Shareholders are called to appoint the Chairman of the Board of Statutory Auditors between the Statutory Auditors representing the minorities.

Remuneration Report

Pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98, the Shareholders' Meeting is also called in Ordinary session to cast its vote, with a non-binding resolution, on the first section of the Remuneration Report, illustrating the Company's policy on the remuneration of the members of the management bodies and other executives with strategic responsibilities, as well as on the procedures adopted for the implementation of such policy.

Amendment of Leonardo's Articles of Association on gender balance in the composition of the management and control bodies

The Shareholder's Meeting is finally called in an extraordinary session to resolve upon an amendment of the Articles of Association of Leonardo on gender balance in the composition of the management and control bodies. In particular, the amendment aims to make permanent the presence of a minimum number of at least one third (or a possible higher number that could be in future established by law) of representatives of the less represented gender in the composition of the corporate bodies, adhering to the best practice on corporate governance and to the new recommendations of the Corporate Governance Code for listed companies, thus consolidating and further strengthening its own already recognized governance system.

Information about share capital

As of the date of this Notice of call, the share capital of Leonardo is equal to Euro 2,543,861,738.00, and is represented by 578,150,395 shares consisting solely of ordinary shares having a nominal value of Euro 4.40 each.

Documentation

The documents pertaining to the Shareholders' Meeting (also with reference to the provisions of Article 125-ter of Legislative Decree No. 58/98), including the Explanatory Reports pursuant to Article 125-ter of Legislative Decree 58/98 on the items of the Agenda, are made available to the public - within the terms provided by the existing provisions of law - at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website www.leonardocompany.com, section "Shareholders' Meeting 2019", as well as on the website of the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com).

Shareholders and all those entitled to attend and vote at the Shareholders' Meeting have the right to examine all the documents filed at the registered office and obtain copies thereof.

For any further information regarding the Shareholders' Meeting and, in particular, the procedure to exercise of the related rights, Shareholders may consult Company's website (www.leonardocompany.com, section "Shareholders' Meeting 2019") or contact +390645417413 (Computershare S.p.A.).

An extract of this Notice of call, which is published in full on the Company's website www.leonardocompany.com (section "Shareholders' Meeting 2019") and on the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com), as well as made available at the Company's registered office, is also published at the date of today on the newspapers “Il Sole 24 Ore” and “Italia Oggi”.

Rome, 8 April 2019

On behalf of the Board of Directors
The Chairman
(Giovanni De Gennaro)

Fine Comunicato n.0131-32

Numero di Pagine: 6