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Diffusione presunta
Oggetto : NOTICE OF CALL OF THE 2023
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato.



Leonardo - Società per azioni

Registered office in Rome, Piazza Monte Grappa No. 4

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 8 and 9 May 2023, 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 as at 31 December 2022 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 2022.
2. Determination of the number of members of the Board of Directors.
3. Determination of the term of office of the Board of Directors.
4. Appointment of the members of the Board of Directors.
5. Appointment of the Chairman of the Board of Directors.
6. Determination of the remuneration of the Board of Directors.
7. Report on the policy regarding remuneration and fees paid: binding resolution on the first section pursuant to Art.123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.
8. Report on the policy regarding remuneration and fees paid: non-binding 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. 198 of 29 December 2022 as converted, with amendments, into Law No. 14 of 24 February 2023).



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 authorized 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. 26 April 2023), 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 3 May 2023). 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 26 April 2023 (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 authorized intermediary in time for them to be entered into the centralized management system in dematerialized form and obtain the statement mentioned above.

With regard to the participation of Shareholders in the Shareholders' Meeting and to their exercise of voting rights exclusively through the Designated Representative, it should be pointed out that, in certain cases, Shareholders' rights related to the exercise of voting rights are guaranteed for enhanced effectiveness. The mechanism of submission of individual resolution proposals, as set out below, makes proposals discernible and votable by all Shareholders that could otherwise be only submitted and voted on at the Meeting, with difficulty for all Shareholders to provide voting instructions in a timely manner.



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 4 May 2023, in the event that the Shareholders' Meeting is held on first call and by 5 May 2023, 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, Section "2023 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=2541368913>).

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@pecserviziolitoli.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@pecserviziolitoli.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 7 May 2023, in the event that the Shareholders' Meeting is held on first call and by 6:00 p.m. on 8 May 2023, 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, Section "2023 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.

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 11 April 2023, 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, together with the suitable documentation issued by an authorized 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 23 April 2023). 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, albeit according to such methods and terms as are consistent with the provisions of the aforementioned “Cura Italia” Decree and to allow 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 by 18 April 2023, 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 26 April 2023 (“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, showing the express reference to: "Leonardo's 2023 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 24 April 2023 on the Company's website (www.leonardo.com, Section "2023 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 26 April 2023), 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 26 April 2023 ("Record Date"). Ownership may also be certified at a later time, provided it is done so by the third day following the "Record Date" (i.e., by 2 May 2023).

Questions must be sent by fax to the No. +3901010013250 or to the certified email address 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, Section "2023 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 2023 Shareholders' Meeting" format in the Section "2023 Shareholders' Meeting" of the Company's website (www.leonardo.com).

Appointment of the Board of Directors

It should be noted that the Board of Directors, which shall be composed by a number of members - no less than eight and no more than twelve – as decided by the Shareholders' Meeting before its appointment, will be appointed according to Art. 18 of the Articles of Association.

Pursuant to the above-mentioned clause of the Articles of Association and any applicable current legal provisions, to which express reference is made for anything not indicated hereunder, the following should be noted:

- the Directors shall be appointed by the Shareholders' Meeting based on lists of candidates submitted by the Shareholders and the Board of Directors, in which the candidates must be listed in sequential order;
- only those Shareholders who, either individually or jointly with other Shareholders, hold at least 1% of the share capital with voting rights at ordinary Shareholders' Meeting, are entitled to submit lists of candidates;
- each Shareholder may submit, or take part in the submission of, only one list of candidates and each candidate may only appear in one list, failing which shall be deemed ineligible;
- at least two Directors must meet the requirements of independence, as provided for the Statutory Auditors, pursuant to law (Art. 148, paragraph 3, of Legislative Decree No. 58/98);
- all candidates must also satisfy the requirements of integrity as provided for by applicable law;
- lists with three or more candidates must also include candidates of different genders, so as to reserve to the less represented gender a quota of at least two-fifth of the Directors; in case of a fractional number, this shall be rounded up to the next whole number.



The candidate lists, signed by the Shareholder or Shareholders submitting them, must be filed at the Company's registered office (in accordance with the "Procedure for presentation of lists of candidates" at the bottom of this section) by 13 April 2023, together with information about the Shareholders who have submitted the lists, including the percentage of share capital held by the same, and the following documentation:

a) a statement in which the person concerned accepts the candidature and certifies, under his/her own responsibility, the non-existence of grounds of ineligibility, incompatibility and disqualification from holding the office of director adopted against him/her in a Member State of the European Union, that he or she holds the requirements prescribed by current regulations and by the Articles of Association (including the independence requirements set out in Art. 18.3 of the Articles of Association and the integrity requirements prescribed for Directors of listed companies under Decree of the Ministry of Justice no. 162 dated 30 March 2000, pursuant to Arts. 147-*quinquies* and 148 of Legislative Decree no. 58/98), and that he or she may be qualified as "independent" pursuant to Art. 2, Recommendation 7, of the Corporate Governance Code for Listed Companies adopted by Leonardo; in this regard, Shareholders are requested to also indicate in the list of candidates those who meet the independence requirements prescribed by the Articles of Association and the Corporate Governance Code;

b) a "curriculum vitae" containing detailed information on the personal and professional characteristics of the candidates; Shareholders are also requested to indicate for each candidate if the same holds the position of director or statutory auditor in other companies listed on regulated markets (even abroad), in financial companies, banks, insurance companies or companies of considerably large size. On this point, it should be noted that Leonardo identifies companies of significant size as those with assets of more than EUR 6.5 billion or revenues of more than EUR 3 billion. For further information, please refer to the document "Guidelines of the Board of Directors on the maximum number of offices that can be held by the Directors of Leonardo S.p.a." available on the Company website (www.leonardo.com, Section Corporate Governance/Board of Directors/Guidelines and Criteria);

c) a declaration by Shareholders other than those who even jointly hold a controlling or relative majority interest, attesting to the absence of any direct or indirect relationship with the latter pursuant to the provisions of Art. 147-*ter*, paragraph 3, of Legislative Decree No. 58/98, and Art. 144-*quinquies* of the Consob Regulation No. 11971/99; with reference to the contents of this statement, Shareholders are reminded the recommendations set out in Consob Communication no. DEM/9017893 of 26 February 2009.

The minimum shareholding required to submit lists of candidates is determined by taking into account the shares which are registered in name of any Shareholder on the day on which the lists are filed with the Company. Shareholders must file at the Company's registered office the document certifying the ownership of the number of shares represented, in the manner required for the submission of lists, even after



filing of the list of candidates, provided this is done within the deadline for publication of the lists by the Company (i.e. no later than 17 April 2023).

Considering that the Shareholders' Meeting may decide to appoint up to twelve members of the Board of Directors and that, if the Directors cease from their office in advance, the special system of co-optation set forth by Art. 18.4 of the Articles of Association applies (which provides that Directors no longer in office should be replaced by the non-elected candidates in the same list of the ceased Directors), it is recommended that Shareholders indicate a sufficient number of candidates in the lists.

Pursuant to the recommendations of the Nomination and Governance Committee and taking into account the results of the self-assessment process, the Board of Directors has issued guidelines for the Shareholders on the size and composition of the Board of Directors that is to be appointed, contained in the document "Guidelines of the Board of Directors of Leonardo S.p.a. to the Shareholders on the optimal qualitative and quantitative composition of the Board of Directors" which is already published on Company's website on 3 March 2023 and attached to the Explanatory Reports pursuant to Art. 125-*ter* of Legislative Decree No. 58/98 on the relevant items on the agenda and available also on the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting").

It should be noted that, pursuant to Recommendation 23 of the Corporate Governance Code, anyone submitting a list that contains a number of candidates exceeding half of the members to be elected is required to provide adequate information, in the documentation submitted for the filing of the list, as to whether the list corresponds to the aforementioned Guidelines provided by the board of directors, with reference also to the diversity set out therein, and to indicate their candidate for the office of chairman of the board of directors.

As to the mechanism for the appointment of the Directors elected through list voting, please refer to Art. 18.3 of the Articles of Association and the Explanatory Reports pursuant to Art. 125-*ter* of Legislative Decree No. 58/98 on the related items on the agenda.

Procedure for presentation of lists of candidates

The lists of candidates, duly signed by the Shareholders who submit them and accompanied by the documents listed above, must be filed by hand delivery at the registered office in Rome, Piazza Monte Grappa no. 4 - 00195, or sent by certified e-mail to assemblea@pec.leonardo.com, no later than the above deadline of 13 April 2023.

Shareholders who wish to submit a list of candidates are requested to previously contact the Leonardo S.p.a. – Group Corporate Affairs organizational unit at the certified email address assemblea@pec.leonardo.com or to the phone number +390632473891 in order to define all the operational details.



The lists of candidates properly submitted, together with the above mentioned information and documentation, will be made available to the public at the registered office, at Borsa Italiana S.p.A., on the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting"), as well as on the website of the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com) within twenty-one days before the date of the Meeting on first call (i.e. no later than 17 April 2023). Lists filed or sent without complying with the provisions of this Notice of call will be deemed as not submitted.

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 Art. 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 with reference to the provisions of Art. 125-*quater* of Legislative Decree No. 58/98), 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. and on the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting"), as well as on the website of the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).



Shareholders and those entitled to attend and vote at the Shareholders' Meeting are entitled to peruse any and all documents filed at the registered office and to obtain copies.

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 through the Designated Representative and the exercise of any related rights, it is possible to consult the Company's website (www.leonardo.com, Section "2023 Shareholders' Meeting") and/or contact the Group Corporate Affairs organizational unit to the email address ufficiotitoli@leonardo.com, or to the phone number +390632473891.

This notice of call, published in full on the Company's website www.leonardo.com (Section "2023 Shareholders' Meeting") and on the website of the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) and Borsa Italiana S.p.A., as well as available at the registered office, is also published in extract form on 30 March 2023 in the newspapers "Il Sole 24 Ore" and "la Repubblica".

Rome, 29 March 2023

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

Fine Comunicato n.0131-10

Numero di Pagine: 12