

This text is a summary of the Board of Directors' resolutions reported in the "Verbale CdA 7 maggio 2024" available on the web site Italian version, "Investitori/Corporate Governance/Consiglio di Amministrazione/Verbalì e Determinazioni".

For any conflict or discrepancy between this Summary and the "Verbale CdA 7 maggio 2024", the last document shall prevail.



LEONARDO – SOCIETÀ PER AZIONI

Meeting of the Board of Directors

7 May 2024

SUMMARY OF THE RESOLUTIONS

“EMTN Programme for bonds issuance - future bond”

In order to ensure the necessary medium-term coverage of the Group's financial needs, a Euro Medium Term Notes Programme has been in place since 2001, which defines the main contractual terms and conditions (excluding economic terms and conditions) relating to possible multi-currency bond issues by Leonardo, even in several tranches, to be placed with qualified investors and to be listed on one or more regulated markets or multilateral trading facilities, without implying an ex ante commitment for Leonardo to issue bonds, nor an obligation for banking institutions to subscribe to them.

The EMTN Programme of a total of € 4 billion has been used, as of the date of this resolution, for a total of € 1.6 billion and, therefore, may be used in the 12 months following its renewal for no more than € 2.4 billion.

With resolution dated 7 May 2024 the Board of Directors resolved to approve the update of the EMTN Programme for a period of 12 months, confirming the maximum plafond of Euro 4 billion, and to grant the necessary powers to the Chief Executive Officer to

implement such resolution including, *inter alia*, to negotiate and execute any agreements, acts or documents as well as to carry out any other action even binding, or formality relating or in any way connected to the renewal of the abovementioned EMTN Programme. Furthermore, in order to ensure greater flexibility for the Company, the Board of Directors resolved to approve and authorise the issuance of one or more unsubordinated, unsecured and non-convertible bonds under EMTN Programme, up to the total maximum amount of Euro 2,400 (two thousand four hundred) million, eventually increased by the amount corresponding to the bonds redeemed from time to time during the same period, without prejudice to compliance with the maximum plafond of the EMTN Programme equal to Euro 4 (four) billion, granting to the Chief Executive Officer the powers to decide, within limits and subject to the conditions set out by the Board of Directors' resolution, on the issuance itself and to proceed with all the pertaining actions.

The Board of Directors

RESOLVES

1. to approve the update of the EMTN Programme for a period of 12 (twelve) months, while maintaining the same total maximum plafond of Euro 4 (four) billion;
2. to authorize the entering into of all the documentation relating to the aforementioned update including, by way of example but not limited to, the base prospectus (to be prepared pursuant to the so called prospectus Regulation effective as of July 2019 and the relevant delegated Regulation) and the agreements named Amended and Restated

Issue and Paying Agency Agreement, Amended and Restated Dealer Agreement, Deed of Covenant and Programme Manual, as well as the Global Notes and (if any) the contract with the clearing systems Euroclear/Clearstream;

3. to grant to the Chief Executive Officer and General Manager the necessary powers to execute this resolution, including the power to negotiate and execute all the agreements, acts and documents, as well as to carry out any other action, even binding, or formality, relating or in any way connected or related to the renewal of the abovementioned EMTN Programme, including the publication of one or more supplements to the base prospectus of the EMTN Programme (if any) and the related documentation during the annual validity period of the base prospectus. The above powers may be exercised also by means of special attorneys appointed for the purposes hereof or attorneys already granted with ordinary powers, severally and not jointly, which will have the power themselves to sub-delegate the execution of specific acts;

4. to approve and authorise the issuance, by the Company, of one or more unsubordinated, unsecured and non-convertible bonds under the EMTN Programme up to the total maximum amount of Euro 2,400 (two thousand four hundred) million, without prejudice to compliance with the maximum plafond of the EMTN Programme equal to Euro 4 (four) billion, to be issued in one or more series or tranches, in one or more times, within the period of 12 (twelve) months from the completion of the renewal of the EMTN Programme with the approval, by the competent authorities, of the base prospectus and any supplements which may be necessary, providing that each of such issues, even though they may have different conditions, according to the market conditions applicable from time to time:

- is placed with qualified Italian and/or foreign investors (with the exception of those in the U.S. and those resident in specific jurisdictions, unless under an exemption regime

(and/or subject to ad hoc authorization) pursuant to applicable regulations), as part of a public offering or (if any) also through negotiations with a limited number of qualified investors (so-called private placement), in each case exempt from the obligation to publish an offering prospectus;

- is denominated in Euro or other currency;
- is represented by securities with a minimum denomination of at least Euro 100,000.00 (one hundred thousand/00), entered into centralized management systems at Euroclear / Clearstream;
- is listed on the regulated market of the Luxembourg Stock Exchange and/or, subject to passporting of the Base Prospectus in accordance with the Prospectus Regulations, on other regulated market(s) of European Union countries and/or on one or more multilateral trading systems of European Union countries;
- provides for an issue price to be set at par, below par or above par based on the total return offered to the investor;
- provides for a fixed-rate or floating-rate coupon or a so-called zero coupon, it being understood that the coupon and the actual yield of each issue, even in the case of so-called zero-coupon securities, will be determined from time to time in accordance with the market conditions prevailing at the time of the issue;
- subject to the assumptions of early redemption provided for in the terms and conditions and final terms of the issue in the event of the exercise of call options (including tax call) and/or put options and/or upon the occurrence of events of default, provides for the repayment of the principal amount bullet at maturity which will be not shorter than 3 years and no longer than 30 years from the date of issue;

- is governed by English law, except for the mandatory rules of Italian law, the rules governing the noteholders' meeting and the appointment of the common representative, all of which matters will be governed by Italian law;

- provides for the possibility of proceeding with the so-called reopening through the issue of further notes fungible with the notes already issued and outstanding and with which they will form a single series within the limits of the maximum amount indicated above;

5. to grant to the Chief Executive Officer and General Manager the powers to decide on, resolve upon and execute in one or more time – subject to verification by the Board of Statutory Auditors also with reference to the regulations provided for by article 2412 of the Italian Civil Code for the issue limits – each single issue, under the EMTN Programme, of the above notes, taking into account market conditions trends, with the power to determine, at the time of the issue, amounts, terms, conditions, time frames and characteristics of each single issue of notes, all to be exclusively listed on regulated markets and/or multilateral trading facilities in Countries within the European Union, within the abovementioned limits, with the power to appoint special attorneys for such purposes or attorneys already granted with ordinary powers, acting jointly or severally, so that they may, also by sub-delegating the execution of specific acts, after the determination of each single issuance by the Chief Executive Officer and General Manager, enter into the subscription agreement and the so-called final terms, as well as the documentation, contractual or non-contractual, related and/or connected, and perform any formality or act, in any way related or connected.