

For the modalities of transmission of the proxy/sub-delegation to the Designated Representative Computershare S.p.A., follow the instructions for transmission at the end of this document

PROXY/SUB-DELEGATION FORM TO ATTEND THE SHAREHOLDERS' MEETING

Leonardo - Società per azioni

The Undersigned _____, born in _____,
on _____ and resident in _____,
address _____, nr. _____, tax code
_____ in his/her capacity of:

- Shareholder of Leonardo S.p.a. as the holder of No. _____ ordinary shares of Leonardo S.p.a.
 Legal Representative of _____, holder of No. _____ ordinary shares of Leonardo S.p.a.
 Subject entitled to vote with reference to No. _____ ordinary shares of Leonardo S.p.a. in his/her capacity as of holder of _____ (pledge, usufruct, etc.)

DELEGATES/SUB-DELEGATES

Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni, 19 to represent him/her at Shareholder's Meeting of the Company, convened in ordinary session for May 10 and 19, 2021 (first and second call).

Date and Place

Delegator's Signature

INFORMATION PURSUANT TO THE PERSONAL DATA PROTECTION CODE

Leonardo S.p.a. with registered office in Rome, Piazza Monte Grappa n. 4 ("Company" or "Data Controller"), informs that the personal data provided will be processed solely for the purpose of allowing the Company - Data Controller - to manage the Shareholders' Meeting event and the consequent legal obligations, in order to fulfil your request and legal obligations, as well as for the possible exercise of the Company's rights. In the event of failure to provide the data requested in the proxy form, it will not be possible to allow the Delegate to attend the Shareholders' Meeting.

The Data Controller has appointed a Data Protection Officer ("DPO"), who can be contacted for any support at the following email address: DPO.leonardo@leonardocompany.com.

Personal data will be collected on paper and / or computer and processed in a manner strictly related to the purposes indicated above and in any case in accordance with the provisions of Articles 13 and 14 of Regulation (EU) 679/2016 as subsequently amended and supplemented ("GDPR"), and the Italian and European laws integrating it as subsequently amended and supplemented ("Applicable Privacy Regulations") of Legislative Decree no. 196 of 30 June 2003, as subsequently amended and supplemented.

Personal data may be disclosed to third parties for administrative purposes, and will not be subject to disclosure or transfer to countries outside the European Union or international organizations.

Personal data will be processed for the time necessary to fulfil the obligations to keep company records or other legal obligations, as well as for the time necessary to exercise the rights of the Company, even in the pre-litigation phase.

We inform you that, with regard to your personal data, you may exercise your rights under the applicable Privacy Policy, in particular Articles 15-22 of the GDPR, in the terms and conditions indicated therein.

VOTING INSTRUCTION

RESOLUTION	VOTE ¹		
1. Financial statements as at 31 December 2020 and related reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020.			
vote for resolution proposed by the Board of Directors	F	C	A

2. Appointment of the Board of Statutory Auditors for the three-year period 2021-2023.²		C	A
<ul style="list-style-type: none"> - List no. 1 filed by the Ministry of Economy and Finance - List no. 2 filed by a group of asset management companies and institutional investors 	List no.	To all lists	To all lists
Vote for POTENTIAL resolution on the proposal submitted by the Shareholder Ministry of Economy and Finance (MEF) ³	F	C	A

3. Appointment of the Chairman of the Board of Statutory Auditors.⁴			
vote for the appointment of the Statutory Auditor drawn from the minority list and indicated with progressive No. 1 (Luca Rossi)	no.		A
vote for the appointment of the Statutory Auditor drawn from the minority list and indicated with progressive No. 2 (Sara Fornasiero)			

4. Determination of the remuneration of the members of the Board of Statutory Auditors.			
vote for resolution proposed by the Shareholder Ministry of Economy and Finance (MEF) ⁵	F	C	A

¹ F = For; C = Against; A = Abstain

² Please indicate the number of the list you intend to vote for or vote against or abstain for all the lists.

³ On April 30, 2021 MEF submitted an individual resolution proposal with respect to item no. 2 on the agenda, which was published on May 4, 2021 on the Company's website, in the section "2021 Shareholders' Meeting". While reiterating the intention to vote for its own List (List no. 1), the Shareholder MEF intends to submit such proposal to the approval of the Shareholders' Meeting only in the event that the List no. 2 obtains a higher number of votes than the List no. 1. In this case four Regular Statutory Auditors and two Alternate Statutory Auditors would be appointed and, therefore, the number (five) of Regular Statutory Auditors to be elected would not be reached, thus requiring that the Shareholders' Meeting provide for the appointment of the fifth Statutory Auditor by the majorities required by law. On the occurrence of this circumstance, the MEF proposes to the Shareholders' Meeting: "**appoint as Regular Statutory Auditor of Leonardo the candidate Anna Rita de Mauro, indicated with progressive number 3 of List no. 1**".

⁴ Please indicate the number of candidate you intend to vote for. Since this is an appointment regulated by specific legal provisions, the contrary vote is not provided, while abstention is considered to be expressed for both candidates.

⁵ On April 30, 2021 MEF submitted an individual resolution proposal with respect to item no. 4 on the agenda, which was published on May 4, 2021 on the Company's website, in the section "2021 Shareholders' Meeting". The MEF proposes to approve the following fees, unchanged from those of the previous term: 80,000 gross euros per year for the Chairman of the Board of Statutory Auditors; 70,000 gross euros per year for each Regular Statutory Auditor.

5. Long-Term Incentive Plan for the management of the Leonardo Group. Inherent and consequent resolutions.			
vote for resolution proposed by the Board of Directors	F	C	A

6. 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. 58/98⁶.			
vote for resolution proposed by the Board of Directors	F	C	A

7. 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. 58/98⁷.			
vote for resolution proposed by the Board of Directors	F	C	A

Vote for proposed liability action against Chief Executive Officer, submitted by the shareholder Bluebell Partners Limited ⁸	F	C	A
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⁶ In this regard, please note that, pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/98, the resolution on point 6 is binding.

⁷ In this regard, please note that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98, the resolution on point 7 is not binding.

⁸ On April 28, 2021 the Shareholder Bluebell Partners Limited submitted an individual resolution proposal proposing to the Shareholders' Meeting to resolve a liability action against the Chief Executive Officer pursuant to art. 2393 of the Italian Civil Code. This proposal was published on May 4, 2021 on the Company's website, in the section "2021 Shareholders' Meeting".

INSTRUCTION FOR TRANSMISSION OF THE PROXY/SUB-DELEGATION

The Proxy/sub-delegation Form, to be notified to the Designated Representative Computershare S.p.A. with the Voting Instructions reserved for it together with an identity document and any documentation proving the powers of signature, must be received preferably by 6:00 p.m. on the day prior to the date set for the Shareholders' Meeting (and therefore by 6:00 p.m. on 9 May 2021, if the Shareholders' Meeting is held on first call and by 6:00 p.m. on 18 May 2021, if the Shareholders' Meeting is held on second call) in one of the following alternative ways:

- **Certified Electronic Mail (PEC) holders:** if the delegating party (also a legal entity) has a PEC email, it can send a copy of the electronically reproduced proxy to ufficioroma@pecserviziotitoli.it (PDF format);
- **Holders of Advanced Electronic Signature, qualified or digital (FEA):** the delegating party holding an Advanced Electronic Signature (FEA) can send a copy of the proxy electronically reproduced with Advanced Electronic Signature also by ordinary electronic mail to ufficioroma@pecserviziotitoli.it;
- **Holders of ordinary e-mail:** the delegating party may send a copy of the electronically reproduced proxy to ufficioroma@pecserviziotitoli.it (PDF format). In this case, the original of the proxy, the instructions and a copy of the related documentation must be sent to the registered office of Computershare S.p.A. ref. “Delega Assemblea Leonardo S.p.a.”, Via Monte Giberto 33, 00138 Rome;
- **Via FAX at the number:** +39 0645417450: in this case the original of the proxy, instructions and a copy of the related documentation must be sent to the registered office of Computershare S.p.A. ref. Delega Assemblea Leonardo S.p.a., Via Monte Giberto 33, 00138 Rome.

The transmission of the Proxy Form in a manner and in terms other than those indicated above or the exclusive transmission by post, will not guarantee the correct assignment of the proxy to the Designated Representative.