REPORT ON REMUNERATION POLICY AND FEES PAID

2025

LETTER OF THE CHAIR OF THE REMUNERATION COMMITTEE

Dear Shareholders,

as the Chair of the Remuneration Committee, established in May 2023, I am pleased to present to you the Report on remuneration policy and fees paid, which was approved by the Board of Directors on 3 April 2025.

Leonardo is a company characterized by remarkable dynamism and ambition, setting significant goals in the industrial environment. In this context, the Remuneration Committee, which I have the honor of leading, has the crucial responsibility of ensuring that the remuneration system is not only fair, but also consistent with the performance and value generated across the company.

Our goal is to foster a corporate culture that recognizes and rewards achievements by incentivizing individual and collective performance. We believe that a well-structured remuneration system can act as a powerful lever to motivating talent and enhancing excellence, thus contributing to the attainment of the company's strategic objectives.

In an increasingly complex and challenging macroeconomic and geopolitical environment, Leonardo achieved significant results of operations and financial position in 2024, confirming an excellent performance of the Group. In particular, there was steady growth in New Orders, Revenues and EBITA. In addition, the financial performance showed a significant increase in cash flows.

In line with the objectives stated in the Business Plan, Leonardo has created strategic alliances with leading companies in their respective market segments due to its multi-domain posture and offering.

The results we have delivered have had a more substantial and tangible impact on the value generated for our shareholders in terms of increased market capitalization.

In continuing on this path, with the updated Business Plan, Leonardo sets itself new and challenging goals, both in terms of economic and financial performance and business evolution. While in fact the 2024-2028 plan calls for more than Euro 100 billion in total new orders, Euro 95 billion in revenues, and a FOCF twice as high as the current one, the main challenge for our company is the evolution of the concept of defense, which, as demonstrated by active conflicts, is taking on the broader connotation of global security.

Evolution that poses us the challenge and at the same time provides the opportunity on the one hand to strengthen our core business perimeter, on the other to prepare for the future by investing in advanced and frontier technologies and emerging markets (Space, Cyber Security, AI, digital continuum), which require skills that are still scarce on the market today and in which competition is growing even from sectors adjacent to Leonardo's.

In this context, the remuneration policy emerges as a crucial element for the success of the new business strategy. It is designed to attract talent and expertise, incentivize management and, at the same time, promote a sustainable success model aimed at long-term value creation for all stakeholders.

For this reason, the Board of Directors of Leonardo has decided to launch a stock ownership plan, which in its first year will be reserved for employees in Italy, the United Kingdom, the United States and Poland, the Group's main domestic markets, with plans to extend this opportunity to all Leonardo employees in future years. This plan, the structure of which was developed through a careful comparison with market best practices, will offer employees the opportunity to become shareholders of Leonardo on advantageous terms, thus enabling everyone to actively participate in the growth and evolution of the Group and to contribute to the creation of sustainable value.

Through stock ownership, we aim to strengthen the link between business results and the well-being of our employees, creating an ecosystem in which the company's success directly translates into benefits for those who are part of its organization.

In 2025 too, the Board of Directors carried out an in-depth and rigorous comparison analysis of Leonardo's remuneration policy compared to the external market. The benchmarking process has confirmed a limited competitiveness in its remuneration policy, particularly with regard to the role of Chief Executive Officer and General Manager, whose remuneration offering is still significantly lower than these market levels despite our work on a programme of gradual alignment to the medians of the peer groups commenced last year.

Therefore, the Board of Directors, supported by an in-depth analysis carried out by the Remuneration Committee, has considered continuing in a gradual and responsible way on the path of evolution of the remuneration policy, confirming the following strategic objectives:

- Adjust the remuneration of key staff, starting with the Chief Executive Officer and General Manager, to market levels. This alignment is necessary not only to gradually reduce the gap with the market, but also to ensure fair, competitive and incentive pay, aimed at promoting the motivation and involvement of crucial resources and talent;
- Ensure the retention and attraction of critical skills and excellence for the development of a business, which is distinguished by its highly specialized requirements.

The 2025 Policy has therefore seen the introduction of important innovations that, even in this second phase of the remuneration framework evolution process, have focused strongly on the pay-for-performance concept, providing for specific measures with regard to variable remuneration only, to ensure more effective incentives in the remuneration strategy of Leonardo.

In particular, the short-term variable incentive (MBO) system, which was already largely in line with market best practices, has been further enhanced to adapt it even more effectively to the Group's new strategy by setting incentive levels that further stimulate the achievement of even more ambitious goals.

As is well known, the long-term variable incentive plan (LTI Plan 2024-2026), approved by the Shareholders' Meeting in 2024, made important additions to effectively address the Group's new strategic challenges. The major innovations include a specific target linked to growth, which aims to stimulate expansion and continuous improvement of business performance. In addition, the link between remuneration and performance has been strengthened by providing incentives above the target if more challenging results are achieved, as envisaged in the MBO plan.

In 2025 the Board of Directors decided, in accordance with the practices found in the market and with a view to aligning the operation of the Chief Executive Officer and General Manager's plan with that of the other beneficiaries, to make provision for an incentive above the target in the case of over-performance of the CEO-GM as well, in order to ensure a stronger and more consistent alignment of the objectives of management and the shareholders.

Leonardo's commitment to sustainability is confirmed as a key feature of the company's remuneration policy. This commitment is reflected in the identification of concrete, continuously monitored goals that focus on occupational safety, reducing environmental impact, and enhancing diversity and inclusion. These goals are an integral part of an overall vision of sustainability, which aims to ensure a responsible and prosperous future for the company and society.

On behalf of the Committee, I am therefore pleased to present to you the Report, which is intended to provide a comprehensive, clear, and transparent overview of the implementation of the Policy with regard to the 2024 financial year and to illustrate the detailed elements of the 2025 Policy.

I would like to thank you, the Shareholders, for your attention to this Report and hope that it will receive your broad support at the Shareholders' Meeting.

Finally, I would like to express my gratitude to the other members of the Remuneration Committee, Trifone Altieri, Giancarlo Ghislanzoni, Elena Vasco and Steven Duncan Wood, for their cooperation and commitment to the execution of our mandate, as well as the staff of the corporate functions that contributed to the development of the Policy, especially the Chief People & Organization Officer, Antonio Liotti, and his team, who worked closely with us.

Sincerely,

Enrica Giorgetti

Chair of the Remuneration Committee

REPORT ON REMUNERATION POLICY AND FEES PAID 2025

Drafted pursuant to arts. 123-ter of Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Financial Intermediation - TUF) and pursuant to art. 84-quater of CONSOB Resolution no. 11971 of 14 May 1999 (Issuers' Regulation).

www.leonardo.com

Introduction

This Report has been prepared in compliance with the regulatory provisions in force and in line with the recommendations expressed by the Corporate Governance Code for listed companies, which the Company complies with; it summarises the principles and guidelines on the basis of which Leonardo Spa decides and monitors pay policy and its implementation, with particular reference to the members of the Governing Bodies and Executives with Strategic Responsibilities[1].

This Report, which was approved by the Board of Directors of Leonardo Spa on 4 April 2025 subject to the opinion of the Remuneration Committee, is divided into two Sections:

- The first Section of the document illustrates the remuneration policy adopted for the 2025 financial year, setting out the criteria and guidelines that the Company has adopted in relation to the remuneration of its Governing Bodies' members, the General Manager, other Executives with Strategic Responsibilities, and without prejudice to Art. 2402 of the Italian Civil Code, of the members of the control body.
- The second Section on the fees paid in relation to the previous year analyses and details the fees actually paid to, or in any case assigned, to Directors, the General Manager, the Co-General Manager and Statutory Auditors, as well as to other Executives with Strategic Responsibilities, for the 2024 financial year.

Pursuant to art. 123-*ter* of the TUF, the first Section on remuneration policy is subject to the approval by the Shareholders' Meeting by a binding vote, while the second Section on fees paid is subject to the approval by the Shareholders' Meeting by a consultative vote.

The two sections of the Report on the policy regarding remuneration and fees paid are preceded by a chapter in which the market and investors are presented with some background information useful for reading the Remuneration Policy with a view to the Company's Strategy. This introductory section also provides a summary of the main elements of the Policy that is very easy to read and understand.

If the Shareholders' Meeting does not approve the remuneration policy submitted for voting in accordance with art. 123-*ter*, paragraph 3-*bis*, of the TUF, the Company will continue to pay fees conforming to the most recent remuneration policy approved by the Shareholders' Meeting. The Company will submit a new remuneration policy to the shareholders' vote at the latest at the next following Shareholders' Meeting provided for in art. 2364, paragraph 2, or at the Shareholders' Meeting provided for in art. 2364-*bis*, paragraph 2, of the Italian Civil Code.

The remuneration policy set out in this Report has also been adopted by the Company, as required by CONSOB Regulation no. 17221/2010 with regard to related-party transactions, also in accordance with and

[1] Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 17 October 2023, the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors and any persons who hold the position of General Manager and the Officer in charge of the Company's financial reporting, pursuant to art. 154-bis of the Consolidated Law, as well as the Division Managing Directors and the Heads of organizational units dedicated to the business (they are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents). As regards the category of Executives with Strategic Responsibilities, this report only describes the pay policy in relation to the Division Managing Directors, the Head of business organizational units and the CFO/Officer in charge of the Company's financial reporting. The pay policy linked to the members of the Board of Directors, the Board of Statutory Auditors is described in dedicated paragraphs.

for the purposes of art. 11.2(b) of the Procedure for Related Parties Transactions approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024.

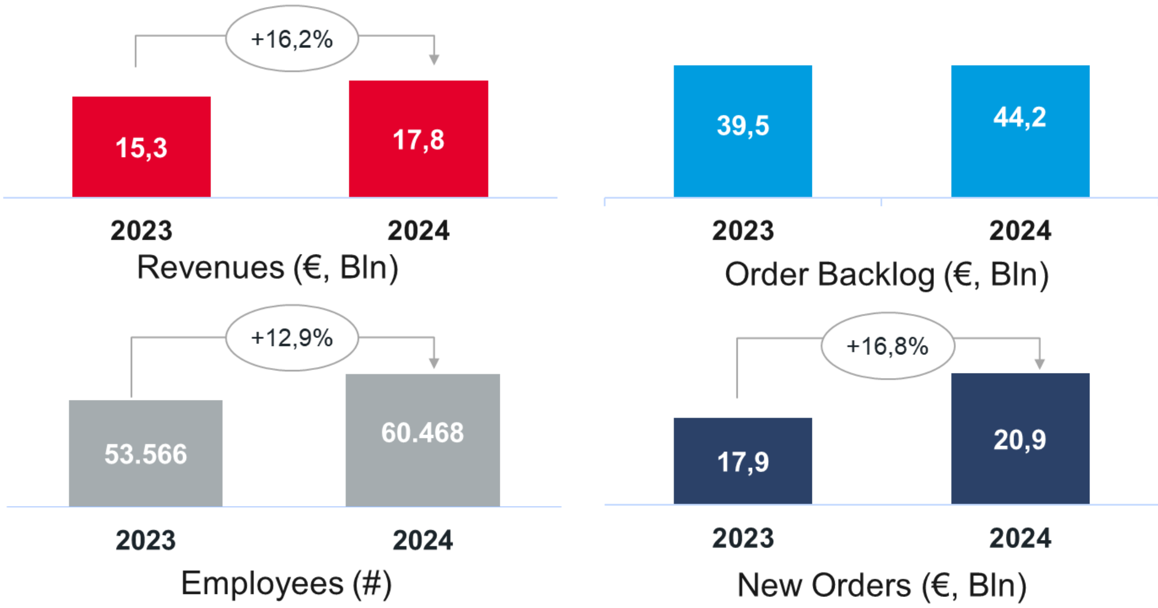
This document is available at the Company's registered office, on its website (www.leonardo.com), in the specific "Shareholders' Meeting 2025" and "Corporate Governance/Remuneration" sections, on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

The Executive Summary is also available in the Remuneration section of the company website at the address "Investors/Corporate Governance/Remuneration/Remuneration Summary".

REPORT ON REMUNERATION POLICY AND FEES PAID
2025

Executive Summary

2024 HIGHLIGHTS



2025 INDUSTRIAL PLAN (2025-2029)

The continuation of international conflicts and current geopolitical dynamics are reshaping the global Defense paradigm, generating a significant transformation of the AD&S sector in response thereto, especially in Europe. Indeed, European countries are jointly engaged in ever-increasing investments in the military field, taking actions that will require renewed industrial organizations and structure, focus on technological capabilities and collaborative policies – such as, for example, in the new *ReArm Europe* plan.

Against this backdrop, Leonardo's vision aims to respond to three significant global Defense challenges:

1. **Defence is increasingly byte-based rather than bullet-based –** The battlefield has changed, moving more and more towards a combination of conventional and advanced systems, digital technologies and satellite applications and drones;
2. **From conventional Defense to the broader concept of "global security" -** Regional conflicts have significant repercussions on global security, with impacts on energy, food, social, cyber and infrastructure security, thus making it increasingly necessary to monitor the situation on an ongoing basis;
3. **Security as a continental rather than a national issue** - No European country can rely on sufficient autonomy, and the current fragmentation of Defense spending makes Europe increasingly weak. Accelerating technological progress and the rapid succession of unprecedented events in the global geopolitical balance require not only increased investment, but primarily greater synergy, including through standardization and interoperability of platforms.

However, the future gradual stabilization of global conflicts will lead to the so-called "**new normal**," characterized by the **shift from the concept of Defense to that of Global Security**, which will require Governments to strengthen critical infrastructures by leveraging innovative technologies with a **dual-use** perspective.

Based on these key concepts, which form the guidelines of the Industrial Plan presented in March 2024 and its subsequent update in March 2025, **Leonardo is constantly strengthening its positioning through a process of product portfolio evolution, continuous technological innovation and sustainability of its business,** working as a catalyst toward a new european defense, including through the establishment of **strategic alliances and partnerships**.

To achieve this goal, the company is working on a **dual posture**:

- Strengthening the **core business** in order to ensure the utmost effectiveness and efficiency of the entire Group, through maximizing and enhancing potential capacity, developing new digitized products and increasing the competitiveness of the existing portfolio, thus ensuring its interoperability, resilience and security;
- Preparing for the future, investing in **new technologies and emerging markets** (Cyber Security, AI, and Space) to ensure **global security**, including through major industrial alliances, with a view to contributing more and more to european sovereignty.

This new posture will guide the company in its evolution, starting from the core businesses of Leonardo:

- **Helicopters** - A global leader in the civil sector and a key player in the military sector through the upgrade of the product portfolio, adopting new technologies and exploring strategic partnerships;
- **Electronics -** A Global player, the European leader and a catalyst for european cooperation, leveraging the technology spillovers of the GCAP, alliances/JVs in the various domains, and an optimized product portfolio, with a distinctive presence in the US;
- **Aircraft** - A leading player in international cooperation programmes (e.g. Eurofighter, GCAP), with proprietary products and advanced training services;
- **Aerostructures** - A provider of aerostructures of the major global OEMs (e.g. Boeing, Airbus) thanks to cutting-edge design and manufacturing technologies and processes;
- **Cyber & Security** – A European player in cyber security, Secure Digital Platforms and Mission Critical Communication, with a value proposition for police forces, critical infrastructure, large and medium-sized enterprises and Public Authorities;
- **Space** – The European leader in high value-added segments, through the provision of end-to-end services and solutions, which leverage the capabilities of the entire Group, and of the Space Alliance.

GUIDELINES OF THE INDUSTRIAL PLAN

To realize this vision, Leonardo has then defined a **three-pronged plan**, mapping out an arsenal of projects that can utilize the full potential of all its businesses:

1. Ensure **organic growth and innovation process**, through targeted efforts in R&D, massive digitization of solutions and operations, as well as greater customer and service excellence orientation;
2. **Increase business efficiency** through the rationalization and focusing of business and products, optimizing engineering and manufacturing, and ensuring greater efficiency throughout the Group, thanks in part to a Capacity Boost program dedicated to achieving full potential capacity and improving profitability;
3. Complement growth through **inorganic initiatives**, mainly through **M&A transactions and international alliances** with strategic partners with the goal of developing interoperable solutions from a multi-domain perspective that complement the company's industrial and technological capabilities.

Leonardo Remuneration Policy

Leonardo's Remuneration Policy is designed to meet the challenges posed by the Industrial Plan, of which the Sustainability Plan forms an integral part and across the entire value chain of the Group.

The link between variable incentive plans and the Industrial Plan is described below:

	LINES OF THE INDUSTRIAL PLAN	Organic Growth and Innovation	Business Efficiency	International Alliances and M&A	Sustainability
MBO PLAN	EBITA	✓	✓	✓	
MBO PLAN	FREE OPERATING CASH FLOW	✓	✓	✓	
MBO PLAN	GROUP ORDERS	✓	✓	✓	
MBO PLAN	INDUSTRIAL PLAN OBJECTIVES	✓	✓	✓	
MBO PLAN	DOW JONES SUSTAINABILITY INDICES		✓		✓
MBO PLAN	ACCIDENT FREQUENCY RATE	✓			✓
LTI PLAN	TOTAL SHAREHOLDER RETURN	✓	✓	✓	✓
LTI PLAN	NET DEBT	✓	✓	✓	✓
LTI PLAN	RETURN ON INVESTED CAPITAL	✓	✓	✓	✓
LTI PLAN	GROUP REVENUES	✓	✓	✓	✓
LTI PLAN	GENDER DIVERSITY (STEM AREA)				✓
LTI PLAN	CLIMATE CHANGE		✓		✓

LEONARDO SUSTAINABILITY PLAN

In line with the Strategic Plan and with the priorities that emerged from the double materiality analysis, obtained by combining the results of impact and financial materiality analysis, Leonardo has developed a Sustainability Plan aimed at covering the entire value chain: from research and development to operations, from customer support solutions to social impacts.

In alignment with the Group's vision and strategic positioning, the Sustainability Plan increasingly aims to enhance and develop products and solutions that contribute to global security through the protection of communities, institutions, infrastructure and the planet.

Based on a shared framework, the Plan brings together the Group's 12 highest impact projects spread across eight clusters throughout the value chain, with focus on specific priorities such as eco-design for new product development, decarbonisation, environmental protection, circularity and Life-Cycle Assessment (LCA), sustainable supply chain, sustainable products and solutions, and social impact. Each cluster includes specific projects, measured with KPIs related to various ESG pillars according to a structured model based on a data-driven approach, and integrated into a dedicated digital platform.

- **Sustainability embedded into the entire value chain**
  SP projects concern all the phases of the value chain aiming at fully integrating sustainability into the business
- **Creating sustainable business value**
  Focus on strengthening Leonardo's solutions and technologies that contribute to global security through theprotection of citizens & infrastructures, climate action, and city management, thus maximizing sustainable business opportunities
- **Leveraging on innovation and digitalization**
  Innovative technologies and digital are key enablers of sustainable solutions and processes' efficiency
- **Mitigating risks**
  SP projects help making business resilient to external stress, thus preventing and protecting from risks along the value chai n (e.g. climate risk affecting operations; etc.)

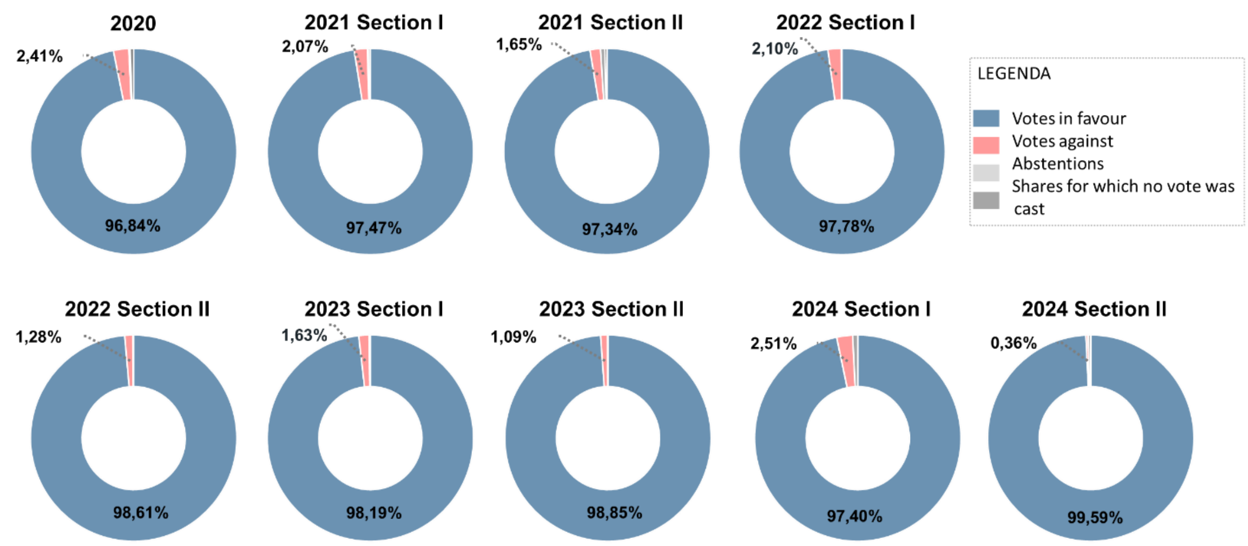
Leonardo Remuneration Policy

Leonardo's Remuneration Policy is designed to meet the challenges posed by the Strategic Plan, of which the Sustainability Plan forms an integral part. The link between variable incentive plans and the Industrial Plan is described below:

	LINES OF THE STRATEGIC AND SUSTAINABILITY PLAN	Organic growth and Innovation	Business Efficiency	International alliances and M&A	Sustainability
MBO PLAN	EBITA	✓	✓	✓	
MBO PLAN	FREE OPERATING CASH FLOW	✓	✓	✓	
MBO PLAN	GROUP ORDERS	✓	✓	✓	
MBO PLAN	INDUSTRIAL PLAN OBJECTIVES	✓	✓	✓	
MBO PLAN	DOW JONES SUSTAINABILITY INDICES		✓		✓
MBO PLAN	ACCIDENT FREQUENCY REDUCTION	✓			✓
LTI PLAN	TOTAL SHAREHOLDER RETURN	✓	✓	✓	✓
LTI PLAN	NET DEBT	✓	✓	✓	✓
LTI PLAN	RETURN ON INVESTED CAPITAL	✓	✓	✓	✓
LTI PLAN	GROUP REVENUES	✓	✓	✓	✓
LTI PLAN	GENDER DIVERSITY (STEM AREA)				✓
LTI PLAN	CLIMATE CHANGE		✓		✓

Trend of voting result on the annual remuneration report (2020-2024)

The following graph shows the trend of voting at Shareholders' Meetings relating to the contents of Section I on the remuneration policy in the last five years (2020-2024). It shows a positive trend of votes in favour. The results in general and especially the reasons given for votes against cast at the 2024 Shareholders' Meeting, even through stakeholder engagement and the monitoring of recommendations from proxy advisors, have been taken into account in considering and evaluating the updates and improvements made to the Remuneration Policy and this document.



Summary schedule on the Remuneration Policy 2025

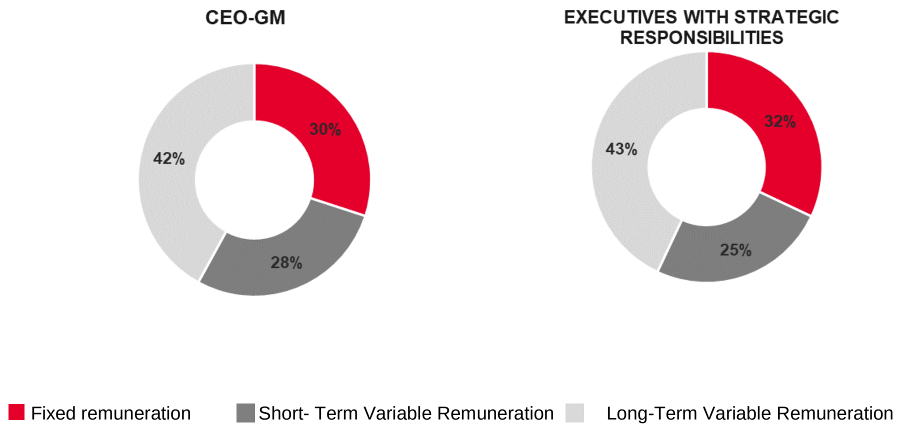
The following section provides a summary of the main 2025 policy elements:

FIXED REMUNERATION			
PRINCIPLE AND PURPOSE	**CHARACTERISTICS AND PERFORMANCE CONDITIONS**	**AMOUNTS**	**REF.**
It is proportionate to the responsibilities assigned, the contribution requested, competencies and experience	It is determined with reference to market pay benchmarks and periodically reviewed also in relation to the pay-mix policies	CHAIRMAN € 490,000 p.a., of which: - € 90,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code - € 400,000 pursuant to art. 2389 paragraph 3 of the Italian Civil Code	Page 29
		CEO AND GENERAL MANAGER €1,000,000 p.a., of which:	Page 30

		- € 80,000 pursuant to art. 2389 paragraph 1 of the Italian Civil Code - € 920,000 as Gross Annual Remuneration (RAL) for the position of General Manager	
		EXECUTIVES WITH STRATEGIC RESPONSIBILITIES Remuneration set in relation to the responsibilities of the person concerned and the market positioning	Page 41
SHORT-TERM VARIABLE REMUNERATION (LEONARDO GROUP MBO SYSTEM)			
It is an incentive to achieve annual business and sustainability targets set out in accordance with the Strategic Plan and the Budget	FOR ALL BENEFICIARIES If one or both of the following thresholds is not achieved: - Group EBITA: 85% of budget - Group Free Operating Cash Flow (FOCF): 100% of budget the bonus relating to both KPIs (50% weight for CEO-GM and Co-GM and in a range of between 40% and 50% for Executives with Strategic Responsibilities) is set to zero	CHAIRMAN MBO not envisaged	Page 29
	2025 CEO AND GENERAL MANAGER OBJECTIVES 1) Group EBITA (25%) 2) Group FOCF (25%) 3) Group Order Intake (25%) 4) Industrial plan objectives[2] (15%) 5) Inclusion of Leonardo in Dow Jones Best-in-class Indices (5%) 6) Average accident frequency rate (5%)	CEO AND GENERAL MANAGER - Target incentive: 90% of Fixed Remuneration - Maximum incentive equal to 156% of target incentive	Page 31
	EXECUTIVES WITH STRATEGIC RESPONSIBILITIES 1) Group EBITA (from 20% to 25%) 2) Group FOCF (from 20% to 25%) 3) Division / Function targets (from 40% to 50%) 4) Inclusion of di Leonardo in Dow Jones Best-in-class Indices (5%) 5) Average accident frequency rate (5%)	EXECUTIVES WITH STRATEGIC RESPONSIBILITIES - Target incentive: from 50% to 80% of Fixed Remuneration, commensurate with the role - Maximum incentive equal to about 142% of target incentive	Page 42
	TYPE OF RESULT MEASUREMENT • On / off mechanism: Strategic Plan and ESG objectives • Incentive curve: Group and Division EBITA, Group[3] and Division Free Operating Cash Flow, Group and Division Order Intake, Function and Role Target: on/off mechanism or incentive curve according to the specific objective Plan subject to Malus and Claw-back clauses		Page 32 Page 39 Page 43
LONG-TERM VARIABLE REMUNERATION			
PRINCIPLE AND PURPOSE	**CHARACTERISTICS AND PERFORMANCE CONDITIONS**	**AMOUNTS**	**REF.**

[2] For more details, please see page 31.

It is aimed at promoting the pursuit of Leonardo's sustainable success in the long-term.	The features are described for the Long-Term Incentive Plan approved by the Shareholders' Meeting held on 24 May 2024, in ordinary sessions, whose changes will be submitted to the Shareholders' Meeting to be held on 26 May 2025. The Plan provides for a free allotment of the Company's ordinary shares (Performance Share) to the CEO and General Manager and the Executives with Strategic Responsibilities and is structured into three annual awards. 2025-2027 OBJECTIVES 1) Relative Total Shareholder Return (35%) 2) Return on Invested Capital (25%) 3) Group Revenues (20%) 4) Group Net Debt (10%) 5) Scope 1 and 2 Emission Intensity (5%) 6) Gender diversity - % of female new hires with STEM degree (Science, Technology, Engineering and Mathematics) (5%) RESULT MEASUREMENT • Relative benchmarks (TSR): compared to the Peer Group • Absolute benchmarks: ROIC, Group Revenues, Group Net Debt, Climate Change, Gender Diversity PERFORMANCE AND HOLDING PERIOD • Performance period: three years • Holding Period: 50%,of awarded shares are subject to 2-year non-transferability obligation Plan subject to Malus and Claw-back clauses.	CHAIRMAN LTI not envisaged.	
		CEO AND GENERAL MANAGER The target LTI share envisaged for the CEO and General Manager is equal to 140% of overall Fixed Remuneration. Maximum incentive may be up to 136% of target incentive.	Page 34
		EXECUTIVES WITH STRATEGIC RESPONSIBILITIES The target LTI share envisaged is between 60% and 140% of Fixed Remuneration. Maximum incentive may be up to 136% of incentive target. .	Page 44
NON-CASH BENEFITS			
Benefits are granted consistently with the purposes of the Leonardo Group's remuneration policy	Non-cash benefits are defined in accordance with provisions of law, collective bargaining agreements and any other applicable union agreements	• Supplementary pension plan • Supplementary/replacement health insurance benefits • Insurance cover • Company car • Accommodation for guests' use	Pages 37, 41, 45
PAY IN THE EVENT OF TERMINATION OF OFFICE AND EMPLOYMENT			
Retention purpose connected with the role in line with long-term strategies, values and interests	They are set in relation to key roles and non-competition obligations	CHAIRMAN No severance pay.	
		CEO AND GENERAL MANAGER The severance pay equal to 24 months' fees of Fixed and Short-Term Variable Remuneration in the event of termination of office or of employment.	Page 37
		EXECUTIVES WITH STRATEGIC RESPONSIBILITIES	Page 45

		Allowance under the National Collective Bargaining Agreement of reference	
PAY-MIX TARGET			
It shows the weight of various (fixed, short-term variable and long-term variable) components of remuneration	The charts below refer to the pay-mixes, calculated by considering the valuation of short- and long-term incentives after assuming results by target.  CEO-GM: Page 31 ESR: Page 42		
CEO-GM PAY RATIO VS EMPLOYEES' AVERAGE PAY IN 2024			
Ratio of CEO-GM's remuneration to employees' average pay	The ratio is calculated between the CEO and GM's total remuneration, actually paid with reference to FY 2024 (fixed + short-term variable remuneration. No long-term variable incentive has been considered since it was not paid during the year) and employees' average pay in 2024.	The Ratio was 34.5x in 2024 (compared to 29.1x in 2023)	Page 54

REPORT ON REMUNERATION POLICY AND FEES PAID
2025

Section I

Governance

Bodies and persons involved in the preparation, approval and implementation of the Remuneration Policy

With regard to the governance of the remuneration systems, the following is a more detailed description of the related management activities and the respective responsibilities, divided according to the role played by each body involved in the preparation and approval of the remuneration policy regarding the members of the Governing Bodies, the General Manager and the other Executives with Strategic Responsibilities.

Shareholders' Meeting

The duties of the Shareholders' Meeting – as far as the matters of interest to this Report are concerned - are:

- to set the fees payable to the members of the Board of Directors and the Statutory Auditors;
- to approve any remuneration plans based on financial instruments assigned to Directors, the General Manager and the other Executives with Strategic Responsibilities, other employees and consultants, pursuant to art. 114-*bis* of the TUF;
- to examine and assess Section I of the Report regarding the remuneration policy in order to cast a binding vote and Section II of the Report about the fees paid in the previous year to cast a non-binding vote.

Board of Directors

The duties of the Board of Directors – as far as the matters of interest to this Report are concerned - are:

- to determine, on the proposal of the Remuneration Committee, the remuneration of those Directors with delegated powers and of any other Director vested with specific functions following the opinion of the Board of Statutory Auditors;
- to define the Company's policy in relation to the remuneration of Directors, General Manager and other Executives with Strategic Responsibilities, in compliance with the legal provisions in force and with the Corporate Governance Code for listed companies;
- to approve this Remuneration Report and submit it to the Shareholders' Meeting pursuant to, and within the limits set out in, art. 123-*ter*, paragraphs 3-*bis* and 6, of the TUF;
- to submit to the Shareholders' Meeting, upon proposal from the Remuneration Committee, potential remuneration plans based on the allotment of shares or other financial instruments;
- to implement the aforesaid remuneration plans based on shares or other financial instruments, with the support of the Remuneration Committee, as approved by the Shareholders' Meeting.

No Director attends Board of Directors' meetings at which motions regarding his/her own remuneration are approved.

Furthermore, there has been a Remuneration Committee in the Board of Directors for a long time, the composition and functions of which are detailed below.

Executives with Strategic Responsibilities

Pursuant to the “Procedure for Related Parties Transactions”, which was approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024, the concept of “Executive with Strategic Responsibilities” of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors and any persons who hold the position of General Manager and Co-General Managers of the Company, the Officer in charge of the Company’s financial reporting, pursuant to art. 154-bis of the Consolidated Law, as well as the Division Managing Directors and the Heads of organizational units dedicated to the business[4].

In relation to the category of Executives with Strategic Responsibilities, the remuneration policy is only described for Heads of Division, Heads of business organizational units, and CFO/Officer in charge of the Company’s financial reporting.

Remuneration Committee

The Remuneration Committee, which was appointed on 23 May 2023, is composed of the following members:

	Position	Independence	Date of first appointment
Enrica Giorgetti	Chairman	✓*	May 2023
Trifone Altieri	Director	✓*	May 2023
Giancarlo Ghislanzoni	Director	✓*	May 2023
Elena Vasco	Director	✓*	May 2023
Steven Duncan Wood	Director	✓*	May 2023

* Independent directors also pursuant to the Corporate Governance Code

The Committee meets periodically to carry out its functions and duties, and its meetings are considered valid if at least a majority of its members attend. The Chairman of the Committee calls and chairs meetings. The Committee is provided with the resources required to carry out its research and investigations in an effective manner. The Committee obtains access to information and to Company structures as necessary for it to

[4] Persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents.

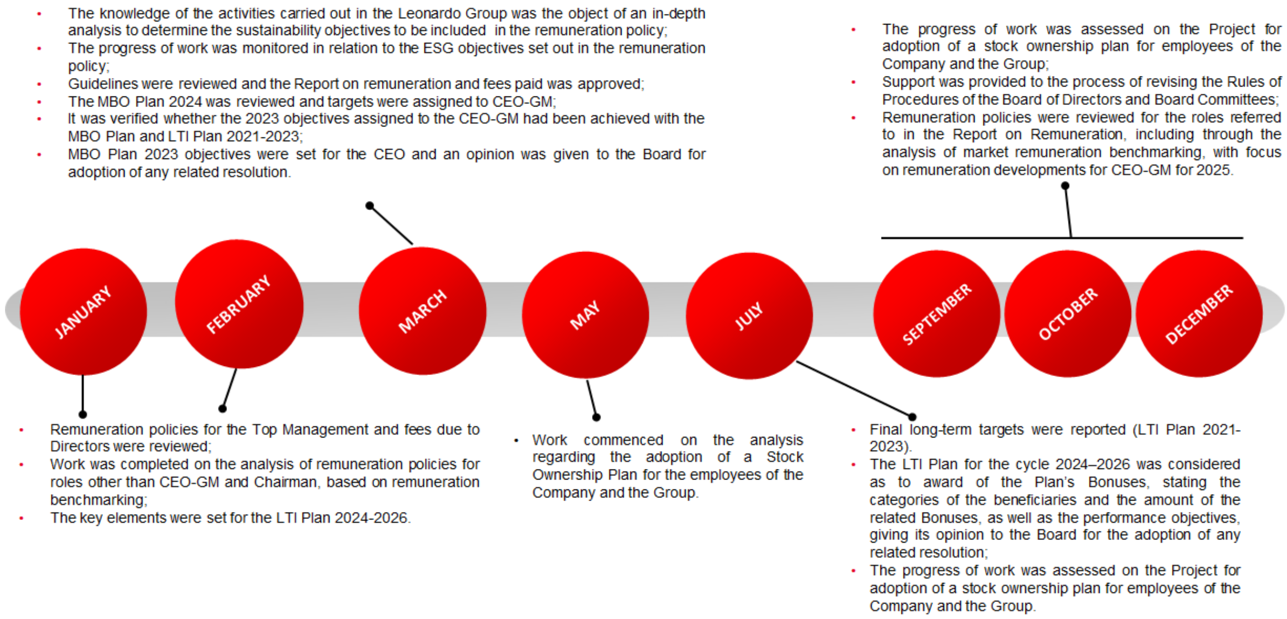
perform its tasks, and takes advantage, through Company channels that make use thereof, from the work performed by external advisors in order to ensure independence of judgment. The Head of the Company's People & Organization Organizational Unit is invited to attend the Committee's meeting on a permanent basis and the meetings may be attended, on the invitation of the Committee through the Chairman and in relation to the issues being discussed, by other persons, including non-executive members of the Board of Directors and any employee working for the Company or Group Companies. The entire Board of Statutory Auditors attends the Committee's Meeting. No Director participates in the Committee's meetings in which proposals are put forward to the Board in relation to his/her own remuneration.

The Remuneration Committee provides support to the Board of Directors, with regard to, among others, the following activities:

- giving its opinion to the Board of Directors concerning the definition of the Company's remuneration policy of directors and top management, in compliance with current regulations and the Corporate Governance Code;
- considering and submitting any proposals to the Board of Directors with regard to share incentive, stock option, stock ownership and any other similar plans for the incentive and retention of the Group's management and employees, including with regard to the suitability for the pursuit of the typical objectives of such plans, the manner in which they are actually implemented by the competent corporate bodies and any amendments or additions thereto;
- submitting proposals or giving opinions to the Board of Directors on the remuneration of executive directors and directors vested with specific functions, in ways that are suitable for attracting, retaining and motivating people of a level and experience appropriate to the Company's needs and in accordance with the remuneration policy;
- monitoring the actual implementation of the remuneration policy and establishing, in particular, whether the performance targets have been actually achieved;
- periodically evaluating the adequacy and overall consistency of the policy for the remuneration of directors and top management;
- providing support in defining the best policies for the management of the Group executives, as well as the managerial development plans and systems for the Group's key managers;
- monitoring the adoption and actual implementation of measures aimed at promoting equal treatment and opportunities between genders within the company organization.

The Committee's meetings and resolutions are duly recorded in minutes and the work performed is reported by the Chairman of the Committee at the first subsequent meeting of the Board of Directors. Furthermore, the Committee provides the Board with a report on the work performed, at least on an annual basis.
The Committee's operations are governed under the Rules of Procedures of the Board of Directors and Board Committees, which acknowledge the principles and the recommendations laid down in the Corporate Governance Code.
Since it was formed, the Remuneration Committee has played a role of supporting the top management with one of the most important issues related to the strategic management of the Group's human resources and of its pay and retention policies.
In acting in this role, the Committee has worked out incentive schemes which assist in achieving the Group's results and the objectives of enhancing the value of its stock and of the Group itself.
The Remuneration Committee gives an opinion on the structure and content of this report and submits them to the Board of Directors, which, after having examined them, then submits them to the Shareholders' Meeting for a binding vote on Section I and cast a non-binding vote on Section II, pursuant to art. 123-ter of the TUF.

Main issues dealt with by the Remuneration Committee in 2024:



In the 2024 financial year the Committee held no. 10 meetings. The average duration of the meetings was 1 hour and 36 minutes, with an attendance rate of about 98%. During the current 2025 financial year, no. 2 meetings had been held as at the date of approval of this Report.

Board of Statutory Auditors

On remuneration matters, the Board of Statutory Auditors, which regularly participates in the Board of Directors and the Remuneration Committee's meetings, expresses the opinions required by the regulations in force, with particular reference to the remuneration of those Directors vested with specific functions pursuant to art. 2389 of the Italian Civil Code.

Independent Experts

In the course of 2024, the People & Organization Organizational Unit made use, as external independent experts, of Mercer for activities concerning remuneration.

Other subjects

The People & Organization Organizational Unit sets out the guidelines, supported by all the technical details necessary for preparing the Remuneration Policy. This Function also acts as a specialist in-house body assisting the Remuneration Committee, for which it prepares the material that the Committee needs in order to carry out its work.

The Finance Organizational Unit helps set out the operating and financial objectives underlying the short- and long-term plans and verifies that they have been attained and determining the panel for TSR as a performance objective in the long-term incentive system.

The Sustainability Organizational Unit and the Finance Organizational Unit deal with the ESG matters.

Independent Legal Auditors

The Audit Firm in charge of the statutory audit of the accounts yearly verifies the preparation by the directors of Section II of the Report by carrying out a mere formal check on the publication of the information without expressing any opinion thereon, or on the consistency of such information with the financial statements or its compliance with the regulations.

Procedure for approval of Remuneration Policy 2025

In exercising its powers and in accordance with the Corporate Governance Code, the Remuneration Committee expressed a favourable view of the structure and contents of remuneration policy for the purposes of the preparation of this report.
The Report, submitted by the Remuneration Committee, was approved by the Board of Directors on 3 April 2025.
The remuneration policies determined in accordance with the guidelines provided by the Board of Directors are applied by the bodies authorised to do so with the support of the corporate functions concerned.
The Board of Directors submitted this Remuneration Report approved by them on 3 April 2025 for a binding and consultative vote of the Shareholders' Meeting.
Finally, this document has been prepared in accordance with best market practices, particularly those in FTSE-MIB companies.

Term of the remuneration policy and derogation procedure in special circumstances

According to the provisions laid down in the paragraph 3-*bis* of art. 123-*ter* of the TUF, this policy has a term of one year.

In exceptional circumstances, Leonardo's Board of Directors may temporarily derogate from some provisions of the Remuneration Policy laid down in this Report, with a reasoned resolution. Such derogation should not affect, in any case, the compliance with legal and regulatory obligations and should be taken in accordance with Leonardo's Procedure for Related Parties Transactions (in particular, subject to the reasoned opinion of the Committee for Related Parties Transactions pursuant to the aforesaid Procedure), at the proposal or in any way subject to the opinion of the Remuneration Committee.

In compliance with the provisions of the abovementioned rule, exceptional circumstances mean the situations where the derogation from the Remuneration Policy is required in order to pursue the Company's long-term interests and sustainability as a whole or to ensure its ability to stay in the market. They include, but are not limited to:

- significant changes in social and economic scenarios or, in any event, the occurrence of extraordinary and unforeseeable events (e.g. pandemics, conflicts, etc.), affecting the Group and/or the sectors and/or markets in which it operates, which may have a profound impact on the relevant market environment at a global level and/or that of each country/region;
- substantial variations in the scope of the business activity during the period of validity of the Remuneration Policy (e.g. transfer of a company/branch of business on whose activity the performance objectives of the reference Remuneration Policy were based; acquisition of a significant business, etc.);
- need to attract and retain people with the most suitable skills and professionalism to run the business and ensure its sustainable success.

The process also makes it necessary for all persons concerned to abstain from voting on resolutions related to any exception that may involve them.

Exceptions (if any) may concern:

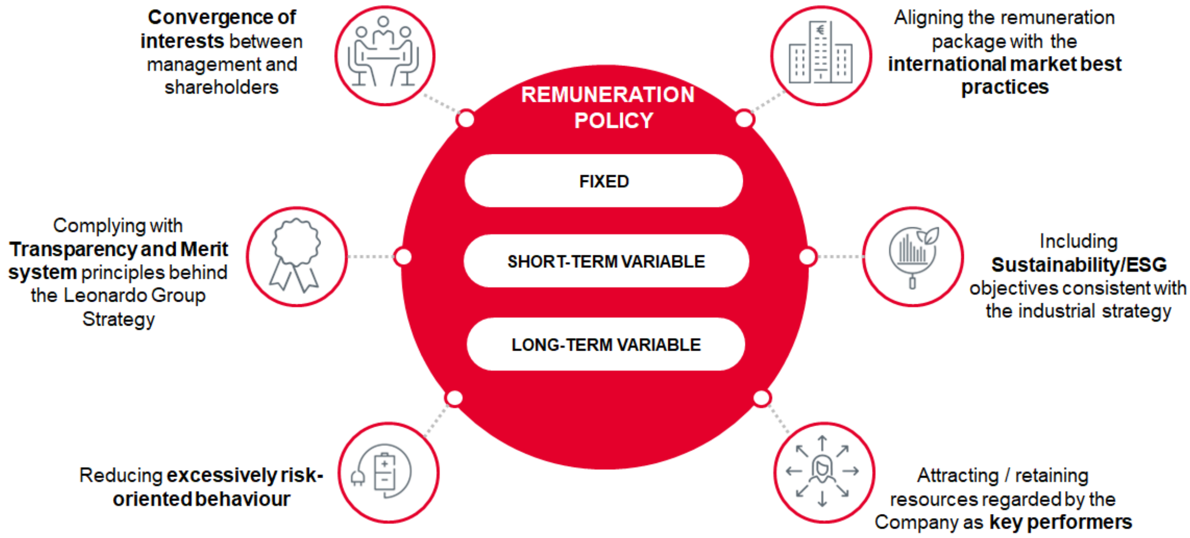
- the parameters and weights related to the assignment and/or award of the variable components of remuneration;
- the granting of indemnities, except for directors, in consideration of specific working conditions and in extraordinary selective situations.

The Board’s resolution shall also establish the duration of such exception and the specific elements of the Policy that are waived, in accordance with the provisions laid down above.

Leonardo provides information on any exceptions to the Remuneration Policy applied in exceptional circumstances in Section II Fees paid in the subsequent year.

Purposes and instruments of remuneration policy

The remuneration policy sets out the principles and the guidelines to determine the remuneration of the members of the Board of Directors, as well as the specific criteria through which the remuneration of the Group's management is established, in accordance with the Governance model adopted by the Company and the recommendations laid down in the Corporate Governance Code.



In determining the Remuneration Policy for the Chief Executive Officer and General Manager and Other Executives with Strategic Responsibilities, the Board of Directors confirmed the key elements of the remuneration strategy, which make it "functional to the pursuit of sustainable success"[5] by also empowering management to listen to and engage with various stakeholders and to create value for different sources of capital. The sustainability of success is linked to the protection of a broader notion of capital, from economic capital to, for example, environmental, human, social and technological capital.

The policy aims to attract and motivate human resources who have the professional qualities required to carry out their duties and fulfil their responsibilities, through adequate remuneration systems that are aimed at pursuing the Company's long-term interests with respect to new areas for the creation of value, and the alignment of the management's interests with the priority objective of creating sustainable value for shareholders in the medium/long-term, and has been prepared by taking account of the wages and working conditions of the Group's employees.

In particular, the objective of the variable component of remuneration is aimed at recognising the results that have been achieved, establishing a direct link between remuneration and performance in the short and long term, paying particular attention to the objectivity and measurability of the performance conditions and the indicators used to measure the remuneration, without prejudice to the existence of an upper limit on incentives.

Remuneration policy instruments

The remuneration policy has been formulated as described below:

[5] Corporate Governance Code (art. 5); this concept is also referred to by SRD2, art. 9-*bis*, paragraph 6, according to which "The remuneration policy shall contribute to the company's business strategy and long-term interests and sustainability and shall explain how it does so".

Fixed Remuneration

The fixed component of remuneration is such that it adequately remunerates the services provided and is proportioned to the assigned duties and responsibilities, in addition to being sufficient to remunerate the services delivered should the variable component not be paid. For those Directors not entrusted with specific duties, the remuneration consists exclusively of a fixed element, to be determined by the Shareholders' Meeting, and it is in no way linked to the achievement of performance targets.

Variable Remuneration

Variable remuneration is divided into a short-term component (typically annual – the MBO scheme) and a long-term component, reserved exclusively for a key population.

Short-term Variable Component

The aim of the short-term variable component is to encourage the achievement of the annual objectives laid down in the Company's budget and in line with the Industrial Plan for the relevant year. The MBO Scheme is structured in a manner which creates a transparent link between monetary remuneration and the degree to which the annual objectives have been achieved.

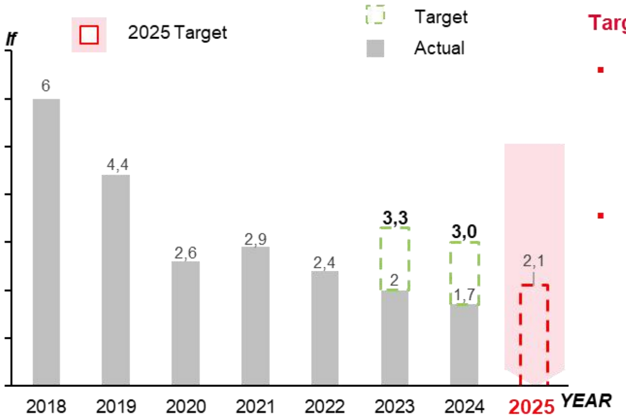
Long-term Variable Component

While maintaining the main architectural elements of the previous LTI plan unchanged, the Long-Term Incentive Plan of Leonardo, which was approved by the Shareholders' Meeting held on 24 May 2024, and whose changes will be submitted to the Shareholders' Meeting to be held on 26 May 2025, has provided for some changes aimed at: (i) the introduction of an objective linked to growth in line with the priorities of the Strategic Plan, which led to the consequent rebalancing of the weights relative to other objectives; (ii) the possibility of paying an incentive above the target in the event of over-performance, for all beneficiaries of the Plan to further motivate management with respect to the achievement of performance, stimulating the creation of value for stakeholders in line with the best market practices.

The LTI Plan is targeted at key personnel, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Company's business in the medium term, crucial resources and talents, in the executive grade (or equivalent abroad) in the Company, Subsidiaries with their registered offices in Italy or abroad, as well as associates (former employees) in top management and/or other management positions in the Company or Subsidiaries.

ESG Objectives Focus

Occupational Safety: Average Accident Frequency Rate Index



Target

- 2024 actual calculation based on, calculated on the basis of one million hours worked, implies a reduction of 14,8%, compared to 2023 actual;
- 2025 target set assuming a reduction of 30% compared to the last target and aligned with the actual of the cycle 2022 – 2024.

- Workplace Health Promotion: health promotion initiatives for LDO employees
- Participatory safety at work: disseminating HSE culture path through effective cooperation intercompany for benchmarking and sharing best practices
- Safety Commission: divisional team working analyzing events, sharing strategies, best practices and improvement actions
- Initiating harassment risk assessment process and monitoring plan
- Integrating G.E.M.M.A. and post earthquake events: testing solutions partnering with local external stakeholders
- Tools and HSE Management system integration with other Enterprise Risk Management & Sustainability processes
- Fire protection guideline: standardizing of the process related to the support documents for more effective interaction between LDO and LGS

Global Emergency Management and Mitigation Assistance system

Leonardo's commitment

- Leonardo confirms its commitment in the field of occupational safety, also reaching the target set for 2024;
- Leonardo confirms his effort and engagement through HSE Pathway actively participating to international round tables for benchmarking and sharing best practices
- In 2024 Leonardo has implemented and spread **the Health and Safety Index Handbook** as a tool for reporting, monitoring and analysis of health and safety indices, applicable to the whole Group for the unambiguous determination of the injurie causes, the corrective actions corrective and improvement;
- In 2024 Leonardo implemented the **HSE Communication Strategy** campaign through visual and digital boards to arise awareness about the most common injurie cause
- Leonardo continues the wide spread of **HSE Management Systems** certified according to the ISO 14001 and ISO45001, the specialized training provided, the sharing of the best practices and strategies on central coordination tables, as well as the strong focus provided by the ever-increasing application of the LPS concretely contributed to the achievement of this result.

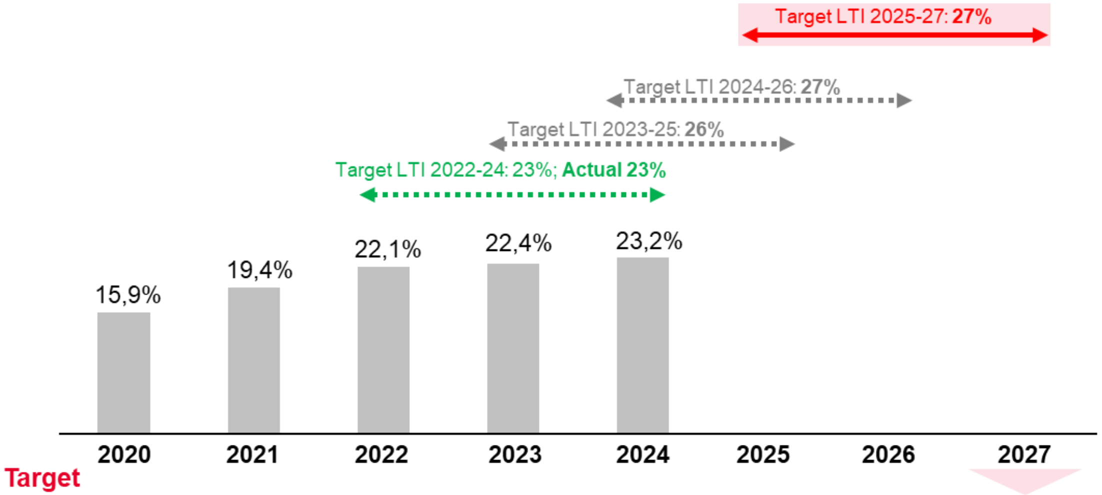
2025 main initiatives

- **Workplace Health Promotion**: extension of the tumor screening activities
- **Shared HSE**: implementation of additional HSE tools to spread the HSE culture
- **Deep Dive LDO Environemental & Safety Supply Chain**: *deep diving of the initiatives to reach a higher engagement of the supply chain*
- **Workplace Health Promotion**: evaluation of activation of the coral pathway
- **Communication Strategy**: extention of the HSE communication campaign with videos, boards, flyers

LTI 2025-27 Gender Equality - Female hires with STEM degrees

Target OF 2025 Politicy
Previous Target (achived in green, on-going in gray)
Actual

Evolution of the KPI and cumulated target 2025-27



Target

- The objective includes a target of **27%** of female hires with STEM degrees in the period 2025-2027 (considering the cumulative value of the 3 financial years)
- The objective is particularly challenging because:
  - In the three-year period 2025-27, a significant increase in entries is expected for STEM disciplines for approximately 6,000 resources, compared to a stable % of graduates in these disciplines (e.g. Engineering in the disciplines of interest to Leonardo in Italy ≤20%)
  - Recent developments relating to diversity and gender policies in the US make it more difficult to reach the expected targets in this geography, which is key for Leonardo

Leonardo's committment

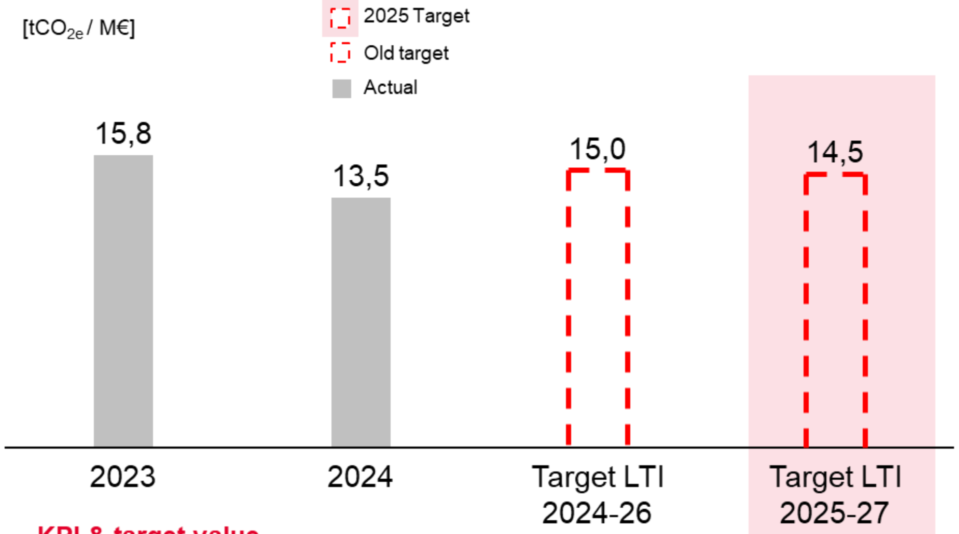
- The attraction and development of human capital with STEM degrees is a critical success factor for achieving Leonardo's strategic goals

To achieve its ambitious goals, Leonardo has set up numerous initiatives, including:

- Expanding the recruitment pool for engineering requirements to other STEM degrees (e.g. Mathematics, Physics)
- Definition of specialist courses to train experts to be included in Engineering activities and specific Artificial Intelligence projects for ITS and Digital High School
- Openness to collaborations with even non-top universities
- Agreements with universities for specific bachelor/master courses held by Leonardo and on topics of interest to the company
- Expansion, through university excellence, of theses (more than 1,100 CVs of undergraduates in STEM disciplines) for three- or five-year study courses exclusively in STEM disciplines at our sites

LTI - Climate Change - Intensity of the Scope I and II Market Based emissions on revenues per year

KPI & target evolution



KPI & target value

- Starting from 24-26 cycle it has been selected a new KPI **aligned with the best practice** and with the commitment on **Science Based Target Initiative (SBTi)**
- The KPI is calculated as the ratio between the Scope I and II market based emissions (tCO2e) and revenues (M€). **2024-2026 LTI target** is **15,0**
- For the 2025-2027 LTI cycle the target value is **14,5**, equal to a **reduction of the 3%** compared to the 2024-2026 taget

Leonardo's committment

- In line with its commitment to the Science Based Target Initiative (SBTi), Leonardo is pursuing a series of initiatives aimed at reducing emissions through its Sustainability Plan
  - **Purchased electricity from renewable sources** for sites leased in the US and Poland (100% already purchased on sites leased in Italy and the UK)
  - **Energy efficiency and overall optimisation of emission-sensitive manufacturing processes, with revamping and replacement of furnaces and other equipment**
  - **Thermal Power Plant Efficiency Program** and Potential Purchase of Biomethane
  - Progressive introduction **of SAF fuel** to be used for test flights and training and increase of the VR
- The significant contribution to the reduction of emissions linked to the **replacement of SF6** with a gas with a lower **Global Warming Potential** is over following the completion of the related project.

Nota:

- Note: For Scope II Market Based emissions, the emission factor is zero for the quota of electricity from renewable sources
- Including Telespazio

Reference to market remuneration policies

Role	Provider	Criteria	Peer Group	
			Italian Companies	International Companies
Chairman[6]	Mercer	Italian companies comparable to Leonardo by size (capitalization, turnover, EBIT and number of employees), operational business model, shareholding structure and level of internationalisation. International companies similar to Leonardo with respect to the type of business and comparable in terms of size.	- Brembo - Enel - Eni - Fincantieri - Maire Tecnimont - Prysmian - Saipem - STMicroelectronics - Telecom Italia - Webuild	- BAE Systems - Bombardier - Dassault Aviation - Elbit System - Huntington Ingalls - MTU Aero Engines - QinetiQ Group - Rheinmetall - Rolls-Royce - Saab - Safran - Textron - Thales
Non-executive Directors[7]				
Chief Executive Officer and General Manager				
Executives with Strategic Responsibilities	Mercer	Mercer Executive Remuneration Guide Western Europe Survey, which only includes information on the Executive workforce of companies operating in the main European countries.		

For the selection of the peer group of Italian companies, large industrial companies have been considered, which are similar to Leonardo in terms of business model and labour market, operating in a global/international geographic scope and with a similar shareholder structure. These companies were, moreover, selected on the basis of size parameters that considered both economic/financial indicators (turnover, EBIT and market capitalisation), and size of organization (number of employees) in order to ensure the greatest comparability with Leonardo.

The international panel was defined by considering companies operating in the same sector or in related sectors with a similar business model or that preside over the most important stages of Leonardo's value chain (design, project management, product engineering) and comparable to Leonardo in terms of size. In continuity with previous years, the international peer group included some entities operating in the main domestic markets of Leonardo, including the United States and the United Kingdom, which are direct competitors of Leonardo in terms of both business and labour market.

During 2024, the Board of Directors, after recognizing the significant gap between the 2023 remuneration of the CEO and General Manager and the median values of Italian and international comparison group remuneration, agreed on the advisability of starting a process of gradual alignment. Therefore, the Board approved some measures on the CEO-GM's remuneration policy, providing for an increase in the variable component only, in a pay-for-performance perspective, with regard to both the short-term and long-term variable incentive plan.

[6] The analysis only considered companies in the Italian peer group for the role of Chairman.

[7] The analysis only considered companies in the Italian peer group for the roles of non-executive Directors.

With regard to the revision of the remuneration policy for 2025, an update of the pay benchmarking was carried out for the aforementioned comparison groups, which highlighted the need for a re-positioning in order to ensure greater retention leverage, as well as a closer correlation between the CEO-DG's remuneration and the creation of value for shareholders. The analysis also showed that, despite Leonardo's positioning in overall dimensional terms (e.g. employees, revenues, market capitalization) between the median and third quartile of the comparison groups, the CEO-DG's remuneration package is lower than the first quartile of the market.

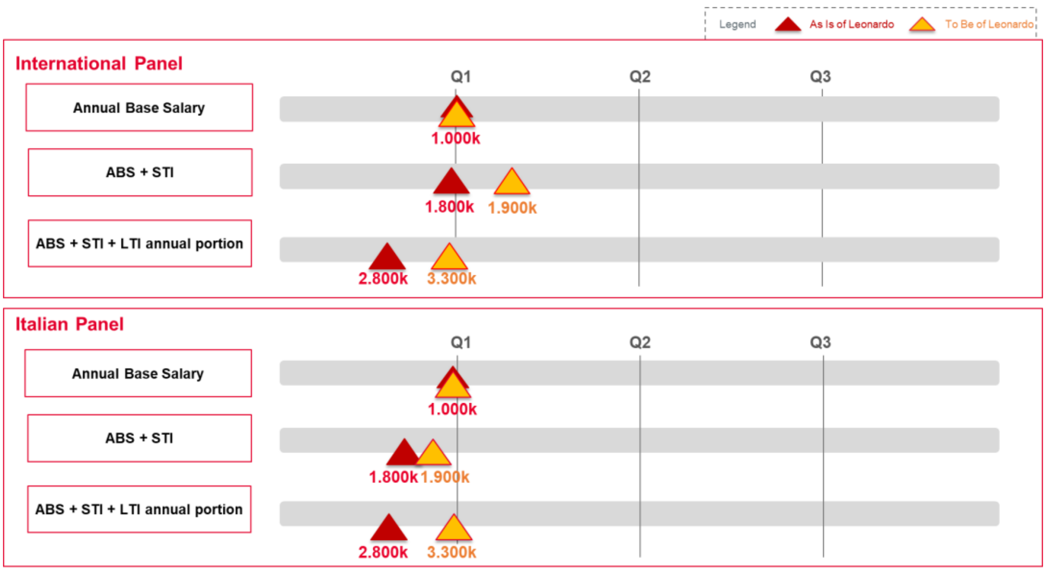
Moreover, the assessment that has been carried out confirmed a substantial alignment with market practices with reference to the policy elements, the tools used and the features of the incentive systems, including the type and nature of performance objectives underlying the short- and long-term incentive plans.

In view of the above considerations, the Board of Directors approved, in continuity with the evolution plan undertaken in 2024, and at the proposal of the Remuneration Committee, a new remuneration policy for the CEO-GM, with the intention of placing greater emphasis on the pay-for-performance principle and further incentivizing long-term value creation. This decision was also taken in light of the recent performance of the management, which recorded particularly positive results, including an increase in Total Shareholder Return (TSR), confirming the Group's ability to generate value for shareholders and the effectiveness of the strategies adopted. Specifically, the following was considered:

- an increase in the target opportunity of the MBO plan from the current 80% to 90% of fixed remuneration, and, in case of overperformance, an increase in the maximum incentive from 120% to 156% of the target incentive (equal to 140% of fixed remuneration);
- an increase in the target opportunity of the LTI plan from the current 100% to 140% of fixed remuneration. In addition, in line with practices observed in the market and with a view to aligning the operating mechanism of the LTI plan of the CEO-GM with that of other beneficiaries, the provision for an incentive above the target in the presence of overperformance is also introduced for the CEO-GM, up to a maximum of 136% of the target incentive (equal to 190% of fixed remuneration).

The 2025 policy does not provide for a revision of Fixed Remuneration.

For greater transparency, below it is included a graphic representation of the CEO-DG pay opportunity positioning before and after the remuneration policy updated. The graph shows how, despite the increase in the variable component, the overall positioning remains well below the median, settling in the first quartile of the comparison groups.



Remuneration Policy 2025

Remuneration of the members of the Board of Directors and the Board of Statutory Auditors

This section gives the main features of the remuneration policy for:

- Directors who are not entrusted with specific duties
- Board of Statutory Auditors
- Directors vested with specific duties:
    - Chairman of the Board of Directors [8]
    - Chief Executive Officer and General Manager.

The paragraphs below show the fees paid to Directors for the three-year period from 2023 to 2025 and those paid to the Statutory Auditors for the three-year period from 2024 to 2026, which are envisaged until the expiry of the related terms of office.

These fees are in line with the Company's current policy and the recommendations of the Corporate Governance Code, as well as with the remuneration studies carried out with the support of the independent Advisor. With regard to Directors vested with specific duties, as until today, a balanced and challenging mix may be maintained between a fixed component appropriate to the responsibilities assigned and a variable component, set within maximum limits and aimed at pegging their remuneration to the respective performance achieved.

It should be noted that the objectives linked to incentive schemes have been set in relation to the strategic plan.

Remuneration of Directors who are not entrusted with specific duties

Remuneration set by the Shareholders' Meeting

The Shareholders' Meeting held on 9 May 2023 set, for the three-year period from 2023 to 2025, the remuneration of the Directors who are not entrusted with specific duties, in a gross amount of € 80,000 per year for each Director.

In line with the best market practices, the remuneration awarded to those Directors who are not entrusted with specific duties is not linked in any way to the achievement of specific performance targets, and thus consists of a fixed element only, rather than of a variable element as well. To the fixed component of remuneration set by the Shareholders' Meeting must be added the fees set by the Board of Directors for the participation in Board Committees.

[8] With reference to the Chairman, Amb. Stefano Pontecorvo, on 20 February 2025 the Board of Directors (upon the periodical evaluation of the independence of its members) confirmed that the latter was qualified as Executive Chairman and non-independent Director pursuant to the Consolidated Law on Financial Intermediation and the Corporate Governance Code after taking account of the actual exercise of the powers conferred upon him in the field of "Concessional Finance".

Remuneration for members of Board Committees

The Company's Board of Directors, by a resolution passed on 28 July 2023, set the following fees for the members of the Committees set up within the Board itself:

- € 2,500 per year before tax for each member and € 7,500 per year before tax for the Chairman of the Committee;
- € 2,000 attendance fee, payable on the occasion of each Committee meeting.

Remuneration for members of the Board of Statutory Auditors

The Shareholders' Meeting held on 24 May 2024 set, for the three-year period from 2024 to 2026, the fees due to the members of the Board, in a gross amount of € 80,000 per year for the Chairman and a gross amount of € 70,000 per year for each of other Standing Auditors.

The fees due to the members of the Company's Board of Statutory Auditors are commensurate with the expertise, professionalism and commitment required by the importance of the position held, as well as with the size and sector characteristics of Leonardo, in line with the guidelines of the Corporate Governance Code. Furthermore, reference should be made to the evaluations of the commitment required of the Statutory Auditors of Leonardo S.p.a. and their related remuneration, which were already carried out by the members of the board of statutory auditors holding office until the Shareholders' Meeting held on 24 May 2024 and reported in the Board of Statutory Auditors' Guidance to shareholders on the optimal composition of the control body, as published on the Company's website (Corporate Governance section/Board of Statutory Auditors).

Remuneration of Directors vested with Specific Duties

Chairman of the Board of Directors

The total remuneration for the 2023 to 2025 term of office of the Chairman of the Board of Directors consists exclusively of the fixed component, composed as follows:

- gross annual fees of € 90,000 pursuant to art. 2389, paragraph 1, of the Italian Civil Code, as resolved by the Shareholders' Meeting held on 9 May 2023.
- gross annual fees of € 400,000: as remuneration payable by virtue of the powers the Board of Directors vested in the Chairman pursuant to art. 2389, paragraph 3, of the Italian Civil Code, after having heard the opinion of the Board of Statutory Auditors.

No severance payments are determined for the event of early termination of the office or for the event of non-renewal of the mandate of the Chairman.

Furthermore, insurance cover and welfare policies have been provided to the benefit of the Chairman, together with other benefits connected with the performance of duties required of his office and additional powers delegated to him.

Chief Executive Officer and General Manager

Overall remuneration structure

On 9 May 2023 the Company appointed Prof. Roberto Cingolani as Chief Executive Officer and General Manager, granting him the relevant delegated powers for the management of the Company and the Group.

For the current 2023-2025 term of office, the fixed and variable remuneration for the position of Chief Executive Officer and General Manager was set as follows:

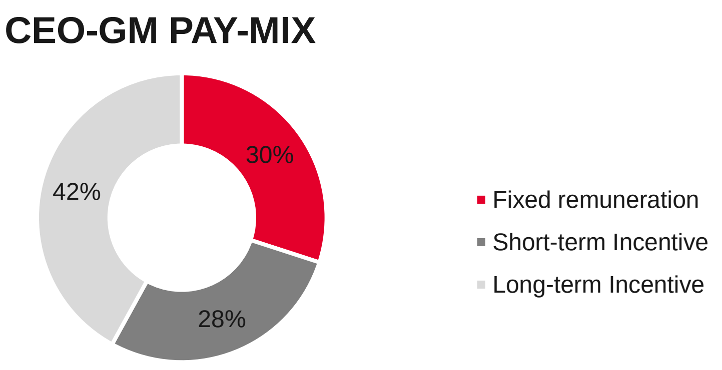
- FIXED REMUNERATION:
    - gross annual fees of € 80,000 as a director, pursuant to art. 2389, paragraph 1, of the Italian Civil Code, set by the Shareholders' Meeting held on 9 May 2023;
    - gross annual fees of € 920,000 as Gross Annual Remuneration for the position of General Manager.

- SHORT-TERM VARIABLE REMUNERATION: fees of € 900,000 per year, equal to 90% of the overall fixed remuneration, as short-term target variable incentive, with a cap equal to 140% of fixed remuneration (or 156% of target incentive) in the event of over-performance.

- LONG-TERM VARIABLE REMUNERATION: fees of € 1,400,000 per year, equal to 140% of the overall fixed remuneration, as maximum long-term variable incentive, with a cap equal to 190% of fixed remuneration (or 136% of target incentive) in the event of over-performance

Pay mix

The pay-mix was set as follows:



Short-term variable remuneration

The short-term variable remuneration (MBO) for the Chief Executive Officer and General Manager consists of target overall gross fees of € 900,000 per year and is subject to the following performance targets:

	Tipologia obiettivo	Objectives	Weight	Functioning mechanism	Target / Guidance
Performance Gate	Group Economics and Financials	Group EBITA	25%	Payout Range: 100%-175%	€ 1.660 Mln - Ca. € 1.900 Mln
Performance Gate	Group Economics and Financials	Group Free Operating Cash Flow (FOCF)	25%	Payout Range: 100%-200%	€ 870 Mln - Ca. € 1.000 Mln
	Strategic	Group Order Intake	25%	Payout Range: 100%-150%	€ 21.000 Mln - Ca. € 26.000 Mln
	Strategic	Leonardo UAV sector industrial plan	7,5%	On / Off	Industrial Plan
	Strategic	Integrated Capacity Boosting development plan	7,5%	On / Off	Industrial Plan
	Sustainability	Inclusione di Leonardo nel Dow Jones Best-in-Class Indices	5%	On / Off	Inclusion of Leonardo
	Sustainability	Indice frequenza infortuni	5%	On / Off	If ≤ 2,1

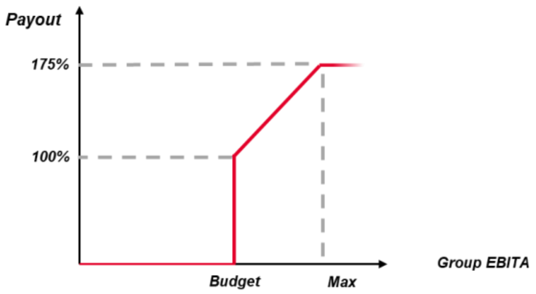
If one or both of followingthresholds are not achieved:
- Group EBITA: 85% of Budget
- Group FOCF: 100% of Budget

the bonus relating to both KPIs is set to zero

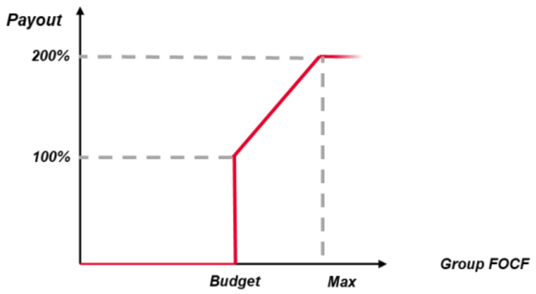
The final assessment of economic, financial and sustainability objectives – which are common for the Chief Executive Officer and General Manager and Executives with Strategic Responsibilities – is performed by providing for the following possible adjustments: changes in the perimeter, M&A transactions and, in general, non-recurring operations or extraordinary exogenous events not envisaged in the Budget-Plan, amendments to accounting or reporting standards, and exchange rate effects on the financial statements in foreign currency.

Leonardo's Remuneration Policy 2025 for the Chief Executive Officer and General Manager and Other Executives with Strategic Responsibilities is focused in particular on ESG (Environmental, Social & Governance) objectives. In particular, in continuity with previous years, the ESG performance is expected to be assessed in relation to a further objective linked to the Health and Safety of Leonardo's employees in addition to the objective linked to the inclusion of Leonardo in the Dow Jones Best-in-Class Indices (formerly Dow Jones Sustainability Indices) that has been reported in the schedule of objectives of the Top management roles for several years. This objective is measured through the synthetic indicator of the average Frequency of accidents, which is calculated according to the GRI (Global Reporting Institute) method as number of accidents per 1,000,000 hours worked. The target of 2.1 implies a reduction of about 30% compared to the 2024 target.

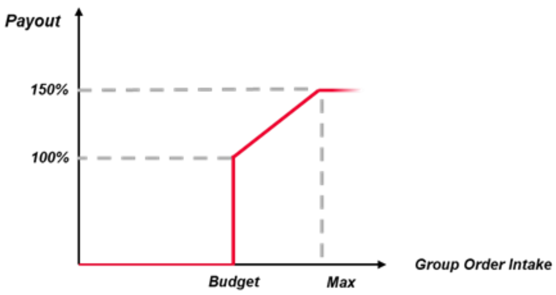
Performance targets relating to the aforesaid indicators shall be determined by providing for an access threshold for incentive and a restructuring of the bonus as stated below:



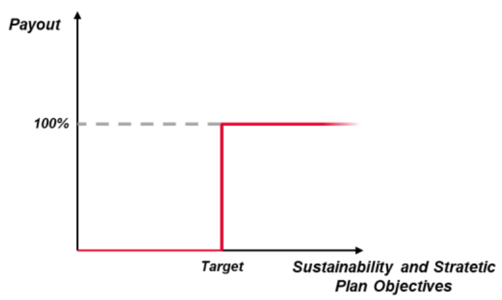
- **Group EBITA**:
  no payout if the target is not achieved
  - a payout with linear incentive from 100% to 175% between target and maximum performance level
  - a payout of not more than 175% (cap) if the maximum level of performance is achieved or exceeded



- **Group FOCF**
  - no payout if the target is not achieved
  - a payout with linear incentive from 100% to 200% between the target and the maximum level of performance
  - a payout of not more than 200% (cap) if the maximum level of performance is achieved or exceeded



- **Group Order Intake**
  - no payout if the target is not achieved
  - a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
  - a payout of not more than 150% (cap) if the maximum level of performance is achieved or exceeded



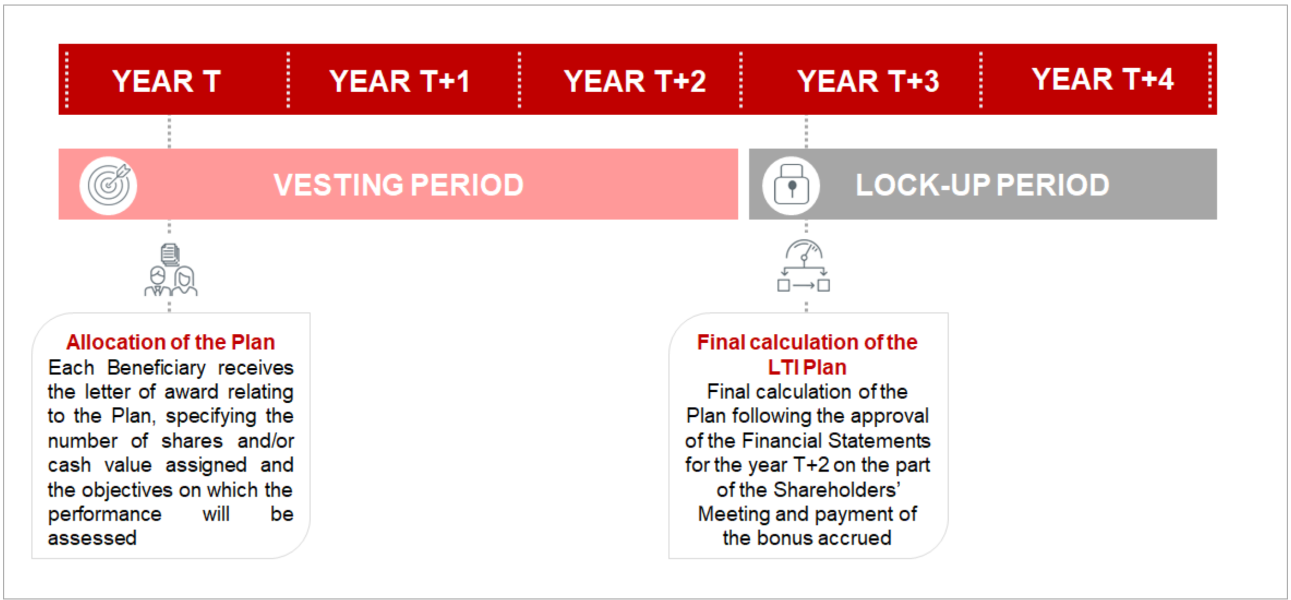
- **ESG/Strategic Plan Objectives**
  "ON/OFF" BASIS
  - no payout if the target is not achieved
  - a 100% payout if the target level is achieved or exceeded

Long-term variable remuneration

The Shareholders' Meeting held on 24 May 2024 approved, in an ordinary session, the Long-Term Incentive Plan of Leonardo, whose changes will be submitted to the Shareholders' Meeting to be held on 26 May 2025.

While maintaining the main architectural elements of the previous Plan unchanged, the Incentive Plan has introduced a performance objective linked to growth, in alignment with the Strategic Plan, as well as a stronger pay-for-performance link through the introduction of an over-performance mechanism for all beneficiaries under the plan.

The Plan is structured into three annual awards as from 2024, each with a three-year vesting period in line with the table reported below.



For the Chief Executive Officer and General Manager and the Executives with Strategic Responsibilities the Plan provides for the free allotment of ordinary shares of the Company, the vesting of which is subject to establishing whether the performance conditions described below have been fulfilled.

For the remaining beneficiaries, the Plan provides for the allocation of the bonus in the form of ordinary shares of the Company or a combination of shares and a quota in the form of cash, depending on the category to which staff members belong, subject to the same performance conditions.

The portion of long-term variable incentive envisaged for the Chief Executive Officer and General Manager in the proposed changes to the LTI Plan is set up to an overall target amount of € 1,400,000 for each cycle of award, equal to 140% of the overall fixed remuneration. The total maximum amount in case of over-performance provides for a cap equal to 136% of the target incentive.

The maximum number of shares attributable to the Chief Executive Officer and General Manager for the 2025-2027 cycle is determined by dividing the maximum amount set by the unitary price of € 23.7863[9], per share, used for the conversion of the incentives when implementing the plan. Therefore, the maximum number of shares attributable is set at no. 79,877. As regards the maximum number of shares attributable to the Chief Executive Officer and General Manager within the scope of the entire plan (2024-2026, 2025-2027 and 2026-2028 cycles), it is estimated, at present, that the maximum number of shares may be equal to about no.

[9] Average price of ordinary Leonardo shares in the period from 1 October to 31 December 2024, in the application of the resolution passed by the Board of Directors' meeting held on 4 April 2024, which determined to take as reference price for the shares subject to the Long-Term Incentive Plan, the average price of the Leonardo share in the last quarter of the financial period prior to that in which the bonus is awarded.

230,185, if all maximum performance targets are achieved in full, on the basis of the terms and conditions already laid down and detailed in the Disclosure Document.

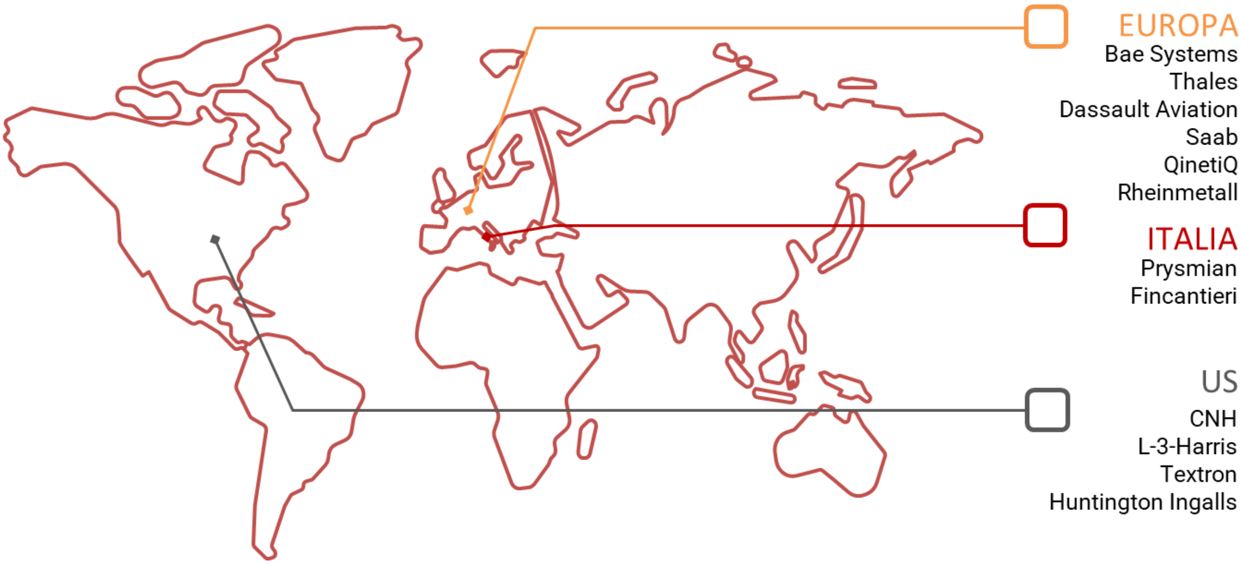
Performance conditions and incentive curve

The payment of the incentive is conditional on the achievement of targets relating to a three-year period and linked to the following performance indicators:

Objective	Weight	Reference Financial Periods	Performance Range (target / guidance)	Payout Range
Relative Total Shareholder Return	35%	2027 (Δ vs 2025)	1 2 3 4 5 6 7 8 9 10 11 12 13	140% 120% 100% 100% 75% 75% 50% 0% 0% 0% 0% 0% 0%
Returned on Invested Capital (%)	25%	2027	Maximum (17,6)	140%
			Target (16,8)	100%
			Minimum (15,1)	50%
Group Revenues (B€)	20%	2027	Maximum (62)	140%
			Target (59,2)	100%
			Minimum (56,2)	50%
Group Net Debt (M€)	10%	2027	Maximum (1.080)	140%
			Target (1.350)	100%
			Minimum (1.620)	50%
Climate Change (Scopes 1 and 2 Emission Strenght)	5%	2027	Target (14,5)	100%
			Minimum (15)	50%
Gender Diversity (% of female new hires with a STEM degree)	5%	2025-2027	Target (27%)	100%
			Minimum (26%)	50%

Interim results of Return on Invested Capital, Group Revenues and Group Net Debt indicators provide for bonuses that are calculated proportionally by using a linear incentive curve. No payments are envisaged below the minimum value.

- **Relative TSR**: Leonardo's performance will be measured in relation to a "peer group" selected on the basis of comparability analyses of the stock, including companies in the Aerospace and Defence sector at global level and industrial companies in the FTSE MIB index. The panel consists of companies in the relevant sector in Europe for three sixths, North America for two sixths, and of Italian listed companies for one sixth:



The portion of bonus earned in relation to the relative TSR performance is determined on the basis of Leonardo's positioning with respect to the peer group, as illustrated below:

		13	12	11	10	9	8	7	6	5	4	3	2	1
PERFORMANCE		13	12	11	10	9	8	7	6	5	4	3	2	1
								Median position						
PAYOUT (% VS N. OF TARGET SHARES AND/OR TARGET INCENTIVE)	OTHER BENEFICIARIES	Not achieved 0%						Min. 50%	75%		Target 100%		120%	Max. 140%

A position under the median, therefore, means the payment of a 0% bonus.

- **Return on Group Invested Capital**[9]: this profitability objective is key to Leonardo's Strategic Plan. This objective is measured on the final value at the end of the vesting period.
- **Group Revenues**: this growth objective has been included to further align management's interests with those of shareholders in relation to long-term growth. This objective is measured on the three-year cumulative value achieved during the vesting period.

- **Group Net Debt**[10]: this objective is also included in the previous Plan for which the key role is confirmed in assessing the implementation of the Strategic Plan. This objective is measured on the final value at the end of the vesting period;
- **Climate Change**: the objective is to reduce "Greenhouse Gas" emissions of Scopes 1 and 2. This target is one of Leonardo's main commitments concerning the sustainable use of energy resources and the reduction of environmental impact. The indicator is calculated with the market-based method as the ratio between location-based Scopes 1 and 2 emissions (tCO_{2e}) and revenues (M€) per year (Intensity of CO_2 emissions on revenues). The target of 14.5 at 2027 is consistent with a reduction of 3% in emissions compared to the 2026 target of 15.0, and is an important objective of the Leonardo Sustainability Plan.
- **Gender Diversity**: this objective aims to improve Gender Balance, with specific regard to the STEM (Science, Technology, Engineering and Mathematics) areas, which are at the heart of Leonardo's Strategic Plan. This objective – which is calculated as the ratio of female new hires with a STEM degree out of total new hires with a STEM degree – provides for a an average target of 27% over the three-year period, confirmed from the previous three-year period in light of the challenging number of resources with STEM capabilities to be hired during the period – ca. 6.000 – and the developments regarding gender and inclusion policies that companies can adopt in US following Executive Orders.

Vesting period and lock-up

Once the three-year vesting period has elapsed, the plan provides for a two-year lock-up period for the Chief Executive Officer and General Manager. 50% of the shares awarded will not be transferable during this period.

For more information, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at "Corporate Governance/Remuneration", as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

In accordance with the recommendations in the Corporate Governance Code, there is a provision for an allowance of up to a maximum of 24 monthly fees to be paid to the Chief Executive Officer and General Manager, working for the company under a permanent executive employment contract, by assuming fixed and short-term variable remuneration as a reference.
Non-competition agreements, where entered into, must be considered in the valuation of fees due upon termination of office and, therefore, included in the maximum limit of severance pay as envisaged. With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver, the rights will be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

[10] The value on final accounting is subject to adjustments related to unforeseeable events such as M&A transactions, and changes in accounting standards. Shareholder remuneration policies (e.g., dividend) are also sterilised in relation to net debt to remunerate the operational and organic debt optimisation.

Other benefits

For the Chief Executive Officer and General Manager both mandatory forms of insurance cover and non-cash benefits are envisaged, in compliance with the provisions of law and in line with Company's practices for Top Management (company car and accommodation for guests' use).
In the same way as with the provisions applied to all executives of Leonardo, the Chief Executive Officer and General Manager is entitled to receive benefits under supplementary healthcare schemes that are additional to or replace those envisaged by the national supplementary healthcare Funds FASI and ASSIDAI for the category.

Executives with Strategic Responsibilities

Pursuant to the "Procedure for Related Parties Transactions", which was approved by the Board of Directors on 26 November 2010 and finally updated on 30 July 2024, the concept of "Executive with Strategic Responsibilities" of Leonardo includes the members of the Board of Directors, the Regular Statutory Auditors, any persons who hold the position of General Manager and Co-General Managers of the Company and the Officer in charge of the Company's financial reporting, pursuant to art. 154-bis of the TUF, as well as the Heads of the Divisions and the Heads of Business Organizational Units[11].

In relation to the category of Executives with Strategic Responsibilities, the remuneration policy is described below only as regards the CO-General Managers, Heads of the Divisions, the Heads of Business Organizational Units and the CFO/Officer in charge of the Company's financial reporting[12].

Overall remuneration structure

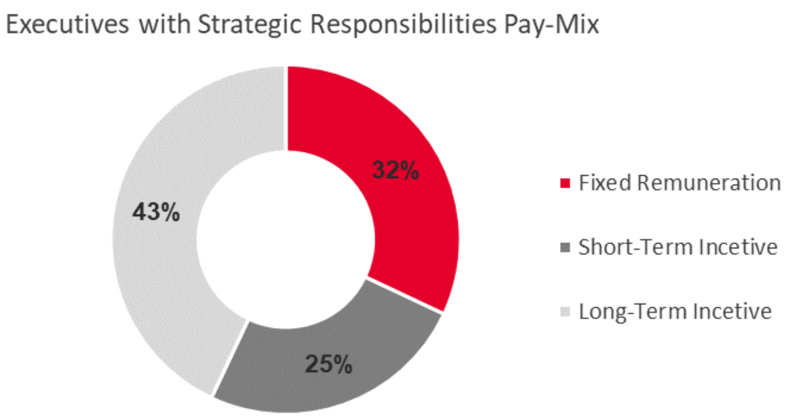
The fixed remuneration of the Executives with Strategic Responsibilities and other managerial resources is proportionate to the role and responsibilities assigned to them, also considering the market positioning with respect to comparable Italian and international companies, as well as in relation to individual benchmarks for positions with similar levels of responsibilities and managerial complexity.

Pay-mix

The pay-mix of fixed and variable remuneration components is consistent with the position assigned to the person concerned, with the weight of the variable component increasing for positions that have greater impact on the Company's results directly.

The current average pay-mix is determined as follows:

[11] They are persons endowed with specific decision-making and greater spending autonomy as a result of being qualified and vested with the responsibility as an "Employer", pursuant to and for the purposes of the regulations governing occupational health and safety, environment and significant accidents.
12 Leonardo BoD during the meeting of 17/3/2025 approved a reorganisation that overcame the role of Co-General Manager, as it was foreseen in 2024. Up to this date, the 2024 remuneration policy has been approved to the role.

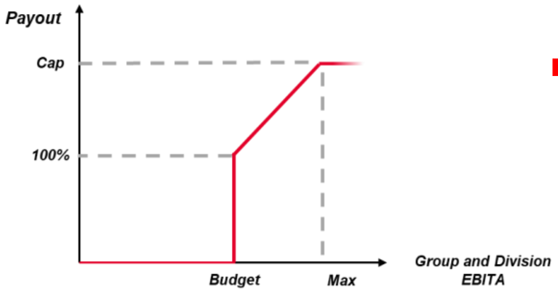


Short-term variable remuneration

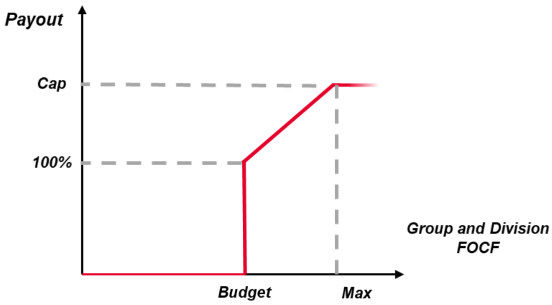
Executives with Strategic Responsibilities participate in the short-term variable remuneration plan (MBO) with a target incentive ranging from about 50% of Fixed Remuneration to about 80% of Fixed Remuneration, depending on the responsibility assigned in the organization. As further recommended by the Corporate Governance Committee, a maximum incentive cap is applied to all participants in the MBO system in an amount equal to 142% of target incentive, according to the person's responsibility in the organization.
The short-term Incentive Plan for Executives with Strategic Responsibilities is subject to the following structure of performance targets

	Type of objective	Objective	Weight	Target / Guidance	
Performance Gate	Group Economics and Financials	Group EBITA	From 20% to 25%	€ 1.660 Mln - Ca. € 1.900 Mln	If one or both of followingthresholds are not achieved: • Group EBITA: 85% of Budget • Group FOCF: 100% of Budget the bonus relating to both KPIs is set to zero
		Group Free Operating Cash Flow (FOCF)	From 20% to 25%	€ 870 Mln - Ca. € 1.000 Mln	
	Business/Function Objectives	Business objectives set according to the responsibilities assigned to each role (es. Divisional EBITA, Division FOCF)	From 40% to 50%		
	Sustainability	Inclusion of Leonardo in Dow Jones Best-in-Class Indices	5%		
		Accident frequency rate	5%		

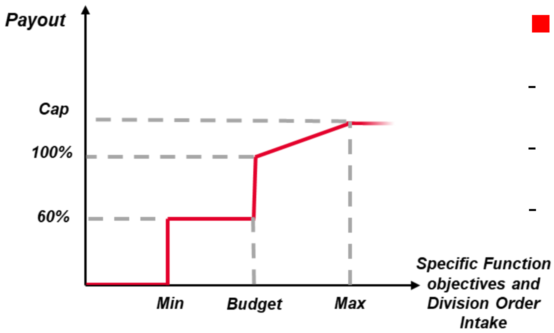
The performance targets relating to the aforesaid indicators will be established by providing for an incentive entry level and a composition of the bonus as follows:



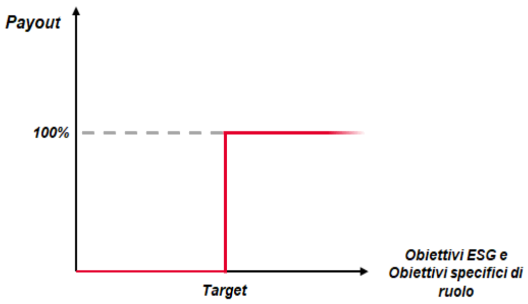
- **Group and Division EBITA**
  - no payout if the target is not achieved
  - a payout with linear incentive between the target and the maximum level of performance.
  - a maximum payout of 150% (cap) if the maximum level of performance is achieved or exceeded.



- **Group FOCF and division FOCF**
  - no payout if the target is not achieved
  - a payout with linear incentive from 100% to 150% between the target and the maximum level of performance
  - a maximum payout of 150% (cap) if the maximum level of performance is achieved or exceeded



- **Specific Function objectives and Division Order Intake:**
  - 0% payout up to the minimum amount set for the specific objective
  - 60% of payout between the minimum level and the target level set for the specific objective
  - a payout with linear incentive from 100% to 120% between the target level and the maximum level set for the specific objective
  - a maximum payout of 120% (cap) if the maximum level of performance is exceeded



- **Specific role and ESG objectives:**

ON/OFF BASIC

- no payout if the target is not achieved
- a payout of 100% if the target level is achieved or exceeded

Long-term variable remuneration

Executives with Strategic Responsibilities are beneficiaries of the Long-term Incentive Plan of Leonardo, which is also reserved for key managers, to be selected, on a priority basis, according to a criterion that considers the positions of greatest impact on the Group's business in the long term.

The maximum number of shares for awards relating to the 2025-2027_cycle is set at a maximum percentage of 136% of the target number of shares determined by assuming the price of € 23.7863 for the conversion of incentives.

The methods and mechanisms of operation of the Plan are the same as those described above for the Chief Executive Officer & General Manager.

Furthermore, for more details, reference should be made to the Disclosure Document relating to the plan that has been filed with the registered office located in Rome, at Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section that can be consulted at: "Corporate Governance/Remuneration"., as well as on the website of the authorised eMarket STORAGE device (www.emarketstorage.com).

Pay in the event of termination of office or employment

As regards termination indemnities of Executives with Strategic Responsibilities, working for the Company under a permanent employment contract for their category, the Company has been adopting for some time a policy for which, as a rule, it does not sign agreements covering in advance the pay conditions of early termination of the employment relationship, except for the termination benefits set in the National Collective Bargaining Agreement for the relevant sector (CCNL for Executives of companies providing goods and services). This agreement provides, in addition to specific rules on notice periods, for an indemnity that is set according to the length of service, up to a maximum of 24 months' total remuneration (fixed and variable remuneration).
There are still in place individual agreements entered into in the past that govern in advance the effects of the early termination of employment, in lieu of the pay schemes provided for by the relevant National Collective Bargaining Agreement, set within the maximum limits of the safeguards set out in the same Agreement.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay envisaged in the relevant National Collective Bargaining Agreement.

With regard to the rights granted under Long-Term Incentive Plans, if termination falls within the cases of Good Leaver[12], it is envisaged that the rights will be maintained on a *pro-rata temporis* basis, subject to establishing whether the performance objectives have been achieved according to the times and methods prescribed by the Plan. If termination does not fall within the cases of Good Leaver, the rights granted under the Plan will be lost.

[12] Good Leaver means any case in which the Relationship is terminated as a result of: a) death or total and permanent disability of the Beneficiary; b) termination of the Relationship by the Company for reasons other than just cause, or for any other cause that makes the termination of the Relationship justified due to the conduct of the Beneficiary; c) resignation of the Beneficiary for just cause.

Other benefits

For Executives with Strategic Responsibilities mandatory social security and insurance covers are envisaged - in compliance with applicable provisions -, as are non-cash benefits envisaged for top management positions in line with the Company's practices (among which may be provided accommodation for guests' use, company car, etc.).

In line with the provisions applicable to all executives of Leonardo, Executives with Strategic Responsibilities are eligible to participate in the supplementary pension benefits with Previndai (the national pension fund for managers of industrial companies), as well as supplementary health insurance benefits in addition to or in place of the benefits under the supplementary healthcare fund for managers of industrial companies FASI and ASSIDAI.

Other forms of discretionary, occasional and non-recurring remuneration

It is the Company's policy not to pay discretionary bonuses to Directors. In very selective extraordinary circumstances, there is the possibility of paying the Executives with Strategic Responsibilities, excluding directors and statutory auditors, by Top Management with the support of the People & Organization Organizational Unit – forms of one-off remuneration in consideration of transactions of significant strategic importance to the Group.

Malus and Claw-back

As recommended in the Corporate Governance Code and in accordance with the specific guidelines issued by the Corporate Governance Committee, for all variable incentive schemes – both short and long term – malus and claw-back clauses have been put in place whereby the Board of Directors is entitled, through the competent corporate functions, not to pay bonuses being accrued or accrued and not yet paid or to request the beneficiaries to return the bonuses they have received (in the form of cash or the value of the shares allocated to them) if the Board finds that the degree to which their performance objectives have been achieved has been determined on the basis of clearly erroneous or falsified calculations. The claw-back clause applies if the difference between the data utilised and the data rectified has led to a bonus in cash and/or in shares being granted in excess of the amount to which the beneficiaries are actually entitled to and places an obligation on the beneficiaries to return the bonuses that have been unduly paid.

Non-competition agreements

Furthermore, with regard to Executive Directors and other Executives with Strategic Responsibilities and in case of individuals with particularly significant professional skills (such that termination of their employment could represent a risk for the Company), the Company may define, on a case-by-case basis, non-competition agreements, providing for the payment of fees commensurate with the duration and scope of the obligations arising from the agreement itself.

At present no non-competition agreement has been entered into with the Chief Executive Officer and General Manager and Executives with Strategic Responsibilities.

Non-competition agreements, where entered into, are included within the limits of the treatment envisaged in the event of termination of office and, therefore, included in the maximum limit of severance pay.

Remuneration of the Head of the Group Internal Audit Organizational Unit

The Board of Directors took steps – at the proposal of the Chief Executive Officer and General Manager, in his capacity as the Director responsible for establishing and maintaining the Internal Control and Risk Management System and subject to the approval of the Control and Risks Committee, to set the remuneration payable to the Head of the Group Internal Audit Organizational Unit.

With specific regard to the variable incentive, it has been proposed in accordance with the Company's policy, while ensuring the resources allocated for the performance of related duties. The short-term variable component of remuneration (MBO) is conditional on the achievement of targets that are exclusively linked to the effectiveness and efficiency of the Group Internal Audit Organizational unit.

As regards the long-term variable component, instead of participating in incentive plans established for the Company's management, in order to ensure the sustainability of results over time, the Board of Directors has approved a cash amount replacing the bonus in shares, for the three-year period taken into account, and has set appropriate targets for the role as proposed by the People & Organization function.

Leonardo Share Ownership Plan

Leonardo recognizes the value of share ownership as an effective tool for incentivizing commitment, loyalty, and alignment of interests among shareholders, management, and all employees. The active involvement of people in the achievement of corporate purposes is one of the cornerstones of the remuneration strategy. For this purpose, a new employee share ownership plan has been designed for the Group personnel, which will cover employees in Italy, Poland, the United Kingdom, and the United States in the first year of launch.

The launch of the Plan is an important initiative aimed at enhancing the value of employees and actively involving them in the company's growth plan, since the Group's success depends on the contribution given by each individual. This plan offers a unique opportunity to align the interests of the Company, shareholders and employees, thus creating a strong and lasting link between daily work and collectively-generated value.

The proposed plan, approved by the Board of Directors' meeting held on 3 April 2025 upon proposal of the Remuneration Committee on 26 March 2025 and which will be submitted for approval to the Shareholders' Meeting on 26 May 2025, is structured into three annual cycles and will offer eligible resources the opportunity to invest in Leonardo ordinary shares on favourable terms, ensuring a uniform and consistent approach throughout the Group. Against an initial investment to purchase shares in the company, each participant will be entitled to receive a number of free shares from the company.

Participation in the plan is voluntary and willingness to enroll must be communicated during the relevant offering period.

Based on the contribution chosen by the participant, Leonardo shares will be purchased at the market price (referred to as "Purchased Shares") in the name and on behalf of the employee. The company will grant additional shares, known as "Matching Shares," free of charge to match the Purchased Shares. Furthermore, as an additional incentive and benefit related to participation in the plan, further additional shares, known as "Bonus Shares," will be awarded free of charge. This award will take place only once during the entire three-year plan.

The number of Matching Shares awarded in relation to Purchased Shares and the number of Bonus Shares may vary according to specific local requirements, including in consideration of the tax regulations of the relevant country.

In order to take advantage of the relevant tax and contribution benefits, a period of unavailability shall be applied to the Matching Shares and Bonus Shares as provided for by the tax regulations of the relevant country. In addition, the right to such shares may be contingent upon employees continuously maintaining their employment throughout the period of unavailability and not disposing of part of the Purchased Shares.

Considering that the Purchased Shares will be purchased in the market by the plan manager in the name and on behalf of the employees, and that the free shares will consist of shares derived from the purchase of treasury shares, the plan does not have any dilutive effects on capital.

For more information, please see the Disclosure Document on the plan filed at the company's registered office in Rome, Piazza Monte Grappa no. 4, on the Company's website (www.leonardo.com) in the Remuneration section, which is available at “Corporate Governance/Remuneration”, as well as on the website of the authorized storage mechanism eMarket STORAGE (www.emarketstorage.com).

Resolution Proposal – First Section

Report on remuneration policy and fees paid: binding resolution on the first section pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98 you are invited to cast your vote, with a binding resolution, on the first section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58/98, which sets out the Company's policy for the 2025 year regarding the remuneration of the members of the Board of Directors, Chief Executive Officer & 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 Board of Statutory Auditors, as well as the procedures used for the adoption and implementation of this policy.

The resolution on the first section of the Report will have binding effect, as required by Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98.

In line with the provisions of Art. 123-ter, paragraph 3-bis, the 2025 policy is submitted to your attention.

The Report on remuneration policy and fees paid, which includes the first section, is made available to the public at the registered office, on the Company's website www.leonardo.com (Section "2024 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of binding resolution on the seventh item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- *having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;*
- *having examined the first section of the "Report on remuneration policy and fees paid", approved by the Board of Directors on 3 April 2025 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99 and published by the Company in accordance with the law;*
- *having considered the binding nature of this resolution, pursuant to Art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/98,*

resolves

to approve the first section of the "Report on remuneration policy and fees paid of Leonardo S.p.a"

REPORT ON REMUNERATION POLICY AND FEES PAID
2025

Section II

First Part – Implementation of 2024 remuneration policies

Also having regard to the periodic assessment of the implementation of the remuneration policy as required by the Corporate Governance Code, the Remuneration Committee considered that the remuneration paid in 2024 was consistent with the policy adopted, and that the principles and practical application were consistent with the market benchmarks in terms of positioning and pay mix.
With reference to the 2024 financial year, the following elements constituted the remuneration paid to the members of the Governing and Supervisory Bodies, the Chief Executive Officer and General Manager, the and the Executives with Strategic Responsibilities.
In compliance with the regulatory developments brought in while implementing the second European directive on shareholder rights (Directive (EU) 2017/828, SRD II), as well as considering the vote cast by the Shareholders' Meeting on the second section of the Report, the Committee has started a revision and updating process, including with reference to the Second Section of the Report, with a view to making the content clearer and easy to read and understand.
In line with the provisions of art. 123- ter, paragraph 8-bis, of the TUF, the company appointed to carry out the statutory audit of the accounts – EY S.p.A. – has established that the directors have actually prepared the second section of the Report.

Fixed remuneration

(Table 1)

The Directors and the members of the Board of Statutory Auditors received the fixed remuneration determined by the Shareholders' Meeting. The Directors vested with specific functions also received the fixed element of their remuneration, as determined by the relevant bodies of the Company (Table 1, "Fixed Remuneration" column").
Directors who are members of Committees received the fixed remuneration determined by the Company's Board of Directors, together with the sums paid as attendance fees, on the occasion of each Committee meeting (Table 1, "Remuneration for members of Committees" column").
The Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities received the fixed element of their remuneration as set forth in their respective employment contracts taking into account the effective permanence in the position (Table 1, "Fixed Remuneration" column), including any fees due pursuant to the applicable provisions of law and contracts (public holidays, travel allowances etc.).

Non-equity variable remuneration (bonuses and other incentives)

(Table 1 and Table 3B)

Payments reported in Table 3B relate to the short-term incentive plan for 2024 – MBO Scheme - described in the 2024 Remuneration Report.

Chief Executive Officer and General Manager

The short-term variable remuneration for the role of CEO and General Manager for the 2024 financial year has been set at a gross amount of € 800,000 per year, equal to 80% of total fixed remuneration, with a cap equal to 125% of the target incentive in case of over-performance.
The targets are objectively measurable and closely related to the targets set in the Company budget plan and are subject to the achievement of an access threshold established consistently with the Group's key objectives.
Below is a summary of the final results of the 2024 MBO Plan for the Chief Executive Officer and General Manager:

Threshold gates	85% Budget EBITA - ON 100% Budget FOCF - ON	*Both thresholds have been achieved.*	Target	Actual
25% Weight	GROUP EBITA	109%	1,512 1,440	1,465
25% Weight	GROUP FOCF	115%	847 770	793
25% Weight	GROUP ORDER INTAKE	125%	20,475 19,500	20,550
7.5% Weight	Space - 2024-2028 Development Plan and 2024 milestones achievement	100%	ON/OFF	ON
7.5% Weight	2024-2028 Efficiency Boosting Plan and 2024 milestones achievement	100%	ON/OFF	ON
5% Weight	Inclusion of Leonardo in Dow Jones Sustainability Indices	100%	Inclusion of Leonardo	ON
5% Weight	Average accident frequency rate	100%	<=3	1.7

According to the percentages of achievement of the Performance Targets, the final results for the 2024 MBO Plan for the Chief Executive Officer and General Manager were equal to a 112.2% of target value, equal to € 897,609.

For other functioning mechanisms of the MBO Scheme, reference should be made to the 2024 Remuneration Report, Section I, starting from page 29.

Co-General Manager

The Co-General Manager participated in the Leonardo MBO short-term incentive system as an Executive of the Group, according to the terms and conditions laid down in the applicable corporate policy, as described in the 2024 Remuneration Report, to which reference is fully made.
The targets are objectively measurable and closely related to those set in the Company budget plan and are subject to the achievement of a performance gate established consistently with the Group's key objectives.
Below is a summary of the final results of the 2024 MBO Plan for the Co-General Manager:

Threshold gates	85% Budget EBITA - ON 100% Budget FOCF - ON	*Both thresholds have been achieved.*	Target	Actual
25% Weight	GROUP EBITA	109%	1,512 1,440	1,465
25% Weight	GROUP FOCF	115%	847 770	793
25% Weight	GROUP ORDER INTAKE	125%	20,475 19,500	20,550
15% Weight	2024-2028 Efficiency Boosting Plan and 2024 milestones achievement	100%	ON/OFF	ON
5% Weight	Inclusion of Leonardo in Dow Jones Sustainability Indices	100%	Inclusion of Leonardo	ON
5% Weight	Average accident frequency rate	100%	<=3	1.7

According to the percentages of achievement of the Performance Targets, the final results for the 2024 MBO Plan for the Co-General Manager were equal to a percentage of 112.2% of target value, i.e. € 762,968.
For other functioning mechanisms of the MBO Scheme, reference should be made to the 2024 Remuneration Report, Section I, starting from page 35.

Executives with Strategic Responsibilities

The Executives with Strategic Responsibilities participated in the Leonardo MBO short- term incentive system as senior Executives of the Group, according to the terms and conditions laid down in the applicable corporate policy, as described in the 2024 Remuneration Report, to which reference is fully made.

The amounts relating to the variable remuneration shown in Tables 1 and 3B that follow are calculated on an accruals basis and are subject to the approval of the Financial Statements by the Shareholder's Meeting.

Non-cash benefits and other fees

(Table 1)

Non-cash benefits of the Chairman refer to insurance and welfare policies, as well as to other benefits connected with the performance of duties required of his office and additional powers delegated to him.
Non-cash benefits of the Chief Executive Officer and General Manager relate to insurance and welfare policies, the allocation of a company car and the accommodation for guests' use.
Non-cash benefits for the Co-General Manager and Executives with Strategic Responsibilities include their participation in the Supplementary Pension Fund with the national Previndai Pension Fund in the sector, the Supplementary/Replacement Health Insurance (FASI), the assignment of accommodation for guests' use, a company car for business and personal use and insurance covers entered into in their favour.

Severance pay

(Table 1)

During 2024 no indemnities were paid to Executives with Strategic Responsibilities.

Stock options

(Table 2)

As at the date of this Report, the Company had no stock option plans in place.

Incentive Plans based on financial instruments other than stock options

(Table 3A)

Final calculation for the 2022-2024 cycle

INCENTIVE OBJECTIVES	WEIGHT %	FINAL RESULT	ACHIEVEMENT RATE%	PAY-OUT
- Relative total Shareholder Return Leonardo	35%	1th position	100%	100%
- Group Return on Investment	20%	13.6%	50%	50%
- Group Net Debt	25%	€mil. 1,976	100%	100%
- Climate Change – Reduction in Emissions	10%	22.6	100%	100%
- % of female new hires with STEM degree	10%	23%	100%	100%
		TOTAL BONUS	90% of Maximum Payout	

Table 3A reports the details related to the plan.

Allocation of the 2024-2026 cycle

During 2024 it was provided that the Chief Executive Officer and General Manager, the Co-General Manager and Executives with Strategic Responsibilities will participate in the Long-Term Incentive Plan for the 2024-2026 cycle.
Table 3A reports the maximum attributable number of shares and related fair value.

Specifically:

- for Mr Cingolani, for the cycle of the Long-Term Plan for the three-year period from 2024 to 2026 the incentive allocated was set at a maximum amount of € 1,000,000; therefore, the maximum number of shares attributable was set at 70,430 obtained by dividing the maximum incentive by the price of

€14.1985. This price was taken as a reference for the determination of the incentive in the implementation phase of the plan, at the proposal of the Remuneration Committee and subject to the approval by the Board of Directors, relates to the average price of Leonardo shares during the last quarter preceding the financial year in which the bonus is made (it was therefore the last quarter of 2023 for the 2024-2026 cycle);

- for the Co-General Manager, the incentive that can be allocated for the plan cycle for the three-year period from 2024 to 2026 was set at a maximum amount of € 1,618,400. Therefore, as at the date of allocation of the plan, the maximum number of shares attributable was set as 113,984, which was obtained through the calculation system described above;
- for the Executives with Strategic Responsibilities, the incentive that can be allocated for the plan cycle for the three-year period from 2024 to 2026 was set at a maximum amount of € 5,013,889. Therefore, as at the date of allocation of the plan, the maximum number of shares attributable was set at 350,156, which was obtained through the calculation system described above. The above figure includes, on a *pro-rata temporis* basis, all persons who carried out even for a single fraction of the period the function of Executive with Strategic Responsibilities during 2024.

The final calculation of the number of shares actually earned for the 2024-2026 cycle will be made at the end of the performance period in 2027, and 50% of the allocated shares, once the three-year vesting period has elapsed, will be subject to a further 2-year lock-up period during which they will not be transferable.
The fair value reported in Table 3A, corresponding to the maximum amount of the incentive that can be allocated upon full achievement of all performance targets, has been calculated on the basis of the following parameters:

- the book value referring to the TSR (adjusted fair value € 15.87);
- the book value referring to the other objectives (€ 21.6);
- the maximum number of shares that can be allocated;
- the vesting period effectively elapsed in 2024 (5/36 months, i.e. from 1 August 2024 to 31 December 2024).

***

Table 3A also reports the values relating to the 2022-2024 cycle and to the 2023-2025 cycle of the Long-Term Incentive Plans based on financial instruments, considering the vesting period effectively elapsed in 2024.
For the mechanisms of the Plans, see the 2024 Remuneration Report, Section I, page 28 and following pages.

Annual changes in fees, Leonardo’s performance and Pay- Ratio

The table below reports, for the last four financial years, the annual change of the total remuneration of each of the subjects for whom the information referred to in this section of the Report is provided by name:

		2020	2021	2022	2023	2024
Stefano Pontecorvo	Chairman	-	-	-	252	490
Cingolani Roberto	Chief Executive Officer & General Manager	-	-	-	935	1.897
Profumo Alessandro	Former Chief Executive Officer	1.340	1.660	1.660	700	
Mariani Lorenzo	Co-General Manager	-	-	-	875	1.845
Altieri Trifone	Director	-	-	-	77	141
Ghislanzoni Giancarlo	Director	-	-	-	73	129
Giorgetti Enrica	Director	-	-	-	80	130
Levy Dominique	Director	-	-	-	79	141
Macrì Francesco	Director	-	-	-	77	131
Manara Cristina	Director	-	-	-	80	152
Sala Marcello	Director	-	-	-	75	137
Stefini Silvia	Director	-	-	-	82	144
Vasco Elena	Director	-	-	-	80	130
Wood Steven Duncan	Director	-	-	-	73	129
Rossi Luca	Chairman of the Board of Statutory Auditors	-	-	-	80	82
De Mauro Anna Rita	Regular Auditor	-	-	-	70	27
Fornasiero Sara	Regular Auditor	-	-	-	71	28
Quagliata Leonardo	Regular Auditor	-	-	-	70	28
Sacrestano Amedeo	Regular Auditor	-	-	-	70	28
Fazzini Marco	Regular Auditor					44
Pusterla Giulia	Regular Auditor					42
Simonelli Paola	Regular Auditor					42
Zavaglia Alessandro	Regular Auditor					42
Employee Average Remuneration		55	51	56	56	55
Pay Ratio CEO and Employee Average		24x	32.5x	29.6x	29.1x	34.5x

Values in thousand €

The values for each financial year are influenced by the different levels of achievement of variable incentives

About LTI plan, the fair value of the vested plan has been considered

Pay Ratio of the Chief Executive Officer: the ratio of total remuneration of the Chief Executive Officer (fixed + short-term variable + long term variable remuneration accrued in this section II) to the average remuneration of employees in 2024 was equal to 34.5x.

At the end of 2024, the Chief Executive Officer and General Manager held no shares of the Company.

Below is the annual change in the Company’s results over the last four financial years:

	2020	2021	2022	2023	2024
REVENUES (BN)	€ 13.4	€ 14.1	€ 14.7	€ 15.3	€ 17.8
Delta y/y	(-2.7%)	(+5.4%)	(+4.3%)	(+3.9%)	(+16.2%)
ORDER BACKLOG (BN)	€ 35.5	€ 35.5	€ 37.5	€ 39.5	€ 44.2
Delta y/y	(-2.7%)	(+0.1%)	(+5.6%)	(+5.4%)	(+11.8%)
NEW ORDERS (BN)	€ 13.8	€ 14.3	€ 17.3	€ 17.9	€ 20.9
Delta y/y	(-2.5%)	(+4%)	(+21%)	(+3.8%)	(+16.8%)
NUMBER OF EMPLOYEES	49,882	50,413	51,392	53,566	60,468
Delta y/y	(+0.7%)	(+1.1%)	(+1.9%)	(+4.2%)	(+12.9%)

Resolution Proposal – Second Section

Report on remuneration policy and fees paid: non-binding resolution on the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.

Dear Shareholders,

pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98 you are invited to cast your vote, with a non-binding resolution, on the second section of the Report on remuneration policy and fees paid pursuant to Art. 123-ter, paragraph 4, of Legislative Decree No. 58/98 that:

a) contains the representation of each of the items comprising remuneration of the Members of the Board of Directors and of the Board of Statutory Auditors, of the General Manager, the Co-General Manager and of the other Executives with Strategic Responsibilities;

b) analytically illustrates the fees paid to the subjects listed above in 2024 for any title and in any form by the Company and by its subsidiaries or associates.

The resolution on the second section of the Report will have non-binding effect as required by Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98.

The Report on remuneration policy and fees paid, which includes the second section, is made available to the public at the registered office, on the Company's website www.leonardo.com (Section "2024 Shareholders' Meeting") and on the website of the authorized storage mechanism eMarket Storage (www.emarketstorage.com) in accordance with the law.

In view of the foregoing, we submit for your approval the following proposal of non-binding resolution on the eighth item on the agenda:

"The Ordinary Shareholders' Meeting of Leonardo - Società per azioni:

- *having regard to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99;*
- *having examined the second section of the "Report on remuneration policy and fees paid" approved by the Board of Directors on 3 April 2025 pursuant to Art. 123-ter of Legislative Decree No. 58/98 and Art. 84-quater of Consob Regulation No. 11971/99" and published by the Company in accordance with the law;*
- *having considered the non-binding nature of this resolution, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree No. 58/98,*

resolves

in favour of the second section of the "Report on remuneration policy and fees paid of Leonardo S.p.a.".

Second part – Remuneration paid in the Financial Year 2024

Part two of Section II provides an analytical summary of all the amounts relating to the 2024 financial year, regardless of their nature or form, in favour of those persons who held, during said year, even for a fraction of the period, the position of member of the Governing or Supervisory bodies, Co-General Manager or Executives with Strategic Responsibilities.
This quantitative information is provided below and reported in table form in accordance with art. 123-ter of Legislative Decree no. 58 of February 1998 (Consolidated Law on Financial Intermediation - TUF) and the CONSOB tables referred to in Annex 3A attached to the Issuers' Regulation, Schedule 7-bis.

on behalf of the Board of Directors
The Chairman
Stefano Pontecorvo

TABLE 1. REMUNERATION PAID TO MEMBERS OF THE GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES *(Amounts in thousands of euro)*

LAST AND FIRST NAME(S)	POSITION HELD IN THE FINANCIAL YEAR 2023	TERM OF OFFICE	EXPIRY OF THE TERM OF OFFICE	FIXED REMUNERATION	REMUNERATION FOR THE PARTICIPATION IN COMMITTEES	NON-EQUITY VARIABLE REMUNERATION		NON-CASH BENEFITS	OTHER FEES	FAIR VALUE OF EQUITY PAYMENTS	TOTAL	PAY-MIX BETWEEN FIXED AND VARIABLE REMUNERATION	TERMINATION OR SEVERANCE INDEMNITY
						BONUSES AND OTHER INCENTIVES	PROFIT SHARING						
Pontecorvo Stefano	Chairman	from 01/01/2024 to 31/12/2024	FY 2024	90 (i) 400 (iv)				21			511		
Cingolani Roberto	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)							2,372	Fixed: 43% Variable 57%	
	Chief Executive Officer and General Manager			920 (v)		897		30		445			
Mariani Lorenzo	Co-General Manager	from 01/01/2024 to 31/12/2024	FY 2024	850 (v)		763		34		915	2,562	Fixed: 35% Variable 65%	
Altieri Trifone	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	61 (1)				0		141		
Ghislanzoni Giancarlo	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	49 (2)				3		132		
Giorgetti Enrica	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	50 (3)				0		130		
Levy Dominique	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	61 (4)				0		141		
Macrì Francesco	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	51 (5)				0		131		
Manara Cristina	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	72 (6)				0		152		
Sala Marcello	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	57 (7)				0		137		
Stefini Silvia	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	64 (8)				0		144		
Vasco Elena	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	50 (9)				0		130		
Wood Steven Duncan	Director	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	49 (10)				0		129		
Rossi Luca	Chairman of the Board of Statutory Auditors	from 01/01/2024 to 31/12/2024	FY 2024	80 (i)	0				3		83		
De Mauro Anna Rita	Regular Auditor	from 01/01/2024 to 24/05/2024	FY 2024	28 (i)	0				0		28		
Fornasiero Sara	Regular Auditor	from 01/01/2024 to 24/05/2024	FY 2024	28 (i)	0				1		29		
Quagliata Leonardo	Regular Auditor	from 01/01/2024 to 24/05/2024	FY 2024	28 (i)	0				0.1		28		
Sacrestano Amedeo	Regular Auditor	from 01/01/2024 to 24/05/2024	FY 2024	28 (i)	0				0.4		28		
Fazzini Marco	Regular Auditor	from 24/05/2024 to 31/12/2024	FY 2024	42	0				2		44		
Pusterla Giulia	Regular Auditor	from 24/05/2024 to 31/12/2024	FY 2024	42	0				0.2		42		
Simonelli Paola	Regular Auditor	from 24/05/2024 to 31/12/2024	FY 2024	42	0				0.1		42		
Zavaglia Alessandro	Regular Auditor	from 24/05/2024 to 31/12/2024	FY 2024	42	0				0		42		
Executives with Strategic Responsibilities			FY 2024	3,171 (v)		2,254		312		3,410	9,147	Fixed: 38% Variable: 62%	
(I) Remuneration in the Company drawing up the financial statements				6,671	564	3,914	0	397	10	4,770	16,326	0	
(II) Remuneration from subsidiaries and affiliates				0	0	0	0	0 0		0	0	0	
(III) Total				6,671	564	3,914	0	397	10	4,770	16,326	0	

Remuneration details: (i) relevant remuneration approved by the shareholders' meeting; (ii) attendance fees; (iii) lump-sum reimbursements of expenses; (iv) remuneration received for the performance of specific duties, pursuant to art. 2389, paragraph 3, of the Italian Civil Code; (v) fixed salaries as an employee.

(#) the proportion is calculated by taking as reference for the fixed part, the values relating to fixed remuneration and non-cash benefits, while for the variable part the bonus and other incentives, and the fair value of equity remuneration.

(1) Control and Risks Committee: 38.5k Remuneration Committee: 22.5k

(2) Sustainability and Innovation Committee: 26.5k Remuneration Committee: 22.5k

(3) Nomination and Governance Committee: 22.5k Remuneration Committee: 27.5k

(4) Control and Risks Committee: 38.5k Nomination and Governance Committee 22.5k

(5) Sustainability and Innovation Committee: 28.5k Nomination and Governance Committee: 22.5k

(6) Control and Risks Committee: 38.5k Sustainability and Innovation Committee: 33.5k

(7) Control and Risks Committee: 30.5k Sustainability and Innovation Committee: 26.5k

(8) Control and Risks Committee: 43.5k Nomination and Governance Committee: 20.5k

(9) Conrol and Risks Committee: 38.5k Nomination and Governance Committee: 22.5k

(10) Remuneration Committee: 22.5k Sustainability and Innovation Committee: 26.5k

The reported fees for the Executives with Strategic Responsibilities also include those due to person who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities. The total number of individuals, in addition to those expressed by name, who held the position of Executive with Strategic Responsibilities, in the course of 2024 amount to 10

TABLE 2. STOCK OPTIONS ALLOCATED TO MEMBERS OF THE GOVERNING BODY, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

No Stock Option plan assigned.

			FINANCIAL INSTRUMENTS ALLOCATED DURING PREVIOUS FINANCIAL YEARS THAT WERE NOT VESTED DURING THE FINANCIAL YEAR		FINANCIAL INSTRUMENTES ALLOCATED DURING THE FINANCIAL YEAR					FINANCIAL INSTRUMENTS VESTED DURING THE FINANCIAL YEAR BUT NOT ATTRIBUTED	FINANCIAL INSTRUMENTS VESTED DURING THE FINANCIAL YEAR AND ATTRIBUTABLE		FINANCIAL INSTRUMENTS FOR THE YEAR
LAST AND FIRST NAME	POSITION HELD IN 2024	PLAN	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VESTING PERIOD	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	FAIR VALUE AT THE DATE OF ALLOCATION	VESTING PERIOD	DATE OF ALLOCATION	MARKET PRICE AT ALLOCATION	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	NUMBER AND TYPE OF FINANCIAL INSTRUMENTS	VALUE AT THE VESTING DATE	FAIR VALUE
Cingolani Roberto	Chief Executive Officer and General Manager	LTI 2023-2025 resolution of 19/05/2021	no. 57.417 shares [4]	01/10/2023 - 01/10/2026									€ 253.839 [5]
Cingolani Roberto	Chief Executive Officer and General Manager	LTI 2024-2026 resolution of 24/05/2024			no. 70.470 shares [2]	€ 1.380.041	31/07/2024 - 31/07/2027	31/07/2024	€ 14,1985				
Profumo Alessandro	former Chief Executive Officer	LTI 2022-2024 resolution of 19/05/2021									no. 34.888 shares [1]		€ 285.642 [3]
Profumo Alessandro	former Chief Executive Officer	LTI 2023-2025 resolution of 19/05/2021	no. 6.965 shares [8]	01/10/2023 - 01/10/2026									€ 30.446 [5]
Mariani Lorenzo	Co-General Manager	LTI 2022-2024 resolution of 19/05/2021									no. 77.107 shares [1]		€210.439 [3]
Mariani Lorenzo	Co-General Manager	LTI 2023-2025 resolution of 19/05/2021	no. 103.601 shares [10]	01/10/2023 - 01/10/2026									€ 452.877 [9]
Mariani Lorenzo	Co-General Manager	LTI 2024-2026 resolution of 24/05/2024			n° 113.984 shares [7]	€ 2.233.466	31/07/2024 - 31/07/2027	31/07/2024	€ 14,1985				€ 310.204
Cioffi Lucio Valerio	former General Manager	LTI 2022-2024 resolution of 19/05/2021									no. 51.364 shares [1]		€ 140.181 [3]
Executives with Strategic Responsibilities (*)		LTI 2022-2024 resolution of 19/05/2021									n° 373.058 shares [1]		€ 1.041.807 [3]
Executives with Strategic Responsibilities (*)		LTI 2023-2025 resolution of 19/05/2021	no. 347.492 shares [6]	01/10/2023 - 01/10/2026									€ 1.519.002 [9]
Executives with Strategic Responsibilities (*)		LTI 2024-2026 resolution of 24/05/2024			no. 350.158 shares [11]	€ 6.861.168	31/07/2024 - 31/07/2027	31/07/2024	€ 14,1985				€ 959.068

(*) The reported number of shares also includes those persons who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities.

(1) The table reports the final number of shares calculated (equal to 90% of allocated shares) related to 2022-2024 LTI Plan.

(2) The table reports the maximum number of shares attributable to the Chief Executive Officer and General Manager under the 2024-2026 LTI Plan, upon full achievement of all performance targets. The final calculation will be made in 2027 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(3) The fair value relating to 2022-2024 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value €6.4), the relevant book value for the other performance targets is (€9.15). The number of shares that can be allocated, the vesting period effectively elapsed in 2024 (12/36 months, from 01.01.2024 to 31.12.2024).

(4) The table reports the maximum number of shares attributable to the Chief Executive Officer and General Manager under the 2023-2025 LTI Plan upon full achievement of all performance targets. The final calculation will be made in 2026 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(5) The fair value relating to 2023-2025 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value €12,1), the relevant book value for the other performance targets is (€13,66). The number of shares that can be allocated, the vesting period effectively elapsed in 2024 (12/36 months, from 01.10.2024 to 31.12.2024).

(6) The table reports the maximum number of shares attributable to the Executives with Strategic Responsibilities under the 2023-2025 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for their stay in the company. The final calculation will be made in 2026 at the end of the performance period.

(7) The table reports the maximum number of shares attributable to the Co-General Manager under the 2024-2026 LTI Plan, upon full achievement of all performance targets. The final calculation will be made in 2027 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(8) The table reports the maximum number of shares attributable to the former Chief Executive Officer under the 2023-2025 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2026 at the end of the performance period.

(9) The fair value relating to 2023-2025 LTI Plan, corresponding to the incentive calculated in relation to the maximum attributable in the event that all performance conditions are satisfied in full, has been calculated on the basis of the following parameters: the relevant book value for TSR (adjusted fair value €12.1), the relevant book value for the other performance targets is (€13.66). The number of shares that can be allocated, the vesting period effectively elapsed in 2024 (12/36 months, from 01.01.2024 to 31.12.2024).

(10) The table reports the maximum number of shares attributable to the Co-General Manager under the 2023-2025 LTI Plan, upon full achievement of all performance targets, pro-rata temporis for his stay in the company. The final calculation will be made in 2026 at the end of the performance period. 50% of allocated shares will be subject to a 2 years lock up period during which they may not be transferred.

(11) The table reports the maximum number of shares attributable to the Executives with Strategic Responsibilities under the 2024-2026 LTI Plan, upon full achievement of all performance targets. The final calculation will be made in 2027 at the end of the performance period.

TABLE 3B. CASH INCENTIVE PLANS FOR THE BENEFIT OF THE MEMBERS OF THE GOVERNING BODY, THE GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES (€th.)

A	B	(1)	(2)			(3)			(4)
			Annual bonus			Previous years' Bonuses			Other Bonuses
LAST AND FIRST NAME	POSITION HELD IN FINANCIAL YEAR 2024	PLAN	(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/ paid	Deferred	Deferral period	No longer payable	Payable/ paid	Still deferred	
ni Roberto	Chief Executive Officer and General Manager	MBO 2024	€ 897						
ıi Lorenzo	Co-General Manager	MBO 2024	€ 763						
Executives with Strategic Responsibilities (*)		MBO 2024	€ 2,254	0	0	0	0	0	

(*) The amount reported also includes those due to persons who held, during the financial year, even for a fraction of the period, the position of Executive with Strategic Responsibilities.

SHAREHOLDING OF MEMBERS OF GOVERNING AND SUPERVISORY BODIES AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Section III

SECTION III

SHAREHOLDINGS OF MEMBERS OF GOVERNING AND SUPERVISORY BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

The following table shows the shareholdings in the Company or in its subsidiaries, which are held by persons who held the position of member of the Governing and Supervisory Bodies, General Manager or Co-General Manager (stated by name) or Executive with Strategic Responsibilities (stated in aggregated form) in the course of the 2024 financial year, even if only for a fraction of the period in question, as well as by their respective spouses who are not legally separated and minor children. Except as otherwise specified, said shareholdings are deemed to be held directly and by way of property.

SURNAME AND NAME	POSITION held in FY 2024	INVESTEE COMPANY	Number of shares held at the end of FY 2023 (*)	Number of shares purchased	Number of shares sold	Number of shares held at the end of FY 2024 (**)
MARIANI Lorenzo	Co-General Manager	Leonardo S.p.a.	2,808	18,374 (°)	0	21,182 (1)
GHISLANZONI Giancarlo	Director	Leonardo S.p.a.	36,415 (2)	0	0	36,415 (2)
LEVY Dominique	Director	Leonardo S.p.a.	15,000	0	0	15,000
SALA Marcello	Director	Leonardo S.p.a.	17,170 (3)	0	0	17,170 (3)
WOOD Steven Duncan	Director	Leonardo S.p.a.	6,889	0	0	6,889
Executives with Strategic Responsibilities (***)		Leonardo S.p.a.	60,079 (4) (****)	219,416 (5)	26,343	253,152 (4)

(*) i.e. at the date of appointment, with regard to positions held for a fraction of FY 2024.

(**) i.e. at the date of expiry of the term of office, with regard to positions held for a faction of FY 2024.

(***) The data includes no. 10 positions of Executive with Strategic Responsibilities held, even if only for a fraction, during FY 2024.

(****) The difference in the number of shares held at the end of FY 2023, compared to the corresponding table in the previous Report, is due to the turnover of the various Executives with Strategic Responsibilities. The number of shares held at the end of 2023, is therefore related to the persons who held the position of Executive with Strategic Responsibilities during 2024.

(°) Shares relating to Incentive Plans.

(1) Of which no. 18,374 shares relating to Incentive Plans.

(2) Of which no. 9,000 shares held indirectly (through subsidiary/trust company).

(3) Shares held indirectly (through subsidiary/trust company).

(4) Of which no. 1,750 shares held by the spouse.

(5) Of which no. 218,785 shares relating to Incentive Plans.

Implementation status of the 2024-2026 long-term incentive plan

		LONG-TERM INCENTIVE PLAN - CYCLE 2024 - 2026 ALLOCATION FOR FY 2024						
		FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS (ALLOCATION OF SHARES)						
		SECTION 2 NEWLY-ALLOCATED INSTRUMENTS BASED ON THE BOARD'S DECISION FOR PROPOSAL TO THE SHAREHOLDERS' MEETING						
LAST AND FIRST NAME OR CATEGORY	POSITION	DATE OF SHAREHOLDERS' MEETING RESOLUTION	TYPE OF FINANCIAL INSTRUMENTS	NUMBER OF FINANCIAL INSTRUMENTS (*)	DATE OF ALLOCATION	PURCHASE PRICE (IF ANY) OF INSTRUMENTS	MARKET PRICE AT THE DATE OF ALLOCATION	VESTING PERIOD (*)
Cingolani Roberto	Chief Executive Officer and General Manager of Leonardo S.p.a.	24/05/2024	Shares of Leonardo S.p.a.	70,430			€ 14.1985	31/07/2024 - 31/07/2027
Mariani Lorenzo	Co-General Manager of Leonardo S.p.a.	24/05/2024	Shares of Leonardo S.p.a.	113,984	31/07/2024	-	€ 14.1985	31/07/2024 - 31/07/2027
Executives with Strategic Responsibilities (1)	-------	24/05/2024	Shares of Leonardo S.p.a.	350,156	31/07/2024	-	€ 14.1985	31/07/2024 - 31/07/2027
Other Executives, employees and collaborators (no. 217)	-------	24/05/2024	Shares of Leonardo S.p.a.	1,316,095	31/07/2024	-	€ 14.1985	31/07/2024 - 31/07/2027

(*) Deferment period of the bonus converted into shares subject to transfer restrictions.

(°) Maximum number of shares attributable under the 2024-2026 LTI Plan upon full achievement of all performance targets.The final calculation will be made in 2027 at the end of the performance period.

(1) The reported number of shares also includes those persons who held, during the financial year, even for a fraction of the period, the position of Executives with Strategic Responsibilities.

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