



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

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

A Shareholders' Meeting is called in Ordinary session on 2 and 16 May 2017, in first and second call respectively and in Extraordinary session on 2, 3 and 16 May 2017, in first, second and third call respectively, at 10:30 a.m. in Rome at the "Accademia Nazionale dei Lincei", Via della Lungara, 230 – 00165, to discuss and resolve upon the following

### **Agenda**

#### **Ordinary Session**

1. Financial Statements at 31 December 2016 of Leonardo S.p.a., Sirio Panel S.p.A. and relevant Reports of the Board of Directors, Reports of the Board of Statutory Auditors and Independent Auditors' Reports. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2016.
2. Determination of the number of members of the Board of Directors.
3. Determination of the term of office of the Board of Directors.
4. Appointment of the members of the Board of Directors.
5. Appointment of the Chairman of the Board of Directors.
6. Determination of the remuneration of the Board of Directors.
7. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98.
8. Authorization to purchase and dispose of own shares to be put at the service of the Incentive Plans.

#### **Extraordinary Session**

1. Amendment to Article 18.3 of the Articles of Association. Integration of the voting list discipline for the appointment of the Board of Directors. Resolutions related thereto.

#### **Right to attend the Shareholders' Meeting and exercise voting rights**

Pursuant to Article 83-sexies of Legislative Decree no. 58/98 and Article 13 of the Articles of Association, the right to attend the Shareholders' Meeting and exercise voting rights is subject to receipt by the Company of a statement issued by an authorised intermediary in accordance with the regulations in force, certifying the title to voting rights based on its accounting records at the end of the accounting day of the seventh trading day prior to the date of the first call of the Shareholders' Meeting (*i.e.* 20 April 2017), the so-called "*record date*".

The notice must reach the Company by the end of the third trading day before the date set for the first call of the Shareholders' Meeting (*i.e.* by 26 April 2017). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received in the course of the Meeting.

Any credit and debit entries made to the accounts after 20 April 2017 (*record date*) are not relevant for the legitimacy of voting rights. Therefore, anyone who becomes a holder of shares after such date will not be entitled to attend and vote at the Shareholders' Meeting.

Holders of shares that have not yet been dematerialized may only exercise their right to attend the Shareholders' Meeting only if they deliver their share certificates to an authorised intermediary in time for the same to be entered in the centralized management system in dematerialized form.

#### **Additions to the items on the agenda and submission of motions**

In accordance with Article 126-*bis* of Legislative Decree no. 58/98, those Shareholders who, even jointly with others, represent at least one fortieth of the share capital may, within ten days following the publication of this notice (*i.e.* not later than 27 March 2017) request additions to the items on the agenda or submit motions additional to those already on the agenda, stating the additional items and motions in the relevant application.

No additions to the agenda may be considered for those matters in relation to which the Shareholders' Meeting can resolve, by law, only if submitted by the Directors or in relation to projects or reports prepared by said Directors, other than those specified in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98. Applications must be presented in writing by the proposing Shareholders via fax to number +390632657172 or to the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com), together with the satisfactory documentation issued by an authorised intermediary certifying the ownership of the shareholding on the date of the request.

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

Any additions to the agenda or presentation of proposals for further motions on matters already included on the agenda will be announced by the Company, in the same manner as prescribed for publication of this call notice, at least fifteen days prior to the date set for the Meeting in first call (and therefore not later than 17 April 2017). At the same time as it announces additions to the agenda or additional motions on matters already on the agenda, the Company will make available to the public, in the manner prescribed by Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/98, such additional motions on matters already on the agenda, the Shareholders' reports as well as any observations made by the Board of Directors.

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

### **Voting by proxy**

Persons who are entitled to attend the Shareholders' Meeting may be represented by written proxy in accordance with applicable law. The proxy form, which is available for download on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), section "Corporate Governance/Meeting 2017") or at the registered offices, may be used for this purpose. The proxy may be sent in advance by registered mail with return receipt to the registered offices of the Company to the attention of "Leonardo S.p.a. - Legal, Corporate Affairs and Compliance", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com). If the delegate delivers or sends a copy of the proxy to the Company, he/she must certify under his/her own responsibility that the copy is a true copy of the original proxy and the identity of the delegating party.

### **Shareholders' Representative appointed by the Company**

Pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 and Article 14.3 of the Articles of Association, the Company has designated Computershare S.p.A. as the entity to which the Shareholders may grant a proxy free of charge, with voting instructions on all or some of the motions on the agenda. The proxy to the above representative must be granted by signing the relevant form which may be downloaded from the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), section "Corporate Governance/Meeting 2017") or requested at the registered office, and should be received by Computershare S.p.A., in the manner indicated in the proxy form in the special "Instructions for filling in and transmission", not later than the end of the second trading day before the date set for the Shareholders' Meeting (*i.e.* by 27 April 2017; if the Shareholders' Meeting takes place in calls following the first, proxies may be accepted even if received by 28 April 2017, with reference to the second call of the Extraordinary Shareholders' Meeting, or by 12 May 2017 with reference to the third call of the Extraordinary Shareholders' Meeting and the second call of the Ordinary Shareholders' Meeting). Any proxy granted in this manner shall be valid only for motions for which voting instructions have been given. The proxy and voting instructions may be revoked within the same terms and in the same manner provided for their delivery.

The original proxy to the Appointed Representative must be delivered to Computershare S.p.A. in Rome at Via Monte Giberto 33 - 00138 (possibly anticipating a copy with a declaration of conformity to the original), or by fax to number +390645417450 or by certified e-mail to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it).

From 17 March 2017 the Appointed Representative will be at Shareholders' disposal for any information they may require at telephone number +390645417413 and e-mail address [infoleonardo@computershare.it](mailto:infoleonardo@computershare.it).

### **Right to ask questions before the Shareholders' Meeting**

Anyone who has voting rights may submit questions regarding the items on the agenda even before the meeting. These questions must be received by the Company not later than the third day before the date of the Shareholders' Meeting in first call (*i.e.* not later than 29 April 2017), pursuant to Article 127-*ter* of Legislative Decree no. 58/98, together with the applicant's personal data (surname and name, date and place of birth, tax code or all the information required for identification if the inquirer is an entity or a company) and certification attesting the title to the shares as of 20 April 2017 (*record date*).

Questions must be sent by registered mail with return receipt to the Company's registered offices to the attention of "Leonardo S.p.a. – Legal, Corporate Affairs and Compliance", or sent by fax to number +390632657172 or by e-mail to the certified e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com).

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

The Company will not take into consideration questions that are not strictly related to the items on the Shareholders' Meeting agenda, nor those which have already been answered as "Questions and Answers" format at the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), section "Corporate Governance/Meeting 2017").

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

### **Appointment of the Board of Directors**

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

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

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

The candidate lists, signed by the Shareholder or Shareholders submitting them, must be filed at the Company's registered offices (in accordance with the "Procedure for presentation of lists of candidates" at the end of this section) not later than twenty-five days before the date of the Shareholders' Meeting in first call (*i.e.* by 7 April 2017), together with information about the Shareholders who have submitted the list, including the percentage of share capital held by the same, and the following documentation:

- a) a statement in which the person concerned accepts the candidacy and testify, under his/her own responsibility, that no reasons of ineligibility and incompatibility exist, that he or she holds the requirements prescribed by law and by the Articles of Association (including the independence requirements defined by Article 18.3 of the Articles of Association and the honorableness requirements prescribed for Directors of listed companies by Decree of the Ministry of Justice no. 162 dated 30 March 2000, pursuant to Article 147-*quinquies* and 148 of Legislative Decree no. 58/98), and that he or she may be qualified as "independent" pursuant to Article 3 of the Corporate Governance Code for Listed Companies adopted by Leonardo; Shareholders are requested to indicate also in the list of candidates those who meet the independence requirements prescribed by the Articles of Association and the Corporate Governance Code;
- b) a "curriculum vitae" containing detailed information on the personal and professional characteristics of the candidates; Shareholders are also requested to indicate for each candidate if the same holds the position of Director or Statutory Auditor in other companies listed on regulated markets (even abroad), in financial companies, banks, insurance companies or companies considerably large size;
- c) a declaration by Shareholders other than those who even jointly hold a controlling or relative majority interest, testifying the absence of any direct or indirect relationship with the latter pursuant to the provisions of Article 147-*ter*, paragraph 3, of Legislative Decree no. 58/98, and Article 144-*quinquies*

of the Consob Resolution no. 11971/99; with reference to the contents of this statement, Shareholders are reminded the recommendations set out in Consob Communication no. DEM/9017893 of 26 February 2009.

The minimum shareholding required to submit lists of candidates is determined by taking into account the shares which are registered in name of any shareholder on the day on which the lists are filed with the Company. Shareholders must file at the Company's registered office the document certifying the ownership of the number of shares represented, in the manner required for the submission of lists, even after filing of the list of candidates, provided this is done within the deadline for publication of the lists by the Company (*i.e.* not later than 11 April 2017).

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

Pursuant to the recommendations of the Nominations, Governance and Sustainability Committee and taking into account the results of the Board self assessment, the Board of Directors has issued advice for the Shareholders on the size and composition of the Board of Directors that is to be appointed, contained in the document "Guidelines of Leonardo's Board of Directors to the Shareholders on the size and composition of the new Board of Directors" which is attached to the Explanatory Reports pursuant to Article 125-ter of Legislative Decree no. 58/98 on the relevant items on the agenda of the Ordinary Shareholders' Meeting.

With reference to the method of appointment of Directors elected through list voting, please refer to Article 18.3 of the Articles of Association, which, in brief, provides the following:

- each person entitled to vote in the Shareholders' Meeting may vote for only one list;
- two-thirds of the Directors to be appointed (rounded down to the lower whole number where necessary, in case of a fractional number) shall be taken from the list that obtained the majority of votes cast by the Shareholders, in the order in which they are listed;
- the remaining Directors shall be taken from the other lists in the manner prescribed by Article 18.3 b);
- if, following the above procedure, at least two independent Directors as required by the Articles of Association are not elected, the proportion of votes for each candidate will be calculated according to the method described in Article 18.3 b); consequently, the candidates elected will be those who have not yet been taken from the lists as provided by Article 18.3 subparagraphs a) and b) who satisfy the independence requirements and have obtained the highest proportions of votes, in the number needed to ensure compliance with the Articles of Association, replacing the non-independent Directors who have received the lowest proportion of votes. If the number of candidates does not make possible to comply with the requirement for at least two independent Directors, the Shareholders' Meeting will pass resolution, with the majorities provided by law, to replace the candidates who do not meet the independence requirements and have received the lowest number of votes;
- if application of the procedure referred to in subparagraphs a) and b) does not allow compliance with regulations in force regarding gender balance, the number of votes to allocate to each candidate taken from the lists shall be calculated by dividing the number of votes obtained from each list by the list order number of each of these candidates; the candidate of the gender most represented with the lowest number of votes of the candidates taken from all the lists shall be replaced, without prejudice to the minimum number of independent Directors, by the candidate of the less represented gender who is listed (with the next highest list number) in the same list of the replaced candidate, or, failing this, by a person appointed with the majorities provided by law. If candidates from different lists have obtained the same number of votes, the candidate of the list from which the highest number of Directors was taken will be replaced or, in the alternative, the candidate from the list that received the lowest number of votes or, in the event of a tie, the candidate who obtained less votes from the Shareholders' Meeting in a specific vote.

For the appointment of Directors who for any reason are not elected using the above procedure, as provided by Article 18.4 of the Articles of Association, the Shareholders' Meeting will pass resolution based on the majorities provided by law, in any case ensuring compliance with the above criteria.

#### Procedure for presentation of lists of candidates

The lists of candidates, duly signed by the Shareholders who submit them and accompanied by the documents listed above, must be delivered by hand to the Company's registered office in Rome, Piazza

Monte Grappa 4, or sent by certified e-mail to [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com), not later than the above deadline of 7 April 2017.

Shareholders who wish to submit a list of candidates are requested to previously contact the "Leonardo S.p.a. - Legal, Corporate Affairs and Compliance" Unit at the e-mail address [assemblea@pec.leonardocompany.com](mailto:assemblea@pec.leonardocompany.com) or by phone +390632473529 in order to define all the operational details.

The lists of candidates properly submitted, together with the above mentioned information and documentation, will be made available to the public at the registered office, Borsa Italiana S.p.A. and on the Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), "Meeting 2017" area) within twenty-one days before the date of the first call (i.e. not later than 11 April 2017).

Lists submitted without complying with the provisions of this Notice of call will be deemed as not submitted.

### **Remuneration Report**

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

### **Information about share capital**

As of the date of this Notice of call, the share capital of Leonardo is equal to € 2.543.861.738,00, and is represented by 578.150.395 shares consisting solely of ordinary shares having a nominal value of € 4.40 each.

### **Documentation**

The documents pertaining to the Shareholders' Meeting (also with reference to the provisions of Article 125-*quater* of Legislative Decree no. 58/98), including the Explanatory Reports pursuant to Article 125-*ter* of Legislative Decree 58/98 on the Agenda items, are made available to the public - within the terms provided by the existing provisions of law - at the Company's registered office, at Borsa Italiana S.p.A., on the Company's website [www.leonardocompany.com](http://www.leonardocompany.com), in the section "Corporate Governance/Meeting 2017", as well as on the website of the authorized storage mechanism NIS-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

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

For any further information regarding the Shareholders' Meeting and, in particular, the means of exercising related rights, Shareholders may consult Company's website ([www.leonardocompany.com](http://www.leonardocompany.com), section "Corporate Governance/Meeting 2017") or contact +390645417401 (Computershare S.p.A.).

An extract of this Notice of call, which is published in full on the Company's website [www.leonardocompany.com](http://www.leonardocompany.com) in the section "Corporate Governance/Meeting 2017", is also published in the newspapers "Il Sole 24 Ore" and "MF" on 17 March 2017.

Rome, 17 March 2017

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