

Leonardo: Shareholders' Meeting, Remuneration Report and Long-Term Incentive Plan

Rome, 27 March 2018 - The Board of Directors of Leonardo, convened today under the chairmanship of Gianni De Gennaro, has resolved as follows:

Shareholders' Meeting and Remuneration Report

The Shareholders' Meeting, which will be convened in Ordinary session on 10 and 15 May 2018 (in first and second call respectively), will be called to deliberate

- on approval of the Financial Statements as at 31 December 2017
- on the renewal of the Board of Statutory Auditors for the three-year period 2018-2020
- on the integration of the fees for the independent auditing company KPMG S.p.A., upon well-grounded proposal of the Board of Statutory Auditors

The Shareholders' Meeting will also be called to express its opinion, with a non-binding resolution, on the first section of the Remuneration Report drawn up pursuant to Article 123-ter of the TUF, approved today by the Board.

Long-Term Incentive Plan

The Board of Directors also deliberated to submit to the Shareholders' Meeting, pursuant to Article 114-bis of Legislative Decree No. 58/98, the proposal of approval of a Long-Term Incentive Plan for the management of the Leonardo Group. The Plan, which confirms the intent of the Company to continue to use a management incentive tool to achieve the medium and long-term objectives defined in the Group's Industrial Plan, as well as the intent to ensure a better alignment of the management's remuneration with the value creation for shareholders, is aimed at a population of key managers identified as a priority according to a criterion that selects the positions of greatest impact on the Group's business. The incentive is based on a mix of both cash and Leonardo ordinary shares, in different proportions between shares and money depending on the managerial levels involved. The system is structured on recurring three-year cycles, starting from each financial year 2018, 2019 and 2020; the achievement of the objectives linked to the incentive will be verified at the end of each three-year period.

For a detailed description of the Plan, please refer to the contents of the Information Document, prepared pursuant to art. 114-bis of the TUF and art. 84-bis of the Issuers Regulation, which will be published within the terms of law.

The notice of call, as well as the documentation concerning the items on the agenda of the Shareholders' Meeting being convened, will be available to the public within the terms within the terms and with the modalities of law.

Leonardo is among the top ten global players in Aerospace, Defence and Security and Italy's main industrial company. As a single entity from January 2016, organised into seven business divisions (Helicopters; Aircraft; Aero-structures; Airborne & Space Systems; Land & Naval Defence Electronics; Defence Systems; Security & Information Systems), Leonardo operates in the most competitive international markets by leveraging its areas of technology and product leadership. Listed on the Milan Stock Exchange (LDO), in 2016 Leonardo recorded consolidated revenues of 12 billion Euros and has a significant industrial presence in Italy, the UK, the U.S. and Poland.