Rules of procedure of the Nomination and Governance Committee

Disclaimer
These Rules of procedure of the Nomination and Governance Committee have been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of these Rules of procedure and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.

LEONARDO

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Article 1

Establishment – Chairmanship

1. The Nomination and Governance Committee (the "Committee") is established by resolution of the Board of Directors of Leonardo S.p.A.
2. The Committee consists of at least three Directors appointed by the Board of Directors at the time of nomination by means of a majority vote, the majority of whom shall be independent.
3. At its first meeting, the Committee elects its Chairman, if the latter has not already been appointed by the Board of Directors.
4. The meetings of the Committee shall be attended by the Chairman of the Board of Statutory Auditors, or any other Statutory Auditor appointed by said Chairman; may also participate the Chairman of the Board of Directors, the Chief Executive Officer, as well as the other members of the Board of Statutory Auditors. Furthermore, by invitation of the Committee, through its Chairman, on the basis of the specific items to be discussed, may attend the meeting other persons, including other members of the Board of Directors, employees of the Company or of Group Companies.
5. Should a member of the Committee leave office for whatever reason, the Board of Directors shall appoint a new member in accordance with the provisions of the previous subparagraphs.
6. The term of office of the Committee shall coincide with that of the Board of Directors, and prior termination of the Board's term of office shall automatically determine termination of the Committee.

Article 2

Meetings and Resolutions

1. The Committee shall meet on a regular basis, to carry out its functions and duties as set forth in Article 3 below.

   The Committee may meet anywhere, including abroad, and it shall avail itself of the services of a Secretary who shall be appointed during the Committee's first meeting.
2. The Committee's meetings shall be convened by the Chairman, or by the Secretary when appointed to do so by the Chairman, or when a written request to hold such meeting is submitted by at least two members, with at least three days' notice and in a manner that guarantees the confidentiality and timeliness of the meeting and makes it possible to verify receipt of the notice. In urgent cases, the Committee may be convened with one day's notice. The notice of the meeting indicates the location, date and time thereof, together with the items on the agenda to be discussed and resolved upon. The meeting of the Committee convened without the above-mentioned procedures will in any case be valid if all the members are present or the majority of the members are present and the absent members are informed of the meeting.

3. The Board of Directors' Secretary's Office shall assist the Chairman and members of the Committee in organizing and conducting the Committee's meetings.
4. The Committee's meetings may be held via videoconferencing or eventually via teleconferencing, provided that all those attending can be identified, and are permitted to follow, and intervene in, discussion of the questions dealt with, and to view documents in real time.
5. The Committee's meetings shall be chaired by the Chairman, or if such is absent or prevented from attending, by the oldest member of the Committee.
6. In order for a meeting to be valid, the majority of Committee members must be present.
7. The resolutions of the meeting shall be passed by the majority vote of those present; in the event of a tied vote, the Chairman shall have the casting vote.
8. The meetings and Committee's resolutions shall be recorded in the minutes, which shall be signed by the Chairman of the meeting and by the Secretary and the Chairman of the Committee shall inform the Board of Directors thereof during the first available meeting. The Committee shall also provide the Board of Directors, at least once a year, a report with regard to those activities carried out.

Article 3

Functions and Duties

The Nomination and Governance Committee, in assisting and supporting the Board of Directors, performs the functions and duties set out below:

- it prepares the evaluation process about the functioning of the Board and its Committees (board evaluation), by making proposals to the Board of Directors with respect to the engagement of a firm professionally focused in such field, identifying topics intended to be the subject-matter of the evaluation and defining methods and timing of the proceedings;
- it expresses opinions to the Board of Directors on the number of board members and the optimal composition of the board and of its Committees, and makes recommendations on the managerial and professional profiles whose presence on the board is deemed appropriate;
- it makes recommendations to the Board of Directors based on the respective orientation on the maximum number of positions as director or auditor that may be held by any individual which are compatible with the effective performance of the duties of a Director of the Company;
- it proposes to the Board of Directors candidates for the office of Director in case of the director's co-optation;
- it carries out, at the request of the Board of Directors, preliminary activities for the purposes of the

possible submission of a slate by the outgoing Board of Directors, in compliance with the legislative provisions and the Articles of Association and in line with the provisions of the Corporate Governance Code;

- it carries out, at the request of the Board of Directors: preliminary activities for the purposes of the development by the Board itself of a succession plan for the executive Directors, by identifying specifically the procedures to be followed in the event of an early termination of office; preliminary activities in order to keep updated the procedures aimed at facing any possible crisis management situation;
- it supports the Board of Directors in the activities of:

  - adoption and updating of the Policy for managing dialogue with the generality of shareholders and other stakeholders, thus monitoring the reference benchmarks;

  - preventive analysis of the information, provided for by this Policy, on the development and the significant contents of the dialogue that has taken place;
- it monitors the evolution of legal provisions and of national and international best practices on corporate governance, updating the Board of Directors in case of significant changes;
- it verifies the compliance of the corporate governance system adopted by the Company and the Group with the provisions of law, the recommendations of the Corporate Governance Code, and the national and international best practices;
- it submits to the Board of Directors proposals for the review of the corporate governance system, if deemed necessary or appropriate;
- it examines in advance the Report on corporate governance and ownership structures to be published together with the annual financial statements;
- it analyses, with reference to the issues of the relevance competence, the matters that are relevant to Leonardo for the long-term value generation.

Article 4

Powers

In performing its functions, the Committee is entitled to access the information it requires to perform its duties, and to avail itself of the assistance of company departments, or of external consultants at the Company's expense, provided that such are suitably bound to due confidentiality, and do not find themselves in any situation that could compromise their independent judgement.

The Company shall provide the Committee with the funding it requires to carry out its duties.

Article 5

Ethical Conduct

The members of the Committee are bound to perform their functions in a professional, transparent, independent manner, and their conduct must be in keeping with the Company's ethical principles. To this end, said members must refrain from any actions or forms of conduct that contravene such requirements.

Article 6

Final provisions

The Committee may submit to the Board of Directors, in the light of applicative practice, any proposals for amendments of these Rules pertaining to the performance of the same Committee.



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