Rules of procedure of the Remuneration Committee

Disclaimer
These Rules of procedure of the Remuneration 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 Remuneration Committee (the "Committee") is established by resolution of the Board of Directors of Leonardo S.p.A.

2. The Committee is composed of at least three Directors, as established by the Board of Directors at the time of the Committee's appointment; the Committee is made up of non-executive directors, the majority of whom are independent. At least one member of the Committee shall possess suitable knowledge and experience in the field of finance or remuneration policy, said experience and knowledge shall be assessed by the Board of Directors at the time of the Committee's appointment.

3. During its first meeting, the Committee shall appoint a Chairman, unless such person has already been appointed by the Board of Directors. The Chairman shall be chosen from among such independent Directors.

4. The meetings of the Committee shall be attended by the Head of Chief People, Organization and Transformation Officer unit of the Company and 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. No director takes part in the meetings of the Committee in which proposals relating to his/her remuneration are made.

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 Remuneration Committee, in its duties of assisting and supporting the Board of Directors, shall perform the following functions and duties:

– it formulates its opinion to the Board of Directors regarding identification of the Company policy on the remuneration of directors and Top Management[1], in accordance with the laws in force and with the Code of Corporate Governance;

[1] Top management means "senior managers who are not members of the Board of Directors and have the power and responsibility for planning, directing and controlling the activities of the company and the group it heads".

- it proposes to the Board of Directors for the respective resolutions and in implementation of the Board's remuneration policy:
  - the remuneration and the contractual conditions of delegated Directors and of other Directors with particular functions (after consultation with the Board of Statutory Auditors if so required by Article 2389 of the Italian Civil Code);
  - the performance targets associated with the variable part of the remuneration of delegated Directors and of other Directors with particular functions, monitoring implementation of the decisions taken and verifying, in particular, the actual achievement of said performance targets;
- it assists the Company in defining the best policies for management of the Group's managerial resources, and of the managerial development plans and systems regarding the Group's key resources;
- it monitors the adoption and specific implementation of measures to promote equal treatment and opportunities among genders in the corporate organization;
- it evaluates the management's proposals and formulates its opinion on the remuneration plans based on the assignment of Company shares or share options to the Directors and executive managers of the Company and of the Group's companies to be submitted to the evaluation of the Board of Directors and to the following approval of the Shareholders' Meeting in accordance with the laws in force, and with the relevant implementing Regulations;
- it regularly evaluates the adequacy, overall consistency and actual implementation of policy on the remuneration of Directors and Top Management;
- it examines in advance the Report on the remuneration policy and compensations paid;
- it analyses, with reference to the issues of the relevant 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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