ANTI-CORRUPTION CODE
Leonardo Group

Approved by Leonardo Board of Directors on December 12, 2024
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The English text is a translation from Italian. In case of any conflict or discrepancies between the two texts the Italian version shall prevail.

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Introduction

Leonardo S.p.a., in carrying out its business activities, is committed to fight against corruption and to prevent the risk of illegal practices at all work levels and in any geographical area, by disseminating and promoting ethical values and principles, as well as by the implementation of rules of conduct and effective control processes, in line with the requirements set forth by applicable laws and international best practices. In this context, during the meeting on 21 April 2015, the Board of Directors approved the Anti-Corruption Code, revised on 26 September 2019, on 7 April 2022 and on 12 December 2024, in order to strengthen the controls incorporated to fight and prevent corruptive practices.

Moreover, Leonardo S.p.a. decided to enhance its anti-corruption system by structuring it as requested by the international standard ISO 37001:2016 "Anti-bribery Management Systems", published on 15 October 2016 by the International Organization for Standardization; the Certification - first obtained in 2018 - has a validity of three years and is verified annually by the Certifying Body through a dedicated surveillance program.

All the recipients and everyone who works in the name and on behalf of Leonardo or for its benefit is therefore committed, without distinction or exception, to observe and enforce these principles within his own function and responsibilities. Such commitment requires that all the parties involved in any business dealing with Leonardo have to act, in all their transactions with the Company, in accordance with rules and methods inspired by the same values.



1. Scope

The Leonardo Group is a multinational organization that operates in many Countries all over the world in the Aerospace, Defense and Security sector. In view of its size and global operations, the Leonardo Group has developed specific compliance controls in order to prevent the risk of misconduct in activities that are most vulnerable to corruption in dealings with the public authorities and private entities.

The Anti-corruption Code levels out and integrates the Group's existing rules for preventing and fighting against corruption and is an integrated and consistent system of principles of integrity and transparency whose purpose is to prevent and fight against the risks of illegal practices in the conduct of its business and corporate activities.

2. Adoption and implementation

The Anti-Corruption Code is applicable, with immediate effect, to all the recipients indicated hereunder.

The Boards of Directors (or administrative bodies) of Group Companies directly controlled by Leonardo adopt the Anti-Corruption Code at the first possible meeting and ensure that the boards of the respective subsidiaries promptly adopt the same.

Leonardo and the Group Companies[1] will exert their best efforts to ensure that Companies in which they hold a non-controlling interest (including joint ventures), adopt the principles of the Anti-Corruption Code.

Leonardo, in its capacity as Parent Company, recommends the adoption, implementation and constant updating of the Compliance Program by the foreign subsidiaries, in line with their organizational structure, size and operating processes. In particular, foreign subsidiaries, without prejudice to the observance of local regulations, must guarantee the implementation of specific control, organizational and ethical measures, in line with the provisions of applicable international standards/relevant best practices.

Moreover, Leonardo and the Group Companies are involved in the Anti-Corruption Risk Assessment (ACRA) activities, which provide for the identification, assessment and possible

[1] The companies directly or indirectly controlled by Leonardo S.p.a. pursuant to section 2359 of the Italian Civil Code.

treatment of identified corruption risks areas. The results of these activities are used to assess the level of risk exposure and the effectiveness of control measures.

3. Definitions

For the purposes of this Anti-Corruption Code, the terms listed therein shall have the meaning indicated hereunder.

Anti-bribery compliance function: the person or persons having responsibility and authority for the operation of the Anti-Corruption System (also the "System").

Anti-corruption law: the main international sources on anti-corruption (e.g. OECD the Convention on the Organisation for Economic Cooperation and Development on combating the bribery of foreign public officials in international business transactions; the applicable Conventions of the Council of Europe *(Civil and Criminal Law Conventions on Corruption)*; the United Nations Convention against Corruption (the so-called Merida Convention), as well as the applicable laws set forth by the legal systems of each Group Company (e.g. Legislative Decree 231/2001, the *UK Bribery Act* and the *Foreign Corrupt Practices Act*).

Anti-corruption Regulatory Instruments: the set of policies, directives, procedures, working instructions and other documentation (for example Code of Ethics, Charter of Values, Model 231) that, in addition to this Anti-corruption Code, set out specific rules and control processes related to the prevention and detection of corruption.

Business expenses: any costs incurred for the purchase of goods and services for advertising purposes or public relations.

Code: the Anti-Corruption Code adopted by Leonardo S.p.a. and its subsidiaries pursuant to section 2359 of the Italian Civil Code.

Contributions to associations and entities: contributions by Leonardo or Group Companies for membership of a specific entity, amounts due as an associate or member of an Association or Foundation or Think Tank.

Coordination and Consultation Body for the Prevention of Corruption: the Coordination and Consultation Body for the Prevention of Corruption, established in 2014, is made up of the Chairman of Leonardo - who also acts as Coordinator of the Body and who, since 2017, has



been assigned the task of overseeing the implementation of corporate governance rules with regard to the integrity of corporate conduct and the prevention of corruption - and the Chairmen of the Control and Risk Committee, of the Board of Statutory Auditors and of the Supervisory Body pursuant to Legislative Decree No. 231/2001 of Leonardo.

Corruption: Offering, promising, providing, accepting or requesting an undue advantage of any value (which may be economic or non-economic), directly or indirectly, and irrespective of place, in violation of applicable law, as an inducement or reward for a person to act or promise to act in connection with the performance of that person's duties (whether in dealings with public administrations or private parties). This definition includes both corrupt conduct carried out in the interest or to the advantage of the Company (so-called "active" corruption) and corrupt conduct carried out to the detriment of the Company (so-called "passive" corruption).

Facilitator: a person assisting a Whistleblower in the whistleblowing process, operating within the same work context and whose assistance must be kept confidential.

Facilitation payments: any undue payments to encourage services from the Public Administration. All Recipients are expressly prohibited from making use of Payments to facilitate the performance of any activities carried out in the name or on behalf of Leonardo and the Group Companies, even if permitted by applicable law.

Gift: an object of low commercial value, given or received.

Influence peddling: pursuant to Article 346-bis of the italian Criminal Code, the intentional and undue exploitation of existing relations with public officials or persons in charge of a public service for the purpose of obtaining money or other economic benefit.

Internal Reporting Channel: the Whistleblowing Platform is the Internal Reporting Channel (or internal channel) activated by Leonardo Group, pursuant to the “Whistleblowing Management Guidelines”, for the filing and management of Whistleblowing Reports, which guarantees, also by means of an encryption tool, the confidentiality of the identity of the Whistleblower, the Person Concerned and the person in any case mentioned in the whistleblowing report, as well as the content of the report itself and the relevant documentation.



Joint Venture: contractual agreement for a stable collaboration pursuant to which Leonardo or a Group Company undertakes to carry out economic activities with a third party (Partner) under joint control.

Leonardo: Leonardo S.p.a.

Leonardo Group or Group: the Companies in which Leonardo holds, directly or indirectly, a controlling interest pursuant to section 2359 of the Italian Civil Code.

Leonardo Group Personnel: the employees of Leonardo and the Group Companies (senior managers, middle managers, pilots, white and blue-collar workers).

M&A Transactions: the transactions carried out by Leonardo or by Group Companies involving acquisitions, transfers, mergers, spin-offs, transfers of Companies or business units, strategic alliances and partnerships.

O.U.: Organizational Unit.

Professional services: any activity of assistance or consultancy, however the same is called, consisting of intellectual property services, as set forth by section 2230 of the Italian Civil Code, by persons who are registered or otherwise with a professional register.

Public Administration: person exercising the administrative function, which can be defined as the activity that the State and public bodies carry out to provide for the care of public interests that they assume as their own and within the limits marked by legislative and regulatory provisions.

Private entities: legal persons under private law and natural persons who perform activities for/with Leonardo or for/with the Group Companies.

Recipients: Top Management of Leonardo S.p.a.[2], the members of the Boards of Directors and Statutory Auditors (or the administrative and control bodies) including managers, employees, collaborators in any capacity of Leonardo and the Group Companies, including anyone who is

[2] Top Management is defined as the Chairman, the Chief Executive Officer and General Manager, the Co-General Manager.



party to a contract for valuable consideration or free of charge, with Leonardo or the Group Companies.

Sales Promoter: legal entity with which sales promotion agreements are concluded aimed at supporting the conclusion of one or more sales contracts for the supply of products/services by Leonardo S.p.a. or Group Companies.

Sales Promotion Appointments: agreements concluded with Commercial Promoters (hereinafter also “Promoters"), legal persons, aimed at supporting the conclusion of one or more sales contracts for the supply of products/services by Leonardo S.p.a. or Group Companies.

Sponsorships and advertising initiatives: contracts related to a specific event, project or activity, entered into by Leonardo or by the Group Companies to promote and advertise the name, image and brand or promote activities, products and business services.

Supplier: a natural or legal person who supplies goods or services to Leonardo or a Group Company.

Undue advantages: undue advantages relevant to the relationship or subject matter of the same.

Whistleblower: the natural person who files a Whistleblowing Report or make Public Disclosure of information on violations acquired within their work context.

Whistleblowing Committee: Collegial body established at the Group level and composed of the heads of the following OUs Compliance, Finance, Group Internal Audit, Legal Affairs, People & Organization, Security.

4. Roles and responsibilities

All Companies directly controlled by Leonardo in accordance with section 2359 of the Italian Civil Code, shall promptly inform the Anti-Corruption, Ethics & Integrity O.U. that the Code has been duly adopted also by their subsidiaries, in order to allow an evaluation of the Code’s level of implementation by the Group.

The effective implementation of this Code – and the compliance with its provisions – is verified through audit activities carried out by the Group Internal Audit O.U.



Leonardo and the Group Companies are committed to ensuring that the principles of this Code are adopted by the Companies in which they hold a non-controlling interest (including Joint Ventures); this awareness-raising activity is also carried out through participation in the Ethics & Compliance Committees, set up within the aforesaid companies, in which best practices relating to the ethical governance controls adopted by each company are promoted and disseminated.

The Coordination and Consultation Body for the Prevention of Corruption will regularly review the Code, recommending any updates or changes that may be required to the Leonardo Board of Directors, above all as regards developments in the best practices and applicable laws or in the case of critical situations that may be ascertained.

The Leonardo Board of Directors is therefore responsible for making any subsequent amendments and additions to the Code, other than in the case of merely formal amendments[3] and additions introduced by the Coordination and Consultation Body for the Prevention of Corruption through the Compliance O.U. and the Group Internal Audit O.U. Any Anti-corruption Regulatory Instrument adopted, or that may be adopted, by Leonardo in order to prevent the risk of corruption, shall be considered as an integral part of the Code.

The Coordination and Consultation Body for the Prevention of Corruption will send yearly reports of its activities to the Leonardo Board of Directors, the Board of Statutory Auditors, the Audit and Risk Committee and the Surveillance Body as set forth by Legislative Decree 231/01, through their representatives.

Furthermore, in accordance with the "Whistleblowing Management Guidelines"[4], the Group Internal Audit O.U. - Management Audit & Whistleblowing - draws up a half-yearly periodic report on the management of the activity carried out concerning also the reports related to corruption risks.

[3] Merely formal amendments include, but are not limited to, changes to the names of the Organisational Units mentioned in the document, non-substantial updating of the Regulatory Instruments referred to in the Code.
[4] "Whistleblowing Management Guidelines" approved for the first time on 18 March 2015 by the Board of Directors of Leonardo S.p.a. and subsequently revised.



This half-yearly periodic report is also submitted to the attention of the Coordination and Consultation Body for the Prevention of Corruption, through the Chairman of the Board of Directors of Leonardo, recipient of this report.

5. Reference standards and best practices

The Code is based and must be interpreted in accordance with the principles set forth by:

- the anti-corruption regulations in force in countries where Leonardo and the Group Companies operate; and in any case
- applicable laws in the so-called "domestic" markets, in particular Legislative Decree 231/2001, Italian Criminal Code (with particular reference to section 316 et seq), Italian Civil Code (with particular reference to section 2635 and section 2635-*bis*), *US Foreign Corrupt Practices Act* (1977) and *UK Bribery Act* (2010);
- the United Nations Convention against Corruption (so-called Merida Convention, General Assembly Resolution no. 58/4 dated 31 October 2003);
- the Conventions of the Council of Europe *(Civil and Criminal Law Conventions on Corruption* - 1999);
- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997);
- the Law 146/2006 (that ratified and enforced in Italy the United Nations Convention and the Protocols against Transnational Organized Crime, adopted by General Assembly on 15 November 2000 and 31 May 2001);
- the standards of self-discipline adopted by trade associations *(Common Industry Standards of ASD - Aerospace and Defence Industries Association of Europe; Global Principles of Business Ethics of IFBEC - International Forum for Ethical Business Conduct);* and
- the guidance, the international best practice and the international standard regarding the prevention and the fight against corruption, as the standard ISO 37001:2016. This standard is applicable in all the jurisdictions and renders the System to be certifiable.

6. Anti-corruption objectives

The Anti-Corruption System includes an organic set of goals divided into three levels: strategic goals, organizational goals, and operational goals.

All the Recipients undertake to achieve the following strategic goals:

- repudiate and prevent corruption, in respect of the zero tolerance principle;
- ensure the compliance with all the relevant Anti-corruption laws;
- ensure the commitment to the continuous improvement of the System;
- ensure the autonomy and independence of the Anti-bribery compliance function for the prevention of corruption[5];
- delegate the application of the principles contained in the Anti-Corruption System to each manager and employee of the Company.

These organizational objectives consist in the identification and implementation of all the organizational measures necessary for the effective implementation of the Anti-Corruption System. In particular:

a) implementation of the Regulatory Instruments of the Anti-Corruption System that regulate risky activities, as well as implementation of the controls established therein;

b) carrying out training activities;

c) application of the disciplinary measures provided for by the Anti-Corruption Code;

d) identification of the principles to ensure the correct functioning of the Anti-Corruption System (i.e., segregation of duties, system of proxies and powers of attorney, etc.).

[5] In Leonardo the Anti-bribery compliance function for the prevention of corruption has been identified in the Anti-Corruption, Ethics & Integrity O.U., reporting directly to the Chief Compliance Officer. This Organizational Unit also reports functionally to the Chairman, in line with the duties defined by the Board of Directors. The Anti-Corruption, Ethics & Integrity O.U. is responsible for supervising the adequacy and effective implementation of the Anti-Corruption System, in order to guarantee compliance with the requirements of the ISO 37001:2016 standard, also making use of the specialist and operational support of the Anti-Corruption Management System O.U., in particular for the monitoring activities of the Anti-Corruption System. The Anti-Corruption, Ethics & Integrity O.U. draws up the Annual Anti-Corruption Plan, pursuant to Section 6.4 of ISO 37001:2016, in order to identify, among other things: (i) the actions aimed at addressing corruption risks, (ii) the opportunities for improvement, (iii) the methods of integration and implementation of such actions in the Anti-Corruption System, and (iv) the methods of evaluating their effectiveness. The Anti-Corruption, Ethics & Integrity O.U., through the Chief Compliance Officer, has direct access to Top management and Corporate Bodies, including the Board of Directors.

The organisational objectives are identified and planned to take into account all context and risk factors relevant to the Anticorruption System and must be consistent with the strategic objectives identified above.

Leonardo and the Group's Companies, in compliance with the international standard (ISO 37001:2016), shall determine also specific operational objectives and take the necessary actions to strengthen their programs to combat and prevent the risks of corruption. These objectives and actions shall be to identify and implement opportunities for improvement of their respective anti-corruption management systems.

For achieving these objectives, this Code sets out specific rules of conduct and control that must be complied with in the main risk areas.

7. General rules of conduct

All the Recipients must fulfil the Anti-corruption law and the provisions set out in this Code and in the Anti-corruption Regulatory Instruments.

Thereto, in order to comply with this Code, the following general principles must be complied with in the main risk areas:

- **separation of responsibilities**: duties, operational activities and control functions should be appropriately separated, ensuring that the person in charge of the operational activity is always different to that who control and authorises such activities;
- **signing power system**: signing powers, which are formally defined, must be related to and consistent with the organizational and management responsibilities assigned and exercised within the value limits defined;
- **clarity and simplicity**: the duties and responsibilities of all those involved in the Company processes, including activities and controls, must be clearly defined and should provide mechanisms that are easy to apply;
- **impartiality and absence of conflicts of interest**: the Recipients of the Code must act with professionalism, impartiality and in compliance with Anti-corruption law. They must therefore avoid all and any situations that might give rise to a conflict of interests, and which may - even potentially - affect their ability to act in the interests of the Company and in accordance with such Laws;



- **traceability and filing**: all activities - and the relevant checks - must be traceable and auditable *ex post*, even by means of appropriate documentary/information technology media; the documentation produced must be appropriately filed and stored.

In particular, only members of the Company bodies of the Group and relevant Company structures may engage in relations with the Public Administration and Private Entities. No Recipient may interfere improperly, for example by agreeing, offering or receiving, directly or indirectly, benefits of any kind, in excess of normal business practices or courtesy, or in any case with the intention of obtaining undue advantages in the conduct of any business activity, even if such practices are considered to be "customary" in the country in which the Group operates, including Facilitation payments and conduct that may constitute the offence of Influence peddling or similar offences.

8. Principles of conduct in the main risk areas

As regards the activities of the Leonardo Group, the following areas have been identified as the highest Corruption risk areas. In these areas, the general principles set forth by par. 7 must be integrated as indicated hereunder.

Below are the main risk areas with an indication of some of the preventive control principles established in the Company's regulatory instruments.

8.1 Relations with the Public Administration and the Supervisory Authorities

In the management of the relations with the Public Administration and the Supervisory Authorities the following principles must be observed:

- management of all the activities towards the Public Administration and the Supervisory Authorities in accordance with the power of attorneys in place;
- traceability and evidence - in the areas of respective competence - of the activities carried out towards the Public Administration and the Supervisory Authorities;
- verification that the data and information sent to the Public Administration and Supervisory Authorities by the Group Companies concerned are complete, accurate and delivered on time;

- monitoring of business contacts and initiatives carried out with the Public Administration and Supervisory Authorities, both Italian and foreign.

It is expressly forbidden for all Recipients to report false information, or to omit, in whole or in part, facts that should have been reported, or to transmit false information to the competent Authorities, in order to hinder the regular exercise of supervisory functions.

8.2 Procurement of goods and services

Recipients involved in the procurement of goods and services must act in accordance with the governance system of the company organization and the internal approval processes of the Group Companies for which they work.

As a rule, staff covering duties involving corporate procurement functions must be rotated.

The procurement of goods and services must comply with principles of:

- cost effectiveness, efficiency, promptness and accuracy;
- free competition, equal treatment, non-discrimination, transparency;
- proportionality and advertising;
- minimizing risks and maximizing value.

The procedures to select Suppliers for works contracts or the supply of goods and services are the following:

- tender with publication of the tender notice;
- invitation to tender.

Private negotiations may be carried out only in specific cases and for justified reasons.

The procurement of goods and services must comply with the following principles:

- pre-qualification and qualification of Suppliers in order to verify their reputational, honourability, ethical, economic-financial, regulatory and technical-professional capacity requirements, before proceeding to their inclusion in the register;
- periodic monitoring and updating of the register of qualified Suppliers in order to verify that the requirements for qualification are maintained;
- definition, time planning, monitoring and, in compliance with existing powers, approval of the requirements for the purchase of goods and services;



- definition of the procedures for selecting Suppliers, based on the value and characteristics of the subject of the contract;
- definition of the situations in which urgent purchases or purchases by way of derogation from the standard selection procedures may be made and the relevant authorisation procedures;
- formalisation and approval of the criteria and results of tender evaluation;
- definition and adoption of a standard Purchase Order/Contract text (with specific clauses on compliance with the Regulatory Tools and the Leonardo Group Anti-Corruption Regulations);
- compliance with existing powers of attorneys as regards signing of the contact with the Supplier selected, as well as any related amendments, additions or renewals;
- the documentation relating to the Supplier selection process must be traceable at all times;
- compliance of the activities carried out by the Supplier with respect to the contractual provisions must be checked (acceptance of goods or services);
- authorisation of payment of the invoice, after checking that it corresponds to the good/service received and to the Purchase Order/Contract.

Those who wants to become a Supplier of goods or services of Leonardo must accept and comply with the principles set forth in this Code; this commitment is set out both in the declarations provided during the selection of the Supplier and in the general terms and conditions of supply contained in each Order.

8.3 Gifts and business expenses

Any gift and business expenses should:

- be made or received in good faith and in connection with legitimate business purposes;
- not consist of a cash payment;
- not be made or received in order to exercise undue influence, or any expectation of reciprocity;
- be reasonable, and in any case should not imply that the same are made or received to obtain preferential treatment;



- be addressed to beneficiaries who cover a role related to activities of the Company, and must comply with generally recognised requirements of reputation and integrity;
- take into account the profile of the beneficiary as regards practices in institutional or professional relationships;
- be implemented pursuant to specific Company approvals (e.g. gift catalogue, structures that offer agreed discounted terms);
- conform with generally accepted standards of professional courtesy;
- comply with applicable laws and regulations.

Gifts may only be bestowed by the Top Management, first-level Managers and the Leonardo Group Personnel delegated for this purpose, according to the activity performed and the role held within the Group.

The statement of gifts must be submitted to the Supervisory Board (or to the control bodies of foreign Group Companies).

Furthermore, in the management of gifts and business expenses the following principles must be observed:

- request and obtain authorization, for the donation of gifts and for the payment of entertainment expenses in accordance with the power of attorneys in place;
- definition of a highest value threshold for the gifts (offered or received) and the entertainment expenses. In the event of threshold being exceeded, authorization from the higher hierarchical level shall be provided;
- definition of the types of entertainment expenses and how they should be reported;
- introduce a register of offered gifts, including the beneficiaries and their value, also to the purpose of verifying possible concentrations.

8.4 Sponsorships and contributions to associations and entities

Any sponsorship and contribution to an association or entity must include a prior due diligence and subsequent control, in order to verify:

- the nature, extent or fame of the event, project or activity;
- the identity, reputation, professional conduct and integrity of the recipients of the sponsorship or contribution;
- that the initiative is permitted by law;
- that the event, project or activity that justifies the payment are conducted according to the expectations of Leonardo or the Group Company that makes the payment;
- that the payment is authorized after verifying its consistency with the service received and the contract;
- a specific monitoring on the sponsorships requested by Public Entities aimed at identifying eventual situations of concentration.

8.5 Financing

In the management of financing, the following principles must be complied with:

- transactions with the institution or financing body must be traceable;
- documentation, data and information relevant to the different phases of application and management of the financing should be complete, accurate and truthful;
- compliance with existing powers of attorney in relation to the signing of acts, or communications and documentation to be transmitted to the financing institute or body;
- the execution of the project financed, and compliance of the accounting status with respect to material status of the project should be regularly monitored;
- proper accounting records should be kept.

8.6 Financial brokers, insurance companies, rating agencies and mass media

In the management of the relations with financial brokers, insurance companies, rating agencies and mass media, the following principles must be complied with:

- individuation of the financial intermediaries, insurance companies and rating agencies, in compliance with the relevant internal protocols;
- subscription of contracts and communications, management of the relevant activities in compliance with the power of attorneys in place;



- communicate Group's information in compliance with the relevant internal protocols;
- periodic monitoring of communications to the press or other media in order to prevent the risk of dissemination of false or misleading information regarding the Group.

8.7 Acquisition and management of orders

The following principles should be complied with as regards the acquisition and management of orders:

- examination of the tender and/or request for offers and start up of bid preparation activities;
- identification of persons responsible for preparing the proposed bid, the relevant time-frame and the different authorisation stages;
- identification of the persons authorized to deal with customers, both when preparing the proposed bid and upon submittal of the same;
- the persons who prepare the offer and those who check the same must be different;
- approval, according to the corporate functions, of the essential specifications (technical, industrial and commercial) and the economic and financial analysis of the proposed bid, collected into a single document;
- the powers of attorneys issued to sign the bid forwarded to the customer and the relevant contract must be complied with;
- compliance, right from the bid stage, with principles of transparency and objectivity in identifying and selecting subcontractors, if any.

In the acquisition and management of orders, awarded by the Public Administration through tenders by negotiated procedure without prior publication of the tender, the following principles should be complied with:

- identification of the persons responsible for evaluating whether the conditions of the tender by negotiated procedure apply;
- examination of the bid invitation and start up of bid preparation activities;
- identification of the persons responsible for preparing the proposed bid, the relevant time-frame and different approval stages and execution of the contract;



- identification of the persons who are authorised to deal with the Public Administration, both when preparing the proposed bid and upon submittal;
- the persons who prepare the offer and those who check the same must be different;
- approval, according to the corporate functions, of the essential specifications (technical, industrial and commercial) and the economic and financial analysis of the proposed bid, collated into a single document;
- compliance of the powers of attorneys issued to sign the bid sent to the Public Administration;
- approval, according to the corporate functions, of any changes to the proposed bid once it has been negotiated with the Public Administration;
- compliance with the powers of attorneys issued to sign the contract;
- compliance, right from the bid stage, of the principles of transparency and objectivity in identifying and selecting subcontractors, if any;
- periodic monitoring of the proper execution of contracts;
- identification of the persons responsible for testing activities in accordance with the contractual provisions and applicable laws;
- prior verification of the reliability and reputation requirements of Partners before entering into contractual relationships;
- check about the private customer not entered in the anti-terrorism and anti-money laundering lists;
- verification of the correctness of the invoices with respect to the contractual provisions and the products / services provided and authorization to issue invoices in compliance with the power of attorneys in place;
- periodic monitoring of the exposures to customers towards the Company and the age of receivables.

8.8 Offset

The following principles should be complied with as regards the approval, evaluation and execution of direct and indirect compensation contracts (offset):



- formalization of the due diligence on the counterparties that the Group Company uses in signing offset contracts;
- verification, authorization and signature of the offset contract in accordance with existing delegations and powers, as well as any subsequent amendments to it and the contracts with the counterparties used by the Group Company for the purpose of fulfilling its offset obligations;
- periodic mapping and monitoring of the progress status of the obligations;
- consistency and congruence check prior to payment of invoices issued by counterparties.

8.9 Certification Bodies

In the management of relationships with national and international certification bodies of public and private nature the following principles must be complied with:

- traceability of the relations that Group Companies maintain with the certification bodies;
- prior definition of the cases and modalities of interaction between business representatives and certification bodies;
- compliance with existing powers of attorney in relation to activities to be carried out with the certification bodies.

8.10 M&A Transactions

Any M&A transaction, including any corporate or contractual collaboration under a Joint Venture, must include a due diligence of the counterparty in order to verify:

- the identity, reputation, professional conduct and integrity of the shareholders and directors of the companies involved in the M&A transaction and, in the case of Joint Venture, of the Partner;
- the potential corruption risk areas of the company involved in the M&A transaction or Joint Venture;
- if the companies involved in the M&A transaction or Joint Ventures have an anti-corruption policy;
- the existence of proceedings, penalties or sentences for breach of the Anti-corruption law, against the companies involved in the M&A transaction and, in the case of a Joint Venture, against the Partner, shareholders, directors or the management thereof.

Moreover, following the M&A transaction, the company made subject of the acquisition, merger and contribution must comply with the provisions of the Code.

In particular as regards Joint Ventures, Leonardo and the Group Companies, will work through their representatives to ensure acceptance by the Joint Venture of the provisions of the Code, in order to prevent any conduct that might imply breach of the Anti-corruption law, while Leonardo and the Group Companies shall have the authority to carry out anti-corruption checks, as part of the activities relevant to the Joint Venture.

8.11 Related Parties and intercompany relationships

In the management of relationships with related parties and intercompany relations the following principles must be complied with:

- definition of roles, responsibilities, operational procedures and controls related to the management of intercompany relationships, including the management of transfer pricing;
- respect for the autonomy and operational, managerial and financial independence of each Group Company;
- verification that the conditions applied to the intercompany operation are consistent with market conditions or specific reference parameters, in compliance with the principle of free competition;
- ensure that intragroup contracts are fair and consistent with buying or selling needs;
- authorization to pay the invoices after the verification of the consistency between the services received and the contracts;
- promptly and correctly archive the documentation relating to the relationships with related parties in order to ensure the traceability of the process and immediate availability;
- traceability of documents relating to the management of intra-group relations in order to ensure their immediate availability;
- periodic verification of the reconciliation of the intercompany items between Leonardo and the other Group Companies;
- traceability of the intercompany operations carried out by Leonardo for the purpose of compliance with the regulations on transfer pricing.

8.12 Selection, recruitment and incentive of Staff

The selection, recruitment and incentive of Personnel comply with the principles of fairness and impartiality, according to the professionalism and skills of Staff.

As part of the selection and recruitment Personnel process, the Leonardo Group ensures that human resources comply with the job profile actually required by the Company, avoiding favouritism and concessions of any kind and making the selection solely according to professionalism and skills.

In pursuit of the Company objectives, the Personnel must be aware that any conduct in breach of the Code or the Anti-corruption law will not be tolerated, even if such conduct abstractly favours Leonardo.

In particular, in order to avoid any conflict of interest, including potential conflict of interests, the Leonardo Group requires its staff to declare, upon recruitment, that the same has no conflict of interest with the Company, also requiring them to inform the Company promptly and in detail if they subsequently find themselves in an actual or potential conflict of interest situation.

The selection, recruitment and incentive of staff shall comply with the following principles:

- separation between the person who:
  - declares that it is necessary to recruit a member of staff;
  - approves the budget for recruitments;
  - selects and recruits the job candidates;
- preliminary internal research of a person suitable for the requested profile;
- as a rule a list of candidates is prepared (short list) to cover the position;
- candidates are assessed according to their professionalism, training and aptitude for the job;
- formalization of the outcome of candidates' assessments, of the relative selection, as well as the economic offer;
- as a rule, an ethic and reputational due diligence is carried out toward the candidates[6];

[6] Art. 7.2.2. Standard ISO 37001:2016 → "*Recruitment Process*".

- definition of the general criteria for granting incentives, bonuses, as well as any career advancement;
- formalization of the outcome of candidates' performance evaluation and information to Staff in order to ensure adequate transparency and traceability of the process.

8.13 Travels and reimbursement of expenses

In the management of travels and reimbursement of expenses the following principles must be complied with:

- management of the activities relating to any advances to employees, as well as, the requests for the reimbursement of travel expenses in accordance with the existing delegations;
- verification of the consistency between the expenses incurred, the work activities carried out and the supporting documentation;
- check between expenses incurred through Company payment card/fuel and the expense report compiled by the concerned Personnel;
- periodic monitoring of expense reports and related reimbursements provided to employees.

8.14 Appointments for professional services

The selection of professionals must comply with the criteria of competition, transparency, responsibility, cost effectiveness, efficiency, promptness and accuracy.

When selecting a professional:

- the reasons for which it is necessary to appoint the professional must be indicated, and the professional is, as a rule, selected among several candidates with potentially suitable characteristics to carry out the activities made subject of the appointment;
- ensure, where possible, the selection of the professional service according to appropriate rotation criteria;
- the reasons for which it is necessary to use a specific professional (without starting the competitive procedure) must be indicated, if this is necessary for the activities made subject of the appointment (known as *intuitu personae*);
- a due diligence shall be carried out in order to ascertain that the professional has the necessary integrity, reputational standards and professionalism to carry out its duties, and that there are no conditions of incompatibility or any conflict of interests;



- it should be ascertained that the country where the professional resides or has its registered offices is not on the list of Countries with a low-tax system, if the country in question is different to that in which the activities are to be carried out;
- it is necessary to define the remuneration to be paid for the performance, consistent with the nature and complexity of the assignment, as well as the skills and experience of the professional;
- it is necessary to monitor the services supplied by the professional, even through reports, in order to ascertain the compliance thereof with the terms and conditions of the appointment awarded;
- prior to the payment of fees it is important to verify the consistency between the invoice issued by the professional, the activities carried out and what has been contractually agreed.

The activities carried out for the purpose of assigning professional services should be traceable at all times.

8.15 Sales Promotion Appointments

The selection process for Sale Promoter must comply with the criteria of competition, transparency, competence, fairness and cost-effectiveness.

When selecting the Sale Promoter a due diligence should be carried out, above all to verify:

- that the Sales Promoter has the, reputational, regulatory, integrity and professional requirements necessary to carry out the appointment included the non-inclusion in the antiterrorism and anti-money laundering lists and that there are no situations of incompatibility and conflict of interests;
- that the Country where the Sales Promoter resides or has its registered offices is not included in the list of countries with a low-tax regime if the country in question is different from that in which the promotional services are to be carried out.

A standard contract text must be defined and adopted (with specific clauses of compliance with the Leonardo Group's regulatory instruments and the Anti-Corruption Laws); such contract and any significant deviations from the standard text shall be authorised in accordance with the existing delegations. The fees/ to be paid for the service must be defined within the contract, in line with the nature and complexity of the assignment/service as well as the skills and experience of the Sales Promoter.



The Sales Promoter must report the results of the activities carried out during the period.

The services supplied by the Sales Promoter should be monitored, even through reports, in order to ensure that they comply with the terms and conditions of the appointment.

The activities carried out to assign Sales Promotion Appointments must be traceable at all times.

Prior to the payment of fees, a verification must be carried out to verify the consistency between the contract, the service performed and the invoice.

8.16 Bookkeeping and audits

As regards bookkeeping (general accounts, financial statements, market disclosures and other corporate communications), Leonardo and the Group Companies have a system of internal controls and carry out a sufficient number of adequate accounting audits in order to offer a reasonable guarantee of the reliability of financial reporting and preparation of the financial statements in accordance with generally accepted accounting principles and, in any case, in compliance with applicable Italian laws, and the legal system where the Group Companies have their registered offices or a stable operative establishment.

The internal control system accordingly provides specific controls:

- periodic checks to ascertain the completeness and accuracy of accounting records and entries;
- performance of activities relating to general accounting management in compliance with existing authorisations and powers;
- archiving of accounting documents/records to ensure traceability of the process;
- definition of the criteria for the preparation of uniform financial statements and compliance, during consolidation, with the principles of fairness and reasonableness in determining the aforementioned criteria;
- approval, in compliance with existing delegations, of communications to the market and other corporate communications, prior to their public disclosure;
- definition of specific confidentiality clauses for information and documents concerning the Company.

9. Staff Training and dissemination of the Anti-Corruption Code

The People & Organization O.U. of Leonardo defines the planning of training courses in accordance with the limitations set forth by the Code and manages, with the operational support of the Human Resources department of each Group Company, the training of staff as regards the contents of the Code, giving proof of this to the Coordination and Consultation Body for the Prevention of Corruption.

In this context, communication actions include:

- publication of the Code on the Leonardo website and intranet and that of each Group Company;
- ensuring that each member of staff receives a copy of the Code and that new members of staff receive a copy at the time of recruitment, signing a declaration that they have received a copy and undertake to become familiar and comply with the provisions of the same.

Training courses are organized as follows:

- Management staff with functions of representation of the Company: introductory brochures, meetings with first level managers or classroom workshops with senior managers of the Group who are most exposed to the risk of Corruption;
- Other Personnel: information is given to new employees at the time of recruitment; an e-learning training course through the corporate intranet (for the new employees, it shall be carried out within three months from their recruitment).

The awareness raising and the training of the employees are regularly planned and carried out (on a one-year or three-year basis, in light of the risks faced by the employees according to their roles and responsibilities).

Participation in training sessions, including the e-learning course, is mandatory; the relevant Human Resources department establishes the modalities, the accountabilities and the expected time to provide these training sessions and ensures that all members of staff, specifically the new employees, attend the training courses.

During the training session, will be exemplified the operative risks and the possible concrete situations in which corruptive activities may take place, considering the specific duties and risks

related to each staff category. The training sessions will also encourage employees to report suspected wrongdoing (as set forth in paragraph 10, "Reports - Whistleblowing" below).

Any refresher courses will be held in the case of significant changes to the Code or supervening regulations relevant to the activities of the Group Companies, if the Coordination and Consultation Body for the Prevention of Corruption does not consider that it is sufficient to communicate the changes in the manner described above.

Specific training session will be held for third parties who act in the name or on behalf of Leonardo, considering the results of the anti-corruption risk assessment.

This Code must be disclosed through the internal and external channels of communication (e.g. corporate intranet and corporate website) and made available to all the Recipients.

All Group Companies encourage Partners (commercial and financial), professionals, Sales Promoters and collaborators, customers, and Suppliers of the Company to be aware of and comply with the Code. The above will be asked to sign a declaration confirming that they have received a copy of the Code and undertaking to comply with the principles of the same and ensuring compliance thereof by their collaborators.

10. Reports - Whistleblowing

Leonardo Group encourages anyone who becomes aware of violations (behaviours, acts or omissions) of laws, as well as violations of the Anti-Corruption Code, the Code of Ethics, the Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 and the Corporate Governance System that are, even potentially, detrimental to the public interest or to the integrity of the Group, to file a whistleblowing report through the Whistleblowing Platform[7], e.g. the Internal Reporting Channel activated by the Leonardo Group for the transmission and management of reports.

The management of the Internal Reporting Channel is entrusted to the U.O. Management Audit & Whistleblowing, operating within the Group Internal Audit Unit of Leonardo (U.O. GIA - Management Audit & Whistleblowing), which assumes the function of “Managing Office” appointed to carry out the activities referred to in Article 5 of Legislative Decree no. 24 of 10

[7] The Whistleblowing Platform is accessible via the following link: https://whistleblowing.leonardo.com/.



March 2023. Within the Whistleblowing Management System, an effective "segregation of duties" is guaranteed in the various stages of the process, under the roles played by both the Supervisory Board and the Whistleblowing Committee, as provided for in the Whistleblowing Management Guidelines[8], updated in accordance with Legislative Decree 24/2023.

In addition to violations of the Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001, the Code of Ethics and the Anti-Corruption Code, information on violations (including well-founded suspicions) of European Union and national laws that harm the public interest or the integrity of the private entity, committed within the organisation of the entity with which the Whistleblower has one of the qualified legal relationships.

Information on violations may also relate to violations not yet committed that the Whistleblower reasonably believes could be committed on the basis of concrete evidence. Such elements may also include irregularities and anomalies (symptomatic indications) that the Whistleblower believes could give rise to one of the violations set forth in the Legislative Decree no. 24/2023.

Specifically, reportable violations may concern:

- violations of the Organisational, Management and Control Model pursuant to Legislative Decree no. 231/2001, the Code of Ethics and the Anti-Corruption Code and other Company Protocols;
- unlawful conduct relevant under Italian Legislative Decree 231/01;
- administrative, accounting, civil and/or criminal offences;
- offences falling within the scope of European Union or national acts relating to the following areas: public contracts; financial services, products and markets and the prevention of money laundering and terrorist financing; product safety and compliance; transport safety; environmental protection; radiation and nuclear safety; food safety; public health; consumer protection; privacy and data protection and the security of networks and IT systems;

[8] Available at the link https://www.leonardo.com/it/investors/ethics-compliance/whistleblowing-management-guidelines.



- acts or omissions affecting the financial interests of the Union;
- acts or omissions relating to the internal market.

The Internal Reporting Channel (or internal channel) activated by Leonardo Group for the filing and management of Whistleblowing Reports, which guarantees, also by means of an encryption tool, the confidentiality of the identity of the Whistleblower, the Person Concerned and the person in any case mentioned in the whistleblowing report, as well as the content of the report itself and the relevant documentation, enabling the Managing Office to communicate with the Whistleblower by providing him/her with an acknowledgement of receipt and feedback on the action taken or intended to be taken on the report.

Anyone receiving a Whistleblowing Report outside the established channel (Whistleblowing Platform), shall forward it (in its original version plus any attachments) as soon as possible, and in any case within 7 days of receipt, to GIA - Management Audit & Whistleblowing, pursuant to the Whistleblowing Management Guidelines, preferably via the Whistleblowing Platform, in accordance with the criteria of utmost confidentiality, in compliance with data protection regulations and in a manner suitable to protect the Whistleblower and the identity and reputation of the Persons Concerned.

Reports can be made, though the Whistleblowing Platform, also in oral form by attaching an audio file or by requesting a direct meeting with the Managing Office, according to the provisions of the Whistleblowing Management Guidelines.

The Leonardo Group guarantees protection against any act of retaliation or discrimination, whether direct or indirect, against the Whistleblower for reasons connected, directly or indirectly, to the Whistleblowing Report. The same measure of protection also applies to the persons referred to in Article 3, paragraph 5 of Legislative Decree no. 24/2023 and in the Whistleblowing Management Guidelines.

The Whistleblower, under certain conditions identified in the Whistleblowing Management Guidelines, may use the External Reporting Channel managed by the National Anticorruption Authority (A.N.AC.) or public disclosure.

The Leonardo Group ensures:



- the utmost protection and confidentiality for the identity of the Whistleblower and any other information from which such identity may be directly or indirectly inferred, ensuring discretion and confidentiality throughout the entire whistleblowing management process, from receipt of whistleblowing report to the preliminary and final investigation phase. The same forms of protection are also guaranteed to the Persons Concerned and/or mentioned in the report, as well as to the Facilitators. This is without prejudice to legal provisions imposing an obligation to disclose such names (e.g. requests by the Judicial Authority, etc.);

- protection against any form of retaliation, discrimination or penalisation, whether direct or indirect, for reasons connected, directly or indirectly, to the Whistleblowing Report;

- protection against Defamatory or Slanderous Reports.

Penalties are also provided for those who violate the measures for the protection of the Whistleblower, those who wilfully or grossly negligently make reports that turn out to be unfounded, and those who retaliate, discriminate or penalise the Whistleblower because of the report, in line with the disciplinary system described in Section 11 of this Code.

For more information on the requirements for submitting a report, on the procedure for handling, investigating and verifying reports, and on the protection of any Persons Concerned, please refer to the Whistleblowing Management Guidelines.

11. Penalties and contractual clauses

Breach of the rules of conduct set forth by the Code entail, on the part of the Group Companies, internal measures, through the application of disciplinary sanctions, and external measures, through their full cooperation with the relevant public authorities. Any breach will be prosecuted promptly, with appropriate and proportionate disciplinary measures, taking into account the criminal relevance of the conduct and filing a criminal proceeding if necessary. The identification and application of sanctions must take into account the principles of proportionality and adequacy with respect to the disputed violation.

11.1 Directors and Auditors

In the case of breach of the provisions of the rules of conduct set forth by the Code or the Anti-corruption law by one or more Directors and/or Auditors of Group Companies, the Coordination



and Consultation Board for the Prevention of Corruption will inform the Board of Directors, the Supervisory Board and the Board of Statutory Auditors concerned (as regards non-Italian Group Companies, please refer to Section 11.4 of this Code).

The above-mentioned, according to their respective responsibilities, will adopt the following measures, taking into account the seriousness of the offence, in accordance with the law and/or the By-Laws:

- record the statements in the minutes of the meetings;
- issue a formal warning;
- revoke the appointment/power of attorney;
- request that a Shareholders' Meeting be called indicating on the agenda the adoption of appropriate measures against the persons responsible for the breach, including filing legal action to ascertain the responsibility of the director with respect to Leonardo or Group Companies and the payment of any damages incurred.

11.2 Employees

The conduct of employees in breach of the rules of conduct set forth by the Code or the Anti-corruption law, are in any case considered to be "disciplinary offences".

The penalties applied are those set forth by the Company's disciplinary Code, in compliance with the procedure set forth by clause 7 of the Workers' Statute and applicable collective laws.

With regard to employees in branches and representative offices, the penalty procedure is carried out in accordance with the applicable local regulations.

The abstract categories of breach describe the sanctionable conduct, in relation to which penalty measures are provided for in accordance with the principles of proportionality and appropriateness.

Senior Managers and Pilots

In case of breach of the rules of conduct set forth by the Code or the Anti-corruption law, the most appropriate measures will be adopted against the same, in compliance with the relevant laws and national collective labour agreements.

In particular:

- if the breach is serious enough to undermine the relationship of trust, and makes it impossible to continue the employment relationship even temporarily, the manager/pilot will be dismissed without notice;
- if the breach is minor, but still serious enough to irreparably damage the bond of trust, the manager/pilot incurs justified dismissal with notice.

Blue- and White-Collar Workers and Middle Managers

In particular, in accordance with the provisions set forth by the Collective Bargaining Agreement for Workers in the private metalworking and plant installation industry:

- any employee who does not comply with the rules of the Code and the Anti-corruption law or whose conduct, in carrying out activities in the relevant risk areas, does not comply with the provisions of the Code or the Anti-corruption law, shall be receive a verbal and written warning, a fine or may be suspended from work and its salary suspended, depending on the seriousness of the breach, since such conduct is considered as breach of the duties of the employee as set forth by the National Collective Agreement and is detrimental to the discipline and morale of the Company;
- any worker who in performing its duties in the risk areas, is in serious breach of the provisions of the Code or the Anti-corruption law, shall be dismissed with prior notice, in that such conduct is considered as more serious breach than that indicated by the previous point;
- any employee whose conduct in performing its duties in the risk areas, clearly demonstrates its intention of committing a crime of corruption in breach of the Code or the Anti-corruption law, that determines the concrete application of penalties against Leonardo and the Group Companies, shall be dismissed without prior notice, in that such conduct is considered as very serious breach that causes serious moral and/or material damages to Leonardo and the Group Companies.

This document is intended as the disciplinary code of the Company for all the purposes set forth by law and is subject to the billposting fees set forth by clause 7 of the Workers' Statute.



11.3 Collaborators, auditors, consultants, partners, counterparties and other external parties

Any conduct by collaborators, auditors, consultants, partners, counterparties and other external parties, including members of the Supervisory Board (for Italian companies), in breach of the Code or anti-corruption regulations, within the scope of a contractual relationship may result in the automatic suspension or termination of the contractual relationship, as well as the possible initiation of an action for compensation for damages suffered, by virtue of the clauses Leonardo provides for in each contract, drawn up with the support of the Compliance Organisational Unit.

11.4 Penalties for foreign Companies of the Group

As regards foreign Companies of the Group, in case of breach of the provisions of the rules of conduct set forth by the Code and the Anti-corruption law, such Companies shall apply the measures set forth by in force laws against the members of the administrative and control bodies and its Personnel.





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