

**AVIO S.p.A.**  
**Registered office in Rome, via Leonida Bissolati No. 76**  
**Share Capital Euro 90,964,212.90 fully paid-in**  
**Rome (RM) Companies Registration Office No.: 09105940960**

### **SHAREHOLDERS' MEETING CALL NOTICE**

Those with the right to attend and vote are called to the Shareholders' Meeting on **April 29, 2021** at 3:00 PM, in single call in Milan, Via Metastasio, 5 at the notary's office ZNR Notai, to discuss and resolve upon the following

#### **AGENDA**

- 1. Financial statements at December 31, 2020.**
  - 1.1 Approval of the Financial statements at December 31, 2020. Presentation of the Consolidated Financial Statements at December 31, 2020. Reports of the Board of Directors, Board of Statutory Auditors and of the Independent Audit Firm.**
  - 1.2 Allocation of the net profit of the year. Relevant and ensuing resolutions.**
  
- 2. Report on remuneration policy and remunerations paid in accordance with Article 123-ter paragraphs 3-bis and 6 of Legislative Decree No. 58/98:**
  - 2.1 First Section: Relation on remuneration policy. Binding resolution;**
  - 2.2 Second Section: Relation on remunerations paid. Non-binding resolution.**
  
- 3. Approval of the proposal of authorisation of the purchase of treasury shares pursuant to Article 2357 of the Italian Civil Code: Relevant and ensuing resolutions.**

Due to the ongoing Covid-19 emergency, and in accordance with fundamental principles of protection of the health of shareholders, employees, representatives, and consultants of the company, as well as, with Article 106, paragraph 4, of Decree-Law no. 18 of March 17, 2020, converted with amendments into Law no. 27 of April 24, 2020, whose effectiveness has been last extended by Decree-Law no. 183 of December 31, 2020, converted with amendments into Law no. 21 of February 26, 2021 (the "**Decree**"), the meeting will be held with the participation in the shareholders' meeting, for the persons admitted, also by means of telecommunications and that the share capital may in any case intervene **exclusively** through the designated representative pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("**TUF**") in the manner described below, with the exclusion of access to the meeting premises by shareholders or delegates other than the aforementioned designated representative.

#### **INFORMATIONS ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

Avio S.p.A.'s subscribed and paid-in share capital amounts to Euro 90,964,212.90, represented by 26,359,346 ordinary shares, all without nominal value. As of the date of this notice of calling, the Company holds n. 671,233 ordinary treasury shares with no voting rights, pursuant to Article 2357-ter of the Italian Civil Code, equal to 2.546% of the share capital.

## RIGHT TO ATTEND AND VOTE

Entitlement to participate in the Shareholders' Meeting and exercise voting rights - which may only be exercised **exclusively through a designated representative** - is certified by a communication, to be requested by each person entitled to do so from his or her escrow intermediary, to the Company made by the intermediary authorised to keep accounts, in accordance with the law, on the basis of the evidence in the accounting records at the end of the 7th trading day before the date set for the Shareholders' Meeting, i.e. **20 April 2021** (record date). Those who hold shares after that date, based on the registrations on the accounts, will not have the right to attend or vote at the Shareholders' Meeting. The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting and, therefore, within **26 April 2021**. The right to attend and vote at the Shareholders' Meeting in the manner described below remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting. The meeting shall be held at the place indicated above.

The attendance of the Directors, the Statutory Auditors, the designated representative, the secretary of the shareholders' meeting and the representatives of the independent audit firm will take place in compliance with the containment measures provided for by law, including, where appropriate, through the use of remote connection systems, without in any case the need for the chairman and secretary to be in the same place.

With specific reference to the attendance at the Shareholders' Meeting, the provisions of the following paragraph of this notice of calling must be taken into account.

### **PARTICIPATION IN THE SHAREHOLDERS' MEETING BY PROXY VOTE TO THE DESIGNATED REPRESENTATIVE**

With reference to attendance at the Shareholders' Meeting, the following provisions must be taken into account.

Due to the ongoing health and hygiene restrictions following the circulation of Covid-19 and, in particular, the consequent Decree pursuant to which listed companies are allowed to provide that attendance in the Shareholders' Meeting may only take place through the designated representative pursuant to Article 135-*undecies* of TUF, the Company provides that the holder of the voting right who intends to participate in the Shareholders' Meeting must be represented at the Meeting by means of a proxy given to the designated representative identified by the Company, in the Società per Amministrazioni Fiduciarie Spafid S.p.A. ("**Spafid**" or the "**Designated Representative**"), with registered office in Milan.

The granting of the proxy to the Designated Representative does not involve expenses for the Principal (except for any shipping costs).

The proxy to the Designated Representative is granted through the signing of the specific proxy form available, with the relative indications for compilation and sending, available on the Company website (<http://www.avio.com>, "Corporate Governance, 2021 Shareholders' Meetings" Section).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be valid only for the proposals on which voting instructions will be provided.

The proxy must be received by the aforesaid Designated Representative, together with a copy of a currently valid identity document of the Principal or, if the Principal is a legal person, of the pro tempore legal representative or another person with suitable powers, together with suitable documentation certifying its qualification and powers, by the conclusion of the second trading day before the Shareholders' Meeting (i.e. by 11:59 p.m. on

**27 April 2021**) in accordance with the following alternative means: (i) transmission of a copy reproduced by computer (PDF) at the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "2021 Avio Shareholders' Meeting Proxy") from your certified e-mail address (or, in the absence, from your e-mail address, in the latter case the proxy with the voting instructions needs to be signed with a qualified or digital electronic signature); (ii) transmission in original, by courier/registered letter, at the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan (Ref. "2021 Avio Shareholders' Meeting RD Proxy"), anticipating a copy reproduced by computer (PDF) by e-mail at the e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "2021 Avio Shareholders' Meeting Proxy"). The proxy and the voting instructions are revocable by the end of the second trading day before the date fixed for the Shareholders' Meeting (therefore by 23:59 of **April 27, 2021**), according to the means indicated above.

The Company also specifies that, pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of TUF.

Those who do not wish to avail themselves of the method of intervention provided for by Article 135-undecies of TUF may, alternatively, intervene by granting the Designated Representative a proxy or sub-delegation pursuant to Article 135-novies of TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/subdelegation form, available on the Company's website (at <http://www.avio.com>, "Corporate Governance, Shareholders' Meeting 2021" section). For the notification of proxies/subdelegations the procedures above and set out in the proxy form must be followed. The proxy must be received by 6:00 p.m. on the day before the Shareholders' Meeting. The proxy and voting instructions may always be revoked within the aforesaid deadline.

For any clarifications concerning the conferment of proxy to the Designated Representative (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), Spafid may be contacted at the following e-mail address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone numbers: (+39) 0280687.319/335 (working days between 9 AM and 5 PM). Voting may not take place by mail or using electronic means.

The Company reserves the right to supplement and/or amend the above instructions in consideration of the intervening needs following the current epidemiological emergency situation at Covid-19 and its developments that cannot be foreseen at the moment.

### **RIGHT TO REQUEST INTEGRATION OF THE SHAREHOLDERS' MEETING AGENDA AND TO SUBMIT NEW PROPOSALS**

Shareholders who represent, as per Article 126-bis of TUF, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of the present notice and, therefore, by **April 8, 2021**, an integration to the matters on the agenda, indicating in the request the further matters to be included on the agenda, or submit proposals on matters already on the agenda.

Shareholders on behalf of whom the required communication has been sent by an authorised intermediary in accordance with the applicable regulation to the Company may request integration to the Agenda or submit new proposals.

The questions should be presented to the Company by **April 8, 2021** by e-mail [ufficiolegale.avio@pec.avio.com](mailto:ufficiolegale.avio@pec.avio.com). By the same deadline and according to the same means, the proposing shareholders are required to present to the Board of Directors a report outlining the reasons for the proposal of the new matters on the Agenda, or the reasoning for the additional proposals on matters already on the Agenda.

In relation to integrations to the Agenda or the submission of further proposals on existing matters, notice is given in the same manner prescribed for the publication of this notice of calling, at least fifteen days before the date of the Shareholders' Meeting. At the same time of publication of the integration notice or of the presentation, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

The integration of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, paragraph 1 of TUF.

#### **RIGHT TO MAKE INDIVIDUAL PROPOSALS FOR RESOLUTION**

Due to the fact that attendance at the Shareholders' Meeting is exclusively through the Designated Representative, those who have the right to vote may, pursuant to Article 126-bis, paragraph 1, third sentence, of TUF, by **8 April 2021**, individually submit proposals for resolutions on the items on the agenda, sending them - taking into account the current emergency - by e-mail to the address of the Designated Representative [confidential@spafid.it](mailto:confidential@spafid.it), as well as to the address of the Company's certified email address [ufficiolegale.avio@pec.avio.com](mailto:ufficiolegale.avio@pec.avio.com), with the indication, in the subject line of the e-mail, of the words "Shareholders' Meeting 2021 - individual resolution proposals".

Shareholders who submit proposals must prove their standing by sending the Company specific documentation issued pursuant to applicable legislation by the intermediary that keeps the accounts in which the ordinary shares are held. It is recommended that the proposals be clearly and completely formulated and accompanied by a report that specifies their rationale.

Draft resolutions submitted in a timely manner, according to the methods indicated above, will be published on the Company's website [www.avio.com](http://www.avio.com), "Corporate Governance, Shareholders' Meeting 2021" section, by **12 April 2021** so that vote-holders may view them for the purposes of granting proxies and/or subdelegation, with the related voting instructions, to the Designated Representative. For the purposes of the above, the Company reserves the right to verify whether the proposals are pertinent to the matters on the Agenda, complete and compliant with applicable legislation and whether those who have submitted them have standing to do so.

The deadline for submitting such proposals is set to coincide with the deadline for the publication of requests for integration and proposals for resolutions pursuant to Article 126-bis, paragraph 1, first sentence, of TUF, allows those who are interested in formulating individual proposals to consider what has been published by the Company in relation to the items on the agenda and, at the same time, the Designated Representative to supplement the forms for the granting of proxies pursuant to article 135-undecies and article 135-novies of TUF, so that those entitled to vote can, for the purposes of issuing voting instructions, evaluate all requests and proposals submitted in good time

### **RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA**

Those with voting rights and from whom the Company has received the communication from an authorised intermediary as per the applicable regulation, may submit questions on the matters on the Agenda also before the Shareholders' Meeting, and in any case no later than the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **April 20, 2021**, through sending the questions by certified e-mail at the Company certified e-mail address [ufficiolegale.avio@pec.avio.com](mailto:ufficiolegale.avio@pec.avio.com).

For questions submitted before the Shareholders' Meeting, responses will be made, no later than 12:00 a.m. of two days prior to the Shareholders' Meeting, also by publication in a special section of the Company's website (<http://www.avio.com>, "Corporate Governance / 2021 Shareholders' Meeting" Section). The Company may provide a single reply to questions with the same subject matter.

### **DOCUMENTATION**

Pursuant Article 125-ter of TUF and Article 73 of the Regulation approved by the Consob with resolution No. 11971 of 14 May 1999, the Reports of the Board of Directors containing the full text of the proposals to be resolved upon and the additional Shareholders' Meeting documentation required by applicable regulations, shall be made available to the public, in accordance with law, at the registered office of the Company in Rome, Via Leonida Bissolati No. 76 and on the Company website (<http://www.avio.com>, "Corporate Governance, 2021 Shareholders' Meeting" section) and on the authorized storage mechanism "eMarket Storage".

In particular:

- the Report of the board of directors on the matters on the agenda

are made available to the public on **today's date**:

- the Statutory Financial Statements at December 31, 2020 of Avio S.p.A., with the Directors' Report, the Independent Auditors' Report and the Board of Statutory Auditors' Report;
- the Corporate Governance and Ownership Structure Report;
- the Report on remuneration policy and remunerations paid;;
- the consolidated financial statements at December 31, 2020 of Avio S.p.A., with the Directors' Report, with the Independent Auditors' Report and the Board of Statutory Auditors' Report;
- the Consolidated Non-Financial Statement;
- the Report of the approval of authorisation of the purchase of treasury shares;

will be made available to the public within **March 31, 2021**.

The By-Laws are available on the Company website (<http://www.avio.com>, "Corporate Governance – Documents Section").

This notice of calling is published in its entirety on the Company website (<http://www.avio.com>, "Corporate Governance, 2021 Shareholders' Meeting" Section), on

the authorised storage mechanism "eMarket Storage" and also, in extract form, in the "Italia Oggi" newspaper on **29 March 2021**.

The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the Directors and Statutory Auditors, to Spafid S.p.A. and to other persons entitled to attend, other than those who have the right to vote.

In order to exercise shareholders' rights, due to the emergency of Covid-19, the Company recommends the use of the forms of remote communication indicated in this notice.

The Company thanks the shareholders for their cooperation in the exact execution of this notice and of the laws, even special laws, that have determined it.

The Company itself reserves the right to communicate any changes or additions to the information referred to in this notice in accordance with possible legislative and/or regulatory indications, or in any case in the interest of the Company and its shareholders.

Rome, 29 March 2021

For the Board of Directors  
The Chairman  
Roberto Italia