



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

ORDINARY SHAREHOLDERS' MEETING HELD ON 28th APRIL 2023

Summary account of the votes on the items of the agenda
 pursuant Article 125-*quater*, paragraph 2, of the Legislative Decree 58/1998

Item 1 of the agenda

1. Financial Statements at December 31, 2022.

1.1. Approval of the Financial Statements at December 31, 2022. Presentation of the Consolidated Financial Statements at December 31, 2022. Reports of the Board of Directors, Board of Statutory Auditors and of the independent audit firm.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,477,025	99.458%%
Votes Against	0	0.000%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

1.2. Allocation of the net profit. Resolutions thereon.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,477,025	99.458%%
Votes Against	0	0.000%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

Item 2 of the agenda

2. Remuneration Policy and Report pursuant to Article 123-ter, paragraph 3-bis and 6 of Legislative Decree No. 58/98:

2.1. Section I: remuneration policy. Binding motion;

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	16,521,823	94.022%
Votes Against	955,202	5.436%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

2.2. Section II: report on remuneration paid. Non-binding motion.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	16,697,774	95.023%
Votes Against	779,251	4.435%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

Item 3 of the agenda

3. Appointment of the Board of Directors; resolutions thereon:

3.1. Establishment of the number of members of the Board of Directors;

Shares present at the meeting when the vote was opened no. 16,573,719 equal to 62.876% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	16,547,969	99.845%
Votes Against	0	0.000%
Abstentions	25,750	0.155%
No votes	0	0.000%
Total Voting Rights	16,573,719	100.000%

3.2. Establishment of the duration of the mandate of the Board of Directors;

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,546,525	99.853%
Votes Against	0	0.000%
Abstentions	25,750	0.147%
No votes	0	0.000%
Total Voting Rights	17,572,275	100.000%

3.3. Appointment of the Board of Directors;

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
List No. 1	15,206,275	86.536%
List No. 2	2,366,000	13.464%
Votes Against	0	0.000%
Abstentions	0	0.000%
No votes	0	0.000%
Total Voting Rights	17,572,275	100.000%

(*) List presented by the exiting Board of Directors.

(**) List presented by some minority shareholders.

List of the appointed candidates as members of the Board of Directors

	Independent (¹)	Lista No.
ROBERTO ITALIA		1
GIULIO RANZO		1
LETIZIA COLUCCI		1
GIOVANNI GORNO TEMPINI	X	1
LUIGI PASQUALI		1
ELENA PISONERO	X	1
DONATELLA SCIUTO	X	1
GIOVANNI SOCCODATO		1
RAFFAELE CAPPIELLO	X	2
DONATELLA ISAIA	X	2
MARCELLA ELVIRA ANTONIETTA LOGLI	X	2

(¹) Indicated as independent pursuant to Art. 147-ter, paragraph 4, and 148, paragraph 3 of the Legislative Decree no. 58/1998 and of the Listed Companies' Corporate Governance Code.

3.4. Establishment of the remuneration of the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,439,187	99.243%
Votes Against	0	0.000%
Abstentions	63,588	0.362%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

Item 4 of the agenda

4. Appointment of the Board of Statutory Auditors for the 2023-2025 three-year period, resolutions thereon;

4.1. Appointment of three Statutory Auditors and two Alternate Auditors;

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
List No. 1 (*)	12,368,533	70.387%
List No. 2 (**)	2,841,567	16.171%
Votes Against	0	0.000%
Abstentions	2,362,175	13.442%
No votes	0	0.000%
Total Voting Rights	17,572,275	100.000%

(*) List presented by Leonardo S.p.A.

(**) List presented by some minority shareholders.

List of the appointed candidates as members of the Board of Statutory Auditors:

	Office	List No.
MARIO MATTEO BUSSO	Permanent Auditor	1
MICHELA ZEME	Permanent Auditor	1
VITO DI BATTISTA	Permanent Auditor – Chairman*	2
SARA FORNASIERO	Alternative Auditor	1
ROBERTO CASSADER	Alternative Auditor	2

*The Chairman of the Board of Statutory Auditors is the Permanent Auditor from the Minority List, Vito Di Battista

4.3. Establishment of the remuneration of the Board of Statutory Auditors.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,546,525	99.853%
Votes Against	0	0.000%
Abstentions	25,750	0.147%
No votes	0	0.000%
Total Voting Rights	17,572,275	100.000%

Item 5 of the agenda

5. Proposal to approval two company financial instrument-based remuneration plans as per Article 114-bis of Legislative Decree No. 58/98: conferral of power, resolutions thereon;

5.1. Approval of the “2023-2025 Performance Share Plan”;

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,476,903	99.457%
Votes Against	122	0.001%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%

5.2. Approval of the “2023-2025 Restricted Share Plan”.

Shares present at the meeting when the vote was opened no. 17,572,275 equal to 66,664% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

Vote result

	No. Shares	%
Votes for	17,476,903	99.457%
Votes Against	122	0.001%
Abstentions	25,750	0.147%
No votes	69,500	0.395%
Total Voting Rights	17,572,275	100.000%