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Societa' : AVIO SPA

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Regolamentata : 187807

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Oggetto : Shareholders' meeting call notice for April 23
2024

Testo del comunicato

Vedi allegato

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 to be held on April 23, 2024 at 11:30AM in single call, at the registered office of Avio S.p.A. in Rome (RM), Via Leonida Bissolati, 76, to discuss and vote upon the following

AGENDA

- 1. Financial Statements at December 31, 2023.**
 - 1.1. Approval of the Financial Statements at December 31, 2023. Presentation of the Consolidated Financial Statements at December 31, 2023. Reports of the Board of Directors, Board of Statutory Auditors and of the independent audit firm.**
 - 1.2. Allocation of the net profit. Resolutions thereon.**
 - 1.3. Extraordinary distribution of reserves (extraordinary dividend) Resolutions thereon.**
- 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 resolution;**
 - 2.2. Section II: report on remuneration paid. Non-binding resolution.**
- 3. Proposal to approve two company share-based remuneration plans as per Article 114-bis of Legislative Decree No. 58/98: conferral of power, resolutions thereon:**
 - 3.1. Approval of the "2024-2026 Performance Share Plan";**
 - 3.2. Approval of the "2024-2026 Restricted Share Plan".**
- 4. Approval of the proposal for authorisation for the purchase of treasury shares in accordance with Article 2357 of the Civil Code**

It should be noted that - in application of Article 106 of Decree Law No. 18 of March 17, 2020 ("Decree"), converted with amendments into Law No. 27 of April 24, 2020 as amended, most recently extended until April 30, 2024 by Law No. 18 of February 23, 2024, which converted and supplemented Decree-Law No. 215/23 - the Shareholders' Meeting, for such entitled persons, may also be attended through remote communication means, and that the shareholder may however attend only through the Designated Agent pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 ("CFA") in the manner set out below, while access to the Shareholders' Meeting rooms by shareholders or proxies other than the aforementioned Designated Agent is prohibited.

INFORMATION ON THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The subscribed and paid-in share capital of Avio S.p.A. amounts to Euro 90,964,212.9, comprising 26,359,346 ordinary shares, all without nominal value. At the date of this call notice, the Company holds 1,091,207 ordinary shares with no voting rights pursuant to Article 2357-ter of the Civil Code, equal to approx. 4.14% of the share capital.

RIGHT TO ATTEND AND VOTE

The right to attend and vote at the Shareholders' Meeting - **exclusively through the Designated Agent** - is based on the communication to be requested by each participant from their intermediary and sent to the Company by said intermediary, in accordance with applicable legislation and in accordance with the accounting records at the end of the 7th trading day before the date set for the Shareholders' Meeting (i.e. **April 12, 2024**, "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 (i.e. **April 18, 2024**). The right to attend and vote at the Shareholders' Meeting by the means set out 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 venue for the Meeting shall be as set out above.

The participation of Directors, Statutory Auditors, the Designated Agent, the secretary of the Meeting and the representatives of the independent audit firm may also take place through the use of remote connection systems, and the Chairperson and the secretary need not be in the same location.

With specific reference to the participation in the Shareholders' Meeting, the provisions set out in the following paragraph of this notice shall be taken into account.

PARTICIPATION IN THE MEETING BY PROXY VOTING THROUGH THE DESIGNATED AGENT

As regards participation in the Meeting, the following provisions shall be taken into account.

Pursuant to Article 106 of the Decree, participation in the Shareholders' Meeting is permitted exclusively through the Designated Agent pursuant to Article 135-undecies of the CFA. The Company provides that holders of voting rights who intend to participate in the Shareholders' Meeting shall be represented at said Meeting through a proxy given to the Designated Agent identified by the Company, namely: Monte Titoli S.p.A. ("**Monte Titoli S.p.A**" or the "**Designated Agent**"), with registered office in Milan (MI - 20123), Piazza degli Affari 6.

The granting of proxy to the Designated Agent is without charge for the principal (except for any sending expenses).

Proxy is granted to the Designated Agent through the signing of the specific proxy form available, with the relative indications for compilation and sending, on the company website (<http://www.avio.com> in the Investors/Shareholders' Meeting 2024 Section).

Proxy should contain voting instructions on all or some of the matters on the Agenda and shall be valid only for the proposals on which voting instructions are provided.

The proxy must be received by the aforementioned Designated Agent, together with a copy of a currently valid identity document of the Principal or, if the Principal is a legal person, a copy of a currently valid identity document of the *pro tempore* legal representative or of another subject with appropriate powers, together with appropriate documentation certifying its qualification and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 11:59PM on **April 19, 2024**), by the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy for Avio April 2024 Shareholders' Meeting") from one's

own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with the voting instructions must be signed with a qualified or digital signature); (ii) transmission of the original, by courier or registered letter with return receipt, FAO Register Services area at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan, sending in advance a copy reproduced electronically (PDF) by ordinary email to the email address RD@pec.euronext.com (subject "Proxy for Avio April 2024 Shareholders' Meeting").

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 11:59PM of **April 19, 2024**), according to the means indicated above.

The Company also notes that pursuant to the aforementioned Decree, the Designated Agent may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the CFA in derogation of Article 135-undecies, paragraph 4 of the CFA.

Those not wishing to avail themselves of the participation method set out in Article 135-undecies of the CFA, may alternatively participate by granting the same Designated Agent proxy or sub-proxy pursuant to Article 135-novies of the CFA, containing voting instructions on all or some of the proposals on the Agenda, by using the appropriate proxy/sub-proxy form available on the Company's website (at <http://www.avio.com> in the Investors/Shareholders' Meeting 2024 section). For the conferral of proxies/sub-proxies, the same procedures indicated above and reported in the proxy form must be followed. Proxy must be received by 6PM on the day before the Shareholders' Meeting (and in any case before the beginning of the Meeting). The proxy and voting instructions can always be revoked by the above deadline.

For any clarifications concerning the conferment of proxy to the Designated Agent (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), Monte Titoli may be contacted by e-mail at RegisterServices@euronext.com or at the following telephone number (+39) 02.33635810 (business days between 9AM and 5PM). Voting may not take place through correspondence or electronic means.

RIGHT TO REQUEST SUPPLEMENTATION OF THE SHAREHOLDERS' MEETING AGENDA AND TO PRESENT NEW PROPOSALS

The Shareholders who, also jointly, in accordance with Article 126-bis of the CFA, represent at least one-fortieth of the share capital may request, within ten days of publication of this notice (therefore by **April 1, 2024**), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or 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 supplements to the Agenda or present new proposals.

Applications must be submitted to the Company by **April 1, 2024** by e-mail to the following address 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 supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of this call notice, at least 15 days before the date of the Shareholders' Meeting. At the same time of publication of the supplementation 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.

Supplementation 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 the CFA.

RIGHT TO SUBMIT INDIVIDUAL MOTION PROPOSALS

As participation in the Shareholders' Meeting is permitted exclusively through the Designated Agent, those with the right to vote may, pursuant to Article 126-bis, paragraph 1, third sentence, of the CFA, submit individual proposals for motions on the matters on the Agenda by **April 1, 2024**, by sending them to the Company's certified e-mail address ufficiolegale.avio@pec.avio.com, with "Shareholders' Meeting 2024 - individual motion proposals" in the subject of the e-mail.

Shareholders submitting proposals shall prove their rights by sending to the Company appropriate documentation issued pursuant to applicable provisions by the intermediary holding the account in which the ordinary shares are registered. It is recommended that proposals be clearly and completely worded, accompanied by a report stating the rationale for the proposal.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals regarding items on the Agenda, their completeness and compliance with the applicable provisions, as well as the legitimacy of the proposers.

The deadline for submitting said proposals - which is set at the same time as the deadline for the publication of requests for supplementation and motion proposals pursuant to Article 126-bis, paragraph 1, first sentence, of the CFA - allows those wishing to submit individual proposals to consider what has been published by the Company with regard to the items on the Agenda and, at the same time, the Designated Agent to integrate the forms for the granting of proxies pursuant to Article 135-undecies and Article 135-novies of the CFA, so that those entitled to vote can assess in due time all the requests and proposals submitted, for the purpose of issuing voting instructions.

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 before the Shareholders' Meeting by the seventh trading day before the date set for the Shareholders' Meeting, i.e. **April 12, 2024**, by sending the questions by registered letter or certified e-mail to ufficiolegale.avio@pec.avio.com.

Questions received by this deadline will be answered at the latest three days before the Shareholders' Meeting, also by publication in a specific section of the Company's website (<http://www.avio.com>, in the Investors/Shareholders' Meeting 2024 section). The Company may provide a single reply to questions with the same subject matter.

DOCUMENTATION

As per Article 125-ter of the CFA, the reports of the Board of Directors containing the full text of the proposals to be considered and the additional Shareholders' Meeting documentation required by applicable regulations, have been made available 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>, Investors, 2024 Shareholders' Meeting Section) and on the authorised storage mechanism "eMarket Storage".

- the report of the Board of Directors on the matters on the Agenda;
- the Board of Directors' Explanatory Report on the proposal to purchase treasury shares;
- the "2024-2026 Performance Share Plan" Prospectus;
- the "2024-2026 Restricted Share Plan" Prospectus;
- the Remuneration Policy and Report;

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

- the consolidated financial statements at December 31, 2023 of Avio S.p.A., with the Directors' Report - containing the Consolidated Non-Financial Statement - the Independent Auditors' Report and the Board of Statutory Auditors' Report.
- the Corporate Governance and Ownership Structure Report;
- the consolidated financial statements at December 31, 2023 of Avio S.p.A., with the Directors' Report, with the Independent Auditors' Report and the Board of Statutory Auditors' Report.

will be made available to the public by **March 30 2024**;

- the documentation regarding the financial statements of subsidiary companies pursuant to Article 77 paragraph 2-bis of the Consob Regulation

Will be made available to the public on **April 8, 2024**, exclusively at the Company's registered office.

The By-Laws are available on the company website (<http://www.avio.com>, in the Corporate Governance/Documents section).

This call notice is published in its entirety on the company website (<http://www.avio.com> in the Corporate Governance/Shareholders' Meeting 2024 section) and on the authorised storage mechanism "eMarket Storage", and also in extract form in the Italia Oggi newspaper on **March 22, 2024**.

The instructions for participation in the Shareholders' Meeting by means of telecommunications will be communicated by the Company, to the Directors and Statutory Auditors, the Designated Agent and to other persons entitled to attend, other than those who have the right to vote.

Rome, March 13, 2024

For the Board of Directors
Executive Chairperson
Roberto Italia

Fine Comunicato n.1771-9-2024

Numero di Pagine: 7