

ENAV S.P.A.

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 26
APRIL 2019 - SINGLE CALL**

**Report of the Board of Directors on the proposals concerning the items on the
agenda of the Shareholders' Meeting**

ORDINARY SESSION

Item 4 "Appointment of Board of Auditors"

Dear Shareholders,

With the Shareholders' Meeting called to approve the financial statements as at 31 December 2018, the term of the Board of Auditors appointed by the Shareholders' Meeting of 29 April 2016 and subsequently re-established by the Shareholders' Meeting 20 June 2016 and of 28 April 2017 has come to an end.

In this regard, Article 21 of the Articles of Association and applicable legislation provide that:

- The Shareholders' Meeting appoints the Board of Auditors, which is comprised of three standing auditors from among whom its chairman is elected, and two alternate auditors.
- The composition of the Board of Auditors must comply with the applicable laws and regulations regarding gender balance. If during the term one or more standing auditors are no longer available, the alternate auditors will replace them in the order that will ensure compliance with the laws and regulations regarding gender balance.
- Members of the Board of Auditors will serve a three-year term, which shall expire on the date of the Shareholders' Meeting called to approve the financial statements of the third financial year of their term of office.
- Members of the Board of Auditors are selected from among persons that meet the professionalism and integrity requirements under the applicable laws and regulations. For the purposes of those laws and regulations, the following matters are deemed closely related to the Company's scope of activities: matters relating to commercial and tax law, business administration and corporate finance, matters and sectors of activity involving communications, telematics and IT, banking, financial and insurance operations. As regards the composition of the Board of Auditors, the applicable laws and regulations govern causes of ineligibility and limitations on the number of administrative or control offices that can be held at one time by the members of the Board of Auditors.



- Standing and alternate auditors are appointed by the Shareholders' Meeting based on slates submitted by shareholders, in which the candidates must be listed in consecutive order and the number of candidates proposed must not exceed the number of members to be elected.
- Only shareholders who alone or together with other shareholders represent at least 2.5% of the share capital, or such other amount as established by Consob through a regulation, are entitled to submit slates for the appointment of the Board of Auditors. In this regard, under the provisions of Decision no. 13 of 24 January 2019 of the head of the Corporate Governance Division of Consob, this year shareholders who alone or together with other shareholders represent at least 1% of the share capital shall be entitled to submit slates.
- The curriculum vitae of each candidate must be submitted together with each slate, upon penalty of inadmissibility, as must the statements with which the individual candidates accept their candidacy and certify, under their responsibility, that there are no causes for ineligibility or incompatibility and that they meet the integrity, professionalism and independence requirements prescribed by the applicable laws. Appointed standing auditors must communicate without delay if they no longer meet any of these requirements, as well as any supervening causes of ineligibility or incompatibility.
- Candidates to become a member of the Board of Auditors must meet the integrity and professionalism requirements envisaged - for the auditors of companies with listed shares - by the Decree of the Ministry of Justice no. 162 of 30 March 2000, as supplemented by the provisions of Article 21.1 of the Articles of Association, as well as the additional requirements established by applicable legislation and regulations. With regard to the situations of ineligibility and to the limits on the number of the administration and control positions that can be held at one time by the members of the Board of Auditors, the provisions of Article 148, paragraph 3, and 148-bis of the Legislative Decree 58 of 24 February 1998 (the "**Consolidated Law**") as well as the provisions of Articles 144-*duodecies* et seq. of the Regulation adopted with Consob Resolution no. 11971 of May 14, 1999 (the "**Consob Issuers Regulation**") shall apply.
- The slates shall contain two sections: one for candidates for the office of standing auditor and the other for candidates for the office of alternate auditor.
- At least the first candidates for each section must be registered in the Register of Auditors and have worked as an auditor for no less than three years.
- Pursuant to the applicable laws regarding gender balance, the slates must include candidates of a different gender for the first two positions in the section of the slate referring to standing auditors, as well as the first two positions in the section of the slate referring to alternate auditors.
- Each shareholder may vote for one slate only.



- Two standing auditors and one alternate auditor will be drawn from the slate that obtained the largest number of votes, based on the consecutive order in which they are included in the sections of the slate. The remaining standing auditor and remaining alternate auditor are appointed pursuant to applicable regulations and in accordance with the terms set forth under Article 11-*bis*.3, b) of the Articles of Association, applicable separately to each of the sections in which the other slates are divided.
- Pursuant to Article 21.4, the standing auditor appointed pursuant to Article 11-*bis*.3, b) of the Articles of Association shall assume the chairmanship of the Board of Auditors, i.e. the standing auditor from the minority slates who obtained the most votes. In the event of replacement of the chairman, this office shall be assumed by the alternate auditor who has also been appointed pursuant to Article 11-*bis*.3, b).

For the sake of complete information, under the provisions of the Articles of Association, for the appointment of auditors who for any reason are not elected based on slates, the Shareholders' Meeting shall resolve with the majorities required by law and without following the procedure indicated above, but in any case in such a manner as to ensure that the composition of the Board of Auditors is compliant with applicable legislation, regulations and administrative provisions, while respecting the principle of minority representation and the applicable laws on gender balance. In addition, if one of the auditors selected from the slate with the largest number of votes is replaced, such auditor will be replaced by the first of the alternate auditors selected from that slate. If the replacement, carried out pursuant to the paragraph above, does not enable the re-establishment of a Board of Auditors that is compliant with the applicable laws on gender balance, the second of the alternate auditors selected from that same slate shall take over. If the other auditor selected from the slate with the largest number of votes is replaced, that auditor will be replaced by the other alternate auditor selected from that slate.

Pursuant to Article 21 of the Articles of Association of ENAV, the presentation, filing and publication of the slates is governed by applicable law. More specifically, the slates of candidates shall be filed at the registered office by the shareholder by 1 April 2019, using the following procedures:

- (i) by hand delivery of the documentation to the offices of the Legal, Corporate Affairs and Governance Department of ENAV S.p.A., in Via Salaria, 716, 00138 – Rome, between Monday and Friday from 9:00 to 17:00;
- (ii) by certified e-mail to assemblea@pec.enav.it - Ref. "*Slates for the appointment of the Board of Auditors*"; or by e-mail to assemblea@enav.it - Ref. "*Slates for the appointment of the Board of Auditors*";
- (iii) by fax to the Legal, Corporate Affairs and Governance Department of ENAV + 39 0681662062.



The slates must be accompanied by:

- a statement from the presenting shareholders containing information identifying the shareholders and indicating the total percentage holding they represent. Ownership of the minimum holding shall be determined with regard to the shares registered in the name of the shareholder on the day on which the slates are filed with the Company. Pursuant to 147-ter, paragraph 1-bis of the Consolidated Law, the certification may be produced following the filing as long as it is produced by the deadline for the publication of the slates, i.e. at least twenty-one days before the date of the Shareholders' Meeting, namely by 5 April 2019;
- a statement from shareholders other than those who hold, individually or jointly, a controlling or relative majority interest affirming the absence of relationships of affiliation with the latter pursuant to Article 144-quinquies of the Consob Issuers Regulation, taking due account of the Consob recommendations contained in Communication DEM/9017893 of 26 February 2009; and
- comprehensive information on the personal and professional background of the candidates, as well as a statement from the candidates certifying that they meet the requirements provided for by law and their acceptance of their candidacy. Bearing in mind that, pursuant to Article 2400, last paragraph, of the Civil Code at the time of the appointment and prior to accepting the position, the Shareholders' Meeting must be notified of management and control positions held by the members of the Board of Auditors with other companies and taking account of the provisions of Article 148-bis of the Consolidated Law, the candidates are invited to provide a statement in this regard in their curricula vitae, ensuring that the information is updated to the date of the Shareholders' Meeting.

The slates, together with the accompanying documentation indicated above, will be made available to the public by the Company at least twenty-one days prior to the date of the Shareholders' Meeting (i.e. by 5 April 2019) at the registered office and on the website of the Company (www.enav.it, in the section "Governance – Shareholders' Meeting 2019").

If upon expiry of the deadline for filing slates – and therefore 1 April 2019 – only one slate has been filed or only slates submitted by shareholders connected by a relationship of affiliation pursuant to Article 144-quinquies of the Issuers Regulation have been filed, the deadline for filing slates shall pursuant to Article 144-sexies, paragraph 5, of the Consob Issuers Regulation be extended to the third day following that date, namely until 23:59 of 4 April 2019, ensuring the slates are accompanied by documentation certifying share



ownership, which even in the latter circumstance shall be submitted at the latest by the deadline established for the publication of the slates, i.e. at least twenty-one days prior to the date of the Shareholders' Meeting, namely by 5 April 2019.

Finally, in that case, pursuant to Article 144-*sexies*, paragraph 5, of the Issuers Regulation, the minimum shareholding established by the Articles of Association for the submission of slates shall be reduced by half to 0.5% of share capital.

Shareholders, you are invited to vote for a slate among those submitted, filed and published in accordance with the aforementioned provisions of the Articles of Association and of the law.

Pursuant to Article 21.4 of the Articles of Association, the standing auditor appointed pursuant to Article 11-*bis*.3, b) of the Articles of Association from the minority slate that received the largest number of votes shall assume the chairmanship of the Board of Auditors.

The Chairman of the Board of Directors
Nicola Maione