



Shareholders' Meeting 2018



Shareholders' Meeting
2018

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The Ordinary Shareholders' Meeting



The Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of ENAV S.p.A. ("**ENAV**" or the "**Company**") is convened in ordinary session, on single call, for the date of 27 April 2018 at 3:00 p.m. in the ENAV Auditorium at Via Appia Nuova, 1491 - 00178 (RM), to discuss and resolve upon the following.

Agenda:

1. Approval of the financial statements of ENAV S.p.A. as at 31 December 2017, including the Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2017.
2. Allocation of the profit for the year.
3. Remuneration report in accordance with Article 123-ter, paragraph 6, of Legislative Decree 58/98; related and consequent resolutions.
4. Authorisation, subject to revocation of the previous authorisation, for purchasing and disposing of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, 132 of Legislative Decree 58/98 and 144-bis of Consob Regulation 11971/1999; related and consequent resolutions.
5. Supplement to the Independent Auditors assignment pursuant to Articles 14 and 16 of Legislative Decree no. 39/2010 for the years 2017-2024; related and consequent resolutions.

Right to participate and to vote in Meeting

Pursuant to Article 83-sexies of Legislative Decree 58 dated 24 February 1998, ("**T.U.F.**"), those shareholders shall be entitled to participate at the meeting for whom an intermediary authorised pursuant to the applicable regulations has sent notice to the Company, certifying their ownership right as of the end of the accounting day of seventh trading day prior to the date set for the Meeting on single call (and therefore as of 18 April 2018 – "**record date**"). The notice must be received by ENAV before the end of the third trading day prior to the date of the Meeting (and thus by 24 April 2018). The entitlement to attend and to vote is still verified if receipt of the notice by ENAV is past these terms, provided it is before the beginning of the Meeting's business. Credit or debit adjustments made in the accounts after the record date do not count for the purpose of being entitled to exercise voting rights at the Meeting and therefore those who come to possess shares only after the record date will not be entitled to participate and vote at the Meeting. It should be recalled that the notice to ENAV is made by the intermediary at the request of the party who holds the right. Any requests for advance notice or compensation for the fulfilment of intermediary's obligations cannot be attributed to the Company.

Voting by proxy

Pursuant to Article 135-novies et seq. of T.U.F. and Article 8.1 of the By-laws, anyone entitled to vote may be represented at the Meeting by proxy conferred in writing in accordance with the laws in effect. A proxy form is made available in the relevant section of the Company's website at the address www.enav.it (section "Governance", "Shareholders' Meeting 2018").

The mandate, filled out in every field, prepared legibly and duly signed, may be delivered to the Company, if possible, at least two trading days before the date set for the Meeting, (i.e., by 25 April 2018) by registered mail with return receipt to the following address: ENAV S.p.A. – Affari Legali e Societari - Via Salaria, 716 - 00138 Rome - Ref. "Voting proxy", by fax at +39 0681662062 or by certified e-mail, to the address deleghe.assemblea@pec.enav.it, or by e-mail to the address deleghe.assemblea@enav.it.

The mandate may also be transmitted to the Company electronically, using the electronic Proxy Notification page of the Company's website.

If the representative delivers or transmits a copy of the mandate to the Company, also in electronic form, they shall certify under their responsibility the conformity of the mandate with the original and the identity of the delegator.

The company reserves the right not to accept mandates that are illegible. Please indicate in the message accompanying the mandate a telephone number, a fax or an email address for the sender.

Voting via mandate to the Shareholder's Representative appointed by the Company

Pursuant to Article 135-*undecies* of the T.U.F. and Article 8.4 of the corporate By-laws, the Company has designated Computershare S.p.A. as the entity ("**Designated Representative**") to which the shareholders may confer, free of charge, a proxy with voting instructions for all or some of the items on the agenda. The proxy shall be effective only for proposals in relation to which voting instructions have been provided. The proxy shall be conferred by signing a proxy form made available in the relevant section of the Company's website at the address www.enav.it (section "Governance", "Shareholders' Meeting 2018"), which must be sent in the original by the end of the second trading day prior to the date set for the Meeting, and therefore 25 April 2018, to their offices at Via Monte Giberto 33 – 00138 ROME (if possible with advance copy with declaration of conformity with the original), or by fax to +390645417450 or by certified e-mail to ufficioroma@pecserviziotitoli.it. The proxy and voting instructions can still be revoked by the aforementioned term. The shares for which the proxy is conferred, even partially, are calculated for the purpose of constituting the quorum of the Meeting. In relation to proposals for which no voting instructions have been given, the shares are not taken into account for the purpose of calculating the majority and the share of capital required to approve resolutions. The Designated Representative will be available to provide to the Shareholders any information and clarification needed at the number + 390645427413 as well as at the e-mail address ufficiorm@computershare.it.

Additions to the Meeting agenda and proposals for resolutions on the agenda items

Pursuant to Article 126-*bis* of the T.U.F., Shareholders who individually or jointly represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (and hence by 7 April 2018), an addition to the list of topics to be discussed, stating in their application the additional topics proposed by them, or present proposals for resolutions on the topics already on the agenda. Additions to the agenda shall not be allowed for topics on which the Meeting, in accordance with the law, is deciding on a proposal of the board of directors or on the basis of a report prepared thereby, other than those referred to in Article 125-*ter*, paragraph 1, T.U.F. Shareholders are entitled to request additions to the items on the agenda or to introduce proposals of resolutions for which the relevant notification has been received by the Company, certifying the ownership of the stake required, made by an intermediary authorised under applicable law. Requests shall be addressed in writing by registered mail to the following address: ENAV S.p.A. – Affari Legali e Societari/ Societario - Via Salaria 716 - 00138 Rome – with Ref. "Addition to agenda" and/or "Proposals for resolutions", by fax to +39 0681662062 or by certified e-mail, to enav.assemblea@pec.enav.it – with Ref. "Addition to agenda" and/or "Proposals for resolutions".



Such requests must be accompanied by a report stating the justification for the proposed resolutions on the new topics proposed for discussion or the reason relating to additional proposals of resolutions presented on topics already on the agenda. For additions to the agenda or for the presentation of further proposals for deliberation on topics already on the agenda notice must be given, in the same manner required for the publication of the notice of the call, at least fifteen days before the date set for the Meeting and thus by 12 April 2018. In any case, anyone entitled to vote may individually present proposals of resolutions at the Meeting.

Right to submit questions before the Meeting

Pursuant to Article 127-ter of T.U.F., anyone entitled to vote, for whom appropriate notice is received by the Company provided by an intermediary authorised under the applicable law, may submit questions only on the topics on the agenda also before the Meeting, at the latest by 24 April included. For the questions received by such date, an answer will be provided at the latest during the Meeting. Questions may be sent to the Company by mail, at the following address: ENAV S.p.A. – Affari Legali e Societari/Societario - Via Salaria 716 - 00138 Rome – with Ref. “Meeting Questions”, by fax to +39 06 81662062 or by e-mail, to domande.assemblea@enav.it. Anyone wishing to exercise their right to submit questions is also invited to clearly indicate the agenda item to which the specific questions refer and to indicate, together with the questions: their name and surname; place and date of birth; tax identification number; e-mail address; phone number.

The Company may provide one answer to questions with the same content. No answer is due, not even at the Meeting, to questions submitted beforehand when the information requested is already available in the “questions and answers” format in the relevant section of the company’s website www.enav.it or when the answer has been already published in this section.

Means and terms of availability of the full text of the proposed resolutions, together with the reports, and documents which will be submitted to the meeting

The documents relating to the Meeting (also with reference to the provisions of Article 125-*quater* of the T.U.F.), including the explanatory reports in accordance with Article 125-*ter* of the T.U.F. for the items on the agenda, are made available to the public - by the terms required by law - at the Company’s registered office, on the Company’s website at www.enav.it, in the section “Governance”, “Shareholders’ Meeting 2018”, as well as on the website of the authorised storage mechanism 1 info managed by Computershare S.p.A. at www.1info.it.

Shareholders and those entitled to participate and vote at the Meeting have the right to consult all the documents filed at the Company’s registered office and to obtain copies thereof.

Composition of share capital

As at the date of this notice, ENAV S.p.A.’s share capital amounts to €541,744,385.00 and is divided into 541,744,385 ordinary shares without indication of the par value.

Other information

For any further information regarding the Meeting and, in particular, the methods for exercising the related rights, please visit the Company's website www.enav.it (Section "Governance" "Shareholders' Meeting 2018") or write to the e-mail address assemblea@enav.it with Ref. "*Meeting Information*". Those entitled to participate in the Meeting are asked to arrive before the start of the Meeting in order to facilitate admission; registration operations will be carried out at the premises where the Meeting is held starting at 2:00 p.m.

The Chairman of the Board of Directors
Mr. Roberto Scaramella

