

**PROXY FORM FOR THE REPRESENTATION IN ASSEMBLY  
PURSUANT TO ART. 135-novies OF LEG. 58/1998 (TUF)<sup>1</sup>**

The undersigned<sup>2</sup> \_\_\_\_\_,  
entitled to attend and exercise voting rights in the Shareholders' Meeting  
of ENAV S.p.A., convened in ordinary session on 28 April 2017, in a single call, as  
<sup>3</sup> \_\_\_\_\_ relatively \_\_\_\_\_ to \_\_\_\_\_ no. \_\_\_\_\_ ordinary shares  
of ENAV S.p.A. registered in the \_\_\_\_\_ name<sup>4</sup>  
\_\_\_\_\_

**DELEGATES**

<sup>5</sup> \_\_\_\_\_ with faculty to  
be replaced by <sup>6</sup> \_\_\_\_\_  
to represent him / her in the same Meeting, to be held on 28 April 2017, at 15.00 in Rome, Auditorium  
Via Veneto, Via Veneto. n.89 with the following agenda:

1. *Approval of the financial statements of ENAV S.p.A. as of 31 December 2016; Reports of the Board of Directors, the Board of Auditors, the External Auditors and the Financial Reporting Manager. Presentation of the consolidated financial statements as of 31 December 201; related and consequent resolutions*
2. *Allocation of the profit for the period*
3. *Determination of the number of Directors*
4. *Determination of the duration of the office of Directors*
5. *Appointment of members of the Board of Directors*
6. *Appointment of the Chairman of the Board of Directors*
7. *Determination of the remuneration of Directors*
8. *Additions to the Board of Statutory Auditors through the appointment of an alternate auditor*
9. *Determination of the remuneration of the Board of Auditors*
10. *Remuneration report in accordance with Article 123-ter, paragraph 6, of Leg. Decree 58/98; related and consequent resolutions*
11. *Long-term incentive plan intended for members of the ENAV S.p.A. management and for its subsidiaries pursuant to Article 2359 of the Civil Code; related and consequent resolutions*
12. *Authorisation for purchasing and disposing of Treasury shares pursuant to Article 2357 of the Civil Code; related and consequent resolutions*

---

<sup>1</sup> It is recalled that the delegate may intervene and exercise their right to vote in the Shareholders' Meeting only if the Company has received the authorized intermediary communication pursuant to article 83-sexies of Legislative Decree no. 58/1998.

<sup>2</sup> Complete with details of name, social security number (or similar foreign reference), full address of the domicile of the delegating party.

<sup>3</sup> Indicate the quality of the delegating party (eg, holder of shares, legal representative, attorney with power of sub-delegation, the pledgee, taker, usufructuary, custodian).

<sup>4</sup> To be filled in only if the owner of the shares is different from the proxy signatory.

<sup>5</sup> Fill with details of name, surname or company name, tax code or VAT (or similar foreign reference), complete address of the domicile or registered office of the delegate.

<sup>6</sup> Fill with details of name, surname or company name, tax code or VAT number (or similar foreign reference), complete address of the domicile or registered office of the deputy delegate (sub-delegate).

And hereby confers upon \_\_\_\_\_ the powers necessary to exercise the right to vote, in his/her/its name and on his/his/her behalf<sup>7 8</sup>

**Date**

**signature of the delegator**

*If, instead of the original, the delegate delivers or transmits a copy of the proxy:*

Pursuant to and for the purposes of Article 135-novies of Legislative Decree no. 58/1998, the delegate certifies under its responsibility the conformity of the present proxy to the original and the identity of the delegating subject.

**Date**

**signature of the delegate**

---

<sup>7</sup> Please note that, pursuant to art. 118, paragraph 1, lett. c) of the Regulations approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, investments are considered, for the purposes of the disclosure requirements referred to in under Article 120 of Legislative Decree no. 58/1998, the shares in relation to which the right to vote accrues by virtue of delegation, provided that such right may be exercised discretionally in the absence of specific instructions by the delegator.

<sup>8</sup> Those entitled to participate and exercise their voting rights at the Shareholders' Meeting as well as their delegates are invited to take account of the provisions dictated by art. 135-decies of Legislative Decree no. 58/1998 relating to conflict of interest of the representative and of the substitutes.