



**ENAV S.p.A. Board of Directors Guidelines to the Shareholders
on the future size and composition of the
Company's Board of Directors**

Approved by the ENAV S.p.A. Board of Directors on 20 February 2023

INTRODUCTION

ENAV S.p.A. (“ENAV” or the “Company”) – in line with the Company’s full compliance with the previous Corporate Governance Code, and to underline its full compliance with the rules of good corporate governance – has passed resolution to adhere to the Corporate Governance Code, published on 31 January 2020 (the “Code”), the principles and recommendations of which broadly align with the Company’s corporate governance.

Article 4, Principle XIII, Recommendation 23 of the Code recommends that the Board of Directors of listed companies, when expiring, express, with the support of the appointments committee, its guidance to shareholders on what is deemed to be the optimal quantitative and qualitative composition of the new Board.

The ENAV Board of Directors, whose term of office is to expire with the approval of the financial statements for 2022:

- having involved the Remuneration and Appointments Committee in the evaluation referred to in the aforementioned Recommendation, as per the Regulation of said Committee,
- having taken into account the results of the Board of Directors self-assessment (carried out with the support of the independent advisor and referring to the financial year 2022) and in line with the three-year term of office now expiring,

is providing the Shareholders with its own guidelines in order to facilitate the process of defining the best proposals to the Shareholders’ Meeting regarding the quantitative and qualitative composition of the Board of Directors of ENAV, in view of the renewal of the Board for the next term of office. These guidelines refer to:

- the size of the new Board of Directors and professional roles deemed necessary for the optimal composition of the Board;
- the experience and skills identified as priorities or highly relevant for the composition of the new Board and its Committees.

BACKGROUND

In the analysis carried out during the self-assessment of their work at the end of their term of office, ENAV’s Directors pointed out the ongoing issues and challenges against which they believe the next Board will have to measure its performance:

- to create the best possible conditions to support the implementation of the new technical operating model for service delivery as set out in the Industrial Plan, including by developing new operating systems based on innovative and sustainable technology to increase productivity and flexibility in the use of Italian airspace;
- to expand activities on the so-called third market, unregulated market and even international market, passing all appropriate resolutions including in terms of organisation;
- to facilitate the implementation of the Industrial Plan, developing the point-to-point model and remotisation of control towers and boosting the Company's engagement with stakeholders, including local institutions;
- to guide the processes of ecological transition and digitalisation, while overseeing the impacts on ENAV’s core business and risk profiles (including economic/financial risks) for the Company;
- to oversee the risks and opportunities associated with possible changes to the European regulatory framework;

- to ensure optimal control over key cybersecurity issues that are particularly sensitive for the Company's business;
- to continue boosting the Company's engagement with ESG issues and fully integrate them into strategies;
- to continue encouraging resource development policies so as to ensure operational oversight and bring in new professionalism in line with ENAV's innovation and digitalisation process and with its diversity goals.

QUANTITATIVE AND QUALITATIVE COMPOSITION OF THE BOARD OF DIRECTORS

Size

ENAV's Articles of Association provide that the Board of Directors be composed of a minimum of 5 and a maximum of 9 members. The number of members of the Board of Directors is determined by the Ordinary Shareholders' Meeting in compliance with the limits set out in the Articles of Association. As per the Articles of Association, based on the experience of the last few years and a comparative analysis (considering also the number of the internal committees that support its activities), the Board has deemed that:

- the current number of nine Directors is appropriate;
- the current balance of 1 Executive Director and 8 Non-Executive Directors (7 of whom are Independent) is also appropriate as per Article 2, Principle VI, Recommendation 5 of the Code;
- the current size allows for a correct composition of the three internal committees with the necessary number of Independent members, as well as adequate involvement to allow in-depth examinations of the matters addressed and resolutions to be passed.

Gender diversity

The Board of Directors of ENAV invites the Shareholders, in the preparation of the lists of Director candidates, to ensure compliance with current legislation and with the Articles of Association so that the number of candidates of the least represented gender is at least two-fifths of the members of the Board of Directors (rounded up to the next whole number, if necessary).

Experience and skills

The Board of Directors, in formulating the indication to Shareholders that submit the list of candidates, regarding the level of professionalism, skills and experience deemed appropriate for an optimum composition of the Board, expresses and emphasises the importance of:

- ensuring a solid and balanced combination of professional profiles and experience in order to address and effectively manage the challenges stemming from upcoming sector and market developments and from the achievement of ENAV's strategic objectives over the next three years;
- selecting candidates with the necessary interpersonal skills, who are able to ensure effective collaboration and a positive relationship dynamic in their performance of the role of Director;
- without prejudice to the provisions of the Code and the Articles of Association, ensuring the presence of an adequate number of Independent Directors so as to stimulate an open and attentive discussion among all stakeholders;
- without prejudice to the Company's policy regarding the maximum number of positions that can be held as Director or Statutory Auditor (deemed compatible with an effective and diligent performance of the role of ENAV Director), selecting profiles who are able to ensure adequate time availability and presence to diligently fulfil the tasks assigned;
- further promoting diversity requirements in term of gender, but also to achieve a mix of different professional backgrounds, geographical origins, ages and sectors of origin;
- ensuring that the list of candidates are composed of differentiated skill sets and demonstrate experience and competences that, as a whole, confirm and add value to the qualitative composition of the Board.

The Board of Directors is aware that:

- in order to adequately perform its role, it is essential that the candidates, as members of the Board of Directors, possess the skills and experience needed to perform their duties and that these are diversified across all members, based on:
 - the tasks and responsibilities connected with the roles within the Board of Directors and the Committees;
 - the Company's size and operational characteristics, its complexity and the type of business carried out;
 - the market context and growth prospects, prospective development scenarios, and the regulatory framework and risk control system;
- for the assessment of individual skills, it is necessary to consider both the theoretical knowledge acquired through education/training courses, and the practical experience gained through professional activity.

The main requirements in terms of experience, knowledge and key skills that the Board of Directors deems appropriate for all Directors, are:

- experience in Boards of Directors of listed companies with a comparable complexity to that of ENAV
- the ability to assess the means and opportunities for value creation
- experience in companies with high levels of innovation and/or advanced technological content
- strategic orientation and assessment skills
- business acumen, analytical and decision-making skills
- ability to manage risks, especially in terms of cybersecurity

As for the profiles that would complement the professional skills set out above, the outgoing Board of Directors suggests that the Administrative Body be composed of:

- managerial profiles who have gained experience in positions of responsibility within groups of comparable size and complexity and who, ideally, have participated in digital transformation/organisational change processes;
- professional profiles who have gained significant experience in positions of responsibility within relevant professional firms or consultancy companies;
- professional profiles who have gained experience in listed companies of a similar complexity in the position of Director, and who have participated in the work of the relevant Committees.

It is also considered useful to have a background in infrastructure sectors, previous experience in mixed public-private shareholding companies in multi-stakeholder contexts, previous experience in regulated sectors with regulatory bodies, including international bodies, and good knowledge of governance rules and processes.

The Board of Directors has also reflected on the issue of soft skills, which places particular importance on the characteristics set out below, which should be considered in the composition of the future Administrative Body:

- ✓ independence of thought and integrity;
- ✓ ability to constructively manage conflicts;
- ✓ ability to work in a team;
- ✓ ability to integrate sustainability issues into the strategic and business vision;
- ✓ balance in the pursuit of consensus.

The Board of Directors suggests that Shareholders consider the possibility of ensuring – in line with the constraints and rules of corporate governance – a measure of continuity in the composition of the Board of Directors, so as to enhance ENAV's wealth of knowledge acquired by the Directors with a view to supporting the Company's development in the face of key upcoming challenges.

TIME AVAILABILITY

All candidate Directors, in accepting their candidacy, must carefully consider and assure the Shareholders that they are able to dedicate the time availability needed to fully and diligently perform the responsibilities and tasks they are assigned, taking into account both the number and characteristics of the positions they hold in the administration and/or control bodies of other companies, and the commitment required by their additional work and professional activities performed.

Please note that during the term of office now expiring, the Directors have been engaged in an average of 12 board meetings, as well as in 38 meetings of internal committees.

In addition to the commitment to these meetings and their preparation, it is also necessary to consider the commitment in Induction and recurrent training activities, as well as any off-site events during the three-year period, including participation in seminars and conventions of interest to the Company.

With this in mind, the Board of Directors of ENAV invites Shareholders to consider the Company policy (published on the ENAV website under “Governance”) on the maximum number of offices in management and oversight bodies of significant companies deemed compatible with an effective and diligent performance of the role of Company director.

RELEVANT REPRESENTATIVES

The Board of Directors also expresses specific guidance on the key characteristics of the board members who will perform the role of:

Chairperson

The Board believes that the Chairperson should:

- be a steady hand for all Shareholders, who is able to encourage teamwork and cohesion among the members of the Board of Directors;
- have adequate knowledge of, and familiarity with, the field of corporate governance and sustainability;
- have previous experience in leading Boards of Directors of listed companies of a similar complexity;
- be able to foster the integration of the Directors' various skills and experience in synergy with the CEO;
- possess the leadership skills to ensure the smooth functioning of the Board of Directors, encourage internal dialogue by listening, synthesising, mediating, communicating, and maintaining a constructive relationship with the CEO.

Chief Executive Officer

The Board believes that the Chief Executive Officer should have:

- experience as a company head, leadership skills and proven strategic ability and vision;
- solid experience in the management of infrastructure and service companies, having held significant managerial role in similar positions in listed companies of a comparable complexity to ENAV;
- proven authority, a reputation for independence of thought and personal integrity;
- the ability to inspire management and engage all ENAV people in the Company's strategic and sustainability objectives;
- proven aptitude and experience in liaising with shareholders and complex stakeholders at a national and international level, as well as with national and European Regulatory Bodies;
- close attention to all sustainability issues.

Other Directors

The Board of Directors suggests, for the other Directors, that:

- at least five fulfil the independence requirements established by law and by the Corporate Governance Code, so that they can effectively constitute the internal Committees;
- they possess in-depth skills and be able to establish a communicative relationship with the Executive;
- they be able to express their opinions based on independent judgement;
- in the context of their respective experience, they have demonstrated the following skills:
 - ability to work in a team;
 - awareness of their own role;
 - ability to constructively manage conflicts;
 - complementarity of diverse skills to foster positive communication and appropriate board discussions.

In order to identify the Directors who will be called to be part of the internal Committees by the Board of Directors that will take office downstream of the Assembly of 28 April 2023, the Board of Directors invites Shareholders to consider that, in compliance with the Code:

- at least one member of the remuneration committee should have adequate knowledge and experience in financial matters or remuneration policies (Recommendation No. 26);
- the control and risk committee should have, as a whole, adequate expertise in the business sector in which the company operates, so as to be able to assess the relevant risks; and that at least one member of said committee have adequate knowledge and experience in accounting and finance or risk management (Recommendation No. 35).

In relation to the above, the Board of Directors therefore recommends that, for a correct and effective composition of the internal Committees, the Company's new Board of Directors should include:

- a profile with experience in the management of control positions and systems, with solid economic/financial and risk management knowledge, ideally gained as a member of control and risk committees;
- a profile with experience in remuneration policies and related legislative, regulatory and contractual aspects, ideally gained as a member of remuneration committees;
- a profile with experience on sustainability issues, with a clear approach to setting goals in line with the activities and new technological solutions proposed or in the pipeline on ESG issues, ideally gained as a member of sustainability and ESG committees.

The Board of Directors invites Shareholders that intend to submit a list containing a number of candidates exceeding half of the members to be elected, to provide adequate information (as part of the documentation submitted when filing the list) demonstrating that the list complies with these ENAV Board of Directors guidelines on the optimal quantitative and qualitative board composition, as well as with the diversity criteria laid down by principle VII and Recommendation 8 of the Code.