



ENAV S.p.A.

Registered office in Rome - Via Salaria 716

Share capital €541,744,385.00 fully paid-up

Tax ID and CCIAA No. 97016000586

Rome Business Register (REA) No. 965162

VAT No. 02152021008

Notice of Call of Shareholders' Meeting

The Shareholders' Meeting of ENAV S.p.A. ("**ENAV**" or, the "**Company**") is convened in extraordinary and ordinary session, in a single call, at 12:00 on 10 May 2024 at the Company's registered office, located in Rome, Via Salaria 716 - 00138, to discuss and pass resolution on the following

Agenda

Extraordinary part

1. Amendment of Article 8 of the Articles of Association pursuant to Law No. 21 of 5 March 2024
2. Amendment of Article 11-bis.1 of the Articles of Association
3. Amendment of Article 21.2 of the Articles of Association

Ordinary part

1. Approval of the financial statements of ENAV S.p.A. as at 31 December 2023, including the reports of the Board of Directors, the Board of Auditors and of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2023
2. Allocation of the profit for the year
3. Report on remuneration policy and remuneration paid. Binding resolution pursuant to Article 123-ter (3-bis) of Legislative Decree 58/1998
4. Report on remuneration policy and remuneration paid. Non-binding resolution pursuant to Article 123-ter (6) of Legislative Decree 58/1998
5. Appointment of the independent Audit Firm pursuant to Articles 2409-bis of the Italian Civil Code, 13 et seq. of Legislative Decree 39/2010 and 21-bis of the Articles of Association for the years 2025-2033 and determination of remuneration; related and consequent resolutions

Procedures for participating in shareholders' meetings



Pursuant to current legislation, and having regard to Article 106 of Decree-Law No. 18/2020, converted with amendments by Law No. 27/2020, as amended and supplemented, the Company has decided to exercise the option to establish that the participation of Shareholders in the Shareholders' Meeting take place exclusively through the Company's Designated Representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998, (the "**Consolidated Finance Act**") (hereinafter the "Designated Representative").

The Shareholders will exercise their rights in accordance with the procedures indicated below.

Legitimate parties (members of the corporate bodies, the appointed Secretary and Designated Representative) may also (or exclusively) attend the Shareholders' Meeting by way of telecommunication, in the manner communicated to them individually, in compliance with the applicable regulations.

Please note that electronic vote and/or vote by mail shall not be allowed.

Right to participate and vote in the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the Consolidated Finance Act, those for whom the intermediary authorised (pursuant to the applicable regulations) has transmitted to the Company the communication certifying their ownership right at the end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting in single call, and therefore **30 April 2024** (the "record date"), shall be entitled to participate in the Shareholders' Meeting. Said communication must be received by ENAV by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by **7 May 2024**). Entitlement to attend and to vote shall be unaffected if the notice is received by ENAV past these deadlines, provided the notice is received before the beginning of the Meeting's business. Credit or debit adjustments made in the accounts after the record date shall not count for the purpose of entitlement to exercise voting rights at the Meeting and therefore those who only acquire shares after the record date shall 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 entitled party. Any requests for advance notice or fees for the fulfilment of intermediary's obligations cannot be attributed to the Company.

Exercising voting rights by proxy through the Designated Representative

Pursuant to Article 106 of Decree-Law No. 18/2020, converted with amendments by Law No. 27/2020, and subsequent amendments and additions, ENEL has decided to avail itself of the option to establish that Shareholders' participation in the Shareholders' Meeting take place exclusively through the Company's Designated Representative, Computershare S.p.A., with its registered office at Via Monte Giberto 33, 00138 Rome.

In particular, those who are entitled to vote may participate in the Shareholders' Meeting by conferring on the Designated Representative, pursuant to Article 135-*undecies* of the Consolidated Law, a proxy with voting instructions on 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. Proxies may be assigned by signing a proxy form available in the relevant section of the Company website at www.enav.it (under “Governance” - “2024 Shareholders' Meeting”), which must be sent, together with a copy of the identity document of the delegating shareholder or, where the latter is a legal person, with documentation demonstrating the authority to assign a proxy, using the electronic submission procedure via the link on the above website or, alternatively, to the certified email of the Designated Representative ufficioroma@pecserviziolitoli.it by the second trading day prior to the date set for the Meeting, i.e. by **8 May 2024**. The conferment of the proxy shall be free of charge for the delegating shareholder, excluding costs for transmission of the original of the proxy which, together with the voting instructions and a copy of the related documentation, must be sent to Computershare S.p.A. (RE: “Proxy ENAV S.p.A. Shareholders' Meeting”), Via Monte Giberto 33, 00138 Rome. The proxy and voting instructions may be revoked at any time prior to the above deadline, i.e. by **8 May 2024**. The shares for which the proxy is conferred, even partially, are calculated for the purpose of constituting the quorum of the Meeting. The shares will not be taken into account for the purpose of calculating the majority and the share of capital required to approve resolutions for proposals for which no voting instructions have been given.

Without prejudice to the requirement to grant proxies to the Designated Representative, proxies or sub-proxies – pursuant to Article 135-*novies* of the Consolidated Law – may also be granted as an exception to the provisions of Article 135-*undecies*(4) of the Consolidated Law. For the purposes of any such proxies, it is still possible to use the proxy form available on the Company's website, as indicated above. The proxy/sub-proxy, completed in its entirety and drawn up in legible and duly signed form, may be sent directly to Computershare S.p.A. at the certified e-mail address ufficioroma@pecserviziolitoli.it or submitted to the Company electronically, using the specific “electronic notification of proxy” page of the Company website, by 12:00 noon on **9 May 2024**. The shareholder's representative certifies under their own responsibility the conformity of the proxy/sub-proxy with the original and the identity of the shareholder. The proxy may be conferred with an electronic document signed electronically pursuant to Article 21(2) of Legislative Decree 82/2005. Bearing in mind that proxies that are illegible will be considered to have not been received and therefore will not be accepted, please indicate in the message accompanying the proxy/sub-proxy a telephone number or e-mail address of the sender.

The Designated Representative will be available to provide to the Shareholders any information and clarification needed at +390645417401, as well as at the e-mail address ufficiorm@computershare.it...

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

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 (i.e. by **20 April 2024**), an addition to the list of items to be discussed, stating in their application the additional items proposed, pursuant to Article 126-*bis* of the Consolidated Finance Act. Additions to the agenda shall not be allowed for items on which the Meeting is passing resolution – in accordance with the law – on a proposal of the Board of Directors or on the basis of a report drawn up by the Board, other than those referred to in Article 125-*ter*(1) of the Consolidated Law. Shareholders



are entitled to request additions to the items on the agenda for which the Company has received the relevant notification of their status certifying the ownership of the interest required, made by an intermediary authorised under the applicable law. Requests are submitted in writing by certified e-mail to the address assemblea@pec.enav.it - RE: “*Addition to agenda*” or by registered mail with return receipt to the following address ENAV S.p.A. - Corporate Affairs and Governance - Via Salaria 716, 00138 Rome, with the subject “*Addition to agenda*”.

Such requests must be accompanied by a report stating the motivation for the proposed resolutions on the new items proposed for discussion.

Notice of additions to the agenda shall be given (in the same manner required for the publication of the notice of call) at least 15 days prior to the date set for the Shareholders’ Meeting, i.e. by **25 April 2024**.

With regard to the provisions of Article 126-*bis*(1)(3) of the Consolidated Finance Act, shareholders with voting rights, even where they represent less than one-fortieth of the share capital, can, even individually, submit proposals for resolutions and/or votes on the items on the agenda. In consideration of the fact that participation in the Shareholders’ Meeting is allowed only through the Designated Representative, note that:

- any such proposals – stated in a clear and complete manner, indicating the Meeting agenda item to which they relate, the text of the resolution proposed and the identification details of the requesting party (name and surname, place and date of birth, tax identification number or all identification data in the case of an entity or company) – must be transmitted to the Company in writing by certified e-mail to the address assemblea@pec.enav.it - RE: “Proposed resolutions” or by registered mail with return receipt to the following address: ENAV S.p.A. - Corporate Affairs and Governance - Via Salaria 716 - 00138 Rome - with the subject “Proposed resolutions”, by **25 April 2024**;
- entitlement to submit proposals shall be certified by a notice from an authorised intermediary pursuant to the applicable regulations;
- the Company will arrange to publish the above proposals in a specific section of its website by 27 April 2024, reserving the right to check – for publication purposes – their relevance to the matters on the agenda, completeness, compliance with the applicable regulations, and the entitlement of those submitting the proposals to do so.

Right to submit questions before the Meeting

Pursuant to Article 127-*ter* of the Consolidated Finance Act, those with voting rights – for whom the Company has received a specific communication from an authorised intermediary, pursuant to the applicable regulations – may only submit questions on the items on the agenda prior to the Shareholders’ Meeting, within seven trading days from the date the meeting is held, i.e. no later than **30 April 2024** (inclusive).

Questions may be sent to the Company by e-mail to the address domande.assemblea@enav.it or by post to the following address: ENAV S.p.A. - Corporate Affairs and Governance - Via Salaria 716, 00138 Rome, with the subject: “*Meeting Questions*”. 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 state, together with the questions: name and surname; place and date of birth; tax identification number, or all identification data in the case of an entity or company, e-mail address and phone number. Questions received by the Company by **30 April 2024**, in the manner described above, that are deemed relevant to the matters of the agenda (subject to checking all specified requirements, including verification of the rights of the person submitting the question) shall be answered at least 2 (two) trading days prior to the date set for the Meeting by way of publication on the Company website (under “Governance” - “Shareholders’ Meeting 2024”).

The Company may provide one answer to questions with the same content. No answer is due for questions submitted before the Shareholders’ Meeting when the information requested is already available in the “questions and answers” section of the Company website www.enav.it or when the answer has been already published in that section.

How to consult the full text of the resolution proposals, together with the explanatory reports, and documents to be submitted to the Shareholders’ Meeting

The documents relating to the Shareholders’ Meeting (with reference also to the provisions of Article 125-*quater* of the Consolidated Finance Act), including the explanatory reports pursuant to Article 125-*ter* of the Consolidated Finance Act, on the items on the agenda, are made available to the public as per the applicable regulations, at the Company’s registered office, on the Company website at www.enav.it, under “Governance” - “2024 Shareholders’ Meeting”, as well as on the authorised storage mechanism “1info” operated by Computershare S.p.A. at www.1info.it.

Shareholders and those entitled to attend and vote at the Shareholders’ Meeting have the right to inspect all documents filed at the company’s registered office and to obtain copies, which may be requested in advance by e-mail at assemblea@enav.it or by certified e-mail at assemblea@pec.enav.it with the subject “Request for Shareholders’ Meeting documentation”.

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 with no par value. At the same date, the Company held 633,604 treasury shares, equal to approximately 0.12% of the share capital; therefore, excluding the above-mentioned treasury shares, 541,110,781 ordinary shares have voting rights.

Other information



For any further information regarding the Shareholders' Meeting and, in particular, the methods for exercising the related rights, please visit the Company website www.enav.it (Section "Governance", "2024 Shareholders' Meeting") or write to the e-mail address assemblea@enav.it with RE: "*Meeting Information*".

Chair of the Board of Directors
Lawyer, Alessandra Bruni