



PRESS RELEASE

The Shareholders' Meeting of ENAV S.p.A. approves the 2024 Financial Statements

Dividend of €0.27 per share

Rome, 28 May 2025 – The Shareholders' Meeting of ENAV S.p.A., which met today in ordinary session under the chair of lawyer Alessandra Bruni, approved, among other items, the Company's Financial Statements for the year 2024 and took note of the 2024 Consolidated Financial Statements.

Key Consolidated Financial Results

- **Consolidated revenues:** €1.037 billion, up 3.7% YoY;
- **Non-regulated market revenues:** €49.3 million, up 14.4% YoY;
- **Consolidated EBITDA:** €310.9 million, up 3.6% YoY; EBITDA margin at 30%;
- **Consolidated net profit:** €125.7 million, up 11.5% YoY;
- **Free cash flow:** €199.1 million, a significant improvement over 2023 (+€60.1 million);

2024 Dividend

The Shareholders' Meeting resolved in favor of the proposal by the Board of Directors on 31 March 2025 to distribute a dividend relating to 2024 of €146.2 million, corresponding to €0.27 per share, gross of any statutory withholding taxes, for shares outstanding at the ex-dividend date, excluding treasury shares held at that date. The dividend will be paid on 25 June 2025, with the ex-dividend date on 23 June 2025 and the record date on 24 June 2025.

Remuneration Report

With regard to the Report on the remuneration policy and compensation paid, prepared pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 ("TUF"), the Shareholders' Meeting:

- approved, with a binding resolution, the first section of the Report, which outlines the Company's remuneration policy for 2025 for members of the Board of Directors and Executives with strategic responsibilities, and—without prejudice to Article 2402 of the Civil Code—for members of the Board of Statutory Auditors;
- expressed a favorable opinion, with a non-binding resolution, on the second section of the Report, which contains information on the remuneration paid to the members of the Board of

Directors, the Board of Statutory Auditors, and Executives with strategic responsibilities for or relating to the 2024 financial year.

The Shareholders' Meeting also approved the items 5 and 6 on the Agenda:

- A short-term incentive plan involving the allocation of rights to receive shares based on a deferred portion of the 2024 Short Term Incentive Bonus, including the relevant Information Document pursuant to Article 84-bis of the Issuers' Regulation;
- A short-term incentive plan involving the allocation of rights to receive shares based on a deferred portion of the 2025 Short Term Incentive Bonus, including the relevant Information Document pursuant to Article 84-bis of the Issuers' Regulation.

Appointment of the Board of Statutory Auditors and Remuneration Determination

Based on the slates published on 7 May 2025, the Shareholders' Meeting appointed the members of the Board of Statutory Auditors for the 2025–2027 term:

- Roberto Cassader as Chair (from the minority slate submitted by a group of asset management companies and institutional investors that received 30,05% of the capital represented at the meeting);
- Leonardo Quagliata and Eleonora Di Vona as Standing Auditors (from the majority slate submitted by the Ministry of Economy and Finance – “MEF”, which received 68,97 % of the capital represented at the meeting).

Additionally, Luigi Lausi (from the MEF slate) and Guido Lenzi (from the minority slate) were appointed as Alternate Auditors. The Board of Statutory Auditors will remain in office until approval of the 2027 financial statements.

Details of the slates, professional profiles, and declarations of independence in accordance with Article 148 of the TUF and the Corporate Governance Code are available on the Company's website (www.enav.it).

The Shareholders' Meeting also approved the remuneration as follows: €40,000 gross annually for the Chair of the Board of Statutory Auditors; €25,000 gross annually for each Standing Auditor; plus reimbursement of travel and accommodation expenses duly documented.

Authorization to Purchase and Dispose of Treasury Shares

The Shareholders' Meeting also authorized, upon proposal of the Board of Directors, the purchase of treasury shares pursuant to Articles 2357 of the Civil Code, 132 of Legislative Decree 58/98, and 144-bis of Consob Regulation 11971/1999, for a maximum duration of 18 months from the resolution date (28 May 2025), up to a maximum of 1,400,000 shares.

The authorization also covers disposal, without time limit and even prior to the completion of the buyback, of all or part of the shares purchased or already held. The aim is to support share-based variable incentive plans and, if necessary, liquidity support operations in line with market practices permitted by Consob, pursuant to Article 13 of Regulation (EU) No. 596/2014 and Article 180, paragraph 1(c), of Legislative Decree 58/98.

Shareholders' Participation

The Meeting recorded a substantial presence of shareholders, representing 82,969,070 % of the share capital.

The minutes of the Shareholders' Meeting and a summary report of the voting results will be made available to the public on the Company's website at www.enav.it, within the terms and in the manner provided for by applicable laws and regulations.

The documentation relating to the Shareholders' Meeting, including the résumés of the Statutory Auditors, is available on the Company's website at www.enav.it.

A summary of the votes will be made available on the Company's website (www.enav.it), in accordance with Article 125-quater of the TUF, within five days of the Meeting.

The Officer in charge of drafting the corporate accounting documents, Loredana Bottiglieri, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documentary evidence, books and accounting records.

Alternative Performance Indicators

EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization): reflects earnings before the effects of financial and tax management, as well as depreciation, impairment of tangible and intangible assets, and provisions, adjusted for capital grants directly related to amortized investments;

EBIT (Earnings Before Interest and Taxes): corresponds to EBITDA net of depreciation, adjusted for capital grants and asset impairments;

Free Cash Flow: represents the sum of cash flows generated or absorbed by operating activities and those from investing activities.