



ENAV S.p.A.

Registered office in Rome - Via Salaria 716

Share capital €541,744,385.00 entirely paid

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 ordinary session, on single call, at 12 noon on **28 May 2021**, at the registered office - Via Salaria 716, 00138 Rome - to discuss and resolve upon the following

#### Agenda

1. Approval of the financial statements of ENAV S.p.A. as at 31 December 2020, 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 2020
2. Allocation of the profit for the year
3. Report on remuneration policy and remuneration paid. Binding resolution pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree 58/1998
4. Report on remuneration policy and remuneration paid. Non-binding resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998

#### **Procedures for participating in the Shareholders' Meeting during the COVID-19 emergency**

In consideration of the ongoing health emergency, the Company has taken appropriate steps in order to allow the Shareholders' Meeting to be held and the Shareholders to exercise their rights in conditions of absolute safety for the Shareholders, employees and other associates. In this regard, taking account of the provisions of Legislative Decree 18 of 17 March 2020 on "*Measures to strengthen the National Health Service and provide economic support to families, workers and businesses in connection with the COVID-19 epidemiological emergency*" (the "Cure Italy Decree"), enacted with amendments by Law 27 of 24 April 2020 and updated most recently by Legislative Decree 183 of 31 December 2020, enacted with amendments by Law 21 of 26 February 2021, the Shareholders' Meeting will take place without the physical presence of Shareholders.

Participation in the Shareholders' Meeting of those who are entitled to vote will take place exclusively through the shareholder representative designated by the Company pursuant to Article 135-undecies of Legislative Decree 58 of 24 February 1998 (the "Consolidated Law") (the "Designated Representative"). The Shareholders will exercise their rights in accordance with the procedures indicated below.

In consideration of the restrictions that may be imposed for health reasons, the participation of the authorised persons in the Shareholders' Meeting (the members of the corporate bodies, the Secretary and the Designated Representative) may also (or exclusively) take place using



telecommunication equipment with the procedures communicated to them individually, in compliance with the regulatory provisions applicable for this eventuality.

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

### **Right to participate and to vote in the Shareholders' Meeting**

Pursuant to Article 83-*sexies* of the Consolidated Law, 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 seventh trading day prior to the date set for the Meeting on single call, and thus by **19 May 2021** (the "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 **25 May 2021**. 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**

In order to minimise the risks associated with the health emergency related to the spread of COVID-19 and safeguard the health of Shareholders, employees and other associates to the greatest extent possible, ENAV has made the election allowed in Article 106, paragraph 4, of the Cure Italy Decree to provide for member participation in the Shareholders' Meeting exclusively through the Company's Designated Representative, Computershare S.p.A., which has its registered office in 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. The proxy shall be conferred by signing a proxy form available in the relevant section of the Company's website at the address [www.enav.it](http://www.enav.it) (section "Governance" - "2021 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 confer a proxy, by means of the electronic submission procedure using the link on the above website or, alternatively, to the certified e-mail of the Designated Representative at [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it), by the second trading day prior to the date set for the Meeting, and therefore by **26 May 2021**. 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. (Ref. "Proxy ENAV S.p.A. Shareholders' Meeting"), Via Monte Giberto 33, 00138 Rome. The proxy and the voting instructions may be



revoked at any time prior to the above deadline, in other words by **26 May 2021**. 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 confer proxies on the Designated Representative, proxies or sub-proxies pursuant to Article 135-*novies* of the Consolidated Law may be also conferred on that representative as provided for by Article 106, paragraph 4, of the Cure Italy Decree and as an exception to the provisions of Article 135-*undecies*, paragraph 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, can be sent directly to Computershare S.p.A. at the certified e-mail address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) or transmitted to the Company electronically, using the specific "electronic notification of proxy" page of the Company's website by 12 noon on **27 May 2021**. The Shareholder's representative certifies under its own responsibility the conformity of the proxy/sub-proxy to the original and the identity of the Shareholder. The proxy can be conferred with an electronic document signed electronically pursuant to Article 21, paragraph 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 +390645417413 as well as at the e-mail address [ufficiorm@computershare.it](mailto: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 (and hence by **8 May 2021**), an addition to the list of items to be discussed, stating in their application the additional items proposed by them, pursuant to Article 126-*bis* of the Consolidated Law. Additions to the agenda shall not be allowed for items 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 by the Board, other than those referred to in Article 125-*ter*, paragraph 1, of the Consolidated Law. Shareholders are entitled to request additions to the items on the agenda for which the relevant notification of their status has been received by the Company, certifying the ownership of the interest required, made by an intermediary authorised under applicable law. Requests shall be addressed in writing by certified e-mail to the address [assemblea@pec.enav.it](mailto:assemblea@pec.enav.it) – with Ref. "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 Ref. "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.



Additions to the agenda notice will be notified 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 **13 May 2021**.

With regard to the provisions of Article 126-*bis*, paragraph 1, third sentence, of the Consolidated Law, shareholders with voting rights, even if they represent less than one-fortieth of the share capital, can, also 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](mailto:assemblea@pec.enav.it) - Ref. "*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 Ref. "*Proposed resolutions*", by **13 May 2021**;
- 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 **18 May 2021**, reserving the right to check - for publication purposes - their relevance to the matters on the agenda, their completeness, their 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 Law, anyone entitled to vote, for whom appropriate notice provided by an intermediary authorised under applicable law is received by the Company, may submit questions on the items on the agenda, and solely those items, only before the Shareholders' Meeting no later than seven trading days before the date of the Meeting and therefore no later than **19 May 2021** inclusive. In this regard, pursuant to paragraph 1-*bis* of Article 127-*ter* of the Consolidated Law, ownership of the right to vote may be confirmed even subsequent to submission of the questions, on condition that this is done by the end of the third day following the record date, in other words by **22 May 2021**.

Questions may be sent to the Company by e-mail to the address [domande.assemblea@enav.it](mailto: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 Ref. "*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 indicate, together with the questions: their name and surname/company name, 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.

The questions received by the Company in the manner described above by **19 May 2021** that are deemed relevant to the matters of the agenda – subject to checking satisfaction of all the specified requirements, including verification of the rights of the questioner – will be



answered by **26 May 2021** by publication on the Company's website (section "Governance" – "2021 Shareholders' Meeting").

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's website [www.enav.it](http://www.enav.it) or when the answer has been already published in that section.

### **Means and deadlines for access to the full text of the proposed resolutions, together with the explanatory reports and documents to be submitted to the Shareholders' Meeting**

The documents relating to the Shareholders' Meeting (also with reference to the provisions of Article 125-*quater* of the Consolidated Law), including the explanatory reports in accordance with Article 125-*ter* of the Consolidated Law for the items on the agenda, are made available to the public - by the deadlines required by law - at the Company's registered office, on the Company's website at the address [www.enav.it](http://www.enav.it), in the section "Governance - 2021 Shareholders' Meeting", as well as on the website of the authorised storage mechanism 1info managed by Computershare S.p.A. at [www.1info.it](http://www.1info.it).

Shareholders and those entitled to participate in and vote at the Shareholders' Meeting are entitled to consult all the documents filed at the Company's registered office and to obtain copies thereof, which in view of the epidemiological emergency associated with the spread of COVID-19 and the related currently unforeseeable developments in this situation, must be requested by e-mail at the address [assemblea@enav.it](mailto:assemblea@enav.it) or by certified e-mail at the address [assemblea@pec.enav.it](mailto:assemblea@pec.enav.it), with Ref. "*Request for 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.

### **Other information**

In the light of the epidemiological emergency associated with the spread of COVID-19 and the currently unforeseeable developments in this situation, the information contained in this notice might be subject to changes, amendments or additions that will be announced promptly in the manner and using the procedures established by law.

For any further information regarding the Shareholders' Meeting and, in particular, the methods for exercising the related rights, please visit the Company's website [www.enav.it](http://www.enav.it) (Section "Governance", "2021 Shareholders' Meeting") or write to the e-mail address [assemblea@enav.it](mailto:assemblea@enav.it) with Ref. "*Meeting Information*".

The Chairman of the Board of Directors  
Francesca Isgrò