

Informazione Regolamentata n. 1771-64-2025	Data/Ora Inizio Diffusione 22 Settembre 2025 19:30:22	Euronext Star Milan
--	--	---------------------

Societa' : AVIO SPA

Identificativo Informazione : 210155
Regolamentata

Utenza - referente : AVIONSS01 - Quattrin Nevio

Tipologia : 3.1

Data/Ora Ricezione : 22 Settembre 2025 19:30:22

Data/Ora Inizio Diffusione : 22 Settembre 2025 19:30:22

Oggetto : Notice of call of the ordinary and extraordinary
Shareholders' meeting for October 23, 2025

Testo del comunicato

Vedi allegato

AVIO S.p.A.
Registered office in Rome, via Leonida Bissolati no.76
Share capital Euro 91.764.212,90 subscribed and fully paid-in
Companies Register of Rome no. 09105940960

SHAREHOLDERS MEETING CALL NOTICE

Shareholders entitled to attend and exercise their voting rights are hereby convened to the Ordinary Shareholders' Meeting on **October 23, 2025 at 10.00 AM**, on a single call, at the Notary Public ZNR Notai, in Milan, Via Metastasio no. 5, to discuss and resolve on the following:

AGENDA

Ordinary session

1. **Appointment pursuant to Article 2386, paragraph 1, of the Italian Civil Code (confirmation or replacement of the Director co-opted by the Board of Directors on May 15, 2025).**
2. **Consensual termination of the engagement for the certification of the compliance of the sustainability reporting with Deloitte & Touche S.p.A. in relation to 2026 and clarifications with regard to the appointment of engagement for the certification of the compliance of the sustainability reporting granted to KPMG S.p.A. by the ordinary shareholders' meeting held on December 20, 2024: Related and consequent resolutions.**

Extraordinary session

1. **Proposal for a share capital increase, for payment for a maximum total amount of Euro 400 million, including any share premium, to be carried out, in divisible form, through the issuance of ordinary shares, with regular dividend rights, to be offered as an option to the Company's shareholders, pursuant to Article 2441, paragraph 1, of the Italian Civil Code; resulting amendments to the Company's Bylaws and related and consequent resolutions.**
2. **Proposal to grant to the Board of Directors the delegation, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, with payment and in divisible form, on one or more tranches, within the limit of 10% of the pre-existing share capital, with the exclusion of pre-emption rights pursuant to Article 2441, paragraph 4, second section, of the Italian Civil Code. Resulting amendment to Article 5 of the By-Laws. Related and consequent resolutions.**

It is specified that Avio S.p.A. ("Avio" or the "Company") has opted to exercise, pursuant to article no. 106 of Legislative Decree no. 18 of March 17, 2020, converted with amendments into Law no. 27 of April 24, 2020, as subsequently amended and lastly extended until December 31, 2025, by Law no. 15 of February 21, 2025, which converted and integrated Decree-Law 202/2024 ("Decree"), the faculty to provide that the meeting will be held with the participation of entitled persons through telecommunication means, and that the participation of shareholders in the

meeting will take place exclusively through the Designated Representative (as defined below) pursuant to article 135-undecies of Legislative Decree no. 58 of February 24, 1998, in the manner set forth below, with access to the meeting excluded for shareholders or proxies other than the aforementioned Designated Representative.

INFORMATION REGARDING THE SHARE CAPITAL AND VOTING SHARES

The share capital of Avio S.p.A., fully subscribed and paid-up, amounts to Euro 91.764.212,90 and is divided into 27.159.346 ordinary shares, all without nominal value. Each share entitles the holder to vote at the ordinary and extraordinary meetings of the Company. As of the date of this notice, the Company holds 985,747 treasury shares without voting rights pursuant to Article 2357-ter of the Italian Civil Code, representing approximately 3.63% of the share capital.

ENTITLEMENT TO PARTICIPATE AND VOTE

The eligibility to participate to the Meeting and to exercise voting rights – **which can only be done through the Designated Representative** – is confirmed by a communication, which must be requested by each entitled party from their depositary intermediary, to the Company, made by the authorized intermediary responsible for maintaining the accounts, in accordance with the current law, based on the accounting records as of the close of business on the seventh market day prior to the date set for the meeting, i.e. **October 14, 2025** ("record date"). Subjects who become holders of the Company's shares after the record date, based on the account records, will not be entitled to participate in or vote at the Shareholders' Meeting. The communication from the intermediary must be received by the Company by the end of the third market day before the date set for the meeting, i.e. by **October 20, 2025**. However, the right to participate and vote will remain valid in the manner described below, even if the communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the meeting.

The meeting will take place at the location specified above.

The participation of the Directors, Statutory Auditors, the Designated Representative, the Secretary of the meeting, and the representatives of the auditing firm may also occur through remote connection systems, without the need for the President and the Secretary to be physically present at the same location.

With specific reference to the participation of shareholders in the meeting, the provisions outlined in the following paragraph of this notice should be considered.

ATTENDANCE IN THE MEETING VIA PROXY TO THE DESIGNATED REPRESENTATIVE

With reference to the attendance in the Shareholders' Meeting, the following provisions shall be taken into account.

Pursuant to Article no. 106 of the Decree, providing the possibility that the participation in the Meeting is allowed exclusively through the Designated Representative pursuant to article no. 135-undecies of the TUF, the Company requires that the holder of the voting rights who intends to participate to the Shareholders' Meeting, must be represented in the meeting by a proxy granted

to the designated representative pointed by the Company, in this case: Monte Titoli S.p.A. ("**Monte Titoli**" or the "**Designated Representative**"), with registered office in Piazza degli Affari no. 6, Milan.

The proxy to the Designated Representative incurs no cost for the shareholder (except for the shipping costs).

The proxy must be submitted using the specific form available, with the indications for the compilation and transmission, on the Company's website (<http://www.avio.com>, under the "Investors" section, "Shareholders' Meeting October 2025").

The proxy must contain voting instructions for all or some of the agenda items and will only be valid for proposals for which voting instructions have been given.

The proxy must be submitted, to the aforementioned Designated Representative, along with a copy of a valid identity document of the delegating party, or, if the delegating party is a legal entity, a copy of a valid identity document of the legal representative pro tempore or another person with appropriate powers, along with documentation verifying their qualification and powers, by the end of the second market day preceding the date of the Meeting (i.e. by 11:59 p.m. on **October 21, 2025**), using the following alternative methods: (i) sending a digitally reproduced copy (PDF) to the certified email address RD@pec.euronext.com (subject: "Proxy for Avio Shareholders' Meeting October 2025") from the delegating party's certified email address (or, if unavailable, from the regular email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) sending the original copy, by courier or registered mail with return receipt, addressed to the Register Services department at Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan, with a copy sent in advance by ordinary email to RD@pec.euronext.com (subject: "Proxy for Avio Shareholders' Meeting October 2025").

The proxy and voting instructions may be revoked by the end of the second market day preceding the date of the Meeting (i.e., by 11:59 PM on **October 21, 2025**) through the above-mentioned methods.

The Company also specifies that, pursuant to the Decree, the aforementioned Designated Representative may also receive proxies or sub-proxies in accordance with Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF.

Those who do not wish to use the intervention method provided under Article 135-undecies of the TUF may alternatively participate by granting the same Designated Representative a proxy or sub-proxy according to Article 135-novies of the TUF, with voting instructions on all or some of the agenda items, using the proxy/sub-proxy form available on the Company's website (at the following address: <http://www.avio.com>, Section "Investors, Shareholders' Meeting 2025"). The same methods outlined above must be followed for granting proxies/sub-proxies, as specified in the proxy form. The proxy must be received by 6:00 PM on the day before the meeting (and in any case, no later than the start of the meeting). The proxy and voting instructions can always be revoked by the specified deadline.

For any clarifications regarding the granting of proxies to the Designated Representative (particularly regarding the completion of the proxy form, voting instructions, and submission),

Monte Titoli can be contacted via email at RegisterServices@euronext.com or by phone at (+39) 02.33635810 (on business days, from 9:00 AM to 5:00 PM). Voting by mail or electronic means is not permitted.

RIGHT TO REQUEST THE ADDITION OF ITEMS TO THE AGENDA AND PROPOSE NEW RESOLUTIONS

Those Shareholders who, individually or jointly, represent at least one fortieth of the share capital, pursuant to Article 126-bis of the TUF may request, within ten days from the publication of this notice, and therefore by **October 2, 2025**, the inclusion of additional items in the agenda, specifying in their request the further issues they propose, or may submit proposals for resolutions on matters already included in the agenda.

Shareholders who have received specific communication from an authorized intermediary, in accordance with the applicable regulations, are entitled to request the integration of the agenda or to present new proposals for resolutions.

The requests must be submitted to the Company by **October 2, 2025** via email to the following address: ufficiolegale.avio@pec.avio.com. By the same deadline and using the same method, the proposing shareholders must submit to the Board of Directors a report outlining the reason of the proposed resolutions on new items they wish to have discussed, or the reason of any additional proposed resolutions on matters already included in the agenda. Any integrations to the agenda or the presentation of additional proposed resolutions on matters already on the agenda will be announced in the same manner prescribed for the publication of this notice of convocation, at least fifteen days before the date set for the Shareholders' Meeting. Simultaneously with the publication of the notice of integration or new proposals, the report prepared by the proposing shareholders will be made available to the public, in the same manner required for the documentation related to the Shareholders' Meeting, along with any assessments from the Board of Directors.

The integration of the agenda is not allowed for matters on which the Shareholders' Meeting resolves, by law, on the proposal of the Directors or based on a project or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

RIGHT TO SUBMIT INDIVIDUAL PROPOSALS FOR RESOLUTIONS

Due to the fact that participation in the Shareholders' Meeting is exclusively through the Designated Representative, those entitled to vote may, pursuant to Article 126-bis, paragraph 1, third period of the TUF, submit individual proposals for resolutions on the items on the agenda by **October 2, 2025**, sending them to the Company's certified e-mail address at ufficiolegale.avio@pec.avio.com indicating in the subject line "Shareholders' Meeting October 2025 – Individual Resolution Proposals".

The shareholders who shall submit proposals must substantiate their right by providing the Company with appropriate documentation issued, in accordance with applicable regulations, by the authorized intermediary holding the account on which the ordinary shares are registered. It is recommended that the proposals be clearly and comprehensively formulated, accompanied by a report fixing the rationale for the proposal.

For the purposes mentioned above, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness and compliance with applicable regulations, as well as the legitimacy of the proposers.

The deadline for submitting such proposals, set to coincide with the deadline for publishing the requests for agenda integration and the proposals for resolutions as per Article 126-bis, paragraph 1, first sentence, of the TUF, allows those interested in submitting individual proposals to consider what the Company has published in relation to the items on the agenda and, at the same time, enables the Designated Representative to update the forms for granting proxies in accordance with Articles 135-undecies and 135-novies of the TUF, so that those entitled to vote can, for the purposes of issuing voting instructions, have sufficient time to evaluate all requests and proposals submitted.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote, for whom the Company has received a specific communication from an authorized intermediary, as required by current regulations, may ask questions on the items on the agenda before the Shareholders' Meeting, within the seventh open market day prior to the scheduled date of the Meeting, i.e. by **October 14, 2025**, by sending their questions via the Company's certified email address: ufficiolegale.avio@pec.avio.com.

Questions submitted within this deadline will receive a response at least three days prior to the Meeting, including through publication in a dedicated section of the Company's website (<http://www.avio.com>, Section "Investors, Shareholders' Meeting 2025"). The Company may provide unified responses to questions with the same content.

DOCUMENTATION

Pursuant to Article 125-ter of the TUF, the Board of Directors' explanatory reports, including the full text of the proposed resolutions and other documentation related to the Shareholders' Meeting, as required by current regulations, will be made available to the public within the legal timeframe at the Company's registered office in Rome, Via Leonida Bissolati No. 76, and on the Company's website (<http://www.avio.com>, Section "Investors, Shareholders' Meeting October 2025"), as well as through the authorized storage mechanism "eMarket Storage".

The Bylaws is available on the Company's website (<http://www.avio.com>, Section "Corporate Governance – Corporate Documents").

This notice of meeting is published in full on the Company's website (<http://www.avio.com>, Section "Corporate Governance, Shareholders' Meeting October 2025"), through the authorized storage mechanism "eMarket Storage," and in summary in the daily newspaper *Italia Oggi* on **September 23, 2025**.

Instructions for participating in the meeting by means of telecommunication will be provided by the Company to the Directors and Statutory Auditors, the Designated Representative, and other authorized participants, excluding those entitled to vote.

Rome, 22 September 2025

For the Board of Directors
The Chairman
Roberto Italia

*This communication does not constitute an offer of sale of financial instruments or any solicitation of offers to purchase financial instruments. The financial instruments mentioned in this communication (the "**Financial Instruments**") have not been registered and will not be registered in the United States of America pursuant to the US Securities Act of 1933, as subsequently amended (the "**Securities Act**"), in Australia, Canada, Japan or in any other jurisdiction where such an offer of sale or solicitation of offers to purchase requires the approval of the competent authorities or is not permitted by the applicable law. The Financial Instruments may not be offered or sold in the United States of America nor to US persons unless such securities are registered under the Securities Act or an exemption from registration is available, or in the context of an offer not subject to the registration requirements of the US Securities Act.*

