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Oggetto : Ordinary Shareholders' meeting of Avio S.p.A.  
28 April 2026: appointment of the new  
corporate bodies for the 2026-2028 term and  
approval of the other shareholders' meeting  
resolutions

*Testo del comunicato*

Vedi allegato



## ORDINARY SHAREHOLDERS' MEETING OF AVIO S.P.A. 28 APRIL 2026

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- **Approval of the Financial Statements as of 31 December 2025. Presented the consolidated financial statements as of 31 December 2025, including the Consolidated Sustainability Report for the 2025 financial year**
  - **Approval of the distribution of a dividend of Euro 6.8 million (Euro 0.14846 per share)**
  - **Appointment of new corporate bodies for the 2026-2028 term and determination of the remuneration of their respective members; Mr. Roberto Italia appointed as Chairman of the Board of Directors**
  - **Approval of the remuneration policy for the 2026 financial year**

**Rome, 28 April 2026** – The ordinary Shareholders' Meeting of Avio S.p.A. ("Avio" or the "Company") was held today under the chairmanship of Mr. Roberto Italia. The Shareholders' Meeting adopted the following resolutions:

### **1) APPROVAL OF 2025 FINANCIAL STATEMENTS AND ALLOCATION OF THE NET PROFIT**

The Shareholders' Meeting approved, with a higher than 99% majority of the share capital present at the meeting, the 2025 Financial Statements of Avio S.p.A., which recorded a net profit of Euro 10,040,914.

The Shareholders' Meeting also approved, with a higher than 99% majority of the share capital present at the meeting, the proposal of the Board of Directors to allocate the net profit as follows:

- Euro 6,800,000 as dividend
- Euro 502,046 to legal reserve
- Euro 2,738,868 to retained earnings

The dividend per share amounts to Euro 0.14846 (gross of withholding taxes provided for by law) for each outstanding ordinary share, net of treasury shares.

The dividend will be paid out from 20 May 2026, with *ex dividend date* on 18 May 2026, and with the date of entitlement to receive the dividend set for 19 May 2026, pursuant to Article 83-terdecies of the TUF (so-called *record date*).

The Shareholder's Meeting also acknowledged Avio Group 2025 consolidated Financial

Statements including the consolidated Sustainability Report for the 2025 financial year pursuant to Legislative Decree No. 125/2024.

## 2) REPORT ON REMUNERATION POLICY

With reference to the Remuneration Policy and Report drawn up pursuant to Article 123-ter of the TUF and Article 84-*quarter* of the Issuers' Regulations, the Shareholders' Meeting:

- with approximately 97% majority of the share capital present at the meeting, approved – by binding resolution - Section I of the Remuneration Policy and Report containing the remuneration policies of Avio S.p.A.;
- with approximately 98% majority of the share capital present at the meeting, resolved in favor – by non binding resolution - of Section II of the Report on Remuneration concerning the compensation paid in the 2025 financial year or relating to it.

## 3) APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting approved, with a higher than 99% majority of the share capital present at the meeting, the proposal to set the term of office of the Board of Directors at 3 (three) years, with the term expiring on the date of the Shareholders' Meeting called to approve the financial statements as of 31 December 2028.

The Shareholders' Meeting appointed the following Directors:

1. Roberto Italia, as Chairman of the Board of Directors <sup>(1)</sup>
2. Giulio Ranzo, Director <sup>(1)</sup>
3. Stefano Ratti, Director <sup>(1)</sup>
4. Stefania Tomassi, Director <sup>(1)</sup>
5. Laura Pierallini, Director <sup>(1) (\*)</sup>
6. Heidi Shyu, Director <sup>(1) (\*)</sup>
7. Maria Elena Pisonero Ruiz, Director <sup>(1) (\*)</sup>
8. Raffaele Cappiello, Director <sup>(2) (\*)</sup>
9. Steven Duncan Wood, Director <sup>(2) (\*)</sup>

In particular, the List n.1 filed by Leonardo S.p.A., In Orbit S.p.A. e RBC Holding S.r.l., holding collectively 21.27% of the share capital of the Company, obtained votes equal to approximately 60% of the share capital present at the meeting, whilst the List n.2 filed by a group of institutional investors, holding collectively approximately 2.58% of the share capital of the Company, obtained votes equal to approximately 39% of the share capital present at the meeting.

The slates from which the members of the new Board of Directors were drawn and their biographies are available on [www.avio.com](http://www.avio.com).

In relation to the remuneration of the members of the Board of Directors, the Shareholders' Meeting approved, with a higher than 99% majority of the share capital present at the meeting and with no vote against, the proposal to set the remuneration for the Chairman of the Board of Directors to Euro 225,000.00 gross per annum, and for each Director to Euro 55,000.00 gross per annum, in addition to the reimbursement of expenses incurred in the performance of office, for the entire three-year term of office of the Board of

Directors.

Pursuant to Article IA.2.6.7, paragraph 3, of the Instructions accompanying the rules of the markets organised and managed by Borsa Italiana S.p.A., Avio hereby announces that, as of today's date, based on the information made available to the Company, the above-mentioned newly appointed Directors do not hold, either directly or indirectly, any ordinary shares of the Company, with the exception of Mr. Roberto Italia (who directly holds n. 35,000 shares of Avio and, indirectly through RBC Holding S.r.l., n. 432,481 shares of Avio) and Mr. Raffaele Cappiello (who directly holds n. 4,375 shares of Avio).

#### **4) APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR THE PERIOD 2026-2028**

The Shareholders' Meeting appointed the following Statutory Auditors, who will remain in office for the term 2026 – 2028, expiring on the date of the Shareholders' Meeting called to approve the financial statements as of 31 December 2028:

1. Vito Di Battista, as Chairman of the Board of Statutory Auditors <sup>(2) (\*\*)</sup>
2. Silvia Muzi, Standing Auditor <sup>(1)</sup>
3. Filippo Maria Invitti, Standing Auditor <sup>(1)</sup>
4. Marianna Tognoni, Alternate Auditor <sup>(1)</sup>
5. Roberto Cassader, Alternate Auditor <sup>(2)</sup>

In particular, the List n.1 filed by Leonardo S.p.A., In Orbit S.p.A. e RBC Holding S.r.l., holding collectively 21.27% of the share capital of the Company, obtained votes equal to approximately 81% of the share capital present at the meeting, whilst the List n.2 filed by a group of institutional investors, holding collectively approximately 2.58% of the share capital of the Company, obtained votes equal to approximately 18% of the share capital present at the meeting.

The slates from which the members of the new Board of Statutory Auditors were drawn and their biographies are available on [www.avio.com](http://www.avio.com).

In relation to the remuneration of the members of the Board of Statutory Auditors, the Shareholders' Meeting approved, with a higher than 99% majority of the share capital present at the meeting, the proposal to set the remuneration for the Chairman of the Board of Statutory Auditors to Euro 65,000.00 gross per annum, and for each Standing Auditor to Euro 45,000.00 gross per annum, in addition to the reimbursement of expenses incurred in the performance of the office, for the entire three-year term of office of the Board of Statutory Auditors.

Notes:

- (1) Drawn by List n.1.
- (2) Drawn by List n.2.
- (\*) Candidate who declared to meet the independence requirements provided by Article 148 paragraph 3 of the TUF as referred to by Article 147-ter, paragraph 4 of the TUF, as well as Article 2 of the Corporate Governance Code for listed companies, to which Avio adheres.
- (\*\*) It should be noted that, pursuant to Article 148, paragraph 2-bis, of the TUF and Article 17.8 of the By-Laws, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority.

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Pursuant to Article 125-*quater*, second paragraph, of the TUF, the summary report of the votes shall be made available at the registered office of Avio S.p.A. and on the Company's website ([www.avio.com](http://www.avio.com), under the "Investors" section, "Shareholders' Meeting April 28, 2026"), no later than five days following the date of the Shareholder's Meeting. The minutes of the Shareholders' Meeting will also be made available to the public in accordance with the terms imposed by the law in the same manner and, additionally, at the authorized storage mechanism "eMarket STORAGE" ([www.emarketstorage.it](http://www.emarketstorage.it)).

The Executive Officer for Financial Reporting, Roberto Carassai, hereby declares in accordance with the provisions of Article 154-bis, paragraph 2, of the TUF, that the accounting information included in this press release corresponds to the underlying accounting documents, records and entries.

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**Avio** is a leading international group engaged in the manufacturing and development of space launchers and solid, liquid and cryogenic propulsion systems. The experience and know-how built up over more than 50 years puts Avio at the cutting-edge of the space launcher sector and defense program. Avio is present in Italy, France, United States and French Guiana, employing more than 1,500 highly qualified personnel. Avio is the prime contractor for the Vega program and a sub-contractor for the Ariane program, as well as a leading solid rocket motor subcontractor for the design and manufacturing of major European tactical missile programs.

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