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Oggetto	:	Ordinary Shareholders' meeting of Avio S.p.A. 8 September 2026

Testo del comunicato

Vedi allegato

ORDINARY SHAREHOLDERS' MEETING OF AVIO S.P.A.
8 SEPTEMBER 2026

Rome, 8 September 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) AMENDMENT TO THE REMUNERATION POLICY APPROVED BY THE ORDINARY SHAREHOLDERS' MEETING ON 28 APRIL 2026

The Shareholders' Meeting approved, with a higher than 80% majority of the share capital present at the meeting, the proposed amendments to the Remuneration Policy approved by the Ordinary Shareholders' Meeting on 28 April 2026, in order to take into account the proposed approval of certain incentive plans based on financial instruments pursuant to Article 114-*bis* of Legislative Decree No. 58/98 (the "CFA"), which were also submitted to the Shareholders' Meeting for approval at its meeting held on 8 September, as further described under item 2 below. In particular, institutional investors expressed favorable votes for more than 28% of the share capital present at the meeting. As a result of these amendments, Section I of the 2026 Report on the Remuneration policy and compensation paid in 2025, pursuant to Article 123-*ter* of the CFA and approved by the same Shareholders' Meeting on 28 April 2026, has accordingly been updated.

2) APPROVAL OF INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS PURSUANT TO ARTICLE 114-BIS OF LEGISLATIVE DECREE NO. 58/98

The Shareholders' Meeting approved, with a higher than 80% majority of the share capital present at the meeting, the adoption of certain incentive plans based on financial instruments pursuant to Article 114-*bis* of CFA prepared by the Board of Directors following the opinion of the Nomination and Remuneration Committee. In particular, institutional investors expressed favorable votes for more than 28% of the share capital present at the meeting. In detail, the following plans were approved:

- an incentive plan named "Stock Options Plan 2026-2031" - for the benefit of the Chief Executive Officer, the Chairman of the Board of Directors, the Executives with Strategic Responsibilities and other Avio management personnel - based on the free grant of stock options granting the right to subscribe for newly issued Avio ordinary shares;
- an incentive plan named "Performance Share Plan 2026-2028" - for the benefit of the Chief Executive Officer, the Executives with Strategic Responsibilities and other Avio managerial personnel - based on the free grant of Avio shares, replacing the

cash-based 2026–2028 incentive plan, as provided for under the 2026 Remuneration Policy approved by the Shareholders' Meeting on 28 April 2026;

- an incentive plan named "Restricted Share Plan 2027–2029" - for the benefit of Avio managerial personnel other than the Chief Executive Officer, the Chairman of the Board of Directors and the Executives with Strategic Responsibilities - based on the free grant of Avio shares, and
- an additional incentive plan - serving as an investment instrument - named "Warrant Plan 2026-2031" - for the benefit of the Chief Executive Officer, the Chairman of the Board of Directors and the Executives with Strategic Responsibilities - based on the allocation, for consideration, of warrants granting the right to subscribe for newly issued Avio ordinary shares.

The Shareholders' Meeting also resolved:

- to grant to the Board of Directors, with the power to sub-delegate within the limits of the law, all powers necessary for the implementation of the aforesaid plans;
- to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, severally and independently, all powers to fulfil the legislative and regulatory requirements arising from the adopted resolutions.

3) APPROVAL OF THE PROPOSAL TO AUTHORIZE THE PURCHASE AND DISPOSAL OF TREASURY SHARES PURSUANT TO ARTICLE 2357 ET SEQ. OF THE ITALIAN CIVIL CODE

The Shareholders' Meeting resolved, with a higher than 99% majority of the share capital present at the meeting, to authorize the purchase of treasury shares in the Company, in one or more tranches, in amounts at the Board of Directors' full discretion, up to 1% of share capital. In particular, institutional investors expressed favorable votes for more than 48% of the share capital present at the meeting.

The authorization is limited to the purposes described in the Illustrative report of the Board of Directors:

a) efficiently utilise liquidity generated by Company operations, also through medium-longterm investment in treasury shares;

b) offering shareholders an additional tool to monetise their investment;

c) using treasury shares as consideration in corporate transactions, to receive funds for acquisition projects and/or in exchanges of shareholdings, or for other uses deemed of interest to the Company in financial, managerial and/or strategic terms;

d) using the treasury shares purchased or already in portfolio to support any share incentive plans, existing and future for Directors, employees and collaborators of the Company and/or its subsidiaries.

In any event, the treasury shares will be purchased for a price per share not more than 10 (ten)% below and not more than 10 (ten)% above the reference price recorded on the STAR segment of the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A. on the day before each purchase transaction, and in any case (ii) for a price not higher than the higher of the price of the last independent transaction and the highest current independent purchase bid in the trading venue where the purchase is made, or for a different price in accordance with market practice or Regulation (EU) No. 596/2014 of the European Parliament and the Council of April 16, 2014 for transactions subject to the said Regulation.

The authorisation for purchase is granted for a period of 18 (eighteen) months from the date on which this resolution is passed, whereas authorisation of disposition is granted without time limits and may be exercised on one or more occasions, in order to permit the above purposes to be achieved.

The purchases must be undertaken within the limits of the distributable profits and available reserves from the latest approved financial statements.

At today's date, the Company has 626,929 ordinary treasury shares in respect of which voting rights are suspended pursuant to Article 2357-ter of the Italian Civil Code, representing approximately 1.34% of the Company's share capital.

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Pursuant to Article 125-*quater*, second paragraph, of the CFA, 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, under the "Investors" section, "Shareholders' Meeting September 8, 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).

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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.

For further information

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