



AVIO S.p.A.

Registered office in Rome, via Leonida Bissolati n.76

Share Capital Euro 90.761.670 fully subscribed and paid up

Registration Number at the Rome Company Register No. 09105940960

NOTICE OF CALL OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The entitled to attend and exercise their voting rights are convened to attend an Ordinary General Shareholders' Meeting to be held on 15th June 2017, at 10:30 p.m., in single call, in Milan, Via Filodrammatici n. 3 (at the office of Mediobanca), to discuss and resolve on the following:

AGENDA

- 1. Financial Statements for the year ended on 31st December 2016 of Space2 (before the merger), Reports of the Board of Directors, including the Report on remuneration, Reports of the Board of Statutory Auditors and of the auditing firm. Allocation of the annual net income. Related and consequent resolutions.**
- 2. Financial Statements for the year ended on 31st December 2016 of Avio S.p.A. (before the merger), Reports of the Board of Directors, Reports of the Board of Statutory Auditors and of the auditing firm. Allocation of the annual net income. Related and consequent resolutions. Presentation of the consolidated Financial Statements on 31st December 2016.**
- 3. First Section of the Report on remuneration of Avio S.p.A. (after merger), pursuant to Article 123-ter, paragraph No. 6, of Legislative Decree No. 58 of the 24th February 1998.**
- 4. Consensual resolution of the appointment of the auditing company given by Space 2 S.p.A. to KPMG S.p.A. and contextually appointment of the new external auditor in accordance with current legislation. Related and consequent resolutions.**

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Avio S.p.A., subscribed and fully paid-in, is equal to Euro 90,761,670, divided into No. 23,423,917 of which No. 23,163,917 ordinary shares and No. 260,000 special

shares, with no expressed par-value. The special shares have not voting right in the ordinary and extraordinary shareholders' meeting of the Company.

RIGHT TO INTERVENE AND VOTE

The right to intervene in the Shareholders' Meeting and to exercise the right to vote is attested by a communication made to the company by the approved intermediary, based on the accounting records as of the end of accounting day of the seventh trading day prior to the date on which the Shareholders' Meeting is convened, which is **6th June 2017** (record date). Those resulting owners of shares of the company after such date, based on the accounting records, will not be entitled to intervene and vote in the Shareholders' Meeting. The communication of the intermediary must be received by the Company within the end of the third trading day prior to the date on which the Shareholders' Meeting is convened, and, therefore, within **12th June 2017**. Nevertheless, the right to intervene and vote will be granted also to those whose relevant communication is received by the company after the aforementioned term, provided that it is received prior to the beginning of the Shareholders' Meeting works. Intervention into the Shareholders' Meeting is regulated by the applicable laws and regulations, as well as by the provisions of the By-laws and the Rules of Shareholders' Meeting, made available on the company's website (<http://www.avio.com>, under the section "Corporate Governance").

VOTE BY PROXY

Those entitled to vote may be represented by means of a written proxy at the Shareholders' Meeting, or by an electronic document duly signed electronically pursuant to art 21, paragraph 2, of the Legislative Decree no. 82/2005, according to the current applicable laws, with faculty to execute the proxy form made available in printable form on the company's website (<http://www.avio.com>, under the section dedicated to the Shareholders' Meeting 2017). If the forms cannot be made available in electronic form due to technical reasons, they will be transmitted upon simple request to be made at the telephone number +39 06 97285551.

Proxies can be served to the company, together with a copy of an identity document of the person granting the proxy, by registered mail or certified e-mail to the following address: Avio S.p.A., via Leonida Bissolati n. 76, Rome, (Legal and Corporate Affairs Secretary), or by e-mail ufficiolegale.avio@pec.avio.com.

Eventual prior notifications will not exempt the delegate from the obligation to certify, under his/her own responsibility, the conformity of the notified proxy to the original one and the identity of the person granting the proxy, at the time of his accreditation to access the Shareholders' Meeting works.

The Company has designed as Shareholders' Representative, pursuant to Article 135-undecies of Legislative Decree no. 58/98, Società per Amministrazioni Fiduciarie "SPAFID S.p.A." and the proxy may be issued, free of charge, with instructions on voting on all or some resolutions on the

Agenda. The proxy must be granted by signing with handwritten signature or qualified electronic signature or digital signature, in accordance with Italian regulations in force, the specific form available on the Company's website www.avio.com (section dedicated to

the Shareholders' Meeting 2017) or at registered office and it must be delivered in original, of the end of the accounting day corresponding to the second market day prior to the date of the Shareholders' Meeting in single call (i.e. within 11:59 p.m. of 13th June 2017) together with a copy of a valid identity document of the proxy holder, or, if the proxy holder is a legal person, of the legal pro tempore representative or other person with appropriate powers, together with documentation attested his qualifications and powers to Spafid S.p.A. i) for the proxy authorizations by means of delivery or delivery by courier or registered mail (Foro Buonaparte 10, 20121 Milan - Ref. "AGM Avio 2017") ii) for the proxy qualified electronic signatures or digital signatures by post Certified electronics at the address assemblee@pec.spafid.it. Within the same term, the proxy and voting instructions may be revoked. The proxy has no effect with regard to proposals for which no voting instructions have been issued.

The communication of the authorised intermediary in necessary also for the proxy give to the appointed representative by the Company; the proxy, without the intermediary's communication has not effect.

RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEWPROPOSALS FOR RESOLUTIONS

Shareholders representing (also jointly) at least one-fortieth of the share capital can request, within ten days as of the publication of this notice, and therefore within 26th May 2017, to integrate the list of the items to be discussed, by indicating also the additional items proposed by them, or present proposals for resolutions regarding the items that have already been included in the agenda.

Those Shareholders in favor of whom a communication by an authorized intermediary was made and received by the company pursuant to the applicable laws will have the right to request integrations to the agenda or to present new proposals for resolutions.

The requests must be made in writing and must be received by the company within the above-mentioned deadline by means of registered mail or certified e-mail to the following addresses: Avio S.p.A., Legal and Corporate Affairs Secretary, Via Leonida Bissolati n. 76, e-mail ufficiolegale.avio@pec.avio.com. Within the same term and using the same methods, the Shareholders making proposals are obliged to submit to the Board of Directors a report outlining the reasons why they are proposing new items to be discussed or the motivation for their additional request of resolutions regarding the items that have already been included in the agenda. Shareholders may present such proposals individually.

Information regarding the agenda's integrations or the presentation of proposals for additional resolutions on the items that have already been included on the agenda shall be provided in the same form required for the publication of this notice of call, at least fifteen days prior to the date on which the Shareholders' Meeting is convened. Together with the publication of the information regarding the integration of the agenda or the presentation of proposals, will be made available to the public, with the same form provided for the documents regarding the Shareholders' Meeting, the report provided by the requesting Shareholders, accompanied by the Board of Directors' eventual relevant notes. No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors or based on a draft or report prepared by

the same pursuant to the applicable laws that are different from those referred to under art. 125-ter, paragraph 1, of Legislative Decree of 24 February 1998, no. 58.

RIGHT TO PROPOSE QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote and whose communication made by an authorized intermediary was received by the company pursuant to the applicable laws are entitled to make questions regarding the items on the agenda even prior to the Shareholders' Meeting, but anyway no later than 12nd June 2017, by sending their questions by means of registered mail or certified e-mail to the following address: Avio S.p.A., Legal and Corporate Affairs Secretary, Via Leonida Bissolati n. 76, e-mail ufficiolegale.avio@pec.avio.com.

The answers to the questions received by the company prior to the Shareholders' Meeting will be provided during the Shareholders' Meeting itself, at the latest. Answers provided in writing and made available to each of those entitled to vote at the beginning of the Shareholders' Meeting shall be deemed as provided during the Shareholders' Meeting. If the requested information has already been made available by the company in the "Question & Answer" section on the company's website (<http://www.avio.com> section dedicated to the Shareholders' Meeting 2017) or if the answer has already been published in the said section, no answer to the questions made prior to the Shareholders' Meeting will be provided, neither before nor during the same Meeting. The company may provide single answers to questions having the same contents.

DOCUMENTS

The reports of the Directors and the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, are made available to the public within the terms provided for by the applicable law at the company's registered offices in Rome, Via Leonida Bissolati n. 76 and on Company's website (<http://www.avio.com> section dedicated to the Shareholders' Meeting 2017) as well as at the mechanism for the central storage of regulated information "eMarket STORAGE".

In particular:

- the draft financial statements for the year ended 31st December 2016 by Space2 S.p.A. (before merger) with the Report of the auditing firm and of the Statutory Auditors, the Report of Corporate Governance and the Report of Remuneration;
- the draft financial statements for the year ended 31st December 2016 by Avio S.p.A. (before the merger) with the Reports of the Board of Directors, the Report of the auditing firm and of the Statutory Auditors;

Were made available to the public from 30th April 2017 at the Registered Office of the Company in Rome, Via Leonida Bissolati n. 76, on Company's website (www.avio.com, Section financial documents) and as well as at the mechanism for the central storage of regulated information "eMarket STORAGE" (www.emarketstorage.com).

The By-laws and the Rules of Shareholders' Meeting are available on the company's website (<http://www.avio.com>, section Corporate Governance – Corporate Documents).

This notice of call is published in full today, according to Art. 125-bis of Legislative Decree of 24 February 1998, no. 58 and Art. 8.3 of the By-laws, on the company's website (<http://www.avio.com>, section dedicated to the Shareholders' Meeting 2017) and on the mechanism for the central storage of regulated information "eMarket STORAGE" and as an extract on the Italian newspaper Il Sole 24 Ore.

Those entitled to participate at the Shareholders' Meeting are kindly requested to arrive in due time before the time at which the Meeting was called in order to facilitate the accreditation and recording operations.

Rome, 15th May 2017

For the Board of Directors
The Chairman,
Roberto Italia