

AVIO S.p.A.
Registered office in Rome, via Leonida Bissolati No. 76
Share Capital Euro 90,964,212.90 fully paid-in
Rome (RM) Companies Registration Office No.: 09105940960

SHAREHOLDERS' MEETING CALL NOTICE

Those with the right to attend and vote are called to the Shareholders' Meeting on April **29, 2019** at 11:00 AM in single call in Milan, Via Filodrammatici No. 3, to discuss and vote upon the following

AGENDA

- 1. Statutory financial statements at December 31, 2018. Presentation of the consolidated financial statements at December 31, 2018. Reports of the Board of Directors, Board of Statutory Auditors and of the Independent Audit Firm. Allocation of the net profit. Related and consequent resolutions**
- 2. Remuneration Report of Avio S.p.A. in accordance with Article 123-ter, paragraph 6, Legislative Decree No. 58/98**
- 3. Approval of the proposal of authorisation of the purchase of treasury shares: related and consequent resolutions**

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS.

The subscribed and paid-in share capital of Avio S.p.A. amounts to Euro 90,964,212.90, comprising 26,359,346 ordinary shares, all without any indication of the nominal value.

RIGHT TO ATTEND AND VOTE

Those who, based on the communication sent to the Company from an intermediary, in accordance with applicable legislation and in accordance with the accounting records at the end of the 7th trading day before the date set for the Shareholders' Meeting (i.e. **April 16, 2019**, "record date"), have the right to attend and vote at the Shareholders' Meeting. Those who hold shares after that date, based on the registrations on the accounts, will not have the right to attend or vote at the Shareholders' Meeting. The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting (i.e. **April 24, 2019**). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting. Attendance at the Shareholders' Meeting is governed by the applicable law and regulations, in addition to the provisions of the By-Laws and the Shareholders' Meeting regulation, available on the Company website (<http://www.avio.com>, "*Corporate Governance, Corporate Documents*" Section).

PROXY VOTING

Those with voting rights may be represented at the Shareholders' Meeting through written proxy, i.e. the computerised document signed in electronic form in accordance with Article 21, paragraph 2 of Legislative Decree No. 82/2005, in accordance with the applicable legal provisions, with the option to sign the proxy form available in printable form on the Company website (<http://www.avio.com>, ("*Corporate Governance / 2019 Shareholders' Meeting*")

Section). Where the forms have not been made available in electronic form for technical reasons, they may be sent by faxing +39 0697285 626.

Proxy forms may be returned to the Company, accompanied by photocopy of the identity document of the principal, by registered letter or certified e-mail to: Avio S.p.A., via Leonida Bissolati No. 76, Rome (Legal and Corporate Affairs Office) or by e-mail ufficiolegale.avio@pec.avio.com.

Prior notice does not exempt the proxy granted the right to attend the shareholders' meeting from the obligation to declare, in good faith, conformity with the original notified copy and to identify the principal.

The proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the shareholders' meeting.

Proxy may be conferred, without incurring expense (except for any sending costs), together with voting instructions on all or a selected number of the proposals on the Agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. ("**Spafid**"), with registered office in Milan, as the Designated Representative of the Company in accordance with Article 135-*undecies* of Legislative Decree No. 58/1998.

Proxy should contain voting instructions on all or some of the matters on the agenda and is valid only for the proposals on which voting instructions are provided. Spafid may only be granted proxy as the Designated Representative of the Company.

Proxy is granted through the signing of the specific proxy form available, with the relative indications for compilation and sending, available at the registered office and on the Company website (<http://www.avio.com>, "*Corporate Governance, 2019 Shareholders' Meetings*" Section).

An original copy of the proxy form should be sent to the stated Designated Representative by the conclusion of the second trading day before the Shareholders' Meeting (i.e. 23:59 of **April 25, 2019**), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "*2019 Avio Shareholders' Meeting Proxy*", by hand during office hours (between 9 AM and 5 PM), by Registered Letter with signed receipt or by courier. While proxy may be sent in original form, complete with voting instructions, such may be notified also electronically at assemblee@pec.spafid.it. The sending to the above certified e-mail address of the proxy form, signed digitally in accordance with the applicable regulation, satisfies the written submission requirement.

The proxy and the voting instructions are revocable by the end of the second trading day before the date fixed for the Shareholders' Meeting (therefore by 23:59 of **April 25, 2019**), according to the means indicated above.

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting; in relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions.

For any clarifications concerning the conferment of proxy to the Designated Representative (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), Spafid may be contacted at the following telephone No.: (+39) 02 80687331 (working days between 9 AM and 5 PM) or by e-mail to confidential@spafid.it.

Voting may not take place through correspondence or electronic means.

RIGHT TO REQUEST SUPPLEMENTATION OF THE SHAREHOLDERS' MEETING AGENDA AND TO PRESENT NEW PROPOSALS

Shareholders who represent, as per Article 126-*bis* of Legs. Decree No. 58/1998, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of the present notice and therefore by **April 8, 2019**, a supplementation to the matters on the agenda, indicating in the request the further matters to be included on the agenda, or present proposals on matters already on the agenda.

Shareholders on behalf of whom the required communication has been sent by an authorised intermediary in accordance with the applicable regulation to the Company may request supplements to the Agenda or present new proposals.

The questions should be presented in writing and to be received by the Company by **April 8, 2019** by means of registered letter or certified e-mail sent to the following addresses: Avio S.p.A., Legal and Corporate Affairs Office, Via Leonida Bissolati No. 76, e-mail ufficiolegale.avio@pec.avio.com. By the same deadline and according to the same means, the proposing shareholders are required to present to the Board of Directors a report outlining the reasons for the proposal of the new matters on the Agenda, or the reasoning for the additional proposals on matters already on the Agenda. Shareholders may individually present proposals to the Shareholders' Meeting.

In relation to supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of this call notice, at least 15 days before the date of the Shareholders' Meeting. At the same time of publication of the supplementation notice or of the presentation, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

Supplementation of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-*ter*, paragraph 1 of Legs. Decree No. 58/1998.

RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA

Those with voting rights and from whom the Company has received the communication from an authorised intermediary as per the applicable regulation, may submit questions on the matters on the Agenda also before the Shareholders' Meeting, therefore by **April 26, 2019**, through sending the questions by registered letter or certified e-mail to: Avio S.p.A., Legal and Corporate Affairs Office, Via Leonida Bissolati No. 76, e-mail ufficiolegale.avio@pec.avio.com. For questions submitted before the Shareholders' Meeting, responses will be made, at the latest, during the Meeting. Responses may be provided in written form and made available to those with voting rights at the beginning of the Shareholders' Meeting. A response will not be provided, nor at the Shareholders' Meeting, to questions submitted before the meeting, where the information requested has already been made available by the Company in "Question and Answer" format on the Company website (<http://www.avio.com>, "*Corporate Governance / 2019 Shareholders' Meeting*" Section), or where responses have already been published in the same Section. The Company may provide a single reply to questions with the same subject matter.

DOCUMENTATION

Pursuant Article 125-*ter* of Legislative. Decree No. 58/1998 and Article 73 of the Regulation approved by the Consob with resolution No. 11971/1999, the Reports of the Board of Directors containing the full text of the proposals to be considered and the additional Shareholders'

Meeting documentation required by applicable regulations, have been made available in accordance with law at the registered office of the Company in Rome, Via Leonida Bissolati No. 76 and on the Company website (<http://www.avio.com>, “*Corporate Governance, 2019 Shareholders’ Meeting*” Section) and on the authorised storage mechanism “eMarket Storage”.

– In particular:

- the Statutory Financial Statements at December 31, 2018 of Avio S.p.A., with the Directors’ Report, the Independent Auditors’ Report and the Board of Statutory Auditors’ Report;
- the Corporate Governance and Ownership Structure Report;
- the Remuneration Report;
- the consolidated financial statements at December 31, 2018 of Avio S.p.A., with the Directors’ Report, with the Independent Auditors’ Report and the Board of Statutory Auditors’ Report and;
- the Consolidated Financial Statement 2018;
- the Report of the board of directors on the matters on the agenda; and
- the Report of the approval of authorisation of the purchase of treasury shares.

will be made available to the public within **March 29, 2019**.

The By-Laws are available on the Company website (<http://www.avio.com>, “*Corporate Governance – Documents Section*”).

This call notice is published in its entirety on the Company website (<http://www.avio.com>, “*Corporate Governance, 2019 Shareholders’ Meeting*” Section), on the authorised storage mechanism “eMarket Storage” and also, in extract, form in the MF (Milano Finanza) newspaper on **March 29, 2019**.

Those with the right to attend the Shareholders’ Meeting are kindly requested to present themselves appropriately in advance of the call time of the meeting in order to facilitate accreditation and registration, which will begin at 10:00 AM.

Rome, March 29, 2019

For the Board of Directors
The Chairman
Roberto Italia