



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

**ORDINARY SHAREHOLDERS' MEETING HELD ON 6<sup>th</sup> MAY 2020**

**Summary account of the votes on the items of the agenda pursuant Article 125-quater, paragraph 2, of the Legislative Decree 58/1998**

**Item 1 of the agenda**

**1. Financial statements at December 31, 2019. Presentation of the Consolidated Financial Statements at December 31, 2019. Reports of the Board of Directors, Board of Statutory Auditors and of the Independent Audit Firm. Allocation of the net profit of the year. Relevant and ensuing resolutions.**

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

**Vote results**

	n° share	%
<b>Vote for</b>	<b>16,507,222</b>	<b>99.370%</b>
<b>Votes Against</b>	<b>0</b>	<b>0.000%</b>
<b>Abstentions</b>	<b>104,674</b>	<b>0.630%</b>
<b>Total Shares</b>	<b>16,611,896</b>	<b>100.000%</b>

**Item 2 of the agenda**

**2. Report on remuneration policy and remunerations paid in accordance with Article 123-ter paragraphs 3-bis and 6of Legislative Decree No. 58/98:**  
**2.1. First Section: Relation on remuneration policy. Binding resolution.**  
**2.2. Second Section: Relation on remunerations paid. Non-binding resolution.**

**2.1. First Section: Relation on remuneration policy. Binding resolution.**

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

**Vote results**

	n° share	%
<b>Votes for</b>	<b>15,201,289</b>	<b>91.508%</b>
<b>Votes Against</b>	<b>1,343,607</b>	<b>8.088%</b>
<b>Abstentions</b>	<b>67,000</b>	<b>0.403%</b>
<b>Total Shares</b>	<b>16,611,896</b>	<b>100.000%</b>



## 2.2. Second Section: Relation on remunerations paid. Non-binding resolution.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

### Vote results

	n° share	%
<b>Vote for</b>	<b>15,838,808</b>	<b>95.346%</b>
<b>Votes Against</b>	<b>551,951</b>	<b>3.323%</b>
<b>Abstentions</b>	<b>221,137</b>	<b>1.331%</b>
<b>Total Shares</b>	<b>16,611,896</b>	<b>100.000%</b>

## Item 3 of the agenda

### 3. Appointment of the Board of Directors. Relevant and ensuing resolutions.

- 3.1. Determination of the number of Directors.
- 3.2. Determination of the duration of Directors' term of appointed.
- 3.3. Appointment of Directors.
- 3.4. Determination of the Directors' remuneration.

#### 3.1. Determination of the number of Directors.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

### Vote results

	n° share	%
<b>Vote for</b>	<b>16,541,170</b>	<b>99.574%</b>
<b>Votes Against</b>	<b>3,726</b>	<b>0.022%</b>
<b>Abstentions</b>	<b>67,000</b>	<b>0.403%</b>
<b>Total Shares</b>	<b>16,611,896</b>	<b>100.000%</b>



### 3.2. Determination of the duration of Directors' term of appointed.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

#### Vote results

	n° share	%
<b>Vote for</b>	<b>16,539,818</b>	<b>99.566%</b>
<b>Votes Against</b>	<b>5,078</b>	<b>0.031%</b>
<b>Abstentions</b>	<b>67,000</b>	<b>0.403%</b>
<b>Total Shares</b>	<b>16,611,896</b>	<b>100.000%</b>

### 3.3. Appointment of Directors.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

#### Vote results

	n° share	%
<b>List n. 1 (*)</b>	<b>11,393,765</b>	<b>68.588%</b>
<b>List n. 2 (**)</b>	<b>5,218,131</b>	<b>31.412%</b>
<b>Votes Against</b>	<b>0</b>	<b>0.000%</b>
<b>Abstentions</b>	<b>0</b>	<b>0.000%</b>
<b>Total Shares</b>	<b>11,393,765</b>	<b>68.588%</b>

(\*) List deposited by the exiting Board of Directors.

(\*\*) List deposited by a group of Investors.

#### List of the appointed candidates as members of the Board of Directors

	Independent (1)	List No.
ROBERTO ITALIA		1
GIULIO RANZO		1
ELENA PISONERO	✓	1
LUIGI PASQUALI		1
DONATELLA SCIUTO	✓	1
GIOVANNI GORNO TEMPINI	✓	1



MONICA AUTERI	✓	1
LETIZIA COLUCCI		1
RAFFAELE CAPPIELLO	✓	2
DONATELLA ISAIA	✓	2
STEFANO PAREGLIO	✓	2

<sup>(1)</sup> Indicated as independent pursuant to Art. 147-ter, paragraph 4, and 148, paragraph 3 of the Legislative Decree no. 58/1998 and the Art. 3 of the Listed Companies' Corporate Governance Code.

#### 3.4. Determination of the Directors' remuneration.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

#### Vote results

	n° share	%
<b>Vote for</b>	<b>16.544.896</b>	<b>99,597%</b>
<b>Votes Against</b>	<b>0</b>	<b>0,000%</b>
<b>Abstentions</b>	<b>67.000</b>	<b>0,403%</b>
<b>Total Shares</b>	<b>16.611.896</b>	<b>100,000%</b>



#### Item 4 of the agenda

- 4. Appointment of the Board of Statutory Auditors for the years 2020-2022. Relevant and ensuing resolutions.**
- 4.1. Appointment of three Acting and two Alternate Auditors.**
- 4.2. Appointment of the Chairman of the Board of Statutory Auditors.**
- 4.3. Determination of the remuneration of the members of the Board of Statutory Auditors for each annual term.**

#### 4.1. Appointment of three Acting and two Alternate Auditors.

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

Voting shares no. 15,232,442 equal to 57.788% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

#### Vote results

	n° share	%
<b>List n. 1</b>	<b>11,274,067</b>	<b>74.013%</b>
<b>List n. 2</b>	<b>2.432,858</b>	<b>15.972%</b>
<b>Votes Against</b>	<b>3,347</b>	<b>0.022%</b>
<b>Abstentions</b>	<b>1,522,170</b>	<b>9.993%</b>
<b>Total Shares</b>	<b>15,232,442</b>	<b>100.000%</b>

(\*) List deposited by Leonardo S.p.A.

(\*\*) List deposited by a group of Investors.

#### List of the appointed candidates as members of the Board of Statutory Auditors:

	Office	List No.
MARIO MATTEO BUSSO	Permanent Auditor	1
MICHELA ZEME	Permanent Auditor	1
VITO DI BATTISTA	Permanent Auditor – Chairman*	2
SARA FORNASIERO	Alternative Auditor	1
ROBERTO CASSADER	Alternative Auditor	2

\*Pursuant the Article 17.8 of the Bylaw, the Chairman of the Board of Statutory Auditors is the Permanent Auditor from the Minority List, Vito di Battista



**4.3. Determination of the remuneration of the members of the Board of Statutory Auditors for each annual term.**

Shares present at the meeting when the vote was opened no. 16,611,896 equal to 63.021% of the no. 26,359,346 shares representing the share capital.

Voting shares no. 15,613,340 equal to 59.233% of the no. 26,359,346 shares representing the share capital.

The voting result was the following:

**Vote results**

	n° share	%
<b>Vote for</b>	<b>14,024,170</b>	<b>89.822%</b>
<b>Votes Against</b>	<b>0</b>	<b>0.000%</b>
<b>Abstentions</b>	<b>1,589,170</b>	<b>10.178%</b>
<b>Total Shares</b>	<b>15,613,340</b>	<b>100.000%</b>