

AVIO S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24th April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25th February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), authorized under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended, acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to art. 106, paragraph 4 of Decreto Cura Italia, taking into account the extension established by D.L. 30th December 2021 no. 228, as converted with modifications by Law 25th February 2022 n. 15, and the further extension by art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14, of **AVIO S.p.A.** (hereinafter the "**Company**", "**Avio**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of Avio S.p.A. to be held at the registered office of Avio, in Rome (RM), Via Leonida Bissolati, 76, 28 April 2023, **single call** as set forth in the notice of the shareholders' meeting published on the Company's website at <http://www.avio.com>, in the section "Investors/Shareholders' meeting 2023" and, in extract, in the daily newspaper "Italia Oggi" on 14 March 2023.

The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (**by 11:59 p.m. of 26 April 2023**). **The proxies and voting instructions may be revoked within the same deadline.**

Declaration of the Appointed Representative: Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)

(Name and Surname) (*)

Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§)The Company will process the personal data in accordance with the information attached.

(*) Mandatory. (**) It is recommended to fill.

MONTE TITOLI S.p.A.

in quality of (tick the box that interests you) (*)

☐ shareholder with the right to vote

OR IF DIFFERENT FROM THE SHARE HOLDER

☐ legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)

☐ pledge ☐ bearer ☐ usufructuary ☐ custodian ☐ manager ☐ other (specify)

(complete only if the shareholder is different from the proxy signatory)

Name Surname / Denomination (*)

Born in (*)

On (*)

Tax identification code or other identification if foreign (*)

Registered office / Resident in (*)

Related to

No. (*) _____ shares IT0005119810

Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____

(to be filled in with information regarding any further communications relating to deposits)

DELEGATES MONTE TITOLI S.P.A., to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

DECLARES

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

AUTHORIZE Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the attached disclosure.



(Place and Date) *

(Signature) *

AVIO S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

VOTING INSTRUCTIONS (3) (Part 2 of 2)

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (4) (Personal details)

(indicate the holder of the right to vote only if different -
name and surname / denomination)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of Avio S.p.A. to be held at the registered office of Avio S.p.A. in Rome (RM), Via Leonida Bissolati, 76, on 28 April 2023, on single call.

RESOLUTIONS SUBJECT TO VOTING**1. Financial Statements at December 31, 2022.****1.1. Approval of the Financial Statements at December 31, 2022. Presentation of the Consolidated Financial Statements at December 31, 2022. Reports of the Board of Directors, Board of Statutory Auditors and of the independent audit firm.**

Proposal of the Board of Directors

*Tick only one
box*☐ **In Favour**☐ **Against**☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

*Tick only one box***Modify the instructions** (*express preference*)☐ **confirms the instructions**☐ **revokes the instructions**☐ **In Favour** : _____☐ **Against**☐ **Abstain**

1.2. Allocation of the net profit. Resolutions thereon.

Proposal of the Board of Directors

*Tick only one
box*

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

2. Remuneration Policy and Report pursuant to Article 123-ter, paragraph 3-bis and 6 of Legislative Decree No. 58/98:

2.1. Section I: remuneration policy. Binding motion;

Proposal of the Board of Directors

*Tick only one
box*

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

2.2. Section II: report on remuneration paid. Non-binding motion.

Proposal of the Board of Directors

*Tick only one
box*

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

3. Appointment of the Board of Directors; resolutions thereon:

3.1. Establishment of the number of members of the Board of Directors;

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

3.2. Establishment of the duration of the mandate of the Board of Directors;

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

3.3. Appointment of the Board of Directors;

Tick the box of the chosen list or against / abstained with reference to all the lists

Tick only one box

List No. 1 presented by the Board of Directors of the Company

List No. 2 presented by a group of investors

☐ **List No. 1** ☐ **List No. 2** ☐ **Against** ☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Modify the instructions (*express preference*)

☐ **confirms the instructions** ☐ **revokes the instructions** ☐ **In Favour** : _____ ☐ **Against** ☐ **Abstain**

3.4. Establishment of the remuneration of the members of the Board of Directors.

Proposal of the Board of Directors

Tick only one box

☐ **In Favour** ☐ **Against** ☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions** ☐ **revokes the instructions** ☐ **In Favour** : _____ ☐ **Against** ☐ **Abstain**

4. Appointment of the Board of Statutory Auditors for the 2023-2025 three-year period, resolutions thereon;

4.1. Appointment of three Statutory Auditors and two Alternate Auditors;

Tick the box of the chosen list or against / abstained with reference to all the lists

*Tick only one
box*

List No. 1 presented by Leonardo S.p.A.

☐ **List No. 1** ☐ **List No. 2** ☐ **Against** ☐ **Abstain**

List No. 2 presented by a group of investors

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Modify the instructions (*express preference*)

☐ **confirms the instructions** ☐ **revokes the instructions** ☐ **In Favour** : _____ ☐ **Against** ☐ **Abstain**

4.2. Appointment of the Chairperson of the Board of Statutory Auditors;

Item not put to the vote pursuant to Article 17.8 of the Articles of Association.

4.3. Establishment of the remuneration of the Board of Statutory Auditors.

Proposal of resolution presented by Leonardo S.p.A.

*Tick only one
box*

☐ **In Favour** ☐ **Against** ☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions** ☐ **revokes the instructions** ☐ **In Favour** : _____ ☐ **Against** ☐ **Abstain**

5. Proposal to approval two company financial instrument-based remuneration plans as per Article 114-bis of Legislative Decree No. 58/98: conferral of power, resolutions thereon;

5.1. Approval of the “2023-2025 Performance Share Plan”;

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

5.2. Approval of the “2023-2025 Restricted Share Plan”.

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain



(Place and Date) *

(Signature) *

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box

☐ **In Favour**

☐ **Against**

☐ **Abstain**



*(Place and Date) **

(Signature) *

Monte Titoli's privacy policy is available at the link: <https://www.euronext.com/en/privacy-statement>.

INSTRUCTIONS FOR THE FILLING AND SUBMISSION

Pursuant to article 13 of EU Regulation 2016/679 ("GDPR" or "Regulation"), Avio S.p.A. – data controller – with registered office in Via Bissolati 76, Roma ("Company" or "Data Controller") informs You that the Company will process the personal data contained in the proxy form ("Personal Data") in compliance with the regulations governing the protection of personal data.

The Company has appointed a data protection officer ("DPO"), pursuant to articles 37 and following of the GDPR. You can contact the DPO at the following e-mail address: dpo@service.avio.com.

Your Personal Data will be processed in order to handle the general meeting transactions. The lawfulness of processing is the compliance with a legal obligation to which the Data Controller is subject, under article 6.1 lett. c) of the GDPR. The Personal Data will be processed by automated or manual means, in compliance with the principles established by the GDPR and in such a way as to protect the confidentiality of the data subject and Your rights.

Please be informed that the provision of Personal Data as requested, for the purposes and with methods of data processing as specified, is necessary in order to attend the shareholders general meeting in accordance with the law and for the relating and consequent fulfilments. Should You not totally or partially provide the Personal Data, the Company may not allow your attendance to the general meeting pursuant to applicable law and/or trigger the impossibility of fulfilling contractual or legal obligations.

The Data Controller should maintain Your Personal Data on paper and/or electronic devices and for the time necessary for this purposes, in compliance with the principles of limitation of storage and minimization referred to in article 5, paragraph 1, letters c) and e) of the Regulation.

This Personal Data will be processed by persons specifically authorized as data processors (pursuant to art. 28 of the GDPR) or persons authorized to process them (pursuant to art. 29 of the GDPR), for the above purposes: Your Personal Data may be disclosed to specific parties in compliance with an obligation set forth by law, regulation or community law, or based on instructions given by authorities empowered to do so by law or by supervisory and control bodies. You have the right to exercise Your rights under articles from 15 to 22 of the GDPR. In order to exercise your rights, please contact the DPO of Avio S.p.A. (email: dpo@service.avio.com).

Legislative Decree no. 58/1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies
(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393
(Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

Decree Law no. 18 of 17 March 2020

(as converted with modification by Law 24th April 2020 no. 27 and as extended by effect of art. 3, D.L. 228/2021

as converted with modifications by Law 25th February 2022 n. 15 and further extended by effect of art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14)

Article 106
(Rules for the conduct of shareholders' meetings)

[...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.

5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]

7. The provisions of this Article shall apply to assemblies held within 31 July 2023.