

Avio S.p.A.

PROXY FORM FOR THE DESIGNATED REPRESENTATIVE IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 ("CFA") and Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020 on "Measures to strengthen the National Health System and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency" ("Italian Healthcare Decree"), converted with amendments into Law No. 27 of April 24, 2020, as extended latterly by Article 11, paragraph 2 of Law No. 21 of March 5, 2024, concerning Interventions to bolster capital competitiveness and authorisation for the Government to undertake comprehensive reform of the regulations pertaining to capital markets outlined in the Consolidated Law referred to in Legislative Decree No. 58 of February 24, 1998, in addition to regulations concerning joint-stock companies, as stipulated in the civil Code, which also apply to issuers.

Monte Titoli S.p.A., 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**"), in its capacity as "**Designated Representative**" of Avio S.p.A. (hereinafter, the "**Company**" or "**Avio**"), pursuant to Article 135-undecies of the CFA and Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, as latterly extended by Article 11, paragraph 2 of Law No. 21 of March 5, 2024, in the person of one of its employees or collaborators with a specific assignment, proceeds to collect the voting proxies relating to the Extraordinary and Ordinary Shareholders' Meeting of Avio S.p.A., called for December 20, 2024 at 11:30AM in single call at the registered office of Avio S.p.A. in Rome (RM), Via Leonida Bissolati, 76, in the manner and within the terms set out in the call notice published on the Company's website at <http://www.avio.com>, "Investors, Shareholders' Meetings 2024" section on November 14, 2024 and in extract form in the "Italia Oggi" daily newspaper.

The proxy form with relative voting instructions should be sent to Monte Titoli by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 23:59 on December 18, 2024. The proxy and voting instructions may be revoked within the same deadline.

Declaration of the Designated Representative: Monte Titoli confirms that it has no interest in the proposed resolutions to be voted upon. Considering the contractual relations between Monte Titoli and the Company, and in particular considering the technical assistance to the Shareholders' Meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-decies, paragraph 2, letter f) of the CFA, Monte Titoli expressly declares that, where circumstances arise that are unknown at the time of issuing the proxy and cannot be communicated to the principal, or in the case of amendment or supplementation of the proposals presented to the Shareholders' Meeting, it shall not express a vote differing from that indicated in the instructions.

N.B. This form may be subject to amendment as a result of any additions to the agenda or submission of resolution proposals pursuant to Article 126-bis CFA, or individual resolution proposals, within the terms and in the manner indicated in the call Notice.

PROXY FORM (Part 1 of 2)

Complete with the required information based on the information at the bottom of the form)

The undersigned signatory of this proxy	(Name and Surname) (*)	
Born in (*)	On (*)	Tax code (*)
Resident in (*)	Street address (*)	
Telephone (**)	E-mail (**)	
Valid identity document - type (*) (attach copy)	Issued on (*)	Number (*)

(*) Mandatory; (**) Completion recommended.

in the capacity of (tick the relevant box) (*)

☐ **Shareholder with voting rights**
OR IF DIFFERENT FROM THE HOLDER OF THE SHARES
☐ Legal Representative or attorney with power to sub-delegate (documentation proving representative powers to be attached)

☐ secured creditor ☐ taker in - ☐ beneficial owner ☐ custodian ☐ manager ☐ other (specify)

 (complete only if
the principal is
different from the
proxy signer)

Name Surname/Company Name (*)

Born in (*)

On (*)

Tax Code (*)

Registered office/Resident in (*)

concerning

 (*) _____ **ordinary shares ISIN IT0005119810**

 Recorded in the securities account (1) No. _____ with the intermediary _____ ABI _____
CAB _____

 as per communication (pursuant to Article 83-sexies of Legislative Decree No. 58/1998) (2) No. _____
carried out by the intermediary: _____

APPOINTS Monte Titoli S.p.A. to attend and vote at the above indicated Shareholders' Meeting in accordance with the instructions found below.
DECLARES

- their understanding that the proxy form for the Designated Representative may also contain voting instructions only on certain proposals on the agenda and that, in this case, voting will only be exercised on the proposals for which such instructions have been conferred, and that they have requested from their intermediary the communication to participate in the aforementioned Shareholders' Meeting;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.

AUTHORISES Monte Titoli and the Company to process its personal data for the purposes stated under the terms and conditions indicated in the following sections.



(Place and date)

(Signatory of the proxy)

VOTING INSTRUCTIONS (Part 2 of 2)

Section containing information for the Designated Representative – tick the relevant box

I, the undersigned, signatory of the proxy form (First name and surname) (3)

(indicate the principal only if different
first and surname) (3)

delegate Monte Titoli to vote according to the following voting instructions at the Avio S.p.A. Extraordinary and Ordinary Shareholders' Meeting, called at the registered office of Avio S.p.A. in Rome (RM), Via Leonida Bissolati, 76 for December 20, 2024 at 11:30AM in single call.

RESOLUTIONS TO BE VOTED UPON

Please note that, within the legal deadlines, shareholders may submit new proposals and supplements to the Agenda: for this reason, Shareholders are invited to check, on the Issuer's website, for any updates to this form, in accordance with the proposed resolutions.

Extraordinary session**1. Amendments to the By-Laws of Avio S.p.A.****a) Proposed amendment to Article 10 on attendance and voting at Shareholders' Meetings.**

SECTION A Vote on the proposed resolution of the Board of Directors	<i>Tick only one box:</i> In favour	Against	Abstaining
SECTION B and C <i>In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,</i>	☐ confirm the instructions	☐ revoke the instructions	modify the instructions: ☐ In Favour _____ ☐ Against ☐ Abstaining

b) Proposed amendment to Article 13 regarding the meeting call and meetings of the Board of Directors.

SECTION A Vote on the proposed resolution of the Board of Directors	<i>Tick only one box:</i> In favour	Against	Abstaining
SECTION B and C <i>In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,</i>	☐ confirm the instructions	☐ revoke the instructions	modify the instructions: ☐ In Favour _____ ☐ Against ☐ Abstaining

c) Proposed amendment to Article 17 regarding the appointment, term and replacement of the Board of Statutory Auditors.			
SECTION A Vote on the proposed resolution of the Board of Directors <i>Tick only one box:</i>	In favour	Against	Abstaining
SECTION B and C <i>In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,</i>	☐ confirm the instructions	☐ revoke the instructions	modify the instructions: ☐ In Favour _____ ☐ Against _____ ☐ Abstaining _____

d) Proposed amendment to Article 18 on the calling, meetings and deliberations of the Board of Statutory Auditors.			
SECTION A Vote on the proposed resolution of the Board of Directors <i>Tick only one box:</i>	In favour	Against	Abstaining
SECTION B and C <i>In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,</i>	☐ confirm the instructions	☐ revoke the instructions	modify the instructions: ☐ In Favour _____ ☐ Against _____ ☐ Abstaining _____

e) Proposed amendments to Articles 5, 9, 12 and 15 merely to refine in form and normative terms the current wording of the By-Laws.			
SECTION A Vote on the proposed resolution of the Board of Directors <i>Tick only one box:</i>	In favour	Against	Abstaining
SECTION B and C <i>In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,</i>	☐ confirm the instructions	☐ revoke the instructions	modify the instructions: ☐ In Favour _____ ☐ Against _____ ☐ Abstaining _____

Ordinary session

1. Appointment of statutory auditors for the nine-year period 2026-2034: resolutions thereon.			
SECTION A, Proposal 1 Vote for the proposal on the recommendation of the Board of Statutory Auditors, of the appointment of the legally-required audit to KPMG S.p.A. <i>Tick only one box:</i>	In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against ☐ Abstain
SECTION A, Proposal 2 (to be voted on only where the vote on the previous proposal does not reach a majority of votes in favor) Vote for the proposal on the recommendation of the Board of Statutory Auditors, of the appointment of the legally-required audit to EY S.p.A. <i>Tick only one box:</i>	In Favour	Against	Abstain
SECTION B and C <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	☐ confirms the instructions	☐ revokes the instructions	Modify the instructions: ☐ In favour _____ ☐ Against ☐ Abstain



(Place and date)

(Signatory of the proxy)

NOTES FOR COMPILATION AND SENDING

The vote-holder must request the depositary intermediary to issue the communication for participation at the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree No. 58/1998)

1. Specify number of shares held and name of custodian intermediary found on the account statement provided by the intermediary.
2. Specify the number of the Communication for Participation in the Shareholders' Meeting. This will be provided by the custodian intermediary upon request of the principal.
3. Provide the first name and surname/company name of the principal (and the signatory of the Proxy Form and voting instructions, if different).
 - Pursuant to Article 135-undecies, paragraph 3 of the CFA, "The shares in relation to which proxy is conferred, also partially, are included in relation to the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals".
 - With reference to each point on the Agenda, in the event of significant circumstances, unknown at the time of issuing the proxy (e.g. absence of proposals made by the Board of Directors or by the proposer identified by the principal according to terms of law and published by the Company), or in the event of amendments or integrations to the resolutions proposed which cannot be communicated to the principal, a choice may be made, by completing the relevant form, between: a) confirmation of the voting instruction already expressed; b) amendment of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made by the principal, the voting instructions set out in the first section will be followed to the fullest extent possible. Where it is not possible to vote according to the instructions provided, Monte Titoli will abstain from voting on the subject in question.

The original copy of the proxy form with relative voting instructions should be sent to Monte Titoli by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 23:59 on December 18, 2024, together with:

- a copy of a valid identity document of the principal or
- where the principal is a legal person, a copy of a valid identity document of the *pro tempore* legal representative or another party with appropriate powers, together with documentation in proof of such status and powers,

through the following alternative means:

- i) delivery of an electronically reproduced copy (PDF) to the certified e-mail address **RD@pec.euronext.com** (with the subject "Proxy Avio December 2024 Shareholders' Meeting") from the principal's certified electronic mailbox (or, failing that, from the mailbox of the computerised document signed with a qualified electronic or digital signature);
- ii) sending of an original copy, by courier or registered mail, to the address FAO RegisterServices, Monte Titoli S.p.A., Piazza degli Affari No. 6, Milan 20123 (Ref. "Proxy for Avio December 2024 Shareholders' Meeting"), **with sending in advance of an electronically reproduced copy (PDF)** by ordinary e-mail to the following address **RD@pec.euronext.com** (with the subject "Proxy for Avio December 2024 Shareholders' Meeting").

N.B. For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), parties holding the right to vote at the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail (**RegisterServices@euronext.com**) or by telephone ((+39) 02.33635810 - working days between 9AM and 5PM).

Monte Titoli Privacy information available at: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/avio/corporate-data-and-legal-info)

AVIO S.p.A. Privacy information:

Avio S.p.A. – data controller with registered office in via Bissolati 76, Roma ("Company" or "Data Controller"), pursuant to article 13 of EU Regulation 2016/679 ("GDPR" or "Regulation"), 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 subsequent 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's business. 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 Regulation. 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 his/her 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 Regulations. 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 15 to 22 of the GDPR. 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****(Supplementation of the agenda and presentation of new proposals)**

1. Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the Shareholders' Meeting Call Notice, or within five days in the case of calling as per Article 125-bis, paragraph 3 or Article 104, paragraph 2, 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. The requests, together with the certification declaring ownership of the holding, should be presented in writing, by post or by e-mail, in compliance with any requirements strictly necessary for the identification of the requesting parties, as indicated by the company. Those with voting rights may individually present proposals to the Shareholders' Meeting. For co-operative companies, the share capital amount is as established by the By-Laws, also in derogation of Article 135.
2. In relation to supplementation of the agenda or the presentation of further proposals on existing matters, as per paragraph 1, notice is given in the same manner as prescribed for the publication of the Shareholders' Meeting Call Notice, at least 15 days before the date of the Shareholders' Meeting. Further proposals on matters already on the agenda are made available to the public according to the means established by Article 125-ter, paragraph 1, together with publication of the notice of presentation. The deadline is reduced to seven days in the case of Shareholders' Meetings called in accordance with Article 104, paragraph 2, or in the case of Shareholders' Meeting called in accordance with Article 125-bis, paragraph 3.
3. Supplementation of the agenda is not permitted for those matters on which the Shareholders' Meeting passes resolutions, as prescribed by law, on proposals of the Directors or in relation to a project or report prepared by the Board, other than those indicated at Article 125-ter, paragraph 1.
4. Shareholders requesting supplementation as per paragraph 1 should draw up a Report outlining the reasons for the proposal of new matters to be added to the agenda or the reasoning concerning further proposals to be presented on matters already on the agenda. The Report should be sent to the Board of Directors by the deadline for the presentation of supplementation requests. The Board of Directors makes available the Report to the public, accompanied by any assessment, together with the publication of the notice for supplementation or presentation, according to the means established by Article 125-ter, paragraph 1.
5. Where the Board of Directors, or in the case where they are not involved, the Board of Statutory Auditors, the Supervisory Board or the Operating Control Committee, does not supplement the agenda with new matters or proposals presented in accordance with paragraph 1, the Court, having heard the members of the Administration and Control Boards - where the refusal to supplement is considered unjustified - orders supplementation by Decree. The Decree is published according to the means established by Article 125-ter, paragraph 1.

Article 135-decies**(Conflicts of interest of the representative and of the replacements)**

1. The conferment of proxy to a representative in conflict of interest is permitted if the representative communicates in writing to the Shareholder the circumstances under which the conflict arises and whether specific voting instructions are provided for each resolution on which the representative must vote on behalf of the Shareholder. It is the responsibility of the representative to communicate to the Shareholder the circumstances under which the conflict of interest arises. Article 1711, paragraph 2 of the civil Code is not applied.
2. For the purposes of this Article, a conflict of interest exists in any case where the representative or the replacement:
 - a) controls, also jointly, the company or a subsidiary, also jointly, or is under common control with the company;
 - b) is connected to the company or exercises a significant influence on it, or where the latter exercises significant influence on the former;
 - c) is a member of the Board of Directors or the Board of Statutory auditors of the company or of the parties indicated at letters a) and b);
 - d) is an employee or an auditor of the company or of the parties indicated at letter a);
 - e) is a spouse or relative to the fourth degree of the parties indicated at letters a) and c);
 - f) is connected to the company or the parties indicated at letters a), b), c) and e) by contract or employment or by other monetary-based relations which may compromise independence.
3. The replacement of the representative with a party in conflict of interest is allowed only if the replacement is indicated by the shareholder. In this case, paragraph 1 is applied. The obligations for communication and the relative proof are the responsibility of the representative.
4. The present Article is applied also in the case of transfer of shares by power of attorney.

Article 135-undecies**(Designated Representative of the company with listed shares)**

1. Except where the By-Laws provide otherwise, companies with listed shares designate for each Shareholders' Meeting a party to which Shareholders may confer, by the end of the second trading day before the date fixed for the Shareholders' Meeting, also in subsequent calling, a proxy with voting instructions on all or on a number of proposals on the agenda. Proxy is valid only for the proposals on which voting instructions are provided.
2. Proxy is conferred through signing a proxy form whose content is governed by Consob Regulations. The Shareholder does not incur charges for the conferment of such proxy. Proxy and voting instructions are revocable under the terms indicated in paragraph 1.
3. The shares in relation to which proxy is conferred, also partially, are included in relation to 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 resolutions.
4. The party designated as representative must communicate any interests held on his/her own behalf or on behalf of third parties in relation to the proposals on the agenda. Confidentiality on the content of the voting instructions received is maintained until the beginning of voting, except for the possibility to communicate such information to employees and auxiliaries, who are subject to the same confidentiality requirement. Proxy may not be granted if not in compliance with this Article.
5. Under the regulation at paragraph 2, Consob may establish the cases in which a representative not falling within the scope of the conditions at Article 135-decies may cast a vote other than as indicated in the instructions.

DECREE-LAW No. 18 of March 17, 2020.

converted with amendments into Law No. 27 of April 24, 2020, as latterly extended by Article 11, paragraph 2 of Law No. 21 of March 5, 2024

Article 106 (Rules for the conduct of Shareholders' Meetings)

[...] 4. Companies with listed shares may appoint the representative provided for in Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the By-Laws provide otherwise. The same companies may also stipulate in the call notice that participation in the Shareholders' Meeting shall take place exclusively through the Appointed Representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998; said Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree No. 58 of February 24, 1998, as an exception to Article 135-undecies, paragraph 4, of the same Decree [...].

5. Paragraph 4 shall also apply to companies admitted to trading on an MTF and to companies with shares which are widely distributed among the public.

7. The provisions of this Article shall apply to Shareholders' Meetings held until and including December 31, 2024.