Dear Shareholders,

As you may be aware, the Board of Directors of Avio S.p.A. has convened the Extraordinary General Meeting on March 3rd, 2026, with a sole item on the agenda concerning the proposal to amend Articles 11, 12, 14, 16, 17, and 22 of the Company's Bylaws. ISS has recently published its voting recommendations, and we regret to note that it has recommended that shareholders vote against the proposal.

We strongly believe certain elements appear to have been overlooked or not fully taken into account by the proxy advisor. We would therefore like to outline the strategic rationale underpinning the Board's proposals, also reiterating their coherence and consistency with market best practices, and, at the same time, invite you to support this evolution of the Company's governance framework.

Bylaws update driven by Avio's recent growth

During the last three-year board mandate, Avio has experienced substantial expansion, particularly in the United States, where it has initiated new activities targeting growth in the U.S. defense sector. This has translated into significant business development, supported by major contracts signed with Raytheon and the U.S. Army between 2024 and 2025.

In September 2025, Avio approved a business plan that envisages a significant increase in revenues by 2030 and includes, among the Company's key initiatives, the establishment of a major industrial facility in the United States.

In order to meet its growth and development objectives, Avio completed a €400 million capital increase in November 2025, with the option for a further 10% increase in the coming years. Moreover, on January 29th, 2026, the Company announced an upward revision of the 2025 guidance, driven by a larger backlog and higher revenues, and outperforming market expectations regarding the net cash position.

These developments confirm Avio's strong growth prospects while also highlighting the scale of the upcoming managerial and organizational challenges.

Changes in Shareholding Structure and Market Profile

Over the same period, Avio's shareholding structure and the liquidity profile of its shares have significantly changed:

- The largest shareholder reduced its stake from approximately 29% to 19%;
- The free float increased to approximately 60%;
- Around 20% of the share capital is now held by U.S. investors;
- Stock liquidity rose sharply in 2025, reaching more than 10 times the 2024 average;
- Trading volumes on foreign markets grew from about 20% in early 2024 to approximately 50% by 2025;
- Market capitalization at the end of 2025 exceeded €1.5 billion vs €0.4 billion in 2024.

These developments point to a much more diversified, international, and active shareholder base, strengthening the rationale for a governance structure aligned with benchmarks and international standards. In particular, this scenario calls for the need to allow different minorities (rather than just one), potentially from different geographical areas, to have an option to be represented in the governance – if they so wish – in order to have a chance to protect their interest and contribute to company growth and value creation.

Why supporting the Bylaws amendments is important

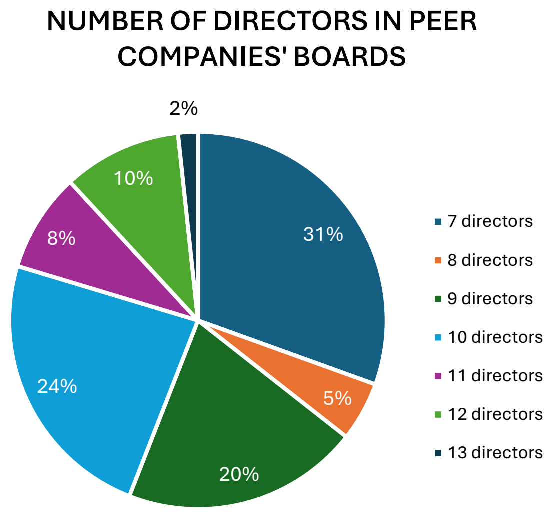
On January 29th, 2026, in the context of the periodic review of the corporate governance system, the Board resolved to submit the proposed Bylaws amendments designed to:

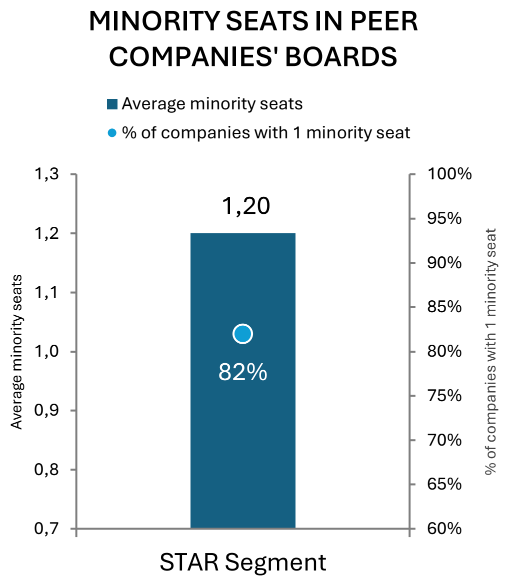
- Align the governance structure with market best practices;
- Ensure that the Company's organizational model remains adequate, efficient, and representative of the broadened shareholder base and increased scale and complexity;
- Guarantee adherence to recent legislative developments, particularly regarding board-submitted slates;
- Grant shareholders the ability to secure **management continuity via executive directors** to support business evolution as per the expected trajectory;
- Ensure the application of a **balanced representation criterion for non-executive directors** across majority and minority slates whereby there would not be any substantial under or over-representation of any shareholder relative to the ownership of share capital submitted for director appointment.

The objectives were to enhance the Board's operational and decision-making agility, keep governance costs under control, and ensure regulatory compliance. These amendments do not represent a shift in strategic direction; rather, they constitute the natural modernization of a company entering a new phase of development, based on market practices.

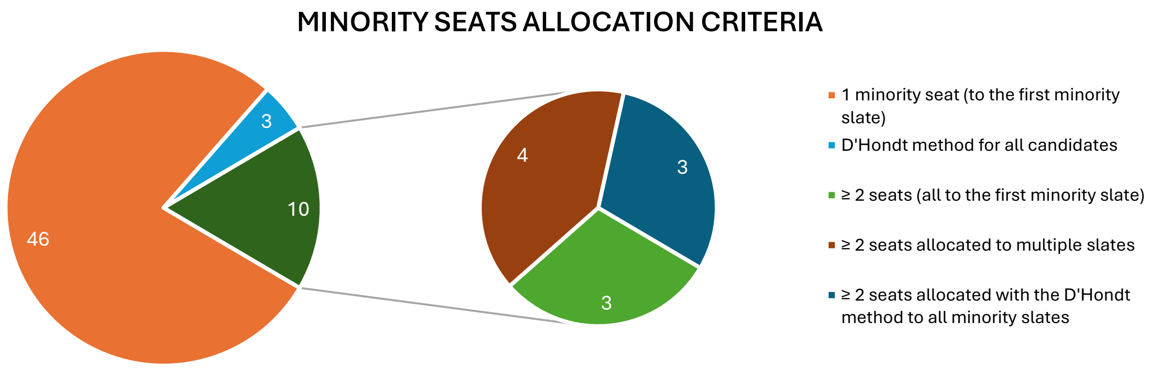
During the aforementioned periodic review, the Board of Directors appointed an independent advisor – a highly qualified governance professional with an international background – to carry out a benchmark analysis of the proposed Bylaws amendments, taking into account the corporate governance recommendations adopted by proxy advisors, institutional investors and market best practices. The analysis also examined a group of comparable issuers, i.e. companies whose shares are traded on the Euronext Milan STAR Segment of Borsa Italiana.

The benchmark analysis, based on the aformentioned STAR Segment, shows that the number of board members among peer companies ranges between 7 and 13, with **an average of 9.1 directors**. Directors expressed by **minority slates average 1.2**, with 82% of companies allocating only one seat to minority slates. Therefore, the ratio between minority directors and the total number of board members stands at approximately 13%, compared with the 22% that would result from the bylaw amendment proposed. Indeed, maintaining the number of minority directors previously provided for in the bylaws, with a Board size of 9, would result in a ratio of minority to total seats equal to 33%, which appears disproportionate when compared with market best practices and with the average percentage of capital usually held by the investors who submit minority slates.





When considering the actual composition of peer boards – which includes companies where only one slate was presented or where the minority director was replaced during the year – the share of minority-elected directors drops below 10%. Lastly, in companies where two or more minority seats are allocated, over **75% adopted allocation criteria enabling directors from slates other than the first and second most-voted slates to be elected**.



It should be noted that, in this context, the amendment proposed by Avio would not result in a reduced representation of minority shareholders in the boardroom compared to the previous corporate governance structure. Rather, it constitutes a rebalancing of the seats allocated to each slate relative to the overall board size. Moreover, the inclusion of a provision whereby one director is drawn from the third most-voted slate represents a step forward in this direction and enhances the overall representation of all shareholders' interests.

We also note that Avio has consistently appointed a **high number of independent directors** – in the last three-year board mandate equal to 6 directors (55%) – a situation that is likely to continue with the present governance changes considering that the largest shareholder has substantially reduced its ownership and minority shareholders have substantially increased.

Considering European and U.S. companies that are direct Avio peers (e.g. Rocketlab, Firefly, Planet Labs, Redwire, OHB, QinetiQ) the average number of directors is 8.4 with over 50% of independent directors, none of which appointed by minorities. Such consideration further explains why Avio intends to align to industry standards.

Furthermore, increased exposure to the U.S. market, larger company size and business diversification will likely call for the need to identify and select more experienced independent directors whose remuneration shall be commensurate to their more sophisticated competencies. Limiting the board size to the industry benchmark of 9 is the only way to ensure ability to attract quality directors with adequate competencies and remuneration without burdening the company with disproportionate increases in fixed costs.

We are fully aware that maintaining regular dialogue with our shareholders is vital to aligning interests and ensuring the achievement of our goal of long-term sustainable value creation for all stakeholders. If you need any clarification or wish to engage in a discussion, please do not hesitate to contact us.

We are confident in your support at the upcoming EGM and are grateful for your valuable time and consideration.

Yours faithfully,

Giulio Ranzo

Chief Executive Officer and General Manager
Avio S.p.A.