

ENAV S.p.A.
ORDINARY SHAREHOLDERS' MEETING OF 3 JUNE 2022
IN A SINGLE CALL

**Reports of the Board of Directors on the proposals concerning the items on the
agenda of the Shareholders' Meeting**

**Point 6 "Determination of the remuneration of the Chair of the Board of Statutory
Auditors and Standing Auditors"**

Shareholders,

You have been convened to discuss and pass resolution on the remuneration of the standing members of the Board of Statutory Auditors, which this Shareholders' Meeting is called upon to appoint in a separate and previous item on the agenda.

In accordance with the provisions of Article 2402 of the Italian Civil Code, at the time of the appointment of the Board of Statutory Auditors, the Shareholders' Meeting must determine the annual remuneration to be paid to statutory auditors for the entire duration of their term of office.

The remuneration of the incumbent Board of Statutory Auditors was set by the Shareholders' Meeting of 26 April 2019, at the time of its appointment, at 40,000 euros gross per annum for the Chair of the Board of Statutory Auditors and 25,000 euros gross per annum for each Standing Auditor.

Pursuant to Article 123-ter(3)(a) of the Consolidated Law, the Company's remuneration policy (to be consulted for further details) also assesses – without prejudice to the provisions of said Article 2402 of the Italian Civil Code – the remuneration of the members of the Board of Statutory Auditors. It is also recalled that, according to Recommendation 30 of the Corporate Governance Code, *"The remuneration of the members of the oversight body shall be appropriate to the competence, professionalism and commitment required by the importance of the role, as well as the size and sectorial characteristics of the company and its situation"*.

Shareholders,

having regard to the above, the Board of Directors shall refrain from making specific proposals on this item on the agenda and invites the Shareholders' Meeting to pass resolution on the matter, acting on the proposals made by the Shareholders in accordance with the procedures indicated in the Notice of Call for the Shareholders' Meeting.

Chair of the Board of Directors
Ms Francesca Isgrò