



ENAV: SHAREHOLDERS' MEETING 2025

Rome, 11 April 2025 – The Board of Directors of ENAV S.p.A., which met today under the chair of lawyer Alessandra Bruni, resolved to convene the Shareholders' Meeting in a single call, in ordinary session, on May 28, 2025, as previously announced to the market on January 15, 2025.

The Board also approved the Report on Corporate Governance and Ownership Structures pursuant to Article 123-bis of Legislative Decree No. 58 of February 24, 1998 (Consolidated Law on Finance) and expressed the decisions of competence on items 3 to 9 of the agenda of the Shareholders' Meeting.

The ENAV Board of Directors, at its meeting on March 31, had already taken the relevant decisions regarding the aforementioned items 1 and 2, the outcomes of which were communicated to the market, in accordance with current regulations, via a press release issued on April 1 and published on the website enav.it and through the authorized storage mechanism '1info' at 1info.it."

The Shareholders' Meeting will be called to resolve on the following agenda items:

Item 1 - Approval of the financial statements of ENAV S.p.A. as of 31 December 2024, accompanied by the Reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors. Presentation of the Integrated Annual Report including the consolidated financial statements as of 31 December 2024 and the consolidated Sustainability Report.

Item 2 - Dividend.

Item 3 and 4 – Report on the remuneration policy and compensation paid. Binding resolution pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree 58/1998 and non-binding resolution pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998. The Shareholders' Meeting is called to adopt: i) a binding resolution on the first section of the Report, which outlines ENAV's remuneration policy for Directors, Statutory Auditors, and Executives with strategic responsibilities for the 2025 financial year; ii) a non-binding resolution on the second section of the Report, which describes the compensation paid to Directors, Statutory Auditors, and Executives with strategic responsibilities during the 2024 financial year.

Item 5 - Proposal for approval, pursuant to Article 114-bis of the Consolidated Law on Finance, of a short-term incentive plan related to the granting of rights to receive shares based on a deferred portion of the 2024 STI Bonus, and the related Information Document pursuant to Article 84-bis of the Issuers' Regulation.

Item 6 - Proposal for approval, pursuant to Article 114-bis of the Consolidated Law on Finance, of a short-term incentive plan related to the granting of rights to receive shares based on a deferred portion of the 2025 STI Bonus, and the related Information Document pursuant to Article 84-bis of the Issuers' Regulation.

Item 7 - Appointment of the Board of Statutory Auditors for the 2025–2027 term.

Item 8 - Determination of the remuneration for the Chairman of the Board of Statutory Auditors and the Standing Auditors.

Item 9 - Authorization to purchase and dispose of treasury shares. The Board of Directors resolved to submit to the Shareholders' Meeting the proposal to authorize, pursuant to Articles 2357 of the Civil Code, 132 of Legislative Decree 58/98, and 144-bis of Consob Regulation 11971/1999, the purchase of treasury shares for a maximum period of 18 months from the date of the Shareholders' Meeting resolution of 28 May 2025, up to a maximum of 1,400,000 shares, as well as to authorize the disposal without time limits, including before the completion of the purchases, of all or part of the treasury shares covered by this authorization, as well as those already held. This authorization is intended to support the Company's equity-based incentive plans, as well as for possible liquidity support activities in the market, in line with practices permitted by Consob, and in accordance with Article 13 of Regulation (EU) No. 596/2014, as referred to in Article 180, paragraph 1, letter c) of Legislative Decree 58/98.

The above-mentioned Reports, along with additional documentation for the Shareholders' Meeting, will be made available to the public in the manner and within the time limits required by law, including through the Company's website at www.enav.it.