

## **Aeroporto Guglielmo Marconi di Bologna S.p.A.**

Share capital Euro 90,314,162.00 fully paid-in

Registered office in Bologna - Via Triumvirato 84

Tax/VAT and Bologna Companies Registration Office

No. 03145140376

## **Shareholders' Meeting Call Notice**

Shareholders are called to the Shareholders' Meeting, exclusively by means of telecommunication in accordance with Article 106, paragraph 2, of the Law Decree n. 18 of March 17, 2020 (so-called "Cura Italia" decree), as last amended and extended with Law Decree n. 183 of December 31, 2020, converted with amendments with Law n. 21 of February 26, 2021, on **April 26, 2021 at the time of 11 AM**, in single call, to consider the following

### ***Agenda***

1. Financial statements as at December 31, 2020; Directors' Report; reports of the Board of Statutory Auditors and of the Independent Audit Firm on the financial statements as at December 31, 2020; resolutions thereon. Presentation of the consolidated financial statements as at December 31, 2020 and the non-financial report prepared as per Legislative Decree 254/2016;
2. Allocation of the result for the year 2020: carrying forward of the loss for the year;
3. Consultative vote on the "Fees paid in 2020" reported in second section of the Remuneration Report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998;
4. Appointment of a Director, following resignation and co-option by the Board pursuant to Article 2386, Civil Code, and authorisation as per Article 2390, Civil Code;
5. Authorisation as per Article 2390, Civil Code, for a number of Directors.

### **PROCEDURES TO BE FOLLOWED BY SHAREHOLDERS ATTENDING AND VOTING AT THE SHAREHOLDERS' MEETING**

#### **Participation at the Shareholders' Meeting and conferring of the proxy to the Designated Representative of the Company**

As per Article 83-*sexies* of Legs. Decree 58/1998, the right to attend the Shareholders' Meeting and the right to vote requires communication to the company by an intermediary, as per the accounting records, in favour of the party with the right to vote. This should be undertaken by the intermediary based on the facts at the conclusion of the seventh trading day before the date fixed for the

Shareholders' Meeting in first call (i.e. by April 15, 2021). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

In accordance with Article 106, paragraph 2, of Law Decree n. 18 of March 17, 2020 **the participation to the meeting by the entitled parties can take place exclusively through the Designated Representative.**

The Company therefore appointed Computershare S.p.A., with registered office in via Lorenzo Mascheroni, No. 19, 20145 Milan, as the Designated Representative of the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (the "**Designated Representative**"). The Shareholders who would like to intervene at the meeting should confer a proxy - with voting instructions - on all or part of the proposals on the Agenda, using the proxy form, available also in digital format, prepared by the Designated Representative itself in agreement with the Company. The form may be downloaded from the Company's website [www.bologna-airport.it](http://www.bologna-airport.it) (in the "Investor Relations" section), where a link to proceed to electronic sending of the proxy to Computershare S.p.A. will also be available.

The proxy and voting instructions should be sent following the instructions on the proxy itself by the end of the second trading day before the date fixed for the Shareholders' Meeting (i.e. by April 22, 2021). The proxy and voting instructions may always be revoked within the same deadline as above.

The proxy granted in this way shall take effect only for those proposals in relation to which voting instructions have been given.

It should also be noted that also proxies or subdelegations can be conferred to the Designated Representative pursuant to art. 135-*novies* of the TUF, as a derogation from art. 135-*undecies*, paragraph 4 of Legs. Decree no. 58/1998, following the instructions indicated in the form available on the Company's website [www.bologna-airport.it](http://www.bologna-airport.it), Investor Relations area. Taking into account the ongoing emergency, the proxies can be conferred by April 25, 2021, keeping into account that the delegate will be able to accept proxies and/or instructions even after the aforementioned term and before the opening of the meeting. In the same way, those entitled can revoke the proxy/subdelegation and the voting instructions within the same term.

The participation in the meeting of legitimate subjects (the members of the Corporate Bodies, including the Presidents, the appointed Secretary and the Designated Representative), in consideration of the limitations that may arise for health emergency, will exclusively take place by means of telecommunication with the methods communicated to them individually, in compliance with the regulatory provisions applicable for this eventuality.

The Designated Representative is at disposal for clarification and information at phone number +39 02 46776850 or e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Shareholders are informed that the company reserves the right to integrate and /or modify the abovementioned instructions in consideration of the intervening needs following the current epidemiological emergency COVID-19 and its developments, unforeseeable at the moment.

### **Questions on matters on the Agenda**

Those with the right to attend the Shareholders' Meeting may submit questions on matters on the agenda, also before the Shareholders' Meeting and until the seventh trading day before the meeting (i.e. by April 15, 2021), by sending the relative communication by the certified e-mail address [aeroporto.marconi@pec.bologna-airport.it](mailto:aeroporto.marconi@pec.bologna-airport.it), from a certified e-mail address. The questions will be answered by April 24, 2021. Questions with the same content shall receive a common response.

### **Supplements to the agenda**

In accordance with Article 126-*bis* of Legs. Decree 58/1998, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of the present notice, a supplementation to the matters on the agenda.

Supplementation is not permitted for matters whereby the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-*ter*, paragraph 1 of Legs. Decree 58/1998.

The requests for supplementation should be presented in writing by sending the relative communication by registered mail with return receipt to the registered office of the company and/or by e-mail to the certified e-mail address [aeroporto.marconi@pec.bologna-airport.it](mailto:aeroporto.marconi@pec.bologna-airport.it), from a certified e-mail address. Shareholders requesting supplementation should prepare, in accordance with law, a report on the matters proposed by them; this report should be sent according to the same means to the Board of Directors by the above-stated deadline of ten days. At least fifteen days before the date fixed for the Shareholders' Meeting, the company shall announce, according to the same forms of publication as for this notice, any supplements presented, making available at the same time to the public the relative report, accompanied by its assessments.

### **Other Shareholders' Rights**

As the attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, legitimate shareholders who intend to formulate resolution and voting proposals on the items on the agenda may present them by April 12, 2021 by electronic communication to the certified e-mail [aeroporto.marconi@pec.bologna-airport.it](mailto:aeroporto.marconi@pec.bologna-airport.it) from a certified e-mail box. These proposals will be published by April 14, 2021 on the Company's website in order to enable those entitled to vote to express themselves consciously also taking into account these new proposals and allow the Designated Representative to collect voting instructions, possibly also on the same proposals.

With specific regard to the proposal for the appointment of a Director referred to point 4 of the agenda, and taking into account that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, the shareholders may submit further nomination proposals by 12 April 2021 with means and terms established for the presentation of the individual resolution proposals. These will be considered in addition to the confirmation of the co-opted director Mr. Giovanni Cavallaro. The nomination proposals shall be accompanied by the curriculum vitae and by the candidate's declarations of willingness to accept

the office in case of appointment and the certification, under his own responsibility, of the non-existence of causes of ineligibility or incompatibility and the possession of the requirements established by law and other applicable provisions, as well as indication, where appropriate, of the fact that the candidate qualifies as independent pursuant to current legislation. It should also be noted that the list voting procedure does not apply and, therefore, as required by Article 13 of the By-Laws, the Shareholders' Meeting will deliberate with the legal majorities.

**Means and terms for accessing the documentation on the matters on the agenda**

On the website [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area, together with the publication of this notice or according to a differing legally-established deadline, the following documents or information shall be made available to the public:

- the documents submitted to the Shareholders' Meeting, including the illustrative Directors' report on the matters on the Agenda, with the full text of the proposals to be considered;
- the forms which Shareholders may utilise for proxy voting;
- the information on the amount of the share capital and the number and classes of shares. On publication of this notice: (i) the share capital was Euro 90,314,162.00, comprising 36,125,665 shares without express nominal value; (ii) each share had the right to one vote at the Shareholders' Meeting; (iii) the company did not hold treasury shares.

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The illustrative Directors' report on the matters on the agenda is available at the registered office of the company and on the company website [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area and at the 1Info authorised storage mechanism ([www.1info.it](http://www.1info.it)), starting from today.

The 2020 Annual Financial Report of the company and the non-financial report, together with the Annual Corporate Governance Report will be made available at the registered office of the company and on the company website [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area and at the 1Info authorised storage mechanism ([www.1info.it](http://www.1info.it)), since March 31, 2021.

The Remuneration Report will be made available on the company website [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area and at the 1Info authorised storage mechanism ([www.1info.it](http://www.1info.it)), since March 31, 2021.

**For the Board of Directors**

**The Chairman  
Enrico Postacchini**