



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 Company's Shareholders' Meeting, which will be held on April 26, 2023 at 11AM, in single call, at the registered office in Bologna, Via Triumvirato, 84, and specifically at the Marconi Business Lounge ("MBL") in the Passenger Terminal, first floor, to discuss and consider the following

Agenda

- 1. Financial statements at December 31, 2022; Directors' Report; reports of the Board of Statutory Auditors and of the Independent Audit Firm on the Annual Financial Statements at December 31, 2022; resolutions thereon. Presentation of the consolidated financial statements at December 31, 2022 and the Non-Financial Information Report prepared as per Legislative Decree No. 254/2016;***
- 2. Allocation of the result for the year 2022;***
- 3. Consultative vote on the "Fees paid in 2022" reported in the second section of the Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998.***

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

Participation at the Shareholders' Meeting and assigning of proxy to the Designated Agent

As per Article 83-*sexies* of Legislative Decree No. 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 17, 2023). Those who hold shares

only after that date will not have the right to attend or vote at the Shareholders' Meeting.

Right to be represented by proxy

Those who have the right to attend the Shareholders' Meeting may appoint a proxy through written authorisation in accordance with the applicable legal provisions, using the proxy form available on the website www.bologna-airport.it in the *Investor Relations* section.

Proxy may be notified to the Company by sending the relative communication by mail to the registered office of the Company, or by e-mail to the certified e-mail address aeroporto.marconi@pec.bologna-airport.it.

Prior notice does not exempt the proxy granted the right to attend the Shareholders' Meeting from the obligation to declare conformity with the original.

The proxy may be conferred, with voting instructions on the proposals on the Agenda, to Computershare S.p.A., with registered office in via Lorenzo Mascheroni, No. 19, 20145 Milan, as the Designated Agent of the Company pursuant to Article 135-undecies of Legislative Decree No. 58/1998, using the proxy form which may be downloaded from the website www.bologna-airport.it (in the *Investor Relations* section) or at the registered office of Computershare S.p.A. The proxy and voting instructions should be sent to Computershare S.p.A., via Lorenzo Mascheroni, No. 19, 20145 Milan, by the end of the second trading day before the date fixed for the Shareholders' Meeting (i.e. by April 24, 2023) according to the procedure set out in the proxy form. Only proxies containing voting instructions are valid. Proxies and voting instructions are revocable in accordance with the same terms above. The communication to the Company by the intermediary ascertaining the right to attend and vote at the Shareholders' Meeting is also necessary in the case of conferring proxy to the Designated Agent of the Company. In accordance with law for which the proxy was conferred, even partially, these are included for the quorum of the Shareholders' Meeting and, where 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 motions. Information concerning conferring proxy to Computershare S.p.A. (which may be contacted via telephone for clarification at +39 02 46776831-14) is also available within the aforementioned proxy form.

The proxy may also be granted by the aforementioned deadline of April 24, 2023 using the electronic proxy submission procedure available on the website www.bologna-airport.it, in the *Investor Relations* section.

Voting may not take place through correspondence or electronic means.

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, by the fifth trading day before the Meeting (April 19, 2023), 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, from a certified e-mail address. The questions will be responded to at the Shareholders' Meeting itself at the latest. Questions with the same content shall receive a common response.

Supplements to the Agenda

In accordance with Article 126-*bis* of Legislative Decree No. 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 Legislative Decree No. 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, 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 aforementioned deadline of ten days following publication of this call notice (i.e. by April 6, 2023). At least fifteen days before the date fixed for the Shareholders' Meeting (April 11, 2023), 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.

Means and terms for accessing the documentation on the matters on the Agenda

On the website www.bologna-airport.it in the *Investor Relations* section, 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 report of the Directors prepared 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 Ordinary Shareholders' Meeting; (iii) the Company did not hold treasury shares.

The Directors' Illustrative Report on the matters on the Agenda is available at the Company's registered office and on the Company's website www.bologna-airport.it in the Investor Relations section, and on the IInfo authorised storage mechanism at the address www.linfo.it as of today's date.

The Annual Financial Report, the Non-Financial Information Report and the Corporate Governance and Ownership Structure Report will be available at the Company's registered office and on the Company's website www.bologna-airport.it in the Investor Relations section and on the IInfo authorised storage mechanism at the address www.linfo.it as of March 31, 2023.

The Remuneration Report will be available on the website www.bologna-airport.it in the Investor Relations section and at the IInfo authorised storage mechanism at the address www.1info.it as of March 31, 2023.

Bologna, March 27, 2023

For the Board of Directors

**The Chairperson
Enrico Postacchini**

Aeroporto di Bologna offsets the environmental impact of its Shareholders' Meeting by supporting environmental projects that are chosen by experts in the field and verified by the most comprehensive and rigorous international standards.