



## **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 23, 2024 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, 2023; Directors' Report; Reports of the Board of Statutory Auditors and of the Independent Audit Firm on the Annual Financial Statements at December 31, 2023; resolutions thereon. Presentation of the consolidated financial statements at December 31, 2023 and the Non-Financial Information Report prepared as per Legislative Decree No. 254/2016;***
- 2. Allocation of the result for the year 2023;***
- 3. Appointment of a Director;***
- 4. Consultative vote on the "Fees paid in 2023" reported in Section II of the Remuneration Report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998;***
- 5. Nine-year appointment of independent audit firm and ancillary activities and determination of the independent audit firm's compensation.***

#### **ALLOCATION OF THE NET RESULT FOR THE YEAR**

Any dividend approved by the Shareholders' Meeting shall be paid out, in accordance with the applicable laws and regulations, on **May 8, 2024**, with dividend coupon No.5 on **May 6, 2024**.

In accordance with Article 83-terdecies of Legislative Decree No. 58/1998, shareholders enrolled in the register of shareholders at the end of **May 7, 2024** (record date) shall be entitled to receive a dividend.

#### **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 12, 2024). 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](http://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](mailto: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](http://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 19, 2024) 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 4677 6809 - +39 02 4677 6814) is also available within the aforementioned proxy form.

The proxy may also be granted by the aforementioned deadline of April 19, 2024 using the electronic proxy submission procedure available on the website [www.bologna-airport.it](http://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 16, 2024), 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. 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](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 (April 1, 2024). At least fifteen days before the date fixed for the Shareholders' Meeting (April 8, 2024), 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.

### **Integration of Board of Directors with the appointment of a co-opted new Director**

With regards to the third matter on the Agenda, in accordance with Article 13.4 of the By-Laws, the Shareholders' Meeting will resolve on the basis of the legal quorum, as the slate voting mechanism does not apply. For further details, please refer to the Directors' Illustrative Report on the matters on the Agenda that will be available at the Company's registered office and on the Company's website [www.bologna-airport.it](http://www.bologna-airport.it) in the Investor Relations section, and on the IInfo authorised storage mechanism at the address [www.linfo.it](http://www.linfo.it) as of today's date.

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

The documentation submitted to the Shareholders' Meeting, including the Directors' explanatory reports prepared on the items on the Agenda with the full text of the motions, are made available on the website [www.bologna-airport.it](http://www.bologna-airport.it) in the *Investor Relations* section and on the authorised storage mechanism IInfo ([www.linfo.it](http://www.linfo.it)) at

the same time as this notice is published or within the different deadline prescribed by law.

On the website [www.bologna-airport.it](http://www.bologna-airport.it) in the *Investor Relations* section, at the same time as this notice is published, the following documents or information shall be made available to the public:

- 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.

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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](http://www.bologna-airport.it) in the Investor Relations section, and on the 1Info authorised storage mechanism at the address [www.1info.it](http://www.1info.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](http://www.bologna-airport.it) in the Investor Relations section and on the 1Info authorised storage mechanism at the address [www.1info.it](http://www.1info.it) as of March 29, 2024.

The Remuneration Report will be available on the website [www.bologna-airport.it](http://www.bologna-airport.it) in the Investor Relations section and at the 1Info authorised storage mechanism at the address [www.1info.it](http://www.1info.it) as of March 29, 2024.

Bologna, March 22, 2024

***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.*