



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

Extraordinary and Ordinary Shareholders' Meeting call notice

Shareholders are called to the Company's Extraordinary and Ordinary Shareholders' Meeting, which will be held on April 29, 2025 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

EXTRAORDINARY SESSION

- 1. Amendment to Article 13 of the By-Laws of Aeroporto Guglielmo Marconi di Bologna S.p.A. regarding the composition and appointment of the Board of Directors. Resolutions thereon.***

ORDINARY SESSION

- 1. Financial statements at December 31, 2024; Director's Report, Reports of the Board of Statutory Auditors and of the Independent Audit Firm. Resolutions thereon. Presentation of the Consolidated Financial Statements at December 31, 2024;***
- 2. Allocation of the result for the year 2024;***
- 3. Approval of the remuneration policy in accordance with Article 123-ter, paragraph 3-bis of Legislative Decree No. 58/1998;***
- 4. Consultative vote on the "Fees paid in 2024" reported in the second section of the Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/1998;***
- 5. Appointment of the Board of Directors in accordance with Article 13 of the By-Laws, as amended by today's Extraordinary meeting:***
 - 5.1 Determination of the number of members;***
 - 5.2 Determination of duration in office;***
 - 5.3 Appointment of members by slate voting and subsequent appointment of the Chairperson;***
 - 5.4 possible Authorisation in accordance with Article 2390 of the Civil Code;***
 - 5.5 Determination of the remuneration of Board members;***

6. Appointment of the Board of Statutory Auditors pursuant to Article 24 of the By-Laws:

6.1 Appointment of one Statutory Auditor and two Alternate Auditors by slate voting, following review and verification of the ministerial appointments for the positions of Chairperson of the Board and one Statutory Auditor;

6.2 Establishment of the remuneration of the Board of Statutory Auditors.

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 14, 2025**, with dividend coupon No.6 on **May 12, 2025**.

In accordance with Article 83-*terdecies* of Legislative Decree No. 58/1998, shareholders enrolled in the register of shareholders at the end of **May 13, 2025** (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 16, 2025). 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 by the end of the second trading day before the date fixed for the Shareholders' Meeting (i.e. by April 25, 2025) 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 6830 - 02 4677 6814) is also available within the aforementioned proxy form.

The proxy may also be granted by the aforementioned deadline of April 25, 2025 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 22, 2025), 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 above-stated deadline of ten days (March 30, 2025). At least fifteen days before the date fixed for the Shareholders' Meeting (April 14, 2025), 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.

Filing of the slates to elect the Corporate Boards

With regards to the **fifth** matter on the Agenda (Appointment of the Board of Directors), Article 13 of the By-Laws establishes that the Board of Directors is appointed on the basis of slates presented by shareholders, on which candidates should be listed numerically and in a number not exceeding the members to be elected. The slates presented by the shareholders shall be filed at the registered office of the Company (Bologna, Via Triumvirato 84) by the twenty-fifth day prior to the date of the Shareholders' Meeting (April 4, 2025) called to consider the appointment of the members of the Board of Directors; the slates shall be made available to the public at the registered office, on the website and at the authorised storage mechanism www.linfo.it at least twenty-one days before the date of the Shareholders' Meeting (April 8, 2025).

Slates may be filed by sending a certified e-mail to aeroporto.marconi@pec.bologna-airport.it from a certified e-mail address.

All shareholders may present or participate in the presentation of only one slate. Shareholders involved in a shareholder agreement, as defined by Article 122 of Legislative Decree No. 58/1998 and subsequent amendments, and also the parent company, the subsidiaries and those subject to common control, may present, or participate in presenting, only one slate. Participations and votes expressed in violation of the prohibition established in this paragraph shall not be assigned to any slate. Each candidate may run on one slate only, subject to ineligibility. Only shareholders who individually or together with other shareholders hold at least 2.5% of the share capital with voting rights at the Ordinary Shareholders' Meeting have the right to present slates. The shareholders shall send to the registered office of the Company, together with the slates or even subsequent to filing, though by the slate publication deadline (April 8, 2025), the communication proving their shareholding. The declarations of the individual candidates, in which they accept their candidacies and certify, in good faith, the inexistence of any cause of ineligibility or incompatibility, as well as the satisfaction of the requirements prescribed by applicable law and the By-Laws for their respective offices, must be lodged together with each slate. The declarations shall be accompanied by a curriculum vitae for each candidate, with an indication, where appropriate, of the fact that the candidate qualifies as independent. All those entitled to vote shall vote for only one slate. In addition, the Directors should satisfy the relative legal or regulatory requirements (and those set out in the Corporate Governance Code drawn up by Borsa Italiana).

With regards to the **sixth** matter on the Agenda (Appointment of the Board of Statutory Auditors), for the election of the Board of Statutory Auditors, as established by Article 24 of the By-Laws, the Shareholders' Meeting is called to elect this body, comprising 3 (three) Statutory Auditors and 2 (two) Alternate Auditors, and sets their remuneration. In accordance with Article 11, paragraphs 2 and 3 of the Decree of the Ministry for Transport and Navigation of November 12, 1997, No. 521, the Ministry of Infrastructure and Transport and the Ministry of Economy and Finance each appoints a Statutory Auditor. The Statutory Auditor appointed by the Ministry for the Economy and Finance assumes the position of Chairperson of the Board of Statutory Auditors. In the absence of ministerial appointments, the Shareholders' Meeting decides by statutory majority, in compliance however with the gender equality regulation and in such circumstances the chair of the Board of Statutory Auditors is assigned to the Statutory Auditor elected from the slate qualifying as second.

The remaining Statutory Auditor and the Alternate Auditors are appointed by the Shareholders' Meeting on the basis of slates, presented by shareholders, on which the candidates shall be listed progressively and cover at least the remaining positions to be filled. Only shareholders who, individually or together with other shareholders, possess the

minimum holding of 2.5% of the voting share capital, have the right to present slates. The slates presented by the shareholders should be filed and published as per the regulations issued by Consob and specifically shall be filed at the registered office of the Company (Bologna, Via Triumvirato 84) by the twenty-fifth day prior to the date of the Shareholders' Meeting (April 4, 2025); the slates shall be made available to the public at the registered office, on the website and at the market management company at least twenty-one days before the date of the Shareholders' Meeting (April 8, 2025).

Slates may be filed by sending a certified e-mail to aeroporto.marconi@pec.bologna-airport.it from a certified e-mail address. The shareholders shall send to the registered office of the Company, together with the slates or even subsequent to filing, though by the slate publication deadline (April 8, 2025), the certification proving their shareholding.

In the case in which, within the filing conditions for slates indicated above, only one slate is filed or only slates presented by shareholders which are related, notice is given without delay and consequently slates may be presented until the end of the third day following this date (April 7, 2025) by shareholders which, individually or together with other shareholders, hold shares representing at least 1.25% of the Share Capital with voting rights at the Ordinary Shareholders' Meeting.

Each shareholder may vote for only one slate.

The Board of Statutory Auditors comprises three Statutory Auditors and two Alternate Auditors, who may be re-elected. The powers, duties and duration of office of Statutory Auditors are those established by law. Those who in accordance with law are considered ineligible or prohibited from taking office or who do not meet the set requirements may not be elected as Statutory Auditors and, where elected, forfeit the role. The requirement at Article 1, paragraph 2, letters b) and c), and paragraph 3 of the decree of the Ministry of Justice 162/2000 establishes that the professional experience required concerns respectively: (i) the sector of activity of the company; (ii) the legal, economic, financial and technical-scientific aspects related to the sectors at (i) above.

In addition to the legally established cases, those holding the position of Statutory Auditor in more than 5 (five) Italian companies listed on Italian regulated markets may not be elected as Statutory Auditor and where elected forfeit the role. The additional provisions on the cumulative limit of offices established by Article 144-*terdecies* of Legislative Decree No. 58/1998 are applied.

Slates comprising two sections are presented: one for the appointment of the Statutory Auditor and the other for the appointment of the Alternate Auditors. The slates must not include more candidates than that to be elected, listed by means of progressive numbering. Those wishing to present slates for the appointment of the Board of Directors and the Board of Statutory Auditors are requested to comply with the recommendations drawn up by Consob in Communication No. DEM/9017893 of February 26, 2009, to which reference should be made. It should be noted that slates submitted by the shareholders other than those who hold, including jointly, a controlling or majority interest, must be accompanied by a statement that certifies the absence of relationships with these shareholders, pursuant to Article 147-*ter*, paragraph 3 of Legislative Decree No. 58 of February 24, 1998 and 144-*quinquies* of Consob Regulation No. 11971/1999.

Moreover, when submitting slates, shareholders are advised to take into account the Reports on "Guidelines and Recommendations of the Board of Directors on the quantitative and qualitative composition of the Board of Directors" and on "Guidelines to the Shareholders regarding the renewal of the Board of Statutory Auditors", available on the Company's website www.bologna-airport.it, in the Investor Relations section, and concerning the qualitative and quantitative composition deemed optimal to allow Directors and Statutory Auditors to efficiently carry out their tasks as per the law and the By-Laws.

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 in the *Investor Relations* section and on the authorised storage mechanism 1Info (www.1info.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 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 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 1Info authorised storage mechanism at the address www.1info.it as of today's date.

The Annual Financial Report, including the Sustainability 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 1Info authorised storage mechanism at the address www.1info.it as of March 31, 2025.

The Remuneration Report will be available on the website www.bologna-airport.it in the *Investor Relations* section and at the 1Info authorised storage mechanism at the address www.1info.it as of March 31, 2025.

Bologna, March 20, 2025

For the Board of Directors

**The Chairperson
Enrico Postacchini**

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