

## **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 in Bologna, Via Triumvirato 84, at the registered office of **Aeroporto Guglielmo Marconi di Bologna S.p.A.** ("**AdB**" or the "**company**"), for **April 29, 2019**, at the time of 11 AM, in single call to consider the following

#### ***Agenda***

1. Financial statements as at December 31, 2018; Directors' Report; reports of the Board of Statutory Auditors and of the Independent Audit Firm on the financial statements as at December 31, 2018; resolutions thereon. Presentation of the consolidated financial statements as at December 31, 2018 and the non-financial report prepared as per Legislative Decree 254/2016;
2. Allocation of the result for the year 2018;
3. Renewal of the Board of Directors: establishment of the duration of office and remuneration; appointment of directors through slate voting;
4. Renewal of the Board of Statutory Auditors: establishment of remuneration; appointment of a Statutory Auditor and of two alternate auditors through slate voting;
5. Approval of the AdB Group remuneration policy.

#### **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, 2019, with dividend coupon from May 6, 2019.

In accordance with Article 83-terdecies of Legs. Decree 58/1998, shareholders enrolled in the register of shareholders at the end of May 7, 2019 shall be entitled to receive a dividend.

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

##### **Right to attend and vote at the Shareholders' Meeting**

As per Article 83-*sexies* of Legs. Decree 58/98, 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 single call (i.e. by April 16, 2019). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

### **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 third day before the meeting, 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 Legs. Decree 58/98, 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 58/98.

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.

### **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, also by signing the proxy authorisation included at the bottom of the communication of the authorised intermediaries; alternatively, the proxy form available on the website [www.bologna-airport.it](http://www.bologna-airport.it), Investor Relations area, may be used.

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, utilising the proxy form which may be downloaded from the website [www.bologna-airport.it/](http://www.bologna-airport.it/) (in the “Corporate Governance” section) or at the registered office of the Company or at the registered office of Computershare S.p.A. The original 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 25, 2019). A copy of the proxy, accompanied by the declaration of compliance with the original, may be sent to the Designated Agent, within the above-mentioned terms, via telefax to the number +39 02 46776850 or attaching the proxy to the e-mail address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). 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 46776811) is also available within the above-mentioned proxy form.

Voting may not take place through correspondence or electronic means.

#### **Filing of the slates to elect the Corporate Boards**

With regards to the third 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, 2019) 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 market management company at least twenty-one days before the date of the Shareholders’ Meeting (April 8, 2019).

Slates may be filed by sending a certified e-mail to [aeroporto.marconi@pec.bologna-airport.it](mailto: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 Legs. Decree 58/98 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, although by the slate

publication deadline (April 8, 2019), 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 Self-Governance Code drawn up by Borsa Italiana).

With regards to the fourth 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 for the 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, 2019); 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, 2019).

Slates may be filed by sending a certified e-mail to [aeroporto.marconi@pec.bologna-airport.it](mailto: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, although by the slate publication deadline (April 8, 2019), 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 3rd succeeding day to this date (April 7, 2019) 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 3 Statutory Auditors and 2 Alternate Auditors, who may be re-elected. The powers, duties and duration of office of Statutory Auditors are that 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 Legs. Decree 58/98 are applied.

Slates comprising 2 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.

#### **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 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 Shareholders' Meeting; (iii) the company did not hold treasury shares.

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The documentation on the matters on the agenda will be made available, according to the legally-required terms, at the registered office of the company and at the IInfo authorised storage mechanism ([www.1info.it](http://www.1info.it)) in accordance with law, with the faculty of Shareholders to obtain a copy. The documentation shall also be made available on the company website: [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area, together with this call notice.

The illustrative report of the directors on the matters on the agenda is available on the website [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area and on the IInfo authorised storage mechanism ([www.1info.it](http://www.1info.it)) from March 20, 2019, with the option for Shareholders to obtain a copy.

The 2018 Annual Financial Report of the company and the Non-Financial Report, together with the Annual Corporate Governance Report and the Remuneration Report will be made available at the registered office of the company, on the company website: [www.bologna-airport.it](http://www.bologna-airport.it), in the Investor Relations area and at the lInfo authorised storage mechanism ([www.linfo.it](http://www.linfo.it)), from March 29, 2019, in accordance with law.

The Shareholders are kindly requested to register at least one hour before the commencement of the Shareholders' Meeting.

**For the Board of Directors**  
**The Chairman**  
**Enrico Postacchini**