



**ENAV S.p.A.**  
**ORDINARY SHAREHOLDERS' MEETING OF 28 APRIL 2017 -**  
**SINGLE CALL**

**Report of the Board of Directors on proposals concerning subjects on the  
agenda of the Shareholders' Meeting**

**Item 9 “Determination of the remuneration of the Board of Statutory  
Auditors”**

Dear Shareholders,

On 29 April 2016, the Shareholders' Meeting appointed the current Board of Statutory Auditors, setting the remuneration, respectively, at €27,000 gross per year for the Chairperson and €18,000 gross per year for each of the Standing Auditors.

This resolution was approved at a time prior to the Company's listing on the Mercato Telematico Azionario managed by Borsa Italiana – which took place later on 26 July 2016 - and to the consequent applicability to the Company of the more comprehensive and demanding structure of safeguards - *inter alia* for monitoring and supervision - required for issuers of listed equity securities.

Note in this regard that pursuant to Application Criterion 8.C.3 of the Code of Corporate Governance adopted by the Corporate Governance Committee of Borsa Italiana: “*the remuneration of statutory auditors is commensurate with the commitment requested, the importance of the role performed as well as the dimensional and sectorial characteristics of the business*”. While Rule 1.5 of the Rules of conduct of the Boards of Statutory Auditors of listed companies issued by the Association of Chartered Accountants requires that “*the auditor, on appointment, evaluates whether the extent of the proposed remuneration is suitable compensation for the professionalism, experience and commitment required to fulfil the office with reference, taking into consideration the public importance of the function, to the application of the professional rates in force.*”

At their establishment meeting of 7 June 2016, the Board of Statutory Auditors, with regard to the evaluations and analysis to be carried out in relation to the applicable rules, regulations and professional standards, proceeded *inter alia* to evaluate whether the extent of the payment was suitable for the remuneration of the professionalism, experience and commitment required by the Board in order to carry out its tasks, taking into account the public importance of the role performed. In this regard, the Board, taking into account the range of checks to be conducted, considered the remuneration as approved to be below the levels applied on average, with regard to the wide range of oversight activities and associated responsibilities of the Board in view of the Company's imminent listing.



At the meetings of 8 June 2016 and 30 June 2016, the Board of Directors wished for an adjustment of the pay of the Board of Statutory Auditors commensurate with the far greater efforts, both qualitative and quantitative, required in the new applicable regulatory context, involving shareholders in the decision within their jurisdiction. A similar hope was expressed by the Control and Risks and Related-Parties Committee at its establishment meeting on 4 August 2016.

With regard to the above, it should be taken into account that the listing of the Company on the stock exchange which took place involved a significant review of the tasks and duties of ENAV's Board of Statutory Auditors, with a considerable expansion of its commitments and responsibilities.

Furthermore, the Board of Directors also wishes to take on board the considerations expressed by the Board of Statutory Auditors of ENAV S.p.A. with regard to the compatibility of any increase in the remuneration of the Board of Statutory Auditors with Article 2402 of the Italian Civil Code, which requires that: *“the annual remuneration of statutory auditors, unless established in the By-laws, should be decided by the shareholders' meeting at the time of appointment for the entire duration of their office.”*

In this regard, and referring to the contents of such considerations by the Board of Statutory Auditors, the Board of Directors considers that the above mentioned Article 2402 of the Italian Civil Code, *sub specie* of the assumed invariability of compensation during the course of the mandate, is more and more interpreted in the sense that said remuneration can never be revised downward during the time in office, but can - where the reference context changes and there are more obligations and activities incumbent on the control body - be increased; it is therefore felt that the interpretation by virtue of which the *reformatio in melius* is allowed in the presence of objective and supervening reasons inherent to the commitment and responsibility of the Board is fully in keeping with the regulation, because - if the principle of the onerous nature of the remuneration of the Board is there to safeguard the independence of the Body - the extent of this remuneration should be suitable to compensate the extensive commitment and, where this commitment changes, similarly, the extent of the remuneration should be allowed to change.

In the present instance the prerequisites referred to above, relating to supervening reasons of an objective nature that impact on the functions and responsibilities of the members of the control body, exist. Note, in effect, that as a result of the listing of the Company's ordinary shares on the regulated market, which took place after the appointment of the Board of Statutory Auditors, the applicability to the Company of the regulations for companies which seek recourse to risk capital, including *inter alia* a consistent expansion of the scope of engagement and responsibility of the control body occurred. By way of example, in this regard, we refer to the supervision of the implementation of the new corporate governance rules, related-party transactions and rules regarding *market abuse*, recently amended, as well as activities involving participation at board committee meetings for control and risks, related-parties, remuneration and appointments.



In light of the above, it is believed that the proposal to adjust the remuneration, and any consequent shareholders' meeting resolution, would comply in full with the *ratio* underlying the norm of Article 2402 of the Italian Civil Code and would not create any vulnerability, not even potential, to the autonomy of the control body. Far from interfering with the rationale of protecting the independence of the body - underlying the rule of determination of the compensation of statutory auditors “*for the entire period of the duration of their office*” - the adjustment would strengthen the autonomy and authority of the control body: values which, in listed companies, are primarily safeguards for minority shareholders - and more generally for the market - and are reflected and guaranteed in the previously mentioned rule by which “*the extent of the proposed pay*” for the Board of Statutory Auditors is “*suitable for the remuneration of the professionalism, experience and commitment required by the Board to carrying out its tasks, taking into account the public importance of the role performed*”.

Dear Shareholders,

With regard to the above, you are invited, if you so wish and based on the proposals that may be submitted by Shareholders - to determine the remuneration to be paid to current standing members of the Board of Statutory Auditors.

The Chairman of the Board of Directors  
Mr Ferdinando Franco Falco Beccalli