

## COIMA RES S.p.A. SIIQ

### PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF D. D. LGS. 58/1998

**and art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency by COVID-19 (the "Italian Care Decree")**

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici no. 10, Tax Code no. 00717010151, belonging to the Mediobanca Banking Group registered in the Banking Groups Register, a company authorised by Ministerial Decree dated 24/11/1941 to carry out fiduciary activities pursuant to Law no. 00717010151. 23.11.1939 no. 1966 and subsequent amendments (hereinafter referred to as "Spafid"), as "Designated Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998 and Article 106, paragraph 4, of the Italian Care Decree, of COIMA RES S.p.A. SIIQ (hereinafter referred to as the "Company" or "Coimares"), in the person of one of its employees or collaborator with a specific assignment, proceeds to collect voting proxies for the Ordinary Shareholders' Meeting of COIMA RES S.p.A. SIIQ convened in Milan, Piazza Gae Aulenti n. 12 on June 11<sup>th</sup> 2020, at 09:00 a.m., in a single call in the manner and within the terms indicated in the notice of call published on the company's website at the address [www.coimares.com](http://www.coimares.com) in the section "Governance/Annual General Meetings" and for an extract in the daily newspaper "Milano Finanza" on April 30<sup>th</sup> 2020.

The proxy form with the relative voting instructions must be received by Spafid by the end of the second trading day prior to the date set for the Shareholders' Meeting, **i.e. by 11:59 p.m. on June 9<sup>th</sup>, 2020. The proxy and voting instructions may be revoked within the same time limit.**

#### Statement by the Designated Representative

Spafid, in its capacity as Designated Representative, makes it known that it has no interest of its own in the resolution proposals submitted to the vote. However, taking into account: (i) the existing contractual relationships between Spafid and the Company relating, in particular, to technical assistance at the Shareholders' Meeting and ancillary services, as well as (ii) the existence of fiduciary assignments by virtue of which Spafid could hold investments in the Company on behalf of its customers, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the trustees, in order to avoid any subsequent disputes related to the alleged presence of circumstances capable of determining the existence of a conflict of interest referred to in Article 135-decies, paragraph 2, lett. f), of Legislative Decree no. 58/1998, Spafid expressly declares that, in the event of unknown circumstances or in the event of modification or integration of the proposals submitted to the Shareholders' Meeting, it does not intend to cast a vote other than that indicated in the instructions.

#### PROXY FORM

(Section to be notified to the company through the designated representative - Complete with the required information based on the warnings below)(§)

<b>the undersigned</b> (signatory of the delegation):	Name(*)	Surname(*)
Born in (*)	the (*)	C.F. or other identifier if foreign (*)
resident in (*)	Address(*)	
Phone No. (*)	Email (**)	
Valid identity document - type (*) (please attach a copy)	Issued by (*)	Number (*)
<b>as (tick the relevant box) (*)</b>		
<input type="checkbox"/> shareholder with voting rights <input type="checkbox"/> legal representative or attorney with power of sub-delegation (attach copies of documents proving powers of representation) <input type="checkbox"/> creditor <input type="checkbox"/> reporter <input type="checkbox"/> usufructuary <input type="checkbox"/> caretaker <input type="checkbox"/> operator <input type="checkbox"/> else (specify) .....		
Shareholder (if different)	Name Surname/Denomination (*)	
	Born in (*)	the (*)      C.F. or other identifier if foreign (*)
	Head office/Resident at (*)	
<b>with regard to</b>		
n. (*) _____	shares COIMA RES S.p.A. SIIQ- ISIN	Register in the securities account (1) n.      At the depositary intermediary      ABI      CAB
referred to in the communication (ex-art. 83-sexies D.Lgs. n. 58/1998) (2) n.		broker:

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**DELEGATES** the Appointed Representative to attend and vote at the above-mentioned meeting as per the instructions given to him/her below.

**DECLARE** that they are aware of the possibility that the proxy to the Designated Representative may contain voting instructions even on only some of the resolution proposals on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which voting instructions are given.

**AUTHORIZE** Spafid to process your personal data for the purposes, under the conditions and terms indicated in the attached information sheet.

Place/Date \* \_\_\_\_\_, \_\_\_\_\_

Sign \* \_\_\_\_\_

(§)The Company will process personal data in accordance with the attached information notice

( ) Mandatory

(\*\*) Compilation is recommended to best assist the delegator.

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**VOTING INSTRUCTIONS (3)**

**Part 2 of 2**

*(Section containing information for the Designated Representative only - Please tick the boxes below)*

The undersigned Signatory of the delegation (4)(personal details)	
Spafid proxy to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of COIMA RES S.p.A. SIIQ convened in Milan, Piazza Gae Aulenti 12, on June 11 <sup>th</sup> , 2020, at 9:00 a.m. on a single calling, as follows.	

**1. Approval of the financial statements at December 31<sup>st</sup>, 2019 and presentation of the consolidated financial statements at December 31<sup>st</sup>, 2019. Related and consequent resolutions.**

Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b>		
<input type="checkbox"/> revoke instructions	<input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		

**2. Allocation of the result for the year and proposed dividend distribution. Related and consequent resolutions.**

Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b>		
<input type="checkbox"/> revoke instructions	<input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		

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**3. Report on remuneration policy and compensation paid, pursuant to Article 123-ter of Legislative Decree no. 58 of February 24<sup>th</sup>, 1998, as subsequently amended:**

<b>3.1 First section: report on remuneration policy. Binding resolution.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b>		
<input type="checkbox"/> revoke instructions	<input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		

<b>3.2 Second section: report on compensation paid. Non-binding resolution.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b>		
<input type="checkbox"/> revoke instructions	<input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		

**4 Appointment of the Board of Directors.**

<b>4.1 Determination of the number of members of the Board of Directors.</b>			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b>		
<input type="checkbox"/> revoke instructions	<input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		

<b>4.2 Determination of the term of office of the Board of Directors.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			

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<input type="checkbox"/> <b>confirm instructions</b>	<b>change the instructions (express preference)</b> <input type="checkbox"/> Favourable : _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained
<input type="checkbox"/> <b>revoke instructions</b>	

**4.3 Appointment of the members of the Board of Directors.**

Indicate the number of the chosen list or the opposite list/retention with reference to all lists	<input type="checkbox"/> <b>List N.</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstained</b>
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> <b>confirm instructions</b>	<b>change the instructions (express preference)</b> <input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		
<input type="checkbox"/> <b>revoke instructions</b>			

**4.4 Appointment of the Chairman of the Board of Directors.**

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> <b>Favourable</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstained</b>
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> <b>confirm instructions</b>	<b>change the instructions (express preference)</b> <input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		
<input type="checkbox"/> <b>revoke instructions</b>			

**4.5 Determination of the remuneration of the members of the Board of Directors**

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> <b>Favourable</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstained</b>
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> <b>confirm instructions</b>	<b>change the instructions (express preference)</b> <input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		
<input type="checkbox"/> <b>revoke instructions</b>			

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<b>5. Authorisation to purchase and dispose of treasury shares pursuant to Article 2357 of the Italian Civil Code, subject to revocation of the previous authorisation resolved by the Ordinary Shareholders' Meeting on April 17<sup>th</sup>, 2019. Related and consequent resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
In case of unknown circumstances or in case of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting (5)			
<input type="checkbox"/> confirm instructions	<b>change the instructions (express preference)</b> <input type="checkbox"/> Favourable: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained		
<input type="checkbox"/> revoke instructions			

\_\_\_\_\_  
 (Place and Date)

\_\_\_\_\_  
 (Signature of the delegate)

<b>LIABILITY ACTION</b>		
<b>In the event of voting on the liability action proposed pursuant to Article 2393, paragraph 2, of the Italian Civil Code by shareholders at the time of approval of the financial statements, the undersigned delegates the Appointed Representative to vote as follows:</b>		
<input type="checkbox"/> Favourable	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained

\_\_\_\_\_  
 (Place and Date)

\_\_\_\_\_  
 (Signature of the delegate)

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**WARNINGS FOR COMPILATION AND TRANSMISSION**

The original of the proxy form with the related voting instructions must be received by Spafid by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on June 9<sup>th</sup>, 2020), together with the following documents:

- a copy of a currently valid identity document of the delegating party, or
- if the delegating party is a legal person, a copy of an identity document with current validity of the pro tempore legal representative or of another person with appropriate powers, together with suitable documentation to certify its qualification and powers,

by one of the following alternative means:

- i) transmission to the certified mail address **assemblee@pec.spafid.it** (subject "Delega Assemblea Coimares 2020") of an electronically reproduced copy (PDF) from your certified mailbox or, failing that, from your mailbox of the computer document signed with a qualified electronic signature or digital signature;
- ii) in original, by courier or registered letter with return receipt to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (Ref. "Delega Assemblea Coimares 2020") **in advance of a copy reproduced electronically (PDF)** by ordinary e-mail to **assemblee@pec.spafid.it** (subject "Delega Assemblea Coimares 2020").

1. Indicate the number of the securities custody account and the name of the intermediary custodian of the shares. The information can be obtained from the account statement provided by the intermediary.
2. Indicate the number of the Notice of Participation in the General Meeting issued by the custodian intermediary at the request of the person entitled to vote.
3. Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "Shares for which a proxy, even a partial one, has been granted are counted towards the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been given, the shareholder's shares are not counted for the purposes of calculating the majority and the share capital required for the approval of resolutions".
4. Enter the name and surname of the signatory of the Proxy Form and the voting instructions.
5. With reference to each item on the agenda, if significant circumstances occur that were unknown at the time the proxy was granted (for example, failure to submit proposals by the Board of Directors or by the proposer indicated by the delegating party within the terms of the law and published by the Company), or if changes or additions are made to the proposed resolutions submitted that cannot be communicated to the delegating party, the delegating party may choose, by filling in the appropriate box, from among the following:
  - a) confirmation of the voting instruction already expressed;
  - b) modification of the voting instruction already expressed;
  - c) revocation of the voting instruction already expressed.If no choice is made by the delegating party, the voting instructions given in the main section will be confirmed as far as possible. If it is not possible to vote according to the instructions given, Spafid will abstain on these matters.

N.B. For any clarifications regarding the granting of the proxy (and in particular regarding the filling in of the proxy form and the Voting Instructions and their transmission) the persons entitled to participate in the Shareholders' Meeting may contact Spafid S.p.A. by e-mail at **confidential@spafid.it** at the following telephone numbers (+39) 0280687331 and (+39) 0280687319 (on open office days, from 9:00 to 17:00).

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**DATA PROTECTION**  
**INFORMATION PURSUANT TO ARTICLES 13 AND 14 OF EU REGULATION 2016/679**

We remind you, pursuant to articles 13 and 14 of the EU Regulation 2016/679 and the national legislation in force on the protection of personal data, that the data contained in the proxy form will be processed by Spafid S.p.A. - Data Controller - for the execution of the fulfilments inherent to the representation at the Shareholders' Meeting and the expression of the vote of the person who has granted proxy to Spafid in his capacity as Designated Representative, in compliance with the instructions given by the same, as well as for the fulfilment of the obligations provided for by laws, regulations and EU regulations or provisions issued by Authorities and Supervisory Bodies.

The legal basis is given by the fulfilment of the law (art. 2370 of the Italian Civil Code et seq.) and for the inherent and consequent fulfilments.

The same may be known by employees and collaborators of Spafid S.p.A. specifically authorized to deal with them, as Managers or Authorized Officers/Authorized Persons, for the pursuit of the above mentioned purposes: such data may be disseminated or communicated to specific subjects, including those belonging to other companies controlled by Spafid, in compliance with a legal obligation, regulation or EU legislation, or on the basis of provisions issued by Authorities legitimated to do so by law or by supervisory and control bodies, as well as for purposes strictly related and instrumental to the performance of contractual obligations of the fulfilment of the obligations related to representation at the Shareholders' Meeting and the expression of the vote of the person who has given proxy to Spafid in his capacity as Appointed Representative; without the data indicated as mandatory, it will not be possible for the Company to allow the proxy to attend the Shareholders' Meeting.

The processing of personal data or personal data referring to third parties (e.g. delegated subjects or their substitutes) communicated by you (the "Personal Data") will be carried out, in compliance with the provisions of the Privacy Policy, by means of paper, computer or telematic means, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in compliance with the Privacy Policy.

In relation to the purpose described above, Spafid processes Personal Data such as, for example, personal data (e.g. name, surname, address, date of birth, identity card, tax code).

The interested party has the right at any time to obtain confirmation of the existence or non-existence of such data and to know its content and origin, verify its accuracy or request its integration or updating, or correction (Articles 15 and 16 of the GDPR). In addition, he has the right to request the deletion, restriction of processing, revocation of consent, portability of data and to lodge a complaint to the supervisory authority and to oppose in any case, for legitimate reasons, to their processing (art. 17 et seq. of the GDPR).

These rights can be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The Data Controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has appointed as Data Protection Officer the Data Protection Officer of the Mediobanca Group.

The Data Protection Officer can be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)



**PRIVACY POLICY**  
**INFORMATION PURSUANT TO ARTICLES 13 AND 14 OF EU REGULATION 2016/679**

**PRIVACY POLICY**  
*ex art. 13 of EU Regulation 679/2016*  
*and the applicable privacy provisions*

**Foreword**

Pursuant to art. 13 of EU Regulation no. 679/2016 on the protection of personal data (hereinafter referred to as the "Regulation"), COIMA RES S.p.A. SIIQ, with registered office in Piazza Gae Aulenti, 12, 20124 Milan (hereinafter referred to as the "**Company**"), as Data Controller, hereby informs you that your personal data collected by means of the proxy form filled in by you will be processed in compliance with the above mentioned regulations and the obligations of confidentiality, according to the principles of correctness, lawfulness and transparency that inspire our Company's activity..

In this regard, the Company will process personal data by taking all necessary measures to ensure adequate security and confidentiality of the same, also in order to prevent unauthorized access or use of personal data and tools through which the processing is performed.

**1. Purpose and legal basis of the processing**

Your personal data will be collected and processed exclusively for the purpose of carrying out the following activities:

- i. To allow the management of shareholders' meeting operations and, in particular, to allow those who have the right to attend the Shareholders' Meeting to exercise their right to vote by proxy pursuant to art. 135-novies of the TUF and articles 13 and 14 of the Articles of Association.
- ii. Fulfil the consequent obligations provided for by law, regulation or Community legislation, as well as comply with the orders of the authorities empowered to do so by law or by supervisory and control bodies.

The legal basis for the processing of Personal Data for the purposes referred to in points (i) and (ii) above is represented by the need to comply with a legal obligation on the part of the Data Controller. Therefore, his consent is not required.

**2. Retention of personal data**

The personal data provided by you will be kept for the time necessary to pursue the purposes for which they were collected and, in any case, in compliance with the statute of limitations provided for by the applicable provisions, as well as to assert or defend a right of the Company, both in litigation and in the preliminary phase.

**3. Nature of the provision of personal data and consequences of non-communication**

The provision of your Personal Data is necessary for the purposes indicated above and failure to provide it will make it impossible for you to attend the Shareholders' Meeting by proxy.

**4. Categories of recipients of personal data and persons who may have access to them**

The Data will not be disclosed and may be communicated, for the purposes mentioned above, to the following categories of subjects: (i) other COIMA companies, companies, persons, associations or professional firms that provide services or activities of assistance and consultancy or provide services to our Company, with particular but not exclusive reference to the purposes listed above; (ii) subjects whose right to access the Data is recognized by provisions of law and secondary legislation or by provisions given by authorities legitimated by law. The subjects belonging to the above-mentioned categories will use the Data as autonomous data controllers or as Data Processors.

The Data may also be brought to the attention of our staff who will process them as the person in charge of processing.

**5. Rights of the interested part**

You may exercise, in the cases expressly provided for by law, the rights set out in Articles 15 to 21 of the Regulations. In particular, you have the right to:

- ask for confirmation that your personal data is being processed and, if so, to ask the data controller for access to information relating to the processing (e.g. purposes, categories of data processed, recipients or categories of recipients of data, storage period, etc.);

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- request the rectification of inaccurate or incomplete data;
- ask the data controller to delete the data (e.g. if the personal data are no longer necessary with respect to the purposes for which they were collected, if the consent on which the processing is based is revoked, etc.).
- request the limitation of the processing (e.g. if you contest the accuracy of the data; if the processing is unlawful and you object to the deletion of personal data; if the data are necessary for the exercise or defence in court of your right, even if the data controller no longer needs them; if you exercise your right to object, for the time necessary to verify the existence of the legitimate reasons).
- ask to receive in a format in common use and readable by automatic device (e.g. pdf) the personal data concerning you and to transmit them to another holder, or to obtain direct transmission from one holder to another, if technically feasible (so-called data portability).

You also have the right to object in whole or in part, for legitimate reasons, to the processing of personal data concerning you.

You may exercise the rights described above by sending a request to the following email address [privacy@coimares.com](mailto:privacy@coimares.com).

Finally, if you believe that the processing of the data provided violates the legislation on the protection of personal data, you have the right to lodge a complaint with the Guarantor Authority for the protection of personal data. ([www.garanteprivacy.it](http://www.garanteprivacy.it)).

#### **The Data Controller**

COIMA RES S.p.A. SIIQ, in the person of the legal representative pro tempore.

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I declare that I have received and fully read and understood this Privacy Policy

Date \_\_\_\_\_

Name (full) \_\_\_\_\_

Sign \_\_\_\_\_

**D.Lgs. 58/1998**

**Art. 135-decies**

**(Conflict of interest of the representative and substitutes)**

1. The granting of a proxy to a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict and provided that there are specific voting instructions for each resolution on which the representative shall vote on behalf of the shareholder. The representative shall bear the burden of proof that he has informed the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second paragraph, of the Italian Civil Code does not apply.
2. For the purposes of this article, there is in any case a conflict of interest where the representative or substitute:
  - a) controls, even jointly or jointly, the company or is subject to joint control with the company;
  - b) is associated with the company or exercises significant influence over it or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or controlling body of the company or of the persons indicated in letters a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in letter a);
  - e) is the spouse, relative or similar within the fourth degree of the persons indicated in letters a) to c);
  - f) is linked to the company or to the persons indicated in letters a), b), c) and e) by self-employed or subordinate employment relationships or other relationships of a financial nature that compromise independence.
3. The replacement of the representative with a substitute in conflict of interest is permitted only if the substitute has been indicated by the shareholder. In this case, paragraph 1 shall apply. The reporting obligations and the related burden of proof remain with the representative.
4. This article also applies in the case of transfer of shares by proxy.**Art. 135-undecies**

**(Representative designated by the company with listed shares)**

1. Unless the Articles of Association provide otherwise, companies with listed shares shall designate for each shareholders' meeting a person to whom shareholders may grant a proxy with voting instructions on all or some of the proposals on the agenda by the end of the second trading day prior to the date set for the shareholders' meeting, even on the call following the first one. The proxy is effective only for those proposals in relation to which voting instructions are given.
2. Proxy is conferred by signing a proxy form whose content is governed by Consob regulations. The granting of the proxy does not entail any expenses for the shareholder. The proxy and voting instructions may always be revoked within the deadline indicated in paragraph 1.
3. The shares for which the proxy has been conferred, even partially, are calculated for the purposes of the regular constitution of the shareholders' meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.
4. The person designated as the representative is required to disclose any interest he or she may have on his or her own behalf or on behalf of third parties in relation to the resolution proposals on the agenda. He shall also keep the content of the voting instructions received confidential until the beginning of the ballot, without prejudice to the possibility of communicating such information to his employees and auxiliaries, who are subject to the same duty of confidentiality. The person designated as representative may not be granted proxies except in compliance with this article.
5. With the regulation referred to in paragraph 2, Consob may establish the cases in which the representative who is not in any of the conditions indicated in Article 135-decies may cast a vote other than that indicated in the instructions.

**Civil Code**

**Art. 2393 (Social action of responsibility)**

1. Liability action against directors is brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. A resolution concerning the liability of directors may be taken when the financial statements are discussed, even if it is not indicated in the list of matters to be discussed, when they relate to facts pertaining to the financial year to which the financial statements refer.
3. Liability action may also be brought following a resolution of the Board of Statutory Auditors, taken by a two-thirds majority of its members.
4. The action may be brought within five years of the director leaving office.
5. The resolution of the liability action shall entail the removal from office of the directors against whom it is proposed, provided that it is taken with the favourable vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.
6. The company may waive the liability action and may settle, provided that the waiver and settlement are approved by express resolution of the shareholders' meeting, and provided that there is no vote against it by a minority of shareholders representing at least one-fifth of the share capital or, in companies that have recourse to the risk capital market, at least one-twentieth of the share capital, or the measure provided for in the by-laws for the exercise of the liability action pursuant to the first and second paragraphs of article 2393-bis.

**DECREE LAW No 18 of March 17th, 2020**

**COIMA RES S.p.A. SIIQ**  
**PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF D. D. LGS. 58/1998**

**Article 106 (Rules for the conduct of shareholders' meetings)**

[...] 4. Companies with listed shares may appoint the representative provided for in Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, even if the Articles of Association provide otherwise, for ordinary or extraordinary shareholders' meetings. The same companies may also provide in the notice of call that participation in the shareholders' meeting shall take place exclusively through the representative appointed pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998; the said representative may also be granted proxies or sub-delegations pursuant to Article 135-novies of Legislative Decree no. 58 of 24 February 1998, as an exception to Article 135-undecies, paragraph 4, of the same decree.

5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]

7. The provisions of this Article shall apply to assemblies convened by 31 July 2020 or by the date, if later, until the state of emergency on national territory relating to the health risk associated with the outbreak of the COVID-19 epidemic is in force.