

COIMA RES S.P.A. SIIQ

FORM FOR GRANTING OF PROXY TO THE REPRESENTATIVE APPOINTED PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998 ("TUF"), LGS. 58/1998 ("TUF")

and of art. 106, paragraph 4, of the Decree-Law no. 18 of 17 March 2020, concerning "Measures for strengthening the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency caused by COVID-19"; ("Decreto Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as last extended by art. 3, Decree-Law no. 228/2021, converted with amendments into Law no. 15 of 25 February 2022

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici 10, Tax Code no. 00717010151, belonging to the Mediobanca Banking Group registered in the Register of Banking Groups, a company authorised by Ministerial Decree of 24.11.1941 to carry on fiduciary business pursuant to Law no. 1966 of 23.11.1939 and subsequent amendments (hereinafter "Spafid"), in its capacity as "Appointed Representative", pursuant to art. 1966 and subsequent amendments (hereinafter "Spafid"), as "Designated Representative", pursuant to Article 135-undecies TUF and Article 106, paragraph 4, of the Decree Cura Italia, taking into account the extension pursuant to Law Decree No. 228 of 30 December 2021, converted with amendments by Law No. 15 of 25 February 2022, of COIMA RES S.p.A. (hereinafter, the "Company" or "COIMA RES"), in the person of one of its employees or collaborators with a specific mandate, is collecting voting proxies relating to the Ordinary Shareholders' Meeting of COIMA RES S.p.A. convened for 21 April 2022, at 09. 00 a.m., in a single call, in Milan, Piazza Gae Aulenti, 12, in accordance with the procedures and terms indicated in the notice of call published on the company's website at www.coimares.com, in the "Governance/Shareholders' Meetings" section and in extracts from the daily newspaper "Il Sole24Ore" on 12 March 2022.

The proxy form with the relevant voting instructions must be received by Spafid by the end of the second trading day preceding the date set for the Shareholders' Meeting, i.e. **by 11:59 p.m. on 19 April 2022**. The proxy and voting instructions may be revoked within the same deadline.

Declarations of the Designated Representative Spafid declares that it has no interest of its own with respect to the resolution proposals submitted to the vote. However, taking into account the (i) contractual relationships existing between Spafid and the Company relating, in particular, to technical assistance during the Shareholders' Meeting and ancillary services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid may hold, on behalf of its clients, shareholdings in the Company, 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 possible subsequent objections related to the supposed presence of circumstances capable of determining the existence of a conflict of interest as per Article 135-decies, paragraph 2, letter f), of the TUF, SPAIN has decided to inform the Shareholders' Meeting of the existence of a conflict of interest. f) of the TUF, SPAFID expressly declares that, should circumstances occur that were unknown at the time of issuance of the proxy, which cannot be communicated to the proxy giver, or in the event of amendment or integration of the proposals submitted to the Shareholders' Meeting, it does not intend to express a vote other than that indicated in the instructions.

N.B. This form may be subject to change following any additions to the agenda or submission of resolution proposals pursuant to Article 126-bis of the Consolidated Law on Finance, or individual resolution proposals, in accordance with the terms and procedures indicated in the Notice of Meeting.

PROXY FORM (Part 1 of 2)

Please complete with the required information according to the instructions at the bottom of the form (§)

the undersigned, signatory of the power of attorney

(Name and Last Name) (*)

Born in (*)	on (*)	Tax Code_ (*)
Resident in (*)	Address (*)	
Phone n. (**)	Email (**)	
Valid identity document - type (*) (to be attached in copy)	Issued by (*)	Number (*)

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

(*) Mandatory; (**) Compilation is recommended.

Società per Amministrazioni Fiduciarie SPAFID S.p.A.

COIMA RES S.P.A. SIIQ

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as (please tick as appropriate) (*)

 shareholder with voting rights**OR IF DIFFERENT FROM THE HOLDER OF THE SHARES** legal representative or attorney with power of sub-delegation (attach copy of documentation proving powers of representation) pledgee reporting - usufructuary custodian manager other (specify)

(complete only if the holder of the voting right is different from the signatory of the proxy)

Name Last Name/Denomination (*)

Born in (*)

on (*)

Tax code (*)

Registered office/Resident in (*)

With regard ton. (*) _____ shares **COIMA RES ISIN IT0005136681** Recorded in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____**referred to in the communication (pursuant to Article 83-sexies of Legislative Decree no. 58/1998) (2) n. _____ made by the intermediary: _____**

(to be filled in with information on any further communications relating to deposits)

DELEGATES SPAFID S.p.A. to attend and vote at the above-mentioned meeting as per the instructions provided to it below.**DECLARES**

- that I am aware of the possibility that the proxy to the Appointed Representative may contain voting instructions even on only some of the resolution proposals on the agenda and that, in such a case, the vote will be exercised only for the proposals in relation to which voting instructions are given and that I have requested the depository intermediary for the communication for participation in the Shareholders' Meeting as indicated above;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.

AUTHORISES Spafid and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the attached information notice.

(Place and Date)

(Proxy signatory)

VOTING INSTRUCTIONS (3) (Part 2 of 2)

Section containing information for the Designated Representative only - Tick the chosen boxes

The undersigned (4) signatory of the proxy (Name and Last Name) _____*(indicate the holder of the right to vote only if different first name and surname/name)* _____

delegates Spafid to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of Coima Res convened for 21 April 2022, in a single call, at 9:00 a.m., in Milan, Piazza Gae Aulenti, 12.

RESOLUTIONS TO BE VOTED**1. Approval of the financial statements as of December 31st, 2021 and presentation of the consolidated financial statements as of December 31st, 2021. Related and consequent resolutions**

Vote on the Board of Directors' Proposal

Tick only one box **In favour** **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box **confirm instructions** **revoke instructions****Change instructions** *(express preference)* **In favour:** _____ **Against** **Abstained****2. Allocation of the result for the year and proposed dividend distribution. Related and consequent resolutions**

Vote on the Board of Directors' Proposal

Tick only one box **In favour** **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box **confirm instructions** **revoke instructions****Change instructions** *(express preference)* **In favour:** _____ **Against** **Abstained**

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

3.1 First section: Report on remuneration policy. Binding resolution.

Vote on the Board of Directors' Proposal

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

confirm instructions **revoke instructions**

Change instructions *(express preference)*

In favour: _____ **Against** **Abstained**

3.2 Second section: report on compensation paid. Non-binding resolution.

Vote on the Board of Directors' Proposal

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

confirm instructions **revoke instructions**

Change instructions *(express preference)*

In favour: _____ **Against** **Abstained**

4. Appointment of the Board of Directors.

4.1 Determination of the number of members of the Board of Directors.

Proposal for resolution (if submitted by a holder of voting rights and published by the issuer)
(proposer) _____

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

confirm instructions **revoke instructions**

Change instructions *(express preference)*

In favour: _____ **Against** **Abstained**

4.2 Determination of the term of office of the Board of Directors.

Proposal for resolution (if submitted by a holder of voting rights and published by the issuer)
(proposer) _____

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

Confirm instructions **Revoke instructions**

Change instructions *(express preference)*

In favour: _____ **Against** **Abstained**

4.3 Appointment of the members of the Board of Directors.

Indicate the number of the chosen or opposed/abstained list with reference to all lists

Tick only one box

List N. _____ **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

Confirm instructions **Revoke instructions**

Change instructions *(express preference)*

In Favour **Against** **Abstained**

4.4 Appointment of the Chairman of the Board of Directors.

Proposal for resolution (if submitted by a holder of voting rights and published by the issuer)
(proposer) _____

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

Confirm instructions **Revoke instructions**

Change instructions (*express preference*)

In favour: _____ **Against** **Abstained**

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

Proposal for resolution (if submitted by a holder of voting rights and published by the issuer)
(proposer) _____

Tick only one box

In favour **Against** **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

confirm instructions **revoke instructions**

Change instructions (*express preference*)

In favour: _____ **Against** **Abstained**

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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 Annual General Meeting on June 11th, 2020. Related and consequent resolutions.

Vote on the Board of Directors' Proposal

Tick only one box

In favour

Against

Abstained

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

Tick only one box

confirm instructions

revoke instructions

Change instructions (express preference)

In favour:

Against

Abstained



_____ *(Place and Date)*

_____ *(Proxy signatory)*

Liability action

In the event of voting on the liability action proposed pursuant to Article 2393, paragraph 2, of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Appointed Representative to vote as follows

Tick only one box

In favour

Against

Abstained



_____ *(Place and Date)*

_____ *(Proxy signatory)*

WARNINGS FOR COMPILATION AND TRANSMISSION**The eligible person must request the depository intermediary to issue the notice for participation in the shareholders' meeting referred to in Article 83-sexies, Legislative Decree 58/1998)**

1. Indicate the number of the securities deposit and the name of the intermediary depositing the shares. The information can be obtained from the account statement provided by the intermediary.
2. Indicate the number of the notice to attend the meeting issued by the depository intermediary at the request of the person entitled to vote.
3. Pursuant to Article 135-undecies, paragraph 3, TUF, "Shares for which proxy has been conferred, even partially, are counted 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 of the shareholder are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions."
4. Provide the first and last name/name of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
5. With reference to each item on the agenda, if there are significant circumstances, unknown at the time of issue of the proxy (e.g. failure to submit proposals by the Board of Directors or by the proposer indicated by the proxy holder within the terms of the law and published by the Company), or if there are amendments or additions to the resolution proposals submitted that cannot be communicated to the proxy holder, the proxy holder may choose, by filling in the appropriate box, between 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 proxy, the voting instructions given in the main section shall be deemed confirmed as far as possible. If it is not possible to vote in accordance with the instructions given, Spafid will declare itself abstained for such matters.

The original of the proxy form with the relevant 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 19 April 2022, together with

- a copy of a currently valid identity document of the delegating party or
- if the delegating party is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another party with appropriate powers, together with appropriate documentation attesting to their qualifications and powers,

by one of the following alternative means

- i) transmission of a copy reproduced electronically (PDF) to the certified email address assemblee@pec.spafid.it (subject "Proxy for Coima Res 2022 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own email address of the electronic document signed with a qualified electronic or digital signature);
- ii) transmission of the original, by courier or registered letter with return receipt to the address Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for the Coima Res 2022 Shareholders' Meeting"), in advance of which a copy reproduced electronically (PDF) shall be sent by ordinary email to the email address assemblee@pec.spafid.it (Ref. "Proxy for the Coima Res 2022 Shareholders' Meeting").

N.B. For any clarifications relating to the conferment of proxy (and in particular concerning the completion 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) 0280687.319 and (+39) 0280687.335 (on office days from 9:00 a.m. to 5:00 p.m.).

PROTECTION OF PERSONAL DATA

INFORMATION PURSUANT TO ART. 13 AND 14 OF EU REGULATION 2016/679 AND THE NATIONAL LEGISLATION IN FORCE ON THE PROTECTION OF PERSONAL DATA

Pursuant to Regulation (EU) 2016/679 (hereinafter, the "GDPR Regulation" or "GDPR") and to the national legislation in force on the protection of personal data (hereinafter, together with the GDPR, the "Privacy Law"), Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter, the "Company" or the "Data Controller"), as Data Controller, is required to provide the Information on the use of personal data.

a) Purposes of the processing and compulsory provision of data

All personal data are processed, in compliance with the provisions of the law and confidentiality obligations, for purposes strictly connected and instrumental to the following purposes: (i) purposes strictly connected with and instrumental to the performance of contractual obligations, arising from the mandate conferred by the Delegating Party (or its representative) to the Designated Representative, concerning the representation in the shareholders' meeting and the expression of the vote; (ii) obligations provided for by the law, regulations, as well as provisions issued by the competent Authorities or Supervisory and control bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

b) Legal basis

The legal basis is the fulfilment of laws and the execution of contractual obligations.

c) Processing methods

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

d) Categories of data subject to processing

In relation to the purposes described above, the Company processes your personal data such as, by way of example and not limited to, personal data (such as, for example, name, surname, address, telephone number, email, date of birth, identity card, tax code, nationality).

e) Communication and dissemination of data

For the pursuit of the purposes described in point a) above, your personal data will be made known to employees of the Company who will act as authorised processors. In addition, your data may be communicated to: a) other companies belonging to the Group and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. The complete and updated list of data processors is available on the website www.spafid.it in the "Privacy" section.

Your personal data will be transferred outside the European Union only in the presence of an adequacy decision by the European Commission or other appropriate guarantees provided by the Privacy Regulations (including binding corporate rules and standard protection clauses. Personal data processed by the Company are not subject to dissemination.

f) Data retention

In accordance with the principles of proportionality and necessity, personal data shall be retained in a form which permits the identification of the data subjects for a period of time not exceeding the fulfilment of the purposes for which the data are processed, i.e. taking into consideration

- the need to continue to store the personal data collected in order to offer the services agreed with the user, as described in the above purposes
- the existence of specific legal or contractual obligations that make it necessary to process and store the data for certain periods of time.

The Company takes reasonable measures to ensure that inaccurate personal data is corrected or deleted.

g) Rights of the data subject

The persons to whom the personal data refer have the right at any time to obtain confirmation of the existence or otherwise of such data and to know its content and origin, verify its accuracy or request its integration or updating, or rectification (Articles 15 and 16 of the GDPR).

In addition, data subjects have the right to request deletion, restriction of processing, revocation of consent, portability of data as well as to lodge a complaint with the supervisory authority and to object in any case, for legitimate reasons, to their processing (Art. 17 et seq. of the GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the data subject to be sent to: privacy_emittenti@spafid.it. The Data Controller, also through the designated structures, will take care of your request and provide you, without undue delay, with information on the action taken with regard to your request.

h) Data Controller and Data Protection Officer

The Data Controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has appointed the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer can be contacted at the following addresses: DPO.mediobanca@mediobanca.com dpomediobanca@pec.mediobanca.com

Società per Amministrazioni Fiduciarie

"SPAFID S.p.A.

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.);

- 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.

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).

The Data Controller

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

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

Date _____

Name (full) _____

Sign _____

D.Lgs. 58/1998**Art. 126-bis****(Integration of the agenda of the assembly and presentation of new resolution proposals)**

1. Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of the notice of call of the shareholders' meeting, or within five days in the case of a call pursuant to Article 125-bis, paragraph 3 or Article 104, paragraph 2, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit proposals for resolutions on items already on the agenda. Applications, together with certification attesting to ownership of the shareholding, shall be submitted in writing, also by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the Company. The person entitled to vote may individually submit proposals for resolutions in the shareholders' meeting. In the case of cooperative companies, the amount of capital shall be determined by the Articles of Association, also by way of derogation from Article 135.
2. Additions to the agenda or the presentation of further proposals for resolutions on items already on the agenda, pursuant to paragraph 1, shall be notified, in the same manner as prescribed for the publication of the notice of call, at least fifteen days before the date set for the shareholders' meeting. Further proposals for resolutions on items already on the agenda shall be made available to the public in the manner specified in Article 125-ter, paragraph 1, at the same time as publication of the notice of presentation. The time limit shall be reduced to seven days in the case of shareholders' meetings called pursuant to Article 104(2), or in the case of shareholders' meetings called pursuant to Article 125-bis(3).
3. Additions to the agenda shall not be admissible for items on which the shareholders' meeting resolves, pursuant to the law, on the proposal of the board of directors or on the basis of a project or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1.
4. Shareholders requesting integration pursuant to paragraph 1 shall prepare a report containing the reasons for the proposed resolutions on the new items they propose to deal with or the reasons for the additional proposed resolutions on items already on the agenda. The report shall be submitted to the administrative body by the deadline for submitting the request for supplementation. The administrative body shall make the report, accompanied by its own evaluations, if any, available to the public at the same time as it publishes the news of the integration or presentation, in the manner referred to in Article 125-ter, paragraph 1.
5. If the administrative body or, if the latter fails to act, the board of auditors, or the supervisory board or the management control committee, do not supplement the agenda with the new items or proposals presented pursuant to paragraph 1, the court, after hearing the members of the administrative and control bodies, shall, where the refusal to do so is unjustified, issue a decree to supplement the agenda. The decree shall be published in the manner laid down in article 125-ter (1).

Art. 135-decies**(Conflict of interest of the representative and substitutes)**

1. The granting of a proxy to a proxy holder with a conflict of interest is permissible provided that the proxy holder notifies the shareholder in writing of the circumstances giving rise to the conflict of interest and provided that there are specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. The burden of proof of having communicated the circumstances giving rise to the conflict of interests to the shareholder rests with the agent. Article 1711, second paragraph of the Civil Code does not apply.
2. For the purposes of this Article, a conflict of interest exists in any event where the proxy or substitute
 - a) controls, including jointly, the company or is controlled by it or is under common control with it
 - 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 administrative or control body of the company or of the persons indicated in points a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in letter a);
 - e) he/she is the spouse, relative or similar within the fourth degree of kinship of the persons indicated in letters a) to c);
 - f) is bound to the company or to the persons indicated in letters a), b), c) and e) by self-employment or employment relationships or other relationships of a financial nature that compromise his/her independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute has been indicated by the shareholder. In that case, paragraph 1 shall apply. The obligations of disclosure and the related burden of proof shall remain with the representative.
4. This Article shall also apply in the case of transfer of shares by proxy.

Art. 135-undecies**(Designated representative of the listed company)**

1. Unless the by-laws provide otherwise, for each shareholders' meeting listed companies shall designate a person on whom shareholders may confer 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 a subsequent call. The proxy shall be effective only for the proposals on which voting instructions are given.
2. Proxy is granted by signing a proxy form, the content of which is governed by Consob regulations. The granting of proxy shall be free of charge for the shareholder. Proxy and voting

instructions may always be revoked within the term indicated in paragraph 1.

3. The shares for which proxy is conferred, even partially, are counted for the purpose of duly constituting the shareholders' meeting. With regard to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the percentage of capital required to approve resolutions.
4. The person appointed as representative shall disclose any interest he or she may have on his or her own behalf or on behalf of third parties with respect to the resolution proposals on the agenda. He shall also maintain the confidentiality of the content of the voting instructions received until the start of voting, without prejudice to the possibility of communicating such information to his employees and auxiliaries, who shall be subject to the same duty of confidentiality. No proxy may be given to the person appointed as representative except in compliance with this article.
5. With the regulation pursuant to subsection 2, Consob may establish the cases in which a 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 (Liability action)

1. Liability action against the directors shall be 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 passed at the time of the discussion of the financial statements, even if it is not included in the list of subjects to be dealt with, when it relates to matters 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 auditors, adopted by a majority of two thirds 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 brought, provided that it is passed 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 its right to bring a liability action and may reach a settlement, provided that the waiver and settlement are approved by an express resolution of the shareholders' meeting, and provided that there is no vote against 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 extent provided for in the articles of association for the bringing of a corporate liability action pursuant to the first and second paragraphs of Article 2393-bis.

DECREE-LAW no. 18 of 17 March 2020

(converted with amendments into Law no. 27 of 24 April 2020, as last extended by article 3, paragraph 1, Decree-Law no. 228/2021, converted with amendments into Law no. 15 of 25 February 2022)

Art. 106 (Rules on the conduct of company shareholders' meetings)

- [...] 4. Listed companies may appoint the representative envisaged in Article 135-undecies of Legislative Decree 58 of 24 February 1998 for ordinary or extraordinary shareholders' meetings, even where the Articles of Association provide otherwise. The same companies may also provide in the notice of call that participation in the shareholders' meeting is carried out exclusively through the representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998; the aforementioned appointed 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 shall also apply 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 shareholders' meetings held before 31 July 2022.