

Equita Group S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE NO. 58/1998 ("TUF")

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

With reference to the **Ordinary and Extraordinary General Meeting of Equita Group S.p.A.** to be held at the Company's registered office in Milano, Via Filippo Turati 9, **in single call, on 29th April 2021, at 02:00 p.m.**, as set forth in the notice of the shareholders' meeting published on March 29th 2021 on the Company's website at www.equita.eu, in the section "Corporate Governance, Shareholders' Meetings area", and having regard to the Reports on the items on the Agenda made available by the Company (§)

with this Proxy form (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (<i>party signing the proxy</i>)	(Name) (*)	Surname (*)
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	E-mail (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)
in quality of (<i>tick the box that interests you</i>) (*)		
<input type="checkbox"/> shareholder with the right to vote <input type="checkbox"/> delegate or subject with appropriate representation powers <input type="checkbox"/> legal representative (<u>copy of the documentation of the powers of representation to be enclosed</u>) <input type="checkbox"/> pledge <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify)		
(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)	
	Born in (*)	On (*) Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)	
Related to		
No. (*) _____ shares Equita Group S.p.A. Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____		
referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____ (to be filled in with information regarding any further communications relating to deposits)		

Equita Group S.p.A.

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DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID"), with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

DECLARES

- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

AUTHORIZE Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

(Place and Date)*

(Signature)*

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

(*) Mandatory.

(**) It is recommended to fill.

Equita Group S.p.A.

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Declaration of the Appointed Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

VOTING INSTRUCTIONS (Part 2 of 2)

(intended for the Appointed Representative only - Tick the relevant boxes)

The undersigned (3) (indicate name and surname)

(indicate the holder of the right to vote only if different - name and surname / denomination)

Hereby appoints/sub appoints Spafid to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of Equita Group to be held at the Company's registered office in Milano, Via Filippo Turati 9, in single call, on 29th April 2021, at 02:00 p.m.

RESOLUTIONS SUBJECT TO VOTING

ORDINARY PART

Item 1 - Financial Statements as of 31st December 2020:

1.1 Approval of Financial Statements as of 31st December 2020: related and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31st December 2020.

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

<input type="checkbox"/> confirms the instructions	Modify the instructions (express preference) <input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

1.2 Allocation of the fiscal year profit and distribution of dividend: related and consequent resolutions.

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

<input type="checkbox"/> confirms the instructions	Modify the instructions (express preference) <input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

Equita Group S.p.A.

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Item 2 - Report on the remuneration policy and compensation paid:			
2.1 First Section - Remuneration and incentive policy applicable to the Equita Group starting from 2021: related and consequent resolutions (binding resolution).			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
2.2 Second Section – Compensation paid in relation to financial year 2020: related and consequent resolutions (non-binding resolution).			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
Item 3 - Amendments to the incentive plan based on financial instruments 2019-2021 called "Equita Group Plan based on financial instruments 2019-2021": related and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

Equita Group S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE NO. 58/1998 ("TUF")

Item 4 - Amendments to the incentive plan based on stock options 2020-2022 called "Equita Group Plan 2020-2022 for senior management": related and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>) <input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

Item 5 - Appointment of a Board Director pursuant to Article 2386, paragraph 1, of the Civil Code and to Article 12.11 of the bylaws: related and consequent resolutions			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>) <input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

EXTRAORDINARY PART

Item 1 - Share capital increase by means of payment pursuant to Article 2441, paragraph 8, of the Civil Code and consequent amendment of the bylaws: related and consequent resolutions.			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	Modify the instructions (<i>express preference</i>) <input type="checkbox"/> In Favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

(Place and Date)*

(Signature)*

Equita Group S.p.A.

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DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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(Place and Date)*

(Signature)*

Equita Group S.p.A.

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INSTRUCTIONS FOR THE FILLING AND SENDING

OF THE VOTING PROXY FOR REPRESENTATION AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF EQUITA GROUP S.P.A.

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

Instructions for sending

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- (i) **transmission of an electronically reproduced copy (PDF)**, to the certified email address assemblee@pec.spafid.it (subject line "Proxy AGM Equita Group2021") from one's own certified email address, or, failing that, **transmission of an electronically reproduced copy (PDF) signed with a qualified or digital electronic signature**, to the certified email address assemblee@pec.spafid.it (oggetto " Proxy AGM Equita Group2021") from one's own ordinary email address;

or

- (ii) **transmission of the original**, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Rif. "Proxy AGM Equita Group2021"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: " Proxy AGM Equita Group2021").

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting i.e., by April 28th, 2021 (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

Equita Group S.p.A.

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**PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679**

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by Spafid S.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

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

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

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INFORMATIVA PRIVACY EQUITA GROUP S.P.A.
INFORMATIVA EX ART. 13 E 14 DEL REGOLAMENTO UE 2016/679

Regulation (EU) 2016/679 of the European Parliament and of the Council ("**GDPR**") aims to ensure the processing of personal data is made in full respect of rights and freedoms of natural persons, with particular regard to the right of protection of personal data and the free movement of such data.

Equita Group S.p.A. ("**Equita**" or the "**Company**"), as data controller ("**Controller**") of personal data processed with reference to the Shareholders' Meeting, is obliged to provide data subjects ("**Data Subjects**") with this notice describing the way and purposes of processing of personal data.

A) Identity and contact details of the Controller and Data Protection Officer

Controller: Equita Group S.p.A.

Address: Via Filippo Turati n. 9, Milano

E-mail: privacy@equita.eu

Data protection officer: Avv. Matteo Alessandro Pagani

Address: c/o Equita Group S.p.A., Via Filippo Turati n. 9, 20121 Milano

E-mail: dpo@equita.eu

B) Purposes of the processing of personal data and related legal basis

All personal data of Data Subjects are collected and processed, in compliance with the legal provisions and confidentiality obligations, in order to verify the proper set up of the Shareholders' Meeting, the identity and entitlement of those in attendance, as well as to comply with any mandatory corporate requirements and formalities related thereto. The legal basis for such processing is the compliance with a legal obligation to which the Controller is subject, pursuant to article 6(1), let. c), of GDPR.

Moreover, personal data may be processed in relation to claims and litigations. The legal basis for such processing is a legitimate interest of the Controller, pursuant to article 6(1), let. f), of GDPR.

C) Categories of personal data to processing

With reference to the above-mentioned purposes of paragraph B), Equita processes the following categories of personal data:

- Data Subjects' identification data such as, for example: first name, surname, residence address, date and place of birth, ID document, tax code, etc.;
- Data Subjects' contact data such as, for example: e-mail address, telephone number, fax number, etc.

D) Recipients of personal data

To achieve the above-mentioned processing purposes, the following natural persons may access or process Data Subjects' personal data in their capacity as authorised persons ("**Authorised Persons**"):

a) employees of the Equita Group;

b) *stagiaires*, associates and temporary workers of the Equita Group.

Moreover, Data Subjects' personal data may be communicated, with strict reference to purposes indicated under the previous paragraph B), to third parties who will use personal data in their capacity as data processors or acting independently as data controllers.

Specifically, these parties may be:

- a) providers/consultants engaged to provide administrative and legal activities related to the conduct and preparation of the minutes of the Shareholder's Meeting, to comply with any mandatory corporate requirements and formalities related to such meeting, as well as related to claims and litigations, if any;
- b) IT Network operators;
- c) public bodies and judiciary authorities, if provided by the applicable law.

If personal data will be transferred to third parties outside the European Union, Equita will ensure that the transfer will be exclusively carried out pursuant to an adequacy decision of the European Commission or on the basis of other guarantees under article 44 and following articles of the GDPR.

Equita Group S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE NO. 58/1998 ("TUF")

E) Storage of personal data

In compliance with the principles of proportionality and necessity, the personal data will be stored in a form allowing the identification of Data Subjects for a period no longer than that necessary for the purposes for which the personal data are processed.

Specifically, personal data will be stored for the duration needed for the fulfilment of the related legal obligations and to manage claims and litigations, if any, and, in any case, for no more than 10 years from the date of the Shareholders' Meeting or, in case of complaints, for the limitation period provided by applicable law to protect rights, without prejudice in any case to longer storage periods as provided by specific provisions.

F) Data Subjects' rights

Each Data Subject may, at any time, ask the Controller, at the above-indicated contact details, to access (article 15 of the GDPR), rectify (article 16 of the GDPR), erase (article 17 of the GDPR) and restrict (article 18 of the GDPR) the processing of personal data concerning him/her, and to object to the processing of personal data concerning him/her (article 21 of the GDPR). Each Data Subject has the right to data portability (article 20 of the GDPR) and not to be subjected to an automated individual decision-making (article 22 of the GDPR).

Each Data Subject has the right to withdraw consent expressed for the processing based on consent, and in particular, for the processing of data based on consent, without prejudice to the lawfulness of the processing carried out based on consent provided before such withdrawal.

The Data Subject has also the right to lodge a complaint with the Italian Data Protection Authority, under the procedure available on the Italian Data Protection Authority's web site www.garanteprivacy.it.

At this time, Equita does not use any automated individual decision-making.

G) Mandatory and voluntary nature of the provision of personal data and consequences of a possible refusal

Considering the above-mentioned purposes, please note that the provision of personal data is mandatory. Therefore, any possible refusal by Data Subjects to provide personal data would not allow the attendance at the Shareholders' Meeting.

H) Source of personal data

Personal data processed by Equita are collected directly from Data Subjects or from third parties including but not limited to the Designated Representative pursuant to Art. 135-*undecies* of Legislative Decree no. 58/98 ("TUF") and/or sub delegations pursuant to Art. 135-*novies* of TUF.

I) Methods of processing

Personal Data communicated will be processed, in compliance with the provisions of the GDPR, by paper-based, computer or electronic means, with methods strictly related to the indicated purposes and, in any case, with appropriate methods to ensure their security and confidentiality in accordance with the GDPR.