

Equita Group S.p.A.

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") and to 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 of COVID-19 (the "Decreto Cura Italia") as 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, as converted with modifications by Law 26th February 2021 no. 21

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Mediobanca Banking Group entered on the Register of Banking Groups, authorized under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended (hereinafter "Spafid"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to art. 106, paragraph 4 of Decreto Cura Italia, taking into account the emergency period extension established by D.L. 183/2020 as converted with modifications by Law 26th February 2021 no. 2, of **Equita Group S.p.A.** (hereinafter the "**Società**" or "**Equita Group**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation 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 the Company's website at www.equita.eu, in the section "*Corporate Governance, Shareholders' Meetings area*" and, in abridged form, in the Italian daily newspaper "Il Giornale" on March 30th 2021.

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (**i.e., by 11:59 p.m. of April 27th, 2021**). **The proxies and voting instructions may be revoked within the same deadline.**

Declaration of the Appointed Representative - Spafid, as Appointed Representative, declares that it has no personal 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.

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.

PROXY FORM (Part 1 of 2)

(Section to be notified to the Company via the Appointed Representative – 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)		

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	Name Surname / Denomination (*)	
(complete only if the shareholder is different from the proxy signatory)	Born in (*)	On (*)
	Tax identification code or other identification if foreign (*)	
	Registered office / Resident in (*)	
Related to		
<p>No. (*) _____ shares Equita Group S.p.A. Registered in the securities account (1) n. _____</p> <p>at the custodian _____ ABI _____ CAB _____</p>		
<p>referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary:</p> <p>_____</p>		
(to be filled in with information regarding any further communications relating to deposits)		

DELEGATES SPAFID S.p.A. 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.

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)*

Equita Group S.p.A.

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

(*) Mandatory.

(**) It is recommended to fill.

VOTING INSTRUCTIONS (3) (Part 2 of 2)

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

The undersigned (4) *(Personal details)*
(name and surname)

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

Hereby 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 (5)

confirms the instructions

Modify the instructions *(express preference)*

revokes the instructions

In Favour _____

Against

Abstain

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 (5)

confirms the instructions

Modify the instructions *(express preference)*

revokes the instructions

In Favour _____

Against

Abstain

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 (5)			
<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 (5)			
<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 (5)			
<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.

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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 (5)			
<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 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 (5)			
<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		

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 (5)			
<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		

(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:

In Favour

Against

Abstain

(Place and Date)*

(Signature)*

Equita Group S.p.A.

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INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The form of proxy with the relating voting instructions shall be received by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of 27th April 2021), 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

by one or other of the following two 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").

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.).

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

NOTES:

- (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 Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
- (4) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
- (5) With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choice is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Spafid will abstain on these matters.

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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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EQUITA GROUP S.P.A. PRIVACY STATEMENT
PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 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.

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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.

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Legislative Decree no. 58/1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon 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 of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Equita Group S.p.A.

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")

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393 (Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

Decree Law no. 18 of 17 March 2020 (as converted with modification by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, as converted with modifications by Law 26th February 2021 no. 21)

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

- [...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated 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-proxies 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 held within 31 July 2021.