

## Equita Group S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

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 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), 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 extension established by D.L. 30th December 2021 no. 228, as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and the further extension by art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14, of **Equita Group S.p.A.** (hereinafter the "**Company**"), 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 to be held in Milan, Via Filippo Turati 9, 20 April 2023, at 11.00 a.m., **single call** as set forth in the notice of the shareholders' meeting published on the Company's website at [www.equita.eu](http://www.equita.eu), in the section "Corporate Governance - Shareholders' Meetings" on 10 March 2023, and, in abridged form, in the Italian daily newspaper "Domani" on 11 March 2023.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 18 April 2023). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**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)

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

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

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

(\*) Mandatory. (\*\*) It is recommended to fill.

MONTE TITOLI S.p.A.

**in quality of** (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  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**

<b>No. (*)</b> _____ <b>shares ISIN IT0005312027</b>	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: _____
<b>No. (*)</b> _____ <b>shares ISIN</b> _____	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: _____
<b>No. (*)</b> _____ <b>shares ISIN</b> _____	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)

**DELEGATES/SUB DELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



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

\_\_\_\_\_ *(Signature) \**

**VOTING INSTRUCTIONS (3) (Part 2 of 2)**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned (4)** *(Personal details)*

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

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of Equita Group to be held in Milan, Via Filippo Turati 9, on 20 April 2023, at 11.00 a.m., on single call.

**RESOLUTIONS SUBJECT TO VOTING**

**Ordinary Part**

**1 Financial statements at 31 December 2022:**

**1.1 Approval of the financial statements at 31 December 2022: related and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2022.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**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)

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**1.2 Allocation of the profit for the year and distribution of the dividend to the shareholders using, in part, the reserves: related and consequent resolutions.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**2 Report on the Remuneration Policy and on Fees Paid:**

**2.1 First Section – Remuneration and incentive policy applicable to the Equita Group with effect from 2023: related and consequent resolutions (binding resolution).**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**2.2 Second Section – Fees paid in 2022: related and consequent resolutions (non-binding resolution).**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3 Appointment of the Board of Directors:**

**3.1 Determining the number of members.**

Proposal of the board of directors *Tick only one box*  **In Favour**  **Against**  **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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3.2 Determining the term of office.**

Proposal of the board of directors *Tick only one box*  **In Favour**  **Against**  **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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3.3 Appointing the members of the Board of Directors.**

Indicate the number of the chosen list or against / abstained with reference to all the lists *Tick only one box*  **List No.** \_\_\_\_\_  **Against**  **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)

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3.4 Appointing the Chair of the Board of Directors.**

Name proposed by the shareholder who presented the list that obtained the highest number of votes

*Tick only one box*

**In Favour**

**Against**

**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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

### 3.5 Determining the Directors' fees.

Proposal of the board of directors

*Tick only one box*

**In Favour**

**Against**

**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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

### 4 Appointment of the Board of Statutory Auditors:

#### 4.1 Appointing the members of the Board of Statutory Auditors.

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

*Tick only one box*

**List No.**

**Against**

**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)

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

#### 4.2 Appointing the Chair of the Board of Statutory Auditors.

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

*Tick only one box*

**In Favour**

**Against**

**Abstain**

(Shareholders' name) \_\_\_\_\_

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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

(\*). Since in the event of presentation of lists, the office of Chair of the Board of Statutory Auditors is automatically assumed pursuant to the Articles of Association, point "4.2 Appointment of the Chairman of the Board of Statutory Auditors" will be subject to a vote only if this automatic assumption of office does not occur.

**4.3 Determining the fees of the Chair of the Board of Statutory Auditors and of the Standing Auditors.**

Proposal of the board of resolution

*Tick only one box*

**In Favour**

**Against**

**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)

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**5 Mutually-agreed termination of the engagement for the statutory audit of the financial statements with KPMG S.p.A. and assignment of the new engagement for the statutory audit of the financial statements for the period 2023 – 2031. Determining the related fees. Related and consequent resolutions.**

*Barrare una sola casella*

Vote for mutually-agreed termination of the engagement for the statutory audit of the financial statements with KPMG S.p.A.

**In favour**

**Against**

**Abstain**

Subject to the approval of the above mutually-agreed termination, vote for the assignment of the new engagement to EY S.p.A. according to the preference expressed by the Board of Statutory

**In favour**

**Against**

**Abstain**



Auditors.

Subject to the approval of the above mutually-agreed termination, vote for the assignment of the new engagement to Deloitte & Touche S.p.A. as per the second choice of the Board of Statutory Auditors (\*)

**In favour**       **Against**       **Abstain**

(\*) This proposal will be put to the vote only if the proposal to appoint EY S.p.A. does not obtain the majority of votes required for its approval.

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)

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**6 Authorisation to purchase and dispose of treasury shares, upon revocation of the resolution of 28 April 2022; related and consequent resolutions.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**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)

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

## Extraordinary Part

**1 Proposed allocation to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, of the power to increase the share capital under article 2349 of the Italian Civil Code, by issuing shares to be granted to employees of Equita Group S.p.A. and/or its subsidiaries as part of incentive plans; consequent amendment of article 5 of the current By-laws; related and consequent resolutions.**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

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)

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain

**2 Proposed allocation to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, of the power to increase the share capital for consideration, in one or more tranches and also in separate issues, excluding the option right, under article 2441.4.2 of the Italian Civil Code; consequent amendment of article 5 of the current By-laws; related and consequent resolutions.**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

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)

*Tick only one box*

**Modify the instructions** (*express preference*)

confirms the instructions

revokes the instructions

In Favour : \_\_\_\_\_

Against

Abstain



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

\_\_\_\_\_  
(Signature) \*

**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:

*Tick only one box*

**In Favour**

**Against**

**Abstain**



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

\_\_\_\_\_  
*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**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)**

- (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 choices 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, Monte Titoli will abstain on these matters.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 18 April 2023)**

- 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 [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for Equita Group 2023 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for Equita Group 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for Equita Group 2023 Shareholders' Meeting")

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 Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: <https://www.euronext.com/en/privacy-statement>.

**Equita Group's privacy policy:**

**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](mailto: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](mailto: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.

**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](http://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.

**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.

**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.

**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 art. 3, D.L. 228/2021**

**as converted with modifications by Law 25th February 2022 n. 15 and further extended by effect of art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14)**

**Article 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 2023.