

**BANCA GENERALI S.p.A.**

Ordinary Shareholders' Meeting

convened on **19 April 2023** at 9:30 a.m. (first call) and, if need be, on **20 April 2023** at the same time (second call),  
in Milan, Corso Italia 6

**Proxy form for the appointment of the Appointed Representative pursuant**

**Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (“Italian Finance Act”)**

**in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 and subsequent amendments/integrations**

**Part 1 of 2**

Studio Legale Trevisan & Associati, with registered office in Viale Majno 45, Milan, Italy, in the person of Mr. Dario Trevisan, attorney, born in Milan on 4 May 1964 (tax code No. TRVDRA64E04F205I), or his substitutes in the event of his unavailability, in his capacity as “Appointed Representative” (hereinafter “**Appointed Representative**”) pursuant to Article 135-undecies of Legislative Decree No. 58/1998, appointed by BANCA GENERALI S.p.A. (hereinafter, the “**Company**” or “**BANCA GENERALI**”), is collecting voting proxies for the Ordinary Shareholders’ Meeting of BANCA GENERALI to be held on **19 April 2023** (first call) and, if need be, on **20 April 2023** (second call), in accordance with the procedures and terms reported in the notice of calling published on 17 March 2023 on the Company's website <https://www.bancagenerali.com/en/governance/aggm>, sent to Borsa Italiana S.p.A., made available through the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com) and published, in excerpted form, in the Italian daily newspaper “Milano Finanza” in compliance with the applicable law provisions.

The proxy form and the related voting instructions must be delivered, in the original, no later than the end of the second trading day preceding the Shareholders’ Meeting date, in first call (*i.e.*, by 23:59 hours on **17 April 2023** or, if the Shareholders’ Meeting is held in second call, by 23:59 hours on **18 April 2023**), together with:

- a currently valid copy of an identity document of the Proxy Granter; or
- if the delegating party is a legal person, a copy of a valid identity document of the legal representative *pro-tempore* or another party vested with adequate powers, along with documentation proving the existence of their status and powers;

via one of the following alternative methods:

- (i) for proxies with handwritten signature, by courier or registered letter with acknowledgement of receipt to the address Viale Majno 45, 20122, Milan (Ref. “*Proxy for BANCA GENERALI 2023 Shareholders’ Meeting*”);
- (ii) for proxies with qualified electronic or digital signature, by certified e-mail to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

The proxy form and voting instructions may be revoked within the end of the second trading day preceding the Shareholders’ Meeting date in first call (*i.e.*, by 23:59 hours on **17 April 2023** or, if the Shareholders’ Meeting is held in second call, by 23:59 hours on **18 April 2023**) in accordance with the same procedures set forth above.

**The granting of a proxy and issuing of voting instructions by signing this form shall entail no expenses for the Proxy Granter (except for any shipping fees).**

**Statement of the Appointed Representative**

*Studio Legale Trevisan & Associati announces that he holds no interest of his own with respect to the resolutions submitted for approval by voting. Nevertheless, in consideration of the contractual relationships in force and, in any case, for all legal purposes, he expressly declares that, should unknown circumstances arise or in the event of amendments or*

*additions to the motions submitted to the Shareholders' Meeting, the Appointed Representative and/or the related substitutes shall not express a vote that differs from that indicated in the instructions.*

**PROXY FORM**

(Section to be sent to the Company through the Appointed Representative – Fill in with the required information)

I, the undersigned (Name/personal details of the vote holder)\*  
\_\_\_\_\_ born in\* \_\_\_\_\_ on\*  
\_\_\_\_\_ resident in\* (city) \_\_\_\_\_ at\* (street  
address) \_\_\_\_\_ with  
registered office at\* (street address) \_\_\_\_\_ Tax code\*  
\_\_\_\_\_ Phone No. \_\_\_\_\_ e-mail  
\_\_\_\_\_

To be filled in by the Proxy Granter:  
- notice No. \_\_\_\_\_ (reference of the notice supplied by the intermediary)  
- identification codes, if any \_\_\_\_\_

**HEREBY GRANT A PROXY** to the Appointed Representative to participate in and vote at the above-mentioned Shareholders' Meeting, in accordance with the instructions given to such Appointed Representative with reference to No.\* \_\_\_\_\_ shares of BANCA GENERALI, code ISIN \_\_\_\_\_, held in custody account No.\* \_\_\_\_\_ at (depository bank)\* \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**DECLARE** that I am aware of the possibility that the proxy granted to the Appointed Representative may contain voting instructions even on only some of the motions submitted for voting on the Agenda and that, in that case, the vote will be cast only for those motions on which voting instructions have been given.

**AUTHORISE** the Appointed Representative to process my personal data for the purposes and subject to the conditions set forth in the information note annexed hereto.

Studio Legale Trevisan & Associati, with registered office in Viale Majno 45, Milan, Italy, in the person of Mr. Dario Trevisan, born in Milan on 4 May 1964, (tax code TRVDRA64E04F205I) is entitled to appoint as his substitutes Camilla Clerici, attorney, borne in Genoa on 19 January 1973 (tax code CLRCLL73A59D969J), or Giulio Tonelli, attorney, born in La Spezia on 27 February 1979 (tax code TNLGLI79B27E463Q), or Alessia Giacomazzi, attorney, born in Castelfranco Veneto (Treviso) on 5 September 1985 (tax code GCMLSS85P45C111T), or Gaetano Faconda, attorney, born in Trani (Barletta-Andria-Trani) on 2 October 1985 (tax code FCNGTN85R02L328O), or Valeria Proli, attorney, born in Novara on 24 October 1984 (tax code PRLVLR84R64F952S), or Raffaella Cortellino born in Barletta ( Barletta-Andria-Trani) on 4 June 1989 (tax code CRTRFL89H44A669V), or Andrea Ferrero, attorney, born in Turin on 5 May 1987 (tax code FRRNDR87E05L219F), or Marco Esposito born in Monza on 30 August 1992 (tax code SPSMRC92M30F704H), or Chiara Bevilacqua born in Valdagno (Vicenza) on 3 February 1976 (tax code BVLCHR76B43L551U), or Cristina Sofia Barracchia born in Trani (Barletta-Andria-Trani) on 5 February 1991 (tax code BRRCST91B45L328G), or Marcello Casazza, attorney, born in Vigevano (Pavia) on 3 September 1991 (tax code CSZMCL91P03L872S), or Mirta Samengo, attorney, born in Trieste on 31 March 1980 (tax code SMNMRT80C71L424P), or Devetag Alessandra, attorney, born in Gorizia on 3 August 1975 (tax code DVTLSN75M43E098G), or Tudech Giorgio, attorney, born in Venice on 12 December 1972 (tax code TDCGRG72T12L736X), all domiciled in Milan, at Studio Legale Trevisan & Associati, Viale Majno 45 – 20122, for the purposes of this proxy.

I, the undersigned (surname and name of the signatory only if different from the owner of the shares)  
\_\_\_\_\_ born \_\_\_\_\_ in\*  
\_\_\_\_\_ on\* \_\_\_\_\_ sign this proxy form in  
my capacity as (tick the box that applies)

- pledgee  contango broke  usufructuary  custodian  manager
- legal representative or attorney with power to subdelegate  other (specify)

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

Signature \_\_\_\_\_

(\*) Mandatory

**Part 2 of 2**

**VOTING INSTRUCTIONS**

*(This section of the document contains information addressed only to the Appointed Representative – Tick the chosen boxes)*

I, the undersigned (1) *(Name /personal details)\** \_\_\_\_\_ hereby appoint the Appointed Representative to vote on my behalf according to the following voting instructions at the Ordinary Shareholders' Meeting convened on **19 April 2023**, in first call, and, if need be, in second call, on **20 April 2023**, by BANCA GENERALI

**A) ITEMS ON THE AGENDA (2)**

	IN FAVOUR OF THE MOTION SUBMITTED BY THE BOARD OF DIRECTORS ( <sup>a</sup> )	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER ( <sup>a</sup> ) ( <sup>b</sup> )	AGAINST ( <sup>c</sup> )	ABSTAINING ( <sup>c</sup> )
<b><i>O.1 Financial Statements at 31 December 2022.</i></b>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>
<b><i>O.1.1 Approval of the Financial Statements at 31 December 2022. Presentation of the Consolidated Financial Statements and the Annual Integrated Report. Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report.</i></b>	<i>(mark with a cross)</i>	..... <i>(name of the shareholder)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<b><i>O.1.2 Allocation of net profit for the year; relevant and ensuing resolutions.</i></b>	<i>(mark with a cross)</i>	..... <i>(name of the shareholder)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<b><i>O.2 Remuneration and incentive policies of the Banking Group for 2023: examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of Italian Finance Act; resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Italian Finance Act.</i></b>	<i>(mark with a cross)</i>	..... <i>(name of the shareholder)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<b><i>O.3 Report on the implementation of the Banking Group's remuneration and incentive policies in 2022: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of Italian Finance Act; resolutions pursuant to Article 123-ter, paragraph 6, of Italian Finance Act.</i></b>	<i>(mark with a cross)</i>	<i>(this field cannot be filled in)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<b><i>O.4 Motion to raise the ratio between the variable to fixed component of</i></b>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>

<i>remuneration to 2:1; relevant and ensuing resolutions.</i>		(name of the shareholder)		
<b><i>0.5 Long-Term Incentive Plan for 2023 pursuant to Article 114-bis of Italian Finance Act: assignment of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
<b><i>0.6 Incentive system and other share-based variable remunerations pursuant to Article 114-bis of Italian Finance Act: granting of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
<b><i>0.7 Authorisation to buy back and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Finance Act and the related implementing provisions, in service of the Long-term Incentive Plan for 2023 and the incentive system and other share-based variable remunerations as per the foregoing items on the Agenda; granting of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
<b><i>0.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions.</i></b> <b><i>1. Motion to appoint co-opted Director Ilaria Romagnoli</i></b>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
<b><i>0.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions.</i></b> <b><i>2. Motion to appoint co-opted Director Alfredo Maria De Falco</i></b>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)

## B) CIRCUMSTANCES UNKNOWN

Should circumstances unknown at the time the proxy was granted arise (3), I, the undersigned, with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			IN FAVOUR (a)	AGAINST	ABSTAINING
<b><i>0.1 Financial Statements at 31 December 2022.</i></b>	(not to be filled in)	(not to be filled in)	(not to be filled in)	(not to be filled in)	(not to be filled in)
<b><i>0.1.1 Approval of the Financial Statements at 31 December 2022. Presentation of the</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

(a) Indicate whether you are in favour of the motion of the Board of Directors or in favour of the motion of the shareholder, whose name must be indicated by the Proxy Granter.

<b>Consolidated Financial Statements and the Annual Integrated Report. Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report.</b>					
<b>O.1.2 Allocation of net profit for the year; relevant and ensuing resolutions.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.2 Remuneration and incentive policies of the Banking Group for 2023: examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of Italian Finance Act; resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Italian Finance Act.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.3 Report on the implementation of the Banking Group's remuneration and incentive policies in 2022: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of Italian Finance Act; resolutions pursuant to Article 123-ter, paragraph 6, of Italian Finance Act.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.4 Motion to raise the ratio between the variable to fixed component of remuneration to 2:1; relevant and ensuing resolutions.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.5 Long-Term Incentive Plan for 2023 pursuant to Article 114-bis of Italian Finance Act: assignment of powers; relevant and ensuing resolutions.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.6 Incentive system and other share-based variable remunerations pursuant to Article 114-bis of Italian Finance Act: granting of powers; relevant and ensuing resolutions.</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b>O.7 Authorisation to buy back and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Finance Act and the related implementing provisions, in service of the Long-term</b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

<i>Incentive Plan for 2023 and the incentive system and other share-based variable remunerations as per the foregoing items on the Agenda; granting of powers; relevant and ensuing resolutions.</i>					
<i>O.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions. 1. Motion to appoint co-opted Director Ilaria Romagnoli</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<i>O.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions. 2. Motion to appoint co-opted Director Alfredo Maria De Falco</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>

### C) AMENDMENTS OR ADDITIONS

In the case of voting on amendments or additions (4) to the motions submitted to the Shareholders' Meeting, I, the undersigned, with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			FOR <sup>(b)</sup>	AGAINST	ABSTAINING
<i>O.1 Financial Statements at 31 December 2022.</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>	<i>(not to be filled in)</i>
<i>O.1.1 Approval of the Financial Statements at 31 December 2022. Presentation of the Consolidated Financial Statements and the Annual Integrated Report. Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report.</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<i>O.1.2 Allocation of net profit for the year; relevant and ensuing resolutions.</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<i>O.2 Remuneration and incentive policies of the Banking Group for 2023: examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of Italian Finance Act; resolutions pursuant to Article 123-ter,</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>

<sup>(b)</sup> Indicate if favourable to the proposal of the Board of Directors or if favourable to the proposal of the shareholder whose name must be indicated by the Proxy Granter.



<i>paragraphs 3-bis and 3-ter, of Italian Finance Act.</i>					
<b><i>O.3 Report on the implementation of the Banking Group's remuneration and incentive policies in 2022: examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of Italian Finance Act; resolutions pursuant to Article 123-ter, paragraph 6, of Italian Finance Act.</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.4 Motion to raise the ratio between the variable to fixed component of remuneration to 2:1; relevant and ensuing resolutions.</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.5 Long-Term Incentive Plan for 2023 pursuant to Article 114-bis of Italian Finance Act: assignment of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.6 Incentive system and other share-based variable remunerations pursuant to Article 114-bis of Italian Finance Act: granting of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.7 Authorisation to buy back and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Finance Act and the related implementing provisions, in service of the Long-term Incentive Plan for 2023 and the incentive system and other share-based variable remunerations as per the foregoing items on the Agenda; granting of powers; relevant and ensuing resolutions.</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions.</i></b> <b><i>1. Motion to appoint co-opted Director Ilaria Romagnoli</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<b><i>O.8 Motion to appoint the Directors co-opted pursuant to Article 2386, paragraph 1, of the Italian Civil Code; relevant and ensuing resolutions.</i></b> <b><i>2. Motion to appoint co-opted Director Alfredo Maria De Falco</i></b>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

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..... Date .....

Signature.....

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**DERIVATIVE ACTION**

In the case of voting on motions to bring derivative action within the meaning of Article 2393, paragraph 2, of the Italian Civil Code put forward by shareholders at the time of approval of the Financial Statements, I, the undersigned, appoint the Appointed Representative to vote as indicated below:

IN FAVOUR

AGAINST

ABSTAINING

..... Date .....

Signature.....

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## **INSTRUCTIONS FOR FILLING IN AND DELIVERING THE PROXY FORM**

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1. Write the first and last name of the signatory of the Proxy and Voting Instructions Form.
2. In accordance with Article 135-*undecies*, paragraph 3, of Legislative Decree No. 58/1998, “*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 of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.*”
3. Where significant circumstances arise, unknown at the time the proxy was granted, which cannot be notified to the Proxy Granter, it is possible to choose between: *a)* confirmation of the voting instructions already issued; *b)* modification of the voting instructions already issued; *c)* revocation of the voting instructions already issued. If no choice has been made, then the voting instructions issued in Section A are considered as confirmed. Nonetheless, if in Section A the Proxy Granter instructed the Appointed Representative to vote in favour of the motion of the Board of Directors or of the shareholder and such motion is not submitted to the meeting or voted on, for whatsoever reason, and in Section B no choice is indicated or the choice indicated in Section A is confirmed, the party is considered to have abstained.
4. In cases where amendments or additions to motions submitted to the Shareholders’ Meeting are made, it is possible to choose between: *a)* confirmation of a voting instruction, if already issued; *b)* modification of a voting instruction, if already issued, or the issue of a voting instruction; *c)* revocation of a voting instruction already issued. If no choice has been made, then the voting instructions issued in Section A are considered as confirmed.

NOTE: For any information regarding the granting of proxies (and in particular regarding how to fill in and send the proxy and voting instructions forms), the parties entitled to participate in the Shareholders' Meeting may contact the Appointed Representative using the aforementioned contact details and or by calling the toll-free number: 800134679 (during working days and hours).

**INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) No. 2016/679**

In accordance with Articles 13 and 14 of Regulation (EU) No. 2016/679 (hereinafter also “GDPR”), please note that the information contained in the proxy form will be processed by Studio Legale Trevisan & Associati (hereinafter “**Data Controller**” or “**Controller**”) in order to fulfil the obligations connected with the representation at the Shareholders’ Meeting and vote operations, in compliance with the applicable data protection legislation in force.

Data Controller’s personnel specifically authorised to process data for the above purposes, as Data Processors or Persons in Charge, may have access to the said data. The data in question may be disclosed to specific parties to fulfil an obligation imposed by a national or community law or regulation, or on the basis of instructions from Authorities duly empowered by the law or from supervisory and control authorities. In addition, for the above purposes, the Data Controller may deem necessary to disclose your personal data to third parties such as, for instance, collaborators and/or other authorised personnel of Studio Legale Trevisan & Associati and/or the Company and/or Spafid S.p.A.

Consent is mandatory: if you do not grant your consent to data processing, it will not be possible to allow your proxy representative to participate in the Shareholders' Meeting.

The Data Controller is Studio Legale Trevisan & Associati, in his capacity as Appointed Representative, with registered office in Viale Majno 45 – 20122, Milan.

The Data Controller can be contacted:

- at Studio Legale Trevisan & Associati, Viale Majno 45 – 20122, Milan;
- by calling the numbers +39028051133 / +3902877307.

In compliance with the provisions set forth by GDPR, personal data will be processed through paper, IT and electronic supports, on the basis of reasoning exclusively linked to the above purposes and, in any event, in such a manner so as to guarantee the security and confidentiality of your data, pursuant to the provision of Article 32 of GDPR. Your data will be processed for the time necessary to achieve the objectives of the above data processing, at the end of which it will be stored, where necessary, for the duration set forth by law.

The Data Subject is entitled to exercise the rights set out in Articles 15 to 21 of GDPR, i.e., to be informed, at any time, which information regarding him or her is in the Company's possession, the origin of the information and how it is used, as well as to request that it be updated, rectified, supplemented, deleted, restricted, or made portable, as well as to object to data processing, through the channels indicated above.

The Data Subject is also entitled to withdraw consent and lodge a complaint to the Italian Data Protection Authority (Piazza Venezia 11, 00187, Rome).

The above rights may be exercised against the Controller using the channels specified at the beginning of this notice.

In your capacity as Data Subject, you are entitled to exercise your rights free of charge, pursuant to Article 12 of GDPR. However, where your requests are manifestly unfounded or excessive, also because of their repetitive character, the Controller may either charge a reasonable fee taking into account the administrative costs of managing your request, or refuse to act on the request providing the relevant grounds.

Place and date

Signature(s) (in full and legible)

## REGULATORY FRAMEWORK OF REFERENCE

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### Legislative Decree No. 58 of 24 February 1998

#### **Article 126-bis (Additions to the Agenda of the Shareholders' Meeting and Presentation of New Proposed Resolutions)**

1. Shareholders, who individually or jointly account for at least 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, paragraph 3, or Article 104, paragraph 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 shares, 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. Additions to the agenda or the presentation of new proposed resolutions on items already on the agenda, in accordance with paragraph 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. New proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to Article 125-ter, paragraph 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, paragraph 2, or in the case of a shareholders' meeting convened in accordance with Article 125-bis, paragraph 3.

3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolves on proposal of the governing body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1.

4. Shareholders requesting addition to the agenda in accordance with paragraph 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which they propose discussion or the reason relating to new proposed resolutions presented on items already on the agenda. The report is sent to the governing body within the final terms for presentation of the application for addition to the agenda. The governing body shall make the report available to the public, accompanied by its own observations if any, at the same time as publishing news of the additions to the agenda or presentation of new proposed resolutions in the ways pursuant to Article 125-ter, paragraph 1.

5. If the governing body, or should it fail to take action, the board of auditors or supervisory board or control committee fail to supplement the agenda with the new items or proposals presented in accordance with paragraph 1, the court, having heard the members of the governing and control bodies, where their refusal to do so should prove to be unjustified, orders the additions to the agenda by decree. The decree is published in the ways set out by Article 125-ter, paragraph 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, paragraph 2, of the Italian Civil Code shall 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 relative by blood or by marriage up to the fourth degree 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, paragraph 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 otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established for the shareholders' meeting, also on calls subsequent to the first call. 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 paragraph 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 concerned 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 disclose 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. No powers other than those provided for in this Article may be granted to person appointed as representative.

5. By regulation pursuant to paragraph 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

### **Italian Civil Code**

#### **Article 2393 (Derivative Action)**

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.

2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.

3. A derivative action may be approved with resolution of the Board of Auditors, passed with the favourable vote of two thirds of its members.

4. Such action may be brought within five years of the expiry of the director's term of office.

5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of the directors.

6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's Articles of association in relation to derivative actions brought by the company pursuant to Article 2393-*bis*, paragraphs 1 and 2.