**EUROTECH 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 th April 2020 no. 27 and as last extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25th February 2022 n. 15

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 extension established by D.L. 30th December 2021 no. 228, as converted with modifications by Law 25 th February 2022 n. 15, of **EUROTECH S.p.A.** (hereinafter the "**Company**" or **"EUROTECH"**), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of EUROTECH to be held in Amaro (UD), via Fratelli Solari 3/A, at the registered office of Eurotech S.p.A., **on 28 April 2022, at 10.00 a.m., in a single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at www.eurotech.com , in the section "Investors/Shareholder Information", and in abridged form, in the Italian daily newspaper "Italia Oggi" on 29 March 2022.

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 26 April 2022). 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.

**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) (*)<br>(to be enclosed as a copy) | Issued by (*) | No. (*) |

*This document has been translated into English for the convenience of readers outside Italy.*
*The original Italian document should be considered the authoritative version.*

(§)The Company will process the personal data in accordance with the information attached.
.(*) Mandatory. (**) It is recommended to fill.
Società per Amministrazioni Fiduciarie SPAFID S.p.A.

**EUROTECH S.p.A.**

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

**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**

**No. (*)** _____ **shares Eurotech - ISIN IT0003895668** Registrated 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 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) ****

## 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 Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of EUROTECH to be held in Amaro (UD), via Fratelli Solari 3/A, at the registered office of Eurotech S.p.A., on 28 April 2022, at 10.00 a.m., in a single call.

**RESOLUTIONS SUBJECT TO VOTING**

**1. Financial statements of "Eurotech S.p.A." as at 31 December 2021; Directors' report on operations for the year 2021; report of the Board of Statutory Auditors; report of the Independent Auditors. Related and consequent resolutions. Presentation of the Group's consolidated financial statements as at 31 December 2021 and related reports.**

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*

☐ **confirms the instructions** ☐ **revokes the instructions**

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

□ **In Favour** : _____ □ **Against** □ **Abstain**

**2. Allocation of net income. 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*

☐ **confirms the instructions** ☐ **revokes the instructions**

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

□ **In Favour** : _____ □ **Against** □ **Abstain**

## 3. Report on remuneration policy and compensation paid;

### 3.1 Approval of the remuneration policy pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;

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 Deliberations on the "second section" of the report, pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998.

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. Authorisation to purchase and dispose of own shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58/1998 and related implementing provisions, subject to revocation of the authorization granted by the Ordinary Shareholders' Meeting of 11 June 2021. 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**

**5. Long-term share-based incentive plan, pursuant to Article 114-bis of Legislative Decree no. 58/1998. 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**

**6. Integration of the Board of Statutory Auditors. Related and consequent resolutions.**

| Proposal of Emera S.r.l. | *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*

☐ **confirms the instructions** ☐ **revokes the instructions**

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

□ **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 choise 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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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 26 April 2022, 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 assemblee2022@pec.spafid.it (subject line "Proxy for EUROTECH 2022 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: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for EUROTECH 2022 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF**) in advance by ordinary e-mail to assemblee2022@pec.spafid.it (subject line: "Proxy for EUROTECH 2022 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 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.).

## INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, together with GDPR, "**Privacy Legislation**"), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the "**Company**" or "**the Controller**") as data controller, is required to an information notice on the use of personal data.

**a) Purpose of the processing and why your personal data is required**

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Appointed Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

**b) Legal ground**

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

**c) Processing logics**

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

**d) Categories of data processed**

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

**e) Communication and dissemination of data**

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as autorhized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at www.spafid.it - "Privacy" section.
Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses).
Personal data processed by the Company are not subject to dissemination.

**f) Data retention**

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they where processed, therefore taking into account:
- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

**g) Rights of the data subject**

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR).Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: privacy_emittenti@spafid.it. The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

**h) Controller and Data Protection Officer**

The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

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

Società per Amministrazioni Fiduciarie

" SPAFID" S.p.A.

## PRIVACY POLICY STATEMENT EX ART. 13 AND 14 OF THE EU REGULATION 2016/679 AND THE NATIONAL LEGISLATION IN FORCE ON THE PROTECTION OF PERSONAL DATA

We remind you, pursuant to art.13 of Regulation n 679/2016 (GDPR), that the data contained in the Proxy Form to the designated representative will be processed by Eurotech S.p.A. - data controller - in order to manage the assembly operations, in compliance with current legislation on the protection of personal data. In addition to the above purposes, the aforementioned data may be processed in order to comply with the obligations laid down by law, regulations or EU legislation. The legal basis on which the processing is based is, therefore, the relationship as shareholder (or delegate) of Eurotech S.p.A. and the need to fulfil a legal obligation. Eurotech S.p.A. keeps the data for a period of time not exceeding the achievement of the purposes for which they are collected and subsequently processed, as well as for the period required by law, for administrative purposes and the management of any complaints/disputes. The treatment is done manually and / or through computer and telematic tools with logic related to the above purposes and, however, in order to ensure the security and confidentiality.
Personal data may be known by our collaborators who are specifically authorized to process them, in their capacity as Data Processors or Persons in Charge, for the pursuit of the above-mentioned purposes; such data may be disclosed (in particular, some personal data may be disclosed to the financial market, in accordance with the laws in force and CONSOB regulations) or communicated to specific subjects in fulfilment of a legal obligation, regulation or Community legislation, or on the basis of provisions issued by Authorities empowered to do so by law or by supervisory and control bodies (including, for example, Directors, Auditors, Auditing Firms, etc.). Without the data indicated as compulsory (*) it will not be possible to allow the delegate to participate in the Meeting. The interested party has the right to know, at any time, what data is held on him/her by us, its origin and how it is used; he/she also has the right to have it updated, corrected, supplemented or deleted, to request blocking and to object to its processing (within the limits and under the conditions laid down in articles 15-21 of the GDPR) by contacting Eurotech S.p.A. (tel. +39 0433 485411; fax +39 0433 485455). The Data Controller is Eurotech S.p.A. with registered office in Amaro (UD), Via Fratelli Solari 3/A. The company has appointed a Data Protection Officer who can be contacted at the following address: dpo@eurotech.com.

**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.

**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 art. 3, D.L. 228/2021**
**as converted with modifications by Law 25th February 2022 n. 15)**

**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 2022.