

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

STUDIO SEGRE S.r.l., with registered office in Via Valeggio 41, Turin, as Designated Representative pursuant to art. 135-undecies of Italian Legislative Decree 58/98 (TUF) by the company NEWLAT FOOD S.p.A., is collecting proxies relating to the shareholders' meeting convened on 28 April 2022 at 12 noon on first call at the headquarters of NEWLAT GROUP S.A., and on 5 May 2022, same time and place on second call, in the manner and within the terms set out in the notice of call published on the Company's website, and in abstract in the newspaper *ITALIA OGGI* on 19 March 2022 with the following agenda:

1. Approval of the Financial Statements as at 31 December 2021, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2021.
2. Allocation of the profit for the year. Related resolutions.
3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998:
 - 3.1 Binding resolution on the first section on remuneration policy pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998.
 - 3.2 Non-binding resolution on the second section on remuneration paid pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree 58 of 24 February 1998.
4. Appointment of the Board of Directors for the financial years 2022-2024 and determination of the remuneration:
 - 4.1. Determination of the number of members of the Board of Directors.
 - 4.2. Determination of the term of office of the Board of Directors.
 - 4.3. Appointment of the Board of Directors.
 - 4.4. Appointment of the Chair of the Board of Directors.
 - 4.5. Determination of remuneration.
5. Appointment of the Board of Statutory Auditors for the financial years 2022-2024 and determination of the relative emoluments:
 - 5.1. Appointment of Standing Statutory Auditors, including the Chairman of the Board of Statutory Auditors, and Alternate Statutory Auditors.
 - 5.2. Determination of emoluments.
6. Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.

The proxy and voting instructions may be revoked by midnight on 26 April 2022, the second trading day prior to the date set for the shareholders' meeting at first call, or by midnight on 3 May 2022, in relation to the second call, in the same manner as they were conferred.

**The delegation of the proxy and voting instructions by signing this form does not entail any
expense for the proxy holder.**

In the event of unknown circumstances or in the event of changes or additions to the proposals submitted to the shareholders' meeting, STUDIO SEGRE S.r.l., as Designated Representative, while not having any interest whatsoever with respect to the aforementioned proposals, as a precautionary measure shall not cast a vote that differs from what is indicated in the instructions since, in consideration of the existing contractual relationships, concerning in particular the keeping of the shareholders' register and

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

technical assistance at the meeting and the related ancillary services, it could be considered under one of the conditions indicated in art. 135-decies, paragraph 2, letter f) of the TUF.

PROXY DELEGATION FORM

Section to be submitted to the Company through the Designated Representative – complete with the required information

The undersigned (*personal info/ name of the entity entitled to vote*), born in,
on, resident/based in the city of, street address, tax code
....., email address (*optional*), communication no. (reference of the
communication provided by the intermediary - *data to be provided at the discretion of the delegator*)
....., any
identification codes (*data to be provided at the discretion of the delegator*),

DELEGATES

the Designated Representative to attend and vote at the meeting specified above as per the instructions
provided to it with regard to no. shares registered in securities account no.
....., with (*intermediary custodian*), ABI....., CAB
.....

Declares to be aware of the possibility that the proxy to the Designated Representative may contain
voting instructions only for some of the proposed resolutions on the agenda, and that in this case the
vote will be exercised only for proposals in relation to which voting instructions are given.

The undersigned (*name and surname of the signatory other than the holder of the shares*) signs this proxy as:

- ☐ Secured creditor
- ☐ Beneficial owner
- ☐ Usufructuary
- ☐ Custodian
- ☐ Manager
- ☐ Legal representative or proxy with power to sub-delegate

Date

Signature

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

VOTING INSTRUCTIONS

Section containing information intended only for the Designated Representative - Tick the appropriate boxes

The undersigned (company name/personal info) delegates the Designated Representative to vote according to the following voting instructions at the shareholders' meeting convened on 28 April/5 May 2022 by the company NEWLAT FOOD S.p.A.

A) Resolutions put to the vote (*)

1. Approval of the Financial Statements as at 31 December 2021, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Related resolutions. Presentation of the consolidated financial statements as at 31 December 2021.

☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

2. Allocation of the profit for the year. Related resolutions.

☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998:

- Binding resolution on the first section on remuneration policy pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998.

☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- Non-binding resolution on the second section on remuneration paid pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree 58 of 24 February 1998.

☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

4. Appointment of the Board of Directors for the financial years 2022-2024 and determination of the remuneration:

- DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.

- ☐ FOR the proposal of the Board of Directors
☐ FOR the proposal of the Majority shareholder
☐ FOR the proposal of another Shareholder
☐ AGAINST
☐ ABSTAIN
☐ NOT PARTICIPATING IN THE VOTE

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

Statement justifying the vote against or abstention, if any

- DETERMINATION OF THE TERM OF OFFICE OF THE BOARD OF DIRECTORS.

- ☐ FOR the proposal of the Board of Directors
- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder (*specify the name*)
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE BOARD OF DIRECTORS.

- ☐ FOR THE SLATE (*specify the shareholders who submitted the slate or, if available, the number of the chosen slate*).
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS.

- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF REMUNERATION.

- ☐ FOR the proposal of the Board of Directors
- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

5. Appointment of the Board of Statutory Auditors for the financial years 2022-2024 and determination of the relative emoluments:

- APPOINTMENT OF STANDING STATUTORY AUDITORS, INCLUDING THE CHAIR OF THE BOARD OF STATUTORY AUDITORS, AND ALTERNATE STATUTORY AUDITORS.

- ☐ FOR THE SLATE (*specify the shareholders who submitted the slate or, if available, the number of the chosen slate*).
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

- DETERMINATION OF EMOLUMENTS.

- ☐ FOR the proposal of the Board of Directors
☐ FOR the proposal of the Majority shareholder
☐ FOR the proposal of another Shareholder
☐ AGAINST
☐ ABSTAIN
☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

6. Authorisation to purchase and dispose of treasury shares, after revocation of the previous one.

- ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

.....

B) In the event of circumstances unknown at the time of the issuance of the proxy,⁽¹⁾ I, the undersigned, with regard to the

Resolutions referred to in item 1 of the Agenda

- ☐ CONFIRM THE INSTRUCTIONS
☐ REVOKE THE INSTRUCTIONS (*)
☐ CHANGE THE INSTRUCTIONS: ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

.....

Resolutions referred to in item 2 of the Agenda

- ☐ CONFIRM THE INSTRUCTIONS
☐ REVOKE THE INSTRUCTIONS (*)
☐ CHANGE THE INSTRUCTIONS: ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

.....

Resolutions referred to in item 3 of the Agenda

- Binding resolution on the first section on remuneration policy pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998.

- ☐ CONFIRM THE INSTRUCTIONS
☐ REVOKE THE INSTRUCTIONS (*)
☐ CHANGE THE INSTRUCTIONS: ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

.....

- Non-binding resolution on the second section on remuneration paid pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree 58 of 24 February 1998.

- ☐ CONFIRM THE INSTRUCTIONS
☐ REVOKE THE INSTRUCTIONS (*)

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

☐ CHANGE THE INSTRUCTIONS: ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT
PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 4 of the Agenda

- DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF THE TERM OF OFFICE OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR SLATE (*specify the shareholders who have submitted the slate, or where available the number of the chosen slate*).
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES OF THE CONSOLIDATED LAW ON FINANCE**

☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF REMUNERATION.

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

☐ FOR the proposal of the Board of Directors

☐ FOR the proposal of the Majority shareholder

☐ FOR the proposal of another Shareholder

☐ AGAINST

☐ ABSTAIN

☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 5 of the Agenda

**- APPOINTMENT OF STANDING STATUTORY AUDITORS, INCLUDING THE CHAIR
OF THE BOARD OF STATUTORY AUDITORS, AND ALTERNATE STATUTORY
AUDITORS.**

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

☐ FOR SLATE (*specify the shareholders who have submitted the slate, or where
available the number of the chosen slate*).

☐ AGAINST

☐ ABSTAIN

☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF EMOLUMENTS.

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

☐ FOR the proposal of the Board of Directors

☐ FOR the proposal of the Majority shareholder

☐ FOR the proposal of another Shareholder

☐ AGAINST

☐ ABSTAIN

☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 6 of the Agenda

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS: ☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING
IN THE VOTE

Statement justifying the vote against or abstention, if any

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE
PURSUANT**

C) In the event of a vote on changes or additions to the resolutions presented to the shareholders' meeting⁽²⁾, I, the undersigned, with regard to the

Resolutions referred to in item 1 of the Agenda

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 2 of the Agenda

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 3 of the Agenda

- Binding resolution on the first section on remuneration policy pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- Non-binding resolution on the second section on remuneration paid pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree 58 of 24 February 1998.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE
PURSUANT**

- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 4 of the Agenda

- DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF THE TERM OF OFFICE OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR the proposal of the Board of Directors
 - ☐ FOR the proposal of the Majority shareholder
 - ☐ FOR the proposal of another Shareholder
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE BOARD OF DIRECTORS.

- ☐ CONFIRM THE INSTRUCTIONS
- ☐ REVOKE THE INSTRUCTIONS (*)
- ☐ CHANGE THE INSTRUCTIONS:
 - ☐ FOR SLATE *(specify the shareholders who have submitted the slate, or where available the number of the chosen slate).*
 - ☐ AGAINST
 - ☐ ABSTAIN
 - ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- APPOINTMENT OF THE CHAIR OF THE BOARD OF DIRECTORS.

- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE
PURSUANT**

☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF REMUNERATION.

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

- ☐ FOR the proposal of the Board of Directors
- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 5 of the Agenda

- APPOINTMENT OF STANDING STATUTORY AUDITORS, INCLUDING THE CHAIR OF THE BOARD OF STATUTORY AUDITORS, AND ALTERNATE STATUTORY AUDITORS.

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

- ☐ FOR SLATE *(specify the shareholders who have submitted the slate, or where available the number of the chosen slate).*
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

- DETERMINATION OF EMOLUMENTS.

☐ CONFIRM THE INSTRUCTIONS

☐ REVOKE THE INSTRUCTIONS (*)

☐ CHANGE THE INSTRUCTIONS:

- ☐ FOR the proposal of the Board of Directors
- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

Resolutions referred to in item 6 of the Agenda

- ☐ FOR the proposal of the Board of Directors
- ☐ FOR the proposal of the Majority shareholder
- ☐ FOR the proposal of another Shareholder
- ☐ AGAINST
- ☐ ABSTAIN
- ☐ NOT PARTICIPATING IN THE VOTE

Statement justifying the vote against or abstention, if any

FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT

In the event of a vote on the **liability action** proposed pursuant to art. 2393, paragraph 2 of the Italian Civil Code by shareholders upon approval of the financial statements, the undersigned delegates the Designated Representative to vote as follows:

☐ FOR ☐ AGAINST ☐ ABSTAIN ☐ NOT PARTICIPATING IN THE VOTE

(*) Pursuant to art. 135-undecies, paragraph 3 of the TUF, "The shares for which the proxy has been granted, even partially, are counted for the purpose of the regular constitution of the meeting. With regard to proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

(1) In the event of significant circumstances unknown at the time of the issuance of the proxy that cannot be communicated to the delegator, it is possible to choose between: a) confirmation of the voting instructions already expressed; b) modification of the voting instructions already expressed; c) revocation of the voting instructions already expressed. If no choice is made, the voting instructions under point A) will be considered confirmed

(2) In the event of changes or additions to the proposed resolutions submitted to the meeting, it is possible to choose between: a) confirmation of the voting instructions already expressed; b) modification of the voting instructions already expressed; c) revocation of the voting instructions already expressed. If no choice is made, the voting instructions under point A) will be considered confirmed

**Protection of persons and other entities with regard to the “processing of personal data”
Privacy Policy pursuant to GDPR 679/2016 and Italian Legislative Decree 196/2003 and subsequent
amendments and additions**

Pursuant to Article 13 of Regulation EU no. 679 of 27.04.2016, "GDPR", and Italian Legislative Decree no. 196 of 30.06.2003, as amended by Italian Legislative Decree no. 101 of 10.08.2018, STUDIO SEGRE S.r.l., as data controller of the personal data ("the Data") hereby informs you of the following:

1. PURPOSE OF THE DATA PROCESSING

The data provided will be processed by STUDIO SEGRE S.r.l. on computers and/or on paper for the following purposes:

- a) Execution of the obligations relating to representation at the meeting and the expression of the vote of the party represented in accordance with the instructions given thereby to STUDIO SEGRE S.r.l.
- b) Fulfilment of the obligations envisaged by laws, regulations and Community legislation, or provisions issued by Authorities and Regulators or administrative practices.

The provision of data and the processing thereof by STUDIO SEGRE S.r.l. for these purposes, necessary for the management of the contractual relationship or related to the fulfilment of regulatory obligations, is mandatory and therefore does not require explicit consent, otherwise STUDIO SEGRE S.r.l. shall not be able to establish and manage this relationship.

The data are accessible only to those who need them within STUDIO SEGRE S.r.l. because of their work and tasks. These persons, whose number will be limited to the minimum necessary, process the data as “appointees” designated for this purpose and appropriately instructed to avoid the loss, destruction, unauthorised access or unauthorised processing of the data.

The Data Controller is STUDIO SEGRE S.r.l. with registered office in Turin, Via Valeggio 41 – 10129, in the person of the director designated for this function.

The person responsible for processing at STUDIO SEGRE S.r.l. is Mr. Massimo Segre, who is responsible for responding to any requests made with respect to the processing of personal data. Domiciled for the activity performed at STUDIO SEGRE S.r.l., he has an updated list of any other internal or external data processing managers.

2. DISCLOSURE OF DATA TO THIRD PARTIES

STUDIO SEGRE S.r.l. may disclose the data for the same purposes for which they were collected to the Authorities and to the Supervisory and Control Bodies, or to other parties specified by them, by virtue of measures issued by them, or established by laws, including European Community laws, regulations or administrative practices.

3. TRANSFER OF DATA ABROAD

The data of the data subject may also be transferred abroad, within the EU, for the same purposes listed in point 1 above, with or without the use of electronic or automated means.

4. PROCESSING METHODS

STUDIO SEGRE S.r.l. processes the data of the data subjects in a lawful and proper manner, and in such a way as to ensure their confidentiality and security. The processing – which includes collection and any other operation contemplated in the definition of “processing” pursuant to articles 13, 14 and 15 of the Code – is carried out using manual, computerised and/or electronic tools, with organisational methods and logics that are strictly correlated with the purposes specified.

5. EXERCISING YOUR RIGHTS

Data subjects may assert their rights based on articles 16, 17 and 18 of the Code. Among other things, these provide that the data subject may request access to his/her data, obtain a copy of the information processed and, where necessary, update, correct, supplement or delete the data or block the processing, as well as object in whole or in part, on legitimate grounds, to the processing of his/her data.

In accordance with the law, the data subject may assert the aforementioned rights by contacting STUDIO SEGRE S.r.l., Via Valeggio 41 – 10129 Turin, for the attention of the Data Controller or Data Processing Manager, as identified above.

STUDIO SEGRE S.r.l.

The undersigned also acknowledges and does not object to the privacy policy regarding the protection of personal data of the Designated Representative.

DATE..... SIGNATURE.....

**FORM FOR THE DELEGATION OF PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT TO
ART. 135-**

Italian Legislative Decree no. 58 of 24 February 1998: “Consolidated Law on Finance”

Art. 135-decies

(Conflict of interest of representative and alternates)

1. The granting of a proxy to a representative with a conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict, and provided that there are specific voting instructions for each resolution for which the representative must vote on behalf of the shareholder. The representative bears the burden of proof that it has informed the shareholder the circumstances giving rise to the conflict of interest. The second paragraph of article 1711 of the Italian Civil Code shall not apply.
2. For the purposes of this article, there shall in any event be a conflict of interest where the representative or alternate:
 - a) Controls the company or is controlled by it, even jointly, or is subject to joint control with the company.
 - b) Is linked to the company or exerts a significant influence on it or the latter exerts a significant influence on the representative.
 - c) Is a member of the board of directors or board of statutory auditors of the company or of the parties indicated in letters a) and b).
 - d) Is an employee or auditor of the company or the parties referred to in letter a).
 - e) Is a spouse, relative or similar to the fourth degree of the parties indicated in letters a) to c).
 - f) Is linked to the company or to the parties indicated in letters a), b), c) and e) by self-employed or employed relationships or by other financial relationships that compromise their independence.
3. The replacement of the representative with an alternate having a conflict of interest is allowed only if the alternate has been specified by the shareholder. Paragraph 1 shall apply in such a case. The disclosure obligations and the related burden of proof remain with the representative.
4. This article shall also apply in the case of transfer of shares by proxy.

Art. 135-undecies

(Representative appointed by the company with listed shares)

1. Unless otherwise envisaged in the by-laws, for each shareholders' meeting companies with listed shares shall designate a party to whom the shareholders may delegate – by the end of the second trading day prior to the date set for the shareholders' meeting, even for a call subsequent to the first – a proxy with instructions on how to vote on all or some of the items on the agenda. Such proxy shall be effective only for proposals for which voting instructions are given.
2. The proxy is granted by signing a delegation form, the content of which is regulated by Consob. The delegation of the proxy does not entail any costs for the shareholder. The proxy and voting instructions may always be revoked within the period specified in paragraph 1.
3. The shares for which the proxy has been granted, even partially, are counted for the purpose of the regular constitution of the meeting. With regard to proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.
4. The party designated as representative is required to disclose any interest that it has on its own behalf or on behalf of third parties with respect to the proposed resolutions on the agenda. It also maintains the confidentiality of the content of the voting instructions received until the beginning of the voting, without prejudice to the possibility of disclosing this information to its employees and auxiliaries, who are subject to the same duty of confidentiality. The party designated as representative can only be delegated proxy power in compliance with this article.
5. With the regulations referred to in paragraph 2, Consob may determine the cases in which the representative who is not in any of the conditions detailed in article 135-decies may cast a vote that differs from what is specified in the instructions.