

**INFRASTRUTTURE WIRELESS ITALIANE S.p.A.**

Ordinary Shareholders' Meeting

called for 20 April 2021, at 3:00 p.m., in a single call,  
in Milan, Via Agnello n. 18, at Studio Notarile Marchetti

**Form for granting a proxy to the designated representative pursuant to  
art. 135-undecies of Legislative Decree 58/1998**

**Part 1 of 2**

The law firm Studio Legale Trevisan & Associati, with offices in Milan, Viale Majno no. 45, (VAT no. 07271340965), as the "Designated Representative" ("**Designated Representative**"), pursuant to article 135-undecies of Legislative Decree 58/1998, of INFRASTRUTTURE WIRELESS ITALIANE Società per Azioni (hereinafter also referred to as the "**Company**" or "**Infrastrutture Wireless Italiane**" or "**INWIT**"), is collecting voting proxies for the Ordinary Shareholders' Meeting of Infrastrutture Wireless Italiane, called for 20 April 2021, in a single call, following the procedures and terms set out in the call notice published on 11/03/2021 on the Company's website [www.inwit.it/assemblea](http://www.inwit.it/assemblea), as well as sent to Borsa Italiana S.p.A. and made available on the authorised storage mechanism "1Info" ([www.1info.it](http://www.1info.it)) and published in summary form in the daily newspaper "Il Sole 24 ORE" on 11/03/2021.

The proxy form with the relative voting instructions must be received as original copies by the end of the second trading day prior to the date of the Shareholders' Meeting (that is, by 11:59 p.m. on 16 April 2021), together with:

- a copy of a valid identity document of the delegating party; or
- if the delegating party is a legal person, a copy of a valid identity document of the interim legal representative, or of another subject granted suitable powers, together with suitable documentation proving their qualification and powers;

using one of the following alternative procedures:

- (i) for proxies with a hand-written signature, sent by courier or registered mail with proof of receipt, to Studio Legale Trevisan & Associati, Viale Majno no. 45 - 20122 Milan (Ref. "Proxy INFRASTRUTTURE WIRELESS ITALIANE Shareholders' Meeting January 2021");
- (ii) for proxies with a qualified electronic or digital signature, by certified email to: *rappresentante-designato@pec.it*.

The proxy and voting instructions may be withdrawn by the end of the second trading day prior to the date of the Shareholders' Meeting (that is, by 11:59 p.m. on 16 April 2021), following the same procedures indicated above.

**The granting of proxy and voting instructions by signing this form will not cost the delegating party anything (except for any postage costs).**

**Declaration of the Designated Representative**

*Studio Legale Trevisan & Associati has declared that it has no personal interest in the proposed resolution submitted for voting. However, taking into account the contractual relations in place with some of its substitutes and the Company and in any case, for all legal purposes, it expressly declares that, should any unknown circumstances arise, or should any amendments or supplements be made to the proposals submitted to the Shareholders' Meeting, it and/or its substitutes shall not cast a vote other than that indicated in the voting instructions.*

**PROXY FORM**

(Section to send to the Company through the Designated Representative – Fill with requested information)

I, the undersigned (Name / personal information of the subject entitled to vote)\*

born in\* \_\_\_\_\_  
 on\* \_\_\_\_\_  
 resident in\* (city) \_\_\_\_\_  
 at\* (address) \_\_\_\_\_  
 registered \_\_\_\_\_ offices\* \_\_\_\_\_ (address) \_\_\_\_\_  
 TAX CODE\* \_\_\_\_\_ Phone no. \_\_\_\_\_  
 E-mail \_\_\_\_\_ address \_\_\_\_\_

Data may be filled in by the delegating shareholder:

- communication no. \_\_\_\_\_ (identification of the communication provided by the intermediary)
- identification codes, if present \_\_\_\_\_

**DELEGATE** the Designated Representative to participate and vote at the shareholders' meeting indicated above as instructed with reference to \* \_\_\_\_\_ (number of shares) Infrastrutture Wireless Italiane S.p.A. shares, ISIN code IT0005090300, recorded in Securities Account no.\* \_\_\_\_\_ at \_\_\_\_\_ (custodial intermediary)\*  
 \_\_\_\_\_ 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 shall be exercised only for those proposals for which voting instructions are conferred;

**AUTHORISE** the designated representative to process my personal data for the purposes and under the terms and conditions indicated in the annexed information notice.

**Studio Legale Trevisan & Associati**, with registered office in Milan, Viale Majno no. 45, represented by Dario Trevisan, born in Milan on 4.05.1964 (Tax Code TRVDRA64E04F205I), who may in turn be substituted by Camilla Clerici born in Genoa on 19/01/1973 (Tax Code CLRCLL73A59D969J), or by Giulio Tonelli born in La Spezia on 27/02/1979 (Tax Code TNLGLI79B27E463Q), or by Valeria Proli born in Novara on 24/10/1984 (Tax Code PRLVLR84R64F952S), or by Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (Tax Code CRTRFL89H44A669V), or by Andrea Ferrero born in Turin on 05/05/1987 (Tax Code FRRNDR87E05L219F), or by Tania Scatamacchia born in Melfi (PZ) on 28/02/1987 (Tax Code SCTTNA87B68F104C), or by Beatrice Maria Mero born in Milan on 22/06/1987 (Tax Code MREBRC87H62F205C), or by Marco Esposito born in Monza on 30/08/1992 (Tax Code SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdarno (VI) on 03/02/1976 (Tax Code BVLCHR76B43L551U), or by Cristina Sofia Barracchia born in Trani (BT) on 05/02/1991 (Tax Code BRRCST91B45L328G), all domiciled for the purposes of this proxy at the law firm Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 – Milan.

I, the undersigned (surname and name of the signatory **only if different from the owner of the shares**) .....

\_\_\_\_\_ born in \_\_\_\_\_

on\* \_\_\_\_\_ signs this proxy as (mark the appropriate box)

- pledgee
- contango broker
- usufructuary
- custodian
- manager
- legal representative or attorney empowered to sub-delegate
- other (specify) \_\_\_\_\_

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

Signature \_\_\_\_\_

(\*) Mandatory

**Part 2 of 2**

**VOTING INSTRUCTIONS**

*(Section containing information for the Designated Representative only - Please tick selected boxes)*

I, the undersigned (1) *(name / personal information)*\*

delegate the Designated Representative to vote in accordance with the following voting instructions at the Shareholders' Meeting called for 20 April 2021, in a single call, by Infrastrutture Wireless Italiane S.p.A.

**A) RESOLUTIONS SUBJECT TO VOTING (2)**

	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED TO THE BOARD OF DIRECTORS  (<sup>a</sup>)</b>	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER  (<sup>a</sup>) (<sup>b</sup>)</b>	<b>AGAINST  (<sup>c</sup>)</b>	<b>ABSTAIN  (<sup>c</sup>)</b>
<b><i>O.1. Financial statements as at 31 December 2020 – Approval of the documentation on the financial statements – related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.2. Financial Statements as at 31 December 2020 – Allocation of profits and losses for the year; related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.3. Report on the remuneration policy and compensation paid – Approval of the first section (remuneration policy); related and consequent resolutions</i></b>	<i>(tick with cross)</i>	..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.4. Report on the remuneration policy and compensation paid – Non-binding vote on the second section (2020 compensation); related and consequent resolutions</i></b>	<i>(tick with cross)</i>	..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.5. Supplementation of the independent auditor's fees; related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.6. Appointment of the Board of Statutory Auditors – Appointment of the standing and alternate auditors; related and consequent resolutions.</i></b>	<i>Non-fillable field</i>	<i>Slate no. .... and/or submitted by .....</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.7. Appointment of the Board of Statutory Auditors – Appointment of the Chairman of the Board of Statutory Auditors; related and consequent resolutions.</i></b>	<i>Non-fillable field</i>	<i>In favour of the appointment as Chairman of the standing auditor chosen from the slate</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>

(<sup>a</sup>) Failure to make a proposal by the Board of Directors or the Shareholder indicated in this section is considered an unknown circumstance, and therefore should this occur the Designated Representative will follow the voting instructions indicated in Section()

(<sup>b</sup>) In favour of the proposal of the shareholder, whose name must be indicated by the delegating party.

(<sup>c</sup>) Against/Abstained from any proposal made.

	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED TO THE BOARD OF DIRECTORS</b>  ( <sup>a</sup> )	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER</b>  ( <sup>a</sup> ) ( <sup>b</sup> )	<b>AGAINST</b>  ( <sup>c</sup> )	<b>ABSTAIN</b>  ( <sup>c</sup> )
		<i>that received the fewest votes *</i>		
<b><i>O.8. Appointment of the Board of Statutory Auditors – Determination of the fee; related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	 ..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.9. a) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i></b>	<i>Proposal to confirm Giovanna Bellezza as Director</i>	 ..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.9. b) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i></b>	<i>Proposal to confirm Rosario Mazza as Director</i>	 ..... <i>(shareholder's name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>

\* The Bylaws state that “the standing auditor chosen from the slate that received the fewest votes” shall be appointed as Chairman of the Board of Statutory Auditors; this candidate is therefore identified automatically with no possible alternative.

## B) UNKNOWN CIRCUMSTANCES

In case of unknown circumstances at the time that the proxy (3) was issued I, the undersigned, with regard to the:

	<b>CONFIRM THE INSTRUCTIO NS</b>	<b>REVOKE THE INSTRUCTIO NS</b>	<b>MODIFY THE INSTRUCTIONS</b>		
			<b>IN FAVOUR (<sup>d</sup>)</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b><i>O.1. Financial statements as at 31 December 2020 – Approval of the documentation on the financial statements – related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	 .....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.2. Financial Statements as at 31 December 2020 – Allocation of profits and losses for the year; related and consequent resolutions.</i></b>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	 .....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.3. Report on the remuneration policy and compensation paid – Approval of the first section (remuneration policy); related and consequent resolutions</i></b>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	 .....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<b><i>O.4. Report on the remuneration policy and compensation paid – Non-binding vote on the second section (2020 compensation); related and consequent resolutions</i></b>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	 .....	<i>(tick with cross)</i>	<i>(tick with cross)</i>

(<sup>d</sup>) Indicate whether you are in favour of the proposal of the Board of Directors or if you are in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			IN FAVOUR (d)	AGAINST	ABSTAIN
<i>O.5. Supplementation of the independent auditor's fees; related and consequent resolutions</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.6. Appointment of the Board of Statutory Auditors – Appointment of the standing and alternate auditors; related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	Slate no. .... and/or submitted by. ..... .....	(tick with cross)	(tick with cross)
<i>O.7. Appointment of the Board of Statutory Auditors – Appointment of the Chairman of the Board of Statutory Auditors; related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	<i>In favour of the appointment as Chairman of the standing auditor chosen from the slate that received the fewest votes *</i>	(tick with cross)	(tick with cross)
<i>O.8. Appointment of the Board of Statutory Auditors – Determination of the fee; related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.9. a) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.9. b) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

\* The Bylaws state that “the standing auditor chosen from the slate that received the fewest votes” shall be appointed as Chairman of the Board of Statutory Auditors; this candidate is therefore identified automatically with no possible alternative.

### C) AMENDMENTS OR SUPPLEMENTS

In the event of any voting on amendments or additions (4) to the motions submitted to the Shareholder Meeting with regard to the:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			IN FAVOUR (e)	AGAINST	ABSTAIN
<i>O.1. Financial statements as at 31 December 2020 – Approval of the documentation on the financial statements – related and consequent resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.2. Financial Statements as at 31 December 2020 – Allocation of profits</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

(e) Indicate whether you are in favour of the proposal of the Board of Directors or if you are in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			IN FAVOUR (°)	AGAINST	ABSTAIN
<i>and losses for the year; related and consequent resolutions.</i>					
<i>O.3. Report on the remuneration policy and compensation paid – Approval of the first section (remuneration policy); related and consequent resolutions</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.4. Report on the remuneration policy and compensation paid – Non-binding vote on the second section (2020 compensation); related and consequent resolutions</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.5. Supplementation of the independent auditor’s fees; related and consequent resolutions</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.6. Appointment of the Board of Statutory Auditors – Appointment of the standing and alternate auditors; related and consequent resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	<i>Slate no. .... and/or submitted by. ....</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.7. Appointment of the Board of Statutory Auditors – Appointment of the Chairman of the Board of Statutory Auditors; related and consequent resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	<i>In favour of the appointment as Chairman of the standing auditor chosen from the slate that received the fewest votes *</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.8. Appointment of the Board of Statutory Auditors – Determination of the fee; related and consequent resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.9. a) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.9. b) Appointment of two Directors pursuant to Article 2386(1) of the Italian Civil Code and paragraph 13.17 of the Company Bylaws; related and consequent resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>

\* The Bylaws state that “the standing auditor chosen from the slate that received the fewest votes” shall be appointed as Chairman of the Board of Statutory Auditors; this candidate is therefore identified automatically with no possible alternative.

..... (Date),.....

Signature.....

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**LIABILITY ACTION**

Where a vote on the liability action proposed pursuant to Article 2393, subsection 2 , of the Italian Civil Code by shareholders upon the approval of the financial statements, the undersigned delegates the Designated Representative to vote according to the following voting instructions:

IN FAVOUR     AGAINST     ABSTAIN

.....Date,.....

Signature.....

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## *COMPILATION AND TRANSMISSION INSTRUCTIONS*

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1. Indicate the first name and last name of the signatory of the proxy and voting instructions Form.
2. Pursuant to Article 135-*undecies*, subsection 3, of Leg. 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 approval of the resolutions".
3. When significant circumstances arise, which were unknown when the proxy was issued and which cannot be communicated to the delegating party, it is possible to choose between: a) confirming the voting instructions already given; b) amending the voting instructions already given; c) revoking the voting instructions already given. If no choice is made, the voting instructions in section A) are considered confirmed. Nevertheless, if the delegating party, in Section A), has indicated their wish to vote in favour of the proposal made by the Board of Directors or the shareholder and this proposal is not submitted or is not put to the vote for any reason and, in Section B, no choice has been made or the choice indicated in Section A has been confirmed, the subject shall be understood to have abstained.
4. In cases where amendments or supplements are made to the resolution proposals submitted to the shareholders' meeting, it is possible to choose between: a) confirming any voting instructions already given; b) amending the voting instructions already given or confirming the voting instruction; c) revoking the voting instructions already given. If no choice is made, the voting instructions in section A) are considered confirmed.

N.B. For any clarifications on the granting of the proxy (and in particular compilation of the proxy form and voting instructions and their transmission) subjects entitled to participate at the Shareholders' Meeting may contact the Designated Representative, at the addresses indicated above and/or via the Freephone Number: 800134679 (during work days and hours).

## **PRIVACY NOTICE**

Pursuant to art. 13 of Regulation EU 2016/679 (“Regulations on the protection of natural persons with regard to the processing of personal data and the free circulation of such data”)

As regards the personal data that the law firm Studio Legale Trevisan & Associati - as the Designated Representative of the Issuer - will come to hold in the performance of its duties for your benefit, we wish to inform you of the following.

### **Data Controller**

The Data Controller is the law firm Studio Legale Trevisan & Associati, based in Milan, Viale Majno no. 45. The Data Controller may be contacted at the address: *mail@trevisanlaw.it*.

### **Purposes of the processing**

The data contained in the form will be processed for the following purposes:

- a) performance of the assignment received, that is for the formalities concerning representation at the shareholders’ meeting and casting the vote on your behalf, in compliance with the instructions received from you;
- b) fulfilment of legal obligations.

### **Legal basis for the processing**

The processing is based on the following legal basis:

- fulfilment of contractual obligations, that is deriving from the assignment you received;
- fulfilment of a legal obligation placed upon the Data Controller, also with regard to the Issuer or authorities or supervision bodies.

### **Sources of personal data**

The personal data is collected directly from you or from public or private archives.

### **Data processing procedures**

The processing shall consist of the collection, recording, organisation, structuring, storage, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure and destruction of the data.

Processing operations may be performed by the Data Controller and/or by persons authorised by the same, with or without the assistance of electronic or in any case automated devices.

The personal data shall be processed lawfully, fairly and transparently, using the procedures and for the purposes set out above, as well as in compliance with privacy regulations and professional confidentiality obligations.

### **Conservation Period**

In compliance with the principles of lawfulness, the limitation of purposes and the minimisation of data, the data shall be retained for the period required to complete the assignment received and, thereafter, for the time that the Data Controller is under retention obligations for tax and administrative purposes or in any case as required by law.

### **Nature of the data provision and consequences of refusing to provide it**

In relation to the purposes set out in point a) of the “Purposes of the processing” paragraph, the provision of data is not mandatory, but it is strictly necessary for the purpose of carrying out the assignment received. Any refusal to provide such data would make it impossible for the Data Controller – as the Designated Representative – to fulfil the assignment received and the legal obligations. The relative processing does not require your consent.

In relation to the purposes set out in point b), the provision of data is mandatory. Failure to provide the data would make it impossible for the Data Controller – as the Designated Representative – to fulfil the assignment received and the legal obligations. The relative processing does not require your consent.

### **Disclosure and dissemination of personal data**

The data shall be made available, for the purposes mentioned above, before, during and after the performance of the Shareholders’ Meeting of the Issuer.

The data may come to be known by employees and collaborators of the Data Controller, who are specifically authorised to process it, as well as the Issuer for legal purposes, including drawing up the minutes of the shareholders’ meeting and updating the shareholder register.

This data may be disclosed to all public and private subjects when its disclosure is necessary to fulfil a legal obligation, or on the basis of provisions issued by authorities entitled to do so by law or by supervisory and control bodies, as well as for purposes strictly linked or instrumental to the performance of the assignment received pertaining to representation at the shareholders’ meeting and the casting of the vote.

### **Transfer of data abroad**

The data may be transferred to EU countries or third-party countries within the scope of the processing.

### **Rights of the data subject**

You are entitled to ask the Data Controller, at any time:

- to confirm whether or not personal data concerning you is being processed and, in that case, to obtain access to the following information: (i) purposes of the processing, (ii) categories of data processed, (iii) the recipients or categories of recipients to whom the data were or will be communicated, including recipients in third countries or international organisations, (iv) when possible, the anticipated personal data retention period, or, if this is not possible, the criteria used to determine this period, (v) the existence of an automated decision-making process, including the profiling, logic used, the importance and anticipated consequences of this processing (right of access);
- the correction of incorrect personal data, or the supplementation of incomplete data (right to rectification);
- the erasure of personal data in the event of (i) opposition to the processing in the absence of any other prevailing legitimate reason for us to proceed with the same processing; (ii) unlawful processing; (iii) fulfilment of a legal obligation; except where processing is necessary to exercise the right to freedom of expression and information, for the fulfilment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, archiving in the public interest, scientific or historical research or, to ascertain, exercise, or defend a right in court. You also have the right to request the transformation into an anonymous form, or blocking of data processed in violation of the law (right to be forgotten);
- limitation of personal data processing in the event of (i) a dispute over its accuracy for the period necessary for us to check its accuracy; (ii) unlawful processing with a request by the data subject to limit the processing and not already its erasure; (iii) the need of the data subject to ascertain, exercise, or defend a right in court; (iv) opposition to the processing pending a check of whether our legitimate reasons prevail over yours (right to restriction).

You also have the right to lodge complaints with the relevant supervisory authority (in Italy, the Privacy Authority) if you believe that the processing violates the privacy regulations.

In order to exercise your rights, as well as for any further information, you may send an email to *mail@trevisanlaw.it*.

.....Date,.....

Signature.....

## REFERENCE REGULATIONS

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

#### **Article 126-bis (Integration of the agenda of the shareholders' meeting and presentation of new resolution proposals)**

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.

#### **Art. 135-undecies (Designated 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 concerned are not considered in calculating the majority and the percentage of capital required for the approval of the resolutions.
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 terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.

### **Italian Civil Code**

#### **Art. 2393 (Corporate Liability Action)**

1. Liability action against the directors shall be promoted by a resolution of the shareholders' meeting, even if the company is being wound up.
2. The resolution concerning the liability of the directors may be adopted during the discussion of the financial statements, even if it is not on the agenda, when it regards facts related to the year to which the financial statements refer.
3. Liability action may also be promoted by a resolution of the Board of Statutory Auditors, taken by a majority of two thirds of its members.
4. The action may be brought within five years from when the director leaves office.
5. The resolution to take liability action signifies the removal from office of the directors against whom it is taken, provided it is approved by the affirmative vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.
6. The company may waive the right to take liability action and can seek a settlement, provided that the waiver and the settlement are approved by a specific resolution of the shareholders' meeting, and provided that there is no contrary vote of a minority of shareholders representing at least one fifth of the share capital or, in companies which use risk capital, at least one twentieth of the share capital, or the amount specified in the Bylaws for taking liability action pursuant to the first and second subsections of Article 2393-*bis*.