

**FORM FOR CONFERRING PROXY ON THE REPRESENTATIVE APPOINTED PURSUANT TO ART. 135-UNDECIES OF THE
CONSOLIDATED FINANCE ACT**

STUDIO SEGRE S.r.l. with registered office at Via Valeggio 41, Turin, in its capacity as Designated Representative pursuant to Art. 135-undecies of Legislative Decree 58/98 (TUF) of the company CIR S.p.A. - Compagnie Industriali Riunite (CIR S.p.A.) is collecting voting proxies for the Shareholders' Meeting convened for April 29 2022, at 10.00 a.m., in a single call at the Registered Office, Via Ciovassino no. 1, Milan, in the manner and within the time limits indicated in the notice published on the Company website and, in extracts, in the daily newspaper LA REPORT.00, in a single call at the Registered Office, Via Ciovassino no. 1, in Milan, in accordance with the procedures and terms indicated in the notice published on the Company's website and, in extracts, in the daily newspaper LA REPUBBLICA on March 29 2022, with the following agenda:

- 1. Financial statements as at 31 December 2021 and allocation of the result for the year. Presentation of consolidated financial statements as at 31 December 2021:**
 - a. Approval of the financial statements as at 31 December 2021;**
 - b. Allocation of the result for the financial year.**
- 2. Proposal to authorise the purchase and disposal of own shares, subject to revocation of the previous authorisation.**
- 3. Report on remuneration policy and compensation paid pursuant to Article 123 - *ter* of the Consolidated Law on Finance:**
 - a. Binding vote on Sec. I;**
 - b. Advisory vote on Sec. II.**
- 4. Proposal regarding the approval of the 2022 Stock Grant Plan.**

The proxy and voting instructions may be revoked no later than 11.59 p.m. on 27 April 2022, the second trading day prior to the date set for the meeting, in the same manner in which they were granted.

**The granting of proxy and voting instructions by signing this form shall be free of charge
for the proxy giver.**

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 Appointed Representative, although it has no interest of its own with respect to the aforementioned proposals, as a precautionary measure will not express a vote other than that indicated in the instructions because, in consideration of the existing contractual relationships, concerning in particular the keeping of the shareholders' register and the technical assistance during the shareholders'

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

DELEGATION FORM

Section to be notified to the Company through the Appointed Representative - complete with required information

I /The (*personal data/name of the party entitled to vote*), born at....., on , residing/headquartered at....., Via , C.F. , email address (*optional*)..... , communication no. (*reference of the communication provided by the intermediary - to be provided at the discretion of the proxy holder*) , any identification codes (*to be provided at the discretion of the proxy holder*)

AUTHORIZE

The Appointed Representative to attend and vote at the above mentioned meeting as per instructions given to him with reference to no.shares registered in the securities account no..... , with (*depository intermediary*)..... , ABI..... , CAB

Declares that he is aware of the possibility that the proxy to the Appointed Representative may contain voting instructions even on only some of the resolution proposals on the agenda and that, in such cases, the vote shall be exercised only for the proposals on which voting instructions are given.

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

- pledgee
- reporter
- usufructuary
- caretaker
- manager
- legal representative or attorney with power of sub-delegation

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Date

Signature.....

VOTING INSTRUCTIONS

Section containing information restricted to the Appointed Representative only - Tick the chosen boxes

I, the undersigned (name/general data) delegates the Appointed Representative to vote in accordance with the following voting instructions at the shareholders' meeting called for 29 April 2022 by CIR S.p.A.

A) Resolutions put to the vote (*)

1st Financial Statements as at 31 December 2021 and allocation of the result for the year. Presentation of consolidated financial statements as at 31 December 2021:

a. APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2021;

IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

b. ALLOCATION OF THE RESULT FOR THE YEAR.

IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

2nd Proposal to authorise the purchase and disposal of own shares, subject to revocation of the previous authorisation.

IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

3rd Report on remuneration policy and compensation paid pursuant to Article 123 - ter of the Consolidated Law on Finance:

a. Binding vote on SECTION I;

IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

b. Advisory vote on SEC. II.

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IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

4th Proposal regarding the approval of the 2022 Stock Grant Plan.

IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

**B) In the event of circumstances unknown at the time of issue of the proxy⁽¹⁾ the undersigned,
with reference to the**

Resolutions under agenda item 1

a. APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2021;

CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement of reasons for voting against or abstaining, if any.....
.....

b. ALLOCATION OF THE RESULT FOR THE YEAR.

CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement of reasons for voting against or abstaining, if any.....
.....

Resolutions under agenda item 2

CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

Resolutions under agenda item 3

a. Binding vote on SECTION I;

CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

b. Advisory vote on SECTION II.

CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)

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- MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement of reasons for voting against or abstaining, if any.....
.....

Resolutions under item 4 on the agenda

- CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE
Statement of reasons for voting against or abstaining, if any.....
.....

**C) In the event of any vote on amendments or additions to the resolutions submitted to the
general meeting ⁽²⁾, with reference to the**

Resolutions under agenda item 1

a. APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2021;

- CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 FRIENDLY to the Administrative Body's proposal
 FRIENDLY to the proposal of the majority shareholder
 FRIENDLY to the proposal of another Shareholder
 CONTRARY
 ABSTAINED
 DOES NOT PARTICIPATE IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

b. ALLOCATION OF THE RESULT FOR THE YEAR.

- CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 FRIENDLY to the Administrative Body's proposal
 FRIENDLY to the proposal of the majority shareholder
 FRIENDLY to the proposal of another Shareholder
 CONTRARY
 ABSTAINED
 DOES NOT PARTICIPATE IN THE VOTE
Statement justifying vote against or abstention, if any.....
.....

Resolutions under agenda item 2

- CONFIRMS INSTRUCTIONS
 REVOKES INSTRUCTIONS (*)
 MODIFIES THE INSTRUCTIONS:
 FRIENDLY to the Administrative Body's proposal
 FRIENDLY to the proposal of the majority shareholder
 FRIENDLY to the proposal of another Shareholder
 CONTRARY

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- ABSTAINED
- DOES NOT PARTICIPATE IN THE VOTE

Statement justifying vote against or abstention, if any.....

Resolutions under agenda item 3

a. Binding vote on SECTION I;

- CONFIRMS INSTRUCTIONS
- REVOKES INSTRUCTIONS (*)
- MODIFIES THE INSTRUCTIONS:
 - FRIENDLY to the Administrative Body's proposal
 - FRIENDLY to the proposal of the majority shareholder
 - FRIENDLY to the proposal of another Shareholder
- CONTRARY
- ABSTAINED
- DOES NOT PARTICIPATE IN THE VOTE

Statement of reasons for voting against or abstaining, if any.....

b. Advisory vote on SEC. II.

- CONFIRMS INSTRUCTIONS
- REVOKES INSTRUCTIONS (*)
- MODIFIES THE INSTRUCTIONS:
 - FRIENDLY to the Administrative Body's proposal
 - FRIENDLY to the proposal of the majority shareholder
 - FRIENDLY to the proposal of another Shareholder
- CONTRARY
- ABSTAINED
- DOES NOT PARTICIPATE IN THE VOTE

Statement justifying vote against or abstention, if any.....

Resolutions under item 4 on the agenda

- CONFIRMS INSTRUCTIONS
- REVOKES INSTRUCTIONS (*)
- MODIFIES THE INSTRUCTIONS:
 - FRIENDLY to the Administrative Body's proposal
 - FRIENDLY to the proposal of the majority shareholder
 - FRIENDLY to the proposal of another Shareholder
- CONTRARY
- ABSTAINED
- DOES NOT PARTICIPATE IN THE VOTE

Statement of reasons for voting against or abstaining, if any.....

In the event of voting on the **liability action** proposed pursuant to Article 2393, paragraph 2, of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Appointed Representative to vote as follows:

- IN FAVOUR AGAINST ABSTAINING NOT TAKING PART IN THE VOTE

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(* Pursuant to Article 135-undecies, paragraph 3, of the Consolidated Law on Finance, "Shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the shareholders' meeting. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions".

(1) If significant circumstances occur that were unknown at the time of issue of the proxy and cannot be communicated to the proxy giver, it is possible to choose between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, the voting instructions *under A*) shall be considered as confirmed.

(2) In the event of amendments or additions to the resolution proposals submitted to the shareholders' meeting, it is possible to choose between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, the voting instructions under A) shall be considered as confirmed.

**Protection of persons and other subjects with regard to the 'processing of personal data'.
Disclosure pursuant to GDPR 679/2016 and Legislative Decree 196/2003 and subsequent
amendments and supplements**

Pursuant to Article 13 of EU Regulation no. 679 of 27.04.2016, "GDPR", and D. Lgs. no. 196 of 30.06.2003, as amended by D. Lgs. no. 101 of 10.08.2018, STUDIO SEGRE S.r.l., as the owner of the processing of personal data ("the Data") intends to inform you of the following:

1. PURPOSE OF PROCESSING

The data provided will be processed by STUDIO SEGRE S.r.l. with the support of computerised and/or paper means, for the following purposes:

- a) Execution of the fulfilments inherent to the representation at the meeting and the expression of the vote of the represented party in accordance with the instructions given by the same to STUDIO SEGRE S.r.l.;
- b) Fulfilment of obligations provided for by laws, regulations and Community legislation, or provisions issued by Authorities and Supervisory bodies or administrative practices.

The conferment of data and the treatment of the same by STUDIO SEGRE S.r.l. for these purposes, necessary for the management of the contractual relationship or connected with the fulfilment of obligations of a normative nature, is compulsory and therefore does not require explicit consent, otherwise it will be impossible for STUDIO SEGRE S.r.l. to establish and manage this relationship.

The data are accessible only to those within STUDIO SEGRE S.r.l. who need them due to their activity and duties. These persons, whose number will be limited to the minimum necessary, process the data as "data processors", are appointed for this purpose and are appropriately trained to avoid 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 delegated to the function.

The person in charge of data processing for STUDIO SEGRE S.r.l. is Professor Massimo Segre, who has the task of answering to all eventual requests made in relation to the processing of personal data. An updated list of any other internal or external Data Processors is available at his office, domiciled for the activity carried out at STUDIO SEGRE S.r.l..

2. COMMUNICATION OF DATA TO THIRD PARTIES

STUDIO SEGRE S.r.l. may communicate the data for the same purposes for which they have been collected to the Authorities and to the Supervisory and Control Bodies, or to other subjects indicated by them, by virtue of provisions issued by them, or established by laws, including Community laws, regulations or administrative practices.

3. TRANSFER OF DATA ABROAD

The data subject's data 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. MODE OF TREATMENT

STUDIO SEGRE S.r.l. processes the data of those concerned in a lawful and correct manner and in such a way as to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" under Articles. 13, 14 and 15 of the Code - is done through manual, computer and / or telematic tools, with organizational methods and logic closely related to the purposes indicated.

5. EXERCISE OF RIGHTS

Data subjects may assert their rights under Articles 16, 17 and 18 of the Code: it provides, inter alia, that data subjects may request access to their data, obtain a copy of the information processed and, where applicable, have it updated, rectified, supplemented, erased or blocked, as well as object in whole or in part, on legitimate grounds, to the processing of their data.

The interested party may assert the aforementioned rights by contacting STUDIO SEGRE S.r.l., Via Valeggio 41 - 10129 Turin, Italy, for the attention of the Data Controller or Data Processor, as identified above, in accordance with the procedures laid down by law.

STUDIO SEGRE S.r.l.

The undersigned also acknowledges and has no objection to the information on the protection of personal data provided by the Appointed Representative.

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

Legislative Decree No. 58 of 24 February 1998: "Consolidated Law on Financial Intermediation".

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. The granting of a proxy to a proxy holder with a conflict of interest is permitted provided that the proxy holder informs the shareholder in writing of the circumstances giving rise to the conflict of interest and provided that there are specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. The burden of proof of having communicated the circumstances giving rise to the conflict of interests to the shareholder rests with the agent. Article 1711(2) of the Civil Code does not apply.
2. For the purposes of this Article, a conflict of interests exists in any event where the representative or the substitute:
 - (a) controls, including jointly, the company or is controlled by it or is under common control with it;
 - (b) is associated with the company or exercises significant influence over it or the latter exercises significant influence over the representative;
 - (c) is a member of the administrative or supervisory body of the company or of the persons referred to in points (a) and (b);
 - (d) is an employee or auditor of the company or of the persons referred to in point (a);
 - (e) is the spouse, relative or relative-in-law to the fourth degree of the persons referred to in points (a) to (c);
 - f) is bound to the company or to the persons indicated in letters a), b), c) and e) by self-employment or employment relationships or other relationships of a financial nature that compromise his independence.
3. The replacement of the representative by a substitute with a conflict of interests is permitted only if the substitute has been indicated by the shareholder. In that case, paragraph 1 applies. The duty of disclosure and the burden of proof shall remain with the agent.
4. This Article shall also apply in the case of transfer of shares by proxy.

Article 135-undecies

(Appointed representative of the listed company)

1. Unless the by-laws provide otherwise, for each shareholders' meeting listed companies shall designate a person on whom shareholders may confer a proxy with voting instructions on all or some of the proposals on the agenda by the end of the second trading day prior to the date set for the shareholders' meeting, even on a subsequent call. The proxy is effective only for the proposals on which voting instructions are given.
2. Proxy shall be granted by signing a proxy form, the content of which shall be governed by Consob regulations. Conferring proxy shall be free of charge for the shareholder. Proxy and voting instructions may always be revoked within the term indicated in subsection 1.
3. The shares for which proxy has been conferred, even partially, shall be counted for the purpose of duly constituting the shareholders' meeting. With regard to proposals for which no voting instructions have been given, the shares shall not be counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions.
4. The person appointed as representative is required to disclose any interest he or she may have on his or her own behalf or on behalf of third parties in relation to the resolution proposals on the agenda. He shall also maintain the confidentiality of the content of the voting instructions received until the start of voting, without prejudice to the possibility of communicating such information to his employees and auxiliaries, who are subject to the same duty of confidentiality. No proxy may be given to the person appointed as representative except in compliance with this article.
5. With the regulation pursuant to subsection 2, Consob may establish the cases in which a representative who is not in any of the conditions indicated in Article 135-decies may express a vote other than that indicated in the instructions.