

**FORM FOR APPOINTING AS PROXY THE DESIGNATED REPRESENTATIVE AS PER THE TERMS OF
ART. 135-UNDECIES OF THE FINANCE CONSOLIDATION ACT (TUF)**

STUDIO SEGRE S.r.l. with headquarters in Via Valeggio, 41, Turin, as Designated Representative appointed as per the terms of Art. 135-*undecies* of D. Lgs. 58/98 (TUF) by the company CIR S.p.A. – Compagnie Industriali Riunite (CIR S.p.A.) will be collecting the proxy documents for the Annual General Meeting of the Shareholders (AGM) convened for 28 April 2023 at 10.00 a.m., at a single calling, in the Registered Office, Via Ciovassino 1, in Milan, at the terms and conditions set out in the notice published on the Company's website and, in a concise form, in the newspaper LA REPUBBLICA on 16 March 2023, with the following Agenda:

1. **Financial Statements for the year ended 31 December 2022 and allocation of the result for the year. Presentation of the consolidated accounts for the year ended 31 December 2022:**
 - a. **Approval of the financial statements for the year ended 31 December 2022;**
 - b. **Allocation of the result for the year.**
2. **Proposal for an authorization to buy back own shares and use them as appropriate after revoking the previous authorization;**
3. **Report on the remuneration policy and on compensation paid as per Art.123-*ter* of the TUF:**
 - a. **Binding vote on Section I;**
 - b. **Consultative vote on Section II.**
4. **Proposal regarding the approval of Stock Grant Plan 2023.**
5. **Appointment of the Board of Directors, determination of the number of members, the term of office and the relevant remuneration:**
 - a. **Determination of the number of members;**
 - b. **Determination of the term of office of the Board of Directors;**
 - c. **Appointment of the members of the Board of Directors;**
 - d. **Decision as to their fees as per Art. 2389, parag. 1, of the Civil Code.**
6. **Appointment of the Board of Statutory Auditors for the years 2023 - 2024 - 2025 and determination of the relevant remuneration as per Art. 2402 of the Civil Code:**
 - a. **Appointment of the Statutory Auditors in office and the Alternate Auditors;**
 - b. **Decision as to their fees.**

The proxy and the voting instructions can be cancelled up to 23.59 hours on 26 April 2023, the second stock exchange trading day before the date fixed for the AGM, following the same procedures with which they were assigned.

Appointing the proxy and giving voting instructions by signing this form does not involve any expense for the delegating party.

In the event of any unknown circumstances arising or in the event of an amendment or an addition to the proposals to be put before the shareholders meeting, STUDIO SEGRE S.r.l., as Designated Representative, although not having any interest of its own in the said proposals, as a precaution will not express any vote that differs from what is indicated in the instructions since, in view of the existing contractual relationships regarding in particular the keeping of the shareholder book, technical assistance for shareholder meetings and related ancillary services, it could be considered to be in one of the conditions indicated in Art. 135-*decies*, paragraph 2, letter f) of the TUF.

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PROXY FORM

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

The undersigned..... (*name of person or entity entitled to vote*), born
in, on, resident/with headquarters in, Tax
Code, e-mail address (*optional*)....., notification no. (*refers to
notification provided by the intermediary – to be given at the shareholder’s discretion*),
any identification codes (*to be given at the shareholder’s discretion*)

HEREBY DELEGATES

The Designated Representative to take part in and vote at the Annual General Meeting cited above
as per the instructions given in relation to.....(number of) shares registered in
securities account no....., with (*depository broker*)....., ABI.....,
CAB

He/she declares that he/she is aware of the possibility that the proxy assigned to the Designated
may contain voting instructions only for some of the proposed resolutions and that, if this is the
case, a vote will be cast only for the proposals for which voting instructions have been given.

The undersigned (*first name and surname of the signatory if different from the owner of the shares*)
.....is signing this proxy form in his/her role as:

- Pledgee
- Repurchaser
- Holder of usufruct
- Custodian
- Asset manager
- Legal representative or proxy with right to sub-delegate

Date

Signature

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VOTING INSTRUCTIONS

Section containing confidential information reserved solely for the Designated Representative – Tick the boxes selected

The undersigned (name/personal data) hereby delegates the Designated Representative to vote according to the following voting instructions at the Annual General Meeting called for 28 April 2023 by the Company CIR S.p.A.

A) Resolutions to be put to the vote (*)

1° Financial Statements for the year ended 31 December 2022 and allocation of the result for the year. Presentation of the consolidated accounts for the year ended 31 December 2022:

a. Approval of the Financial Statements for year ended 31 December 2022;

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Allocation of the result for the year.

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

2° Proposal for the authorization to buy back own shares and use them as appropriate after revocation of the previous authorization.

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

3° Report on the remuneration policy and on compensation paid as per Art. 123 – ter of the TUF:

a. Binding vote on Section I;

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Consultative vote on Section II.

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

4° Proposal regarding the approval of Stock Grant Plan 2023.

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

5° Appointment of the Board of Directors, determination of the number of members, the term of office and the relevant remuneration:

a. Determination of the number of members;

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- IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

b. Determination of the term of office of the Board of Directors;

- IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

c. Appointment of the members of the Board of Directors;

- IN FAVOUR OF THE LIST PRESENTED BY (specify the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

d. Decision as to their fees as per Art. 2389, parag.1, Civil Code

- IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

**6° Appointment of the Board of Statutory Auditors years 2023 – 2024 – 2025 and
determination of the relevant remuneration as per Art. 2402 of the Civil Code:**

a. Appointment of the Statutory Auditors in Office and the Alternate Auditors;

- IN FAVOUR OF THE LIST PRESENTED BY (specify the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

b. Decision as to their fees.

- IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE
- Any statement justifying the vote against or abstention
-

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

Resolutions relating to item 1. on the Agenda

a. Approval of the Financial Statements for the year ended 31 December 2022;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

.....
b. Allocation of the result for the year.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

.....
Resolutions relating to item 2° on the Agenda

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

.....
Resolutions relating to item 3° on the Agenda

a. Binding vote on Section I;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

.....
b. Consultative vote on Section II.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

.....
Resolutions relating to item 4° on the Agenda

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

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Any statement justifying the vote against or abstention.....
.....

Resolutions relating to item 5° on the Agenda

a. Determination of the number of members;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention
.....

b. Determination of the term of office of the Board of Directors;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention
.....

c. Appointment of the members of the Board of Directors;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR OF THE LIST PRESENTED BY (specify the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN THE VOTE

Any statement justifying the vote against or abstention
.....

d. Decision as to their fees as per Art. 2389, parag. 1, of the Civil Code.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN THE VOTE

Any statement justifying the vote against or abstention
.....

Resolutions relating to item 6° on the Agenda

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a. Appointment of the Statutory Auditors in office and the Alternate Auditors;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR OF THE LIST PRESENTED BY(specify the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Decision as to their fees.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

C) In the event of a vote on amendments or additions to the resolutions submitted to the AGM⁽²⁾, in relation to the

Resolutions relating to item 1° on the Agenda

a. Approval of the Financial Statements for the year ended 31 December 2022;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - ABSTAIN
 - NOT TAKING PART IN THE VOTE

Any statement justifying the vote against or abstention

b. Allocation of the result for the year.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention.....

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Resolutions relating to item 2° on the Agenda

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

Resolutions relating to item 3° on the Agenda

a. Binding vote on Section I;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Consultative vote on Section II.

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

Resolutions relating to item 4° on the Agenda

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

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Resolutions relating to item 5° on the Agenda

a. Determination of the number of members;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Determination of the term of office of the Board of Directors;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

c. Appointment of the members of the Board of Directors;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR OF THE LIST PRESENTED BY(specify the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

d. Decision as to their fees as per Art. 2389, parag. 1, Civil Code

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

Resolutions relating to item 6° on the Agenda

a. Appointment of the Statutory Auditors in office and the Alternate Auditors;

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- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR OF THE LIST PRESENTED BY(specify
the Shareholders who presented the list or, when available, the number of the list selected).
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

b. Decision as to their fees;

- CONFIRMS HIS/HER INSTRUCTIONS
- CANCELS HIS/HER INSTRUCTIONS (*)
- AMENDS HIS/HER INSTRUCTIONS:
 - IN FAVOUR of the proposal of the Board of Directors
 - IN FAVOUR of the proposal of the majority Shareholder
 - IN FAVOUR of the proposal of another Shareholder..... (name)
 - AGAINST
 - ABSTAIN
 - NOT TAKING PART IN VOTE

Any statement justifying the vote against or abstention

In the event of a vote on the **act of responsibility** proposed in accordance with the terms of Art. 2393, paragraph 2, of the Civil Code by shareholders at the time of the approval of the financial statements, the undersigned authorizes the Designated Representative to vote according to the following instruction:

IN FAVOUR AGAINST ABSTAIN NOT TAKING PART IN VOTE

(*) As per the terms of Article 135-undecies, paragraph 3, of the TUF, "The shares for which a proxy has been appointed, even partially, are included in the calculation to establish whether the general meeting is validly constituted. With regard to proposals for which no voting instructions have been given, the shares are not included in the calculation of the majority or of the amount of capital required for resolutions to be approved"

(1) Should any significant circumstances arise that are unknown when the proxy is issued and that cannot be notified to the assigner of the proxy, it is possible to choose between: a) confirming the voting instructions already given; b) changing the voting instructions already given; c) cancelling the voting instructions already given. If no option is selected the voting instructions as in point A) above will be confirmed.

(2) In the event of any amendments or additions being made to the proposed resolutions submitted to the AGM, it is possible to choose between: a) confirming the voting instructions already given; b) changing the voting instructions already given; c) cancelling the voting instructions already given. If no option is selected the voting instructions as in point A) above will be confirmed.

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**Protection of persons and other entities with regard to the “treatment of personal
data”
Information as per the terms of GDPR 679/2016 and D. Lgs. 196/2003 and
subsequent amendments and additions**

As per the terms of Art. 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. 101 of 10/08/2018, STUDIO SEGRE S.r.l., as the Data Controller responsible for the use of such personal data (“the Data”) hereby informs you of the following:

1. PURPOSE OF THE TREATMENT

The data given will be used by STUDIO SEGRE S.r.l. with the aid of computer and/or hard-copy instruments for the following purposes:

- a) To fulfil any obligations relating to the representation at the general meeting and the casting of the vote of the person/entity represented in accordance with the instructions given by the same to STUDIO SEGRE S.r.l.;
- b) To fulfil obligations required by laws, regulations or by EU rules, or any instructions issued by Authorities or Supervisory Bodies or required by administrative practice.

The notification of the data and the processing of the same by STUDIO SEGRE S.r.l., for purposes necessary for managing the contractual relationship or fulfilling regulatory obligations, is mandatory and does not therefore need explicit consent, otherwise it would be impossible for STUDIO SEGRE S.r.l. to establish and manage such a relationship.

The data is accessible only to those people in STUDIO SEGRE S.r.l. who need it to carry out the duties of the position that they occupy.

These people, the number of which will be kept to an essential minimum, will use the information in their role as “Data Processors” as they are appointed to this end and have received appropriate instruction in order to avoid losses, destruction, non-authorized access or uses of the data that are not permitted.

The Data Controller responsible for their treatment is STUDIO SEGRE S.r.l. with headquarters in Turin, Via Valeggio 41 - 10129, in the person of the director delegated to carry out this function.

The Data Controller for STUDIO SEGRE S.r.l. is Mr Massimo Segre, who has the task of responding to any requests made in relation to the use of the data. The updated list of any other internal or external data processors can be obtained from the latter, who is domiciled for his position in the offices of STUDIO SEGRE S.r.l..

2. COMMUNICATION OF THE DATA TO THIRD PARTIES

STUDIO SEGRE S.r.l. can, for the same purposes for which it was collected, pass the data on to the Authorities and to the Supervisory and Control Bodies, or any other entities designated by the latter, on the strength of measures issued by the same or established by laws, including EU laws, regulations or by administrative practice.

3. TRANSFER OF THE DATA ABROAD

The data of any person affected could also be transferred abroad, within the EU, for the same purposes stated in point 1. above, with or without the use of electronic or automated devices.

4. PROCEDURES FOR THE TREATMENT OF THE DATA

STUDIO SEGRE S.r.l. uses the data of the persons involved in a legitimate and correct manner in order to ensure that it remains confidential and secure. This treatment – which includes collection and any other operation envisaged by the definition of “treatment” as per Art. 4, no. 2) of the GDPR – is carried out using manual, computer and/or automated instruments with organizational procedures and for purposes strictly related to the purposes indicated.

5. THE EXERCISE OF RIGHTS

Those concerned can assert their rights, in accordance with Articles 15 to 23 of the GDPR: these stipulate, among other things, that the person concerned can request access to his or her data, obtain a copy of the information being treated and, where there is justification for the same, can request that the information be updated, amended, completed, cancelled or blocked, or they can, for legitimate reasons, oppose their personal information being used either wholly or in part.

Those concerned can assert the said rights by applying, following the procedure laid down by law, to STUDIO SEGRE S.r.l., Via Valeggio 41 - 10129 Torino, for the attention of the Data Controller or Data Processor as identified above.

STUDIO SEGRE S.r.l.

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The undersigned duly acknowledges the information regarding the protection of personal data by the Designated Representative and has no objection to make in relation to the same.

DATE.....

SIGNATURE.....

**Legislative Decree no. 58 of 24 February 1998: “Consolidated Law on financial
intermediation”**

Art. 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided 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 on which the representative is to vote on behalf of the shareholder. The representative shall have the onus of proof regarding whether disclosure was made to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second paragraph, of the 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) controls the company even jointly or is controlled, even jointly, by the same company, or is subject to joint control alongside the company;
 - b) is associated with the company or exercises significant influence over the company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or the control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or an auditor of the company or of the entities indicated in letter a);
 - e) is the spouse, a relative or relative by marriage up to the fourth degree of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to the persons indicated in paragraphs a), b), c) and e) by a freelance agreement or an employment contract or by any other relationship of a financial nature that could compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases paragraph 1 shall apply. In any event, disclosure obligations and related onus of proof remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Art. 135-undecies

(Representative designated by a listed company)

1. Unless the Company Bylaws state otherwise, companies with listed shares shall designate a party to whom the shareholders may, for each shareholders meeting and by the end of the second trading day prior to the date scheduled for the shareholders meeting, including callings subsequent to the first, give a proxy with voting instructions on all or some of the proposals on the Agenda. The proxy shall be valid only for proposals for which voting instructions have been given.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob Regulation. Conferring proxy shall not involve any expense for the shareholder. The proxy and the voting instructions may always be cancelled within the time limit indicated in point 1.
3. Shares for which full or partial proxy has been given are calculated for the purpose of determining whether the shareholders meeting is validly constituted. With regard to proposals for which no voting instructions have been given, the shares are not considered in the calculation of the majority or the percentage of capital required for the resolutions to be approved.
4. The person designated as a representative is required to declare any interest that he/she has on his/her own account or on behalf of third parties with respect to the proposed resolutions on the Agenda. The representative must also maintain confidentiality of the content of the voting instructions received until the counting of the votes begins, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to the confidentiality obligation. The person designated as representative may only be assigned proxies if this article is complied with.

**FORM FOR APPOINTING AS PROXY THE DESIGNATED REPRESENTATIVE AS PER THE TERMS OF
ART. 135-UNDECIES OF THE FINANCE CONSOLIDATION ACT (TUF)**

5. In its Regulation referred to in paragraph 2, Consob may establish cases in which a representative who is not in any of the conditions stated in Article 135-*decies* may express a vote that is different from the one indicated in the voting instructions.