

## CIR S.p.A.

### PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Article 3, paragraph 14-sexies, of Law no. 15 of 21 February 2025, containing urgent provisions regarding regulatory deadlines.

In accordance with Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by virtue of Article 3, paragraph 14-sexies, of Law n. 15 of 21 February 2025, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned "Cura Italia" Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

**Declaration of the Designated Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary and Extraordinary General Meeting of **CIR S.p.A.** to be held at the registered office in Via Ciovassino n. 1, Milano on 28 April 2025, at 100:00 a.m., in single call, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.cirgroup.it](http://www.cirgroup.it) in the section "Governance/ Shareholders' Meetings" on 27 March 2025, and, in abridged form, in the Italian daily newspaper "La Repubblica" 27 March 2025 and having regard to the Reports on the items on the Agenda made available by the Company with this

## PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

**CIR S.p.A.**

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

in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

<b>No. (*)</b> _____ <b>shares</b> _____ <i>e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</i> <small>(to be filled in with information regarding any further communications relating to deposits)</small>	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>No. (*)</b> _____ <b>shares</b> _____	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____

**DELEGATES/SUBDELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**CIR S.p.A.**

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

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details) (3)

(indicate the holder of the right to vote only if different - name and surname / denomination) (3)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of CIR to be held at the registered office in Via Ciovassino n. 1, Milano on 28 April 2025, at 10:00 a.m., in single call.

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

**Ordinary Part**

**1. Financial Statements for the year ended 31 December 2024 and allocation of the result for the year. Presentation of the consolidated accounts for the year ended 31 December 2024:**

<b>a. Approval of the financial statements for the year ended 31 December 2024;</b>				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	Tick only one box:	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
<b>SECTION B and C</b> If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**CIR S.p.A.**

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

<b>b. Allocation of the result for the year.</b>				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

<b>2. Assignment of the mandate for the statutory audit of accounts for the financial years 2026-2034; determination of the related compensation.</b>				
<b>2.1 Proposal to assign to EY S.p.A. the mandate for the statutory audit (preference justified by the Board of Statutory Auditors)</b>				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

<b>2.2 Proposal to assign to PWC S.p.A. the mandate for the statutory audit (to be voted on if the previous proposal is not approved)</b>				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

<b>3. Assignment of the mandate for the certification of conformity of the consolidated sustainability statement, pursuant to Legislative Decree no. 125/2024, for the financial years 2026-2028; determination of the related compensation.</b>				
<b>3.1 Proposal to assign to EY S.p.A. the mandate for the certification of conformity of the consolidated sustainability statement (preference justified by the Board of Statutory Auditors')</b>				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**3.2 Proposal to assign to PWC S.p.A. the mandate for the certification of conformity of the consolidated sustainability statement (to be voted on if the previous proposal is not approved)**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**4. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation for the portion not executed.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**5. Report on the remuneration policy and on compensation paid as per Art. 123-ter of the TUF:****a. Binding vote on Section I - Remuneration Policy 2025;**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**b. Advisory vote on Section II - Disclosure of compensation paid in 2024.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

CIR S.p.A.

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

**6. Proposal regarding the approval of the Stock Grant Plan 2025.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**Extraordinary Part**

**1. Cancellation of treasury shares without reduction of share capital; consequent amendment of Article 4 of the Company Bylaws. Related and consequent resolutions.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

**2. Proposal to authorize the increase of share capital and the issue of convertible bonds, as per the terms of Articles 2443 and 2420-ter of the Civil Code, subject to revocation of the authorisation approved by the Extraordinary General Meeting of the Shareholders on June 8 2020.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	

 \_\_\_\_\_  
(Place and Date) \*

\_\_\_\_\_  
(Signature) \*

**CIR S.p.A.**

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

**DIRECTORS' LIABILITY ACTION**

*In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:*

**In Favour**

**Against**

**Abstain**



\_\_\_\_\_  
*(Place and Date) \**

\_\_\_\_\_  
*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

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The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

*(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for CIR April 2025 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for CIR April 2025 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy CIR April 2025 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).



Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/cir/Corporate-Data-and-Legal-Info)

**CIR's privacy policy:**

Pursuant to EU Regulation 2016/679 (hereinafter, "GDPR Regulation" or "GDPR") and the current national legislation on the protection of personal data (hereinafter, together with the GDPR, "Privacy Law"), **CIR S.p.A.** (hereinafter, the "Company" or the "Data Controller"), acting as Data Controller, is required to provide the delegated party and the delegating party (hereinafter, jointly referred to as "Data Subjects") with information regarding the process of their personal data.

**a) Categories of personal data processed**

In order to enable the Shareholders to attend the Shareholders' Meeting, also by virtue of proxy, the Company collects and processes the personal data provided in the proxy and the information relating to the place of birth, address of residence and tax code of the delegated party and the information relating to the place of birth, residence address, tax code, ID document and voting rights in the Shareholders' Meeting of the delegating party (hereinafter, jointly referred to as "Personal Data").

**b) Purpose of processing and mandatory provision of data**

All Personal Data are collected and processed, in compliance with the legal provisions and confidentiality obligations, for the purposes of verifying the proper constitution of the Shareholders' Meeting, verifying the identity and entitlement of those who are attending it, as well as the execution of further compulsory corporate obligations and formalities and Shareholders' Meeting obligation and formalities. The provision of data for such purposes is mandatory. Failure to provide data may result in non-admission to the Shareholders' Meeting.

**c) Legal basis of the processing**

The legal basis is the compliance with a legal obligation (art. 2370 c.c. et seq.) and the related and consequent requirements by the Data Controller.

**d) Methods of processing**

Personal Data are processed, in compliance with the provisions of the Privacy Law, by paper-based, computer or electronic means, with methods strictly related to the indicated purposes and, in any case, with appropriate methods to ensure their security and confidentiality in accordance with the Privacy Law.

**e) Communication and dissemination of data**

In order to achieve the purposes described in point b) above, the Company's employees who will act as persons authorized to the processing have access to Personal Data. In addition, Personal Data may be communicated to the entities to whom the communication is required for the compliance with legal and/or regulatory obligations and/or those deriving from EU legislation (taking into account that the Company is listed on a regulated market and, therefore, is subject to additional requirements and information obligations).

**f) Data retention**

All Personal Data are stored, together with the documents produced during the Shareholders' Meeting, by the Company in order to document what has been transcribed in the minutes. In compliance with the principles of proportionality and necessity, Personal Data will be stored in a form that allows to identify the Data Subjects for a period of time not exceeding the fulfilment of the purposes for which they are processed and, in any case, no longer than ten years.

**g) Data Subject's rights**

Data Subjects have the right, at any time, to obtain confirmation as to whether or not such data exist and to be informed of their content and source, to verify their accuracy or to request them to be completed, updated or rectified (Articles 15 and 16 of the GDPR).

In addition, Data Subjects have the right to request the erasure and restriction to processing. The rights listed above can be exercised by sending a written communication to: [dpo@icirgroup.com](mailto:dpo@icirgroup.com).

The Data Controller, also through the designated units, shall take charge of the request and provide, without undue delay, information relating to the action taken in relation to the same. In the event that the processing of Personal Data is in violation of the provisions set forth by the GDPR, Data Subjects have the right to lodge a complaint to the Italian Data Protection Authority (the "Garante per la protezione dei dati personali"), by using the contact details available on the website [www.garanteprivacy.it](http://www.garanteprivacy.it), or to bring an action before the appropriate courts.

**h) Data Controller and Data Protection Officer**

The Data Controller is CIR S.p.A., with legal office in Milan, Via Ciovassino 1. The Company has appointed a Data Protection Officer that may be contacted at the following address: [dpo@icirgroup.com](mailto:dpo@icirgroup.com).

*NOTE: English translation for convenience only, only the Italian version is authentic.*