

**Proxy form and Voting instructions to Studio Legale Trevisan & Associati which is the only subject legitimately entitled to attend the Meeting**

**Italmobiliare S.p.A. (the Company)** has appointed **Studio Legale Trevisan & Associati**, with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan (or his substitutes in case of impediment), acting as **Appointed Representative** pursuant to article 135- *undecies* of Italian Legislative Decree no. 58/98 (CLF) and to article 106 of Decree Law no. 18 of March 17, 2020 - subsequently amended and extended - to collect proxies for the Ordinary Shareholders' Meeting convened on **April 21, 2022, in single call**, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website [www.italmobiliare.it](http://www.italmobiliare.it), in the Governance /Shareholders' Meetings section.

The proxy and voting instructions, to be conferred by **April 19, 2022**, may be revoked within the same date with the procedures used for the conferral.

**Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.**

**Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)**

Studio Legale Trevisan & Associati, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Studio Legale Trevisan & Associati does not intend to vote in a manner incompatible with the instructions received.

**PROXY FORM**

**Fill in the requested information on the basis of the Instructions below. The Company will be notified by Studio Legale Trevisan & Associati (1)**

**\* mandatory information**

The undersigned \* ..... Place of birth \* ..... Date of birth\* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ..... e-mail .....

**(2)** entitled to exercise the voting right at **04/08/2022 (Record Date)** as:  registered share holder -  legal representative – attorney/proxy holder with power of sub-delegation  pledgee –  Taker in -  beneficial owner -  custodian –  manager –

other (specify) .....

for no\* ..... of ordinary shares **Italmobiliare S.p.A.**

**(3)** registered in the name of ..... Place of birth \* .....

Date of birth \* ..... Tax Code .....

Resident in (town/city) \* ..... at (street / address) \* .....

**(4)** Registered in the securities account no..... At..... Bank code (ABI)..... Branch code (CAB).....

**(5)** as resulting from communication no. ... Made by (Bank).....

**DELEGATES** the above Appointed Representative to attend and vote at the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.
- the proxy will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

**AUTHORIZES** the Appointed Representative to process his personal data for the purposes, conditions and terms indicated in the attached information.

**Studio Legale Trevisan & Associati**, with registered office in Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan, born in Milan on 04.05.1964 (C.F. TRVDRA64E04F205I), who may be replaced by Camilla Clerici, born in Genoa on 19/01/1973 (C.F. CLRCLL73A59D969J), or by Mr. Giulio Tonelli, born in La Spezia on 27/02/1979 (C.F. TNLGLI79B27E463Q), or by Alessia Giacomazzi born in Castelfranco Veneto (TV) on 05/09/1985 (C.F. GCMLSS85P45C111T), or by Mr. Gaetano Faconda born in Trani (BA) on 02/10/1985 (C.F. FCNGTN85R02L328O), or by Valeria Prolì born in Novara on 24/10/1984 (C.F. PRLVLR84R64F952S), or by Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (C. F. CRTRFL89H44A669V), or by Mr. Andrea Ferrero born in Turin on 05/05/1987 (C.F. FRRNDR87E05L219F), or by Mr. Marco Esposito born in Monza on 30/08/1992 (C.F. SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdagno (VI) on 03/02/1976 (C.F. BVLCHR76B43L551U),

**ITALMOBILIARE S.p.A. – Ordinary Shareholders' Meeting April 21, 2022**

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or by Cristina Sofia Barracchia born in Trani (BT) on 05/02/1991 (C. F. BRRST91B45L328G), or by Mr. Filippo Meucci born in Milan on 20/06/1986 (C.F. MCCFPP86H20F205M), or by Mr. Marcello Casazza born in Vigevano (PV) on 03/09/1991 (C.F. CSZMCL91P03L872S), all domiciled, for the purposes of this proxy, at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 - Milan.

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DATE	Form of identification <b>(6)</b> (type)*	Issued by *	no. *	SIGNATURE
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**NOTE: This proxy cannot be given separately from the voting instructions, whose form (completed online) can be downloaded in electronic format through the Company's website [www.italmobiliare.it](http://www.italmobiliare.it), in the Governance /Shareholders' Meetings section. Voting instruction form can be requested by phone at no. +39 02 46776819.**

**VOTING INSTRUCTIONS**

*(Section containing information for the Appointed Representative only - Tick the chosen boxes)*

I, the undersigned (1) (name and personal details)\*

\_\_\_\_\_ delegate the Appointed Representative to vote according to the following voting instructions at the Ordinary Shareholders' Meeting on April 21, 2022, in a single call, by Italmobiliare S.p.A.

**A) RESOLUTIONS SUBMITTED TO VOTE (2)**

	FOR THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTORS (1)	FOR THE PROPOSAL SUBMITTED BY THE SHAREHOLDER (a) (2)	AGAINST (3)	ABSTAINED (c)
<b>O.1. Financial statements for the year ended December 31, 2021.</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)
<b>O.2. Proposal for the distribution of the dividend and of an additional extraordinary dividend, also out of reserves.</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)
<b>O.3. Appointment of a director pursuant to article 2386 of the Italian Civil Code.</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)
<b>O.4. Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)
<b>4.1 Remuneration policy for the year 2022.</b>				
<b>O.4. Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</b>				

(1) The failure of a proposal by the Board of Directors or by the Shareholder indicated in this section is considered as an unknown circumstance, therefore, upon its occurrence, The Appointed Representative shall follow the voting instructions set out in Section B.

(2) In favor of the proposal of the shareholder, whose name must be indicated by the Delegating party.

(3) Against/Abstained on any proposal made.

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	FOR THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTORS <sup>(1)</sup>	FOR THE PROPOSAL SUBMITTED BY THE SHAREHOLDER <sup>(a)</sup> <sup>(2)</sup>	AGAINST <sup>(3)</sup>	ABSTAINED <sup>(c)</sup>
<b>4.2 Consultation on the compensation paid in the financial year 2021.</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)
<b>0.5. Authorisation to buy and sell treasury shares, subject to revocation of the authorisation given by the Ordinary Shareholders' Meeting held on April 21, 2021.</b>	(cross out)	..... (shareholder name)	(cross out)	(cross out)

**B) UNKNOWN CIRCUMSTANCES**

If circumstances unknown at the time of issuance of the proxy occur <sup>(3)</sup> the undersigned with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	CHANGE INSTRUCTIONS		
			FOR <sup>(4)</sup>	AGAINST	ABSTAINED
<b>0.1. Financial statements for the year ended December 31, 2021.</b>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>0.2. Proposal for the distribution of the dividend and of an additional extraordinary dividend, also out of reserves.</b>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>0.3. Appointment of a director pursuant to article 2386 of the Italian Civil Code.</b>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>0.4. Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</b>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>4.1 Remuneration policy for the year 2022.</b>	(cross out)	(cross out)	.....	(cross out)	(cross out)

<sup>(4)</sup> Indicate if in favor of the proposal of the Board of Directors or if in favor of the proposal of the shareholder whose name must be indicated by the Delegating party.

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	CHANGE INSTRUCTIONS		
			FOR (4)	AGAINST	ABSTAINED
<p><b>O.4. Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</b></p> <p><b>4.2 Consultation on the compensation paid in the financial year 2021.</b></p>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<p><b>O.5. Authorisation to buy and sell treasury shares, subject to revocation of the authorisation given by the Ordinary Shareholders' Meeting held on April 21, 2021.</b></p>	(cross out)	(cross out)	.....	(cross out)	(cross out)

**C) CHANGES OR ADDITIONS**

In the event of any vote on amendments or additions (4) to the resolutions submitted to the Meeting with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	CHANGE INSTRUCTIONS		
			FOR (5)	AGAINST	ABSTAINED
<p><b>O.1. Financial statements for the year ended December 31, 2021.</b></p>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<p><b>O.2. Proposal for the distribution of the dividend and of an additional extraordinary dividend, also out of reserves.</b></p>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<p><b>O.3. Appointment of a director pursuant to article 2386 of the Italian Civil Code.</b></p>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<p><b>O.4. Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</b></p>					

(5) Indicate if in favor of the proposal of the Board of Directors or if in favor of the proposal of the shareholder whose name must be indicated by the Delegating party.

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	CHANGE INSTRUCTIONS		
			FOR (5)	AGAINST	ABSTAINED
<b>4.1</b> <i>Remuneration policy for the year 2022.</i>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>O.4.</b> <i>Report on the remuneration policy and compensation paid pursuant to article 123-ter of the Consolidated Law on Finance:</i>  <b>4.2</b> <i>Consultation on the compensation paid in the financial year 2021.</i>	(cross out)	(cross out)	.....	(cross out)	(cross out)
<b>O.5.</b> <i>Authorisation to buy and sell treasury shares, subject to revocation of the authorisation given by the Ordinary Shareholders' Meeting held on April 21, 2021.</i>	(cross out)	(cross out)	.....	(cross out)	(cross out)

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

Signature.....

**LIABILITY ACTION**

In case of a vote on the liability action proposed pursuant to art. 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 according to the following indications:

- FOR       AGAINST       ABSTAINED

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

Signature .....

**Warnings for compilation and transmission**

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1. The **Proxy form**, to be notified to the Company through the Appointed Representative with the voting instructions reserved to him, together with a copy of the proxy party's currently valid identity document - or, if the proxy party is a legal person, a copy of a currently valid identity document of the *pro tempore* legal representative, or of another person with appropriate powers, together with appropriate documentation to confirm their qualification and corporate powers - must be received, in original, no later than the end of the second open market day prior to the date of the Shareholders' Meeting, i.e. no later than 11.59 pm on April 19, 2022, in one of the following ways:
  - For proxies with an autograph signature, by courier or registered letter with return receipt, to Studio Legale Trevisan & Associati, Viale Majno 45, 20122, Milan – Italy (Ref. "ITALMOBILIARE 2022 AGM Proxy");
  - For proxies with a qualified electronic signature or digital signature, to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).
2. Indicate the name and surname of the signatory to the proxy form and voting instructions.
3. Pursuant to article 135-*undecies*, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining the 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 resolutions to be carried".
4. In the event of significant circumstances, unknown at the time of issue of the proxy, which cannot be communicated to the Delegating party, 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 given in Section A) will be considered confirmed. However, it is understood that if the proxy, in Section A), has indicated that he/she intends to vote in favour of the proposal made by the Board of Directors or by the shareholder and such proposal is not submitted or is not put to the vote for any reason whatsoever and, in Section B, no choice is made or the choice indicated in Section A is confirmed, the person is considered as abstaining.
5. In the event of changes or additions to the resolution proposals submitted to the meeting, it is possible to choose between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed or the conferral of the voting instruction; c) revocation of the voting instruction already expressed. If no choice is made, the voting instructions mentioned in Section A) will be considered confirmed.

N.B. For any clarification regarding the conferral of the proxy (and in particular concerning the filling in of the proxy form and the voting instructions and their transmission), the persons entitled to attend the Shareholders' Meeting may contact the Appointed Representative, to the addresses indicated above and/or at the Toll-free number: 800 134 679 (on working days and during working hours)



**Italian Legislative Decree no. 58/98 (CLF)**

**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 case remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association of the company state otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second open market 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 revoked 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 are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative is required to communicate 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 the 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 the cases in which the representative who is not in any of the conditions indicated in Article 135-decies may express a vote other than that indicated in the voting instructions.

**Decree Law no. 18 of March 17, 2020**

**Art. 106 (Rules for the conduct of Company Shareholders' meetings)**

[...]

4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree no. 58 of February 24, 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to art. 135-undecies of the Italian Legislative Decree no. 58 of February 24, 1998, will be the only subject entitled to attend the meeting; to the aforementioned Appointed Representative may also be conferred proxies or sub-delegations pursuant to article 135-novies of the Italian Legislative Decree no. 58 of February 24, 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

[...]

*Italian Civil Code*

*Art. 2393*

*(Liability action)*

1. A liability action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
  2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
  3. A liability action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
  4. Such action may be brought within five years of the expiry of the director's term of office.
  5. The approval of a resolution to bring liability action shall result in the removal of the director against whom such action is brought provided that votes representing at least one-fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
  6. The company may waive its right to bring liability action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one-fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to liability actions brought by the company pursuant to Article 2393-bis.
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**INFORMATION ON PERSONAL DATA PROCESSING**

Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

**Personal Data Controller**

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45 (hereinafter, "**Trevisan & Associati**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of the Italian Legislative Decree no. 58/98 (CLF) and art. 106 of Decree Law no. 18 of March 17, 2020, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation).

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**"), are communicated by the Delegating party, even by electronic means, to Trevisan & Associati through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller process the Personal Data of the Delegating party, as indicated in this proxy form, in a lawful and correct manner and in such a way as to ensure their confidentiality and security. The Processing - which includes the collection and any other operation contemplated in the definition of "processing" by art. 4 of the Regulation - is carried out by means of manual, IT and/or telematic tools, with organizational methods and logic strictly related to the purposes indicated below.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating party, in compliance with the provisions of the aforementioned art. 135-*undecies* of CLF and art. 106 of Decree Law no. 18 of March 17, 2020.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating party and the Appointed Representative;
- legal obligations: to comply with the legal obligations to which the Appointed Representative is subject towards the issuer and the supervisory Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above, before, during and after the shareholders' meeting, to the employees and collaborators of the Controller who are in charge of Processing.

The Delegating party's Personal Data will be processed within the European Union and will be kept, also on servers located within the European Union, for a period of at least 1 year, pursuant to the current legislation. They will be communicated by Studio Legale Trevisan & Associati to the issuer for legal purposes related to the drafting of the shareholders' meeting minutes and the updating of the shareholders' book, and will possibly be communicated to third parties only in compliance with the requests of supervisory Authorities and the judiciary.

**Rights of the Delegating party**

The Delegating party has the right to know, at any time, which are their Personal Data and how they are processed; he also has the right to update, supplement, corrected and also has the right to have it deleted, limit or oppose to their processing, but in these cases it may be impossible to carry out his instructions regarding the participation in the meeting. The Delegating party is also entitled to lodge a complaint with a supervisory authority. It should also be considered that, after the assembly, the Personal Data and voting instructions of the Delegating party must be kept by the Appointed Representative for 1 year at the disposal of the Authorities.

In order to exercise the above-mentioned rights, the Delegating party may contact Studio Legale Trevisan & Associati at the address indicated in the proxy form or at the following e-mail address: [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it).

Place and Date

Signature (legible and in full)