

# ITALMOBILIARE

INVESTMENT HOLDING

## PROXY FORM <sup>(1)</sup>

With reference to the **Ordinary and Extraordinary Shareholders' Meeting of ITALMOBILIARE S.p.A.**, to be held on April 17<sup>th</sup>, 2019 at 10,30 a.m., on single call, in Milan, Piazza Belgioioso 1, at Intesa Sanpaolo Meetings' room, as indicated in the notice of call of the Shareholders' Meeting 2019, published on March 15, 2019 on the Company's website at [www.italmobiliare.it](http://www.italmobiliare.it), in the section "Governance – Shareholders' Meeting", and as an excerpt on daily newspapers on March 16, 2019;

- having read the Reports on the items on the Agenda made available by the Company,

### with this form

#### I, the undersigned <sup>(2)</sup>

Surname\* ..... Name\* .....  
born in\* ..... on\* .....  
resident in ..... Address .....  
tax identification code\* .....  
ID document (copy enclosed) .....  
No. ....

#### in quality of

(tick the box that interests you)

- party with the right to vote related to No.\* ..... ordinary shares ITALMOBILIARE S.p.A. in his/her capacity as (check whichever box applies)

- |   |                                       |  |
|---|---------------------------------------|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian             |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other (specify) ..... |

- legal representative or subject with appropriate representation powers of (name of the company entitled to vote<sup>3</sup>)\* ..... registered office in\* ..... tax identification code\* ..... (copy of the documentation of the powers of representation enclosed) with the right to vote related to No.\* ..... ordinary shares ITALMOBILIARE S.p.A. in his/her capacity as (check whichever box applies)\*:

- |   |                                       |  |
|---|---------------------------------------|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                |
|   | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian             |
|   | <input type="checkbox"/> manager      | <input type="checkbox"/> other (specify) ..... |

(\*) Obligatory

<sup>1</sup> Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder.

<sup>2</sup> Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF), or of the appointing party's legal representative.

<sup>3</sup> Enter the name of the company as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act.

communication reference No. .... (pursuant to Article 83-sexies of D.Lgs. 58/98)  
supplied by the intermediary ..... ABI ..... CAB .....

**appoints**

**Mr/Mrs**

Surname\* ..... Name\* .....  
Born in\* ..... on\* .....  
Residence ..... Address ..... Tax  
identification code .....

**to participate and represent him/her/the company in the Ordinary and Extraordinary Shareholders'  
Meeting**

with the right to be replaced by Mr/Ms <sup>4</sup>:

Surname\* ..... Name\* .....  
Born in\* ..... on\* .....  
Residence ..... Address ..... Tax  
identification code .....

\_\_\_\_\_  
(Place and date)

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

**The undersigned also declares that the right to vote is exercised by the proxy holder (check  
whichever box applies) <sup>5 6</sup> :**

- at his discretion without specific voting instructions given by the undersigned appointing
- in compliance with specific voting instructions given by the undersigned appointing

\_\_\_\_\_  
(Place and date)

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

Please note that, pursuant to Article 135-novies of the Italian consolidated finance act, "The representative may deliver or transmit a copy of the proxy, including a computer digital media

<sup>4</sup> The representative may indicate one or more proxies for the representative. Replacement of a representative by a proxy who finds themselves in a situation of conflict of interest is permitted only if such proxy has been indicated by the shareholder.

<sup>5</sup> For the purposes of the communication obligations regulated by Article 120 of the Italian consolidated finance act, equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder's discretion, in the absence of specific instructions from the appointing party".

<sup>6</sup> The proxy being granted to a representative in conflict of interests is permitted provided that such representative notifies the shareholder in writing regarding the conflict of interest, and issues specific voting instructions for each resolution in relation to which the representative is to vote on the shareholder's behalf (see Article 135-decies of Italian Legislative Decree 58/98).

*copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting".*

## **Instructions**

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- 1.** The proxy can only be notified to the Company by means of registered letter sent to the headquarters (Corporate Affairs Department - via Borgonuovo, 20, 20121 Milan) or by sending it to the address of certified electronic mail: [affarisocietari.italmobiliare@legalmail.it](mailto:affarisocietari.italmobiliare@legalmail.it). The proxy-holder can also deliver or send to the Company, in place of the original, a copy of the proxy, also on an electronic support, stating, under his/her responsibility, that the proxy is a copy of the original, and the identity of the delegating person. Where the proxy is granted by a legal entity, a document attesting the powers of attorney must be provided along with the proxy.
- 2.** Give first name and last name or company name of shareholder/s as shown on the notice to the company by the intermediary. If shares are jointly owned, the proxy must be granted and signed by all joint owners, even if the representative is one of the joint owners.
- 3.** Provide account number, bank and branch code of authorised intermediary (or name of institution) as they appear on the account statement.
- 4.** Details of notice from the authorised intermediary, and name of intermediary if different from the institution where share account is held.
- 5.** Give name and last name of holder of voting rights and capacity if other than owner of above shares.
- 6.** For the purposes of the communication obligations regulated by Article 120 of Legislative Decree 58/1998 (the Italian Consolidated Financial Act), equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy provided that such right might be exercised at the proxy's holder discretion, in the absence of specific instructions from the appointing party".

## **PRIVACY STATEMENT**

Pursuant to artt. 13 and 14 of European Regulation 2016/679 ("GDPR"), information notice related to personal data processing activity is provided.

### **1. Contact details of Data Controller**

The Controller of the processing of your data pursuant to art. 4.7 of the GDPR is Italmobiliare S.p.A., in the person of the CEO and, as such, legal representative of the company, with legal head office in Via Borgonuovo n. 20, Milan, Italy, e-mail [gdpr@italmobiliare.it](mailto:gdpr@italmobiliare.it).

### **2. Categories of data processed and data source**

The Company processes exclusively common data such as, by way of example but not exhaustively, personal and contact details of the subjects entitled to participate in the meeting. Data are acquired directly from the data subject.

### **3. Purpose and legal basis of the processing activity**

Personal data are collected and processed exclusively for the purpose of verifying the regular constitution of the meeting, ascertaining the identity and legitimacy of participants, accreditation and registration for participation in the meetings of the Company as well as the execution of further obligations and assembly and company formalities, recording and reporting of interventions and voting at the meeting, payment of dividends, statistics to verify the company's shareholding base or participation in meetings. The processing is therefore necessary to fulfil a legal obligation to which the Data Controller is subjected. The provision of personal data requested, for the purposes and methods of processing as specified above, is necessary for the purpose of participation in the meeting, pursuant to the law (art. 2370 and following c.c.), and for related and consequent obligations. Failure or partial provision of personal data may result in the non-admission of the data subject to the meeting.

### **4. Data retention**

The data collected for the purposes set out in this statement are kept for the time required by civil law applicable on keeping and storage of social books (artt. 2220 and 2496 of the Civil Code). Once the storage terms indicated above have elapsed, data will be destroyed or made anonymous, according to the technical cancellation and backup procedures.

### **5. Categories of data recipients**

The data may be communicated to subjects operating as Controllers such as, by way of example but not exhaustively, Supervisory and Control Authorities, public or private entities entitled to request data, members of the BoD. and of the Board of Statutory Auditors of the Company, auditing company. The data may also be processed on behalf of the Company by persons designated as Processors, who are given appropriate operating instructions.

### **6. Data subjects' rights**

The data subject can ask the Controller to access the concerning him / her, their correction, the integration of incomplete data, the restriction of processing in the cases provided for by art. 18 GDPR; to receive data in a structured format, commonly used and readable by an automatic device, as well as, if technically feasible, to transmit them to another controller without impediments in the event that the conditions for the exercise of the right to portability pursuant to art. 20 of the GDPR are satisfied (the processing is based on consent pursuant to Article 6.1 letter a) or art. 9.2, lett. a) or on the contract pursuant to art. 6.1, lett. b) of the GDPR and is carried out using automated tools). The interested party has the right to lodge a complaint with the Supervisory Authority, as well as to exercise the other rights recognized to data subjects by the regulation. These rights can be exercised by writing to [gdpr@italmobiliare.it](mailto:gdpr@italmobiliare.it).