

**Prysmian S.p.A.**

**Ordinary and Extraordinary Shareholders' Meeting**

convened on 28 April 2021 at 2:30 p.m., in single call,  
in Milan, via Chiese no.6

**Form for conferring proxy on the designated representative pursuant to**

**Art. 135-undecies of Italian Legislative Decree no. 58/1998**

**Part 1 of 2**

The Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45 (P. IVA 07271340965), in its capacity as “designated representative” (“**Designated Representative**”), pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998, of PRYSMIAN S.p.A. (the “**Company**” or “**Prysmian**”), shall collect voting proxies for the Ordinary and Extraordinary Shareholders' Meeting of Prysmian, convened on 28 April 2021 at 2:30 p.m., in single call, in the manner and within the time limits set out in the notice of call published on 15 March 2021, on the Company website [www.prysmiangroup.com](http://www.prysmiangroup.com) (in the Company/Governance/Shareholders Meeting section) sent to Borsa Italiana S.p.A. and made available in the mechanism for the central storage of regulated information “E-MARKET STORAGE” ([www.emarketstorage.com](http://www.emarketstorage.com)) and published as an extract in the newspaper “Milano Finanza” on 16 March 2021.

The Proxy Form and the Voting Instructions must be received, in original, no later than the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on 26 April 2021), together with:

- copy of an identity document, currently valid, of the delegating party; or
- In the case of a delegating legal entity, a copy of an identity document, currently valid, of the pro tempore legal representative, or of another person with appropriate powers, together with appropriate documentation attesting to his or her status and powers;

by one of the following alternatives:

- (i) For proxy form with autographed signature, by courier or registered letter with advice of receipt, to Studio Legale Trevisan & Associati, Viale Majno no. 45 - 20122 Milan (Ref. “Shareholders' Meeting Proxy PRYSMIAN 2021”);
- (ii) For proxy form with electronic or digital signature, by certified email to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it).

The proxy and the related voting instructions may be revoked by the end of the second trading day before the date of Shareholders' Meeting (i.e. by 11:59 p.m. on 26 April 2021) in the same manner as abovementioned.

**The grant of a proxy and voting instruction by signing this form shall be free of charge to the proxy holder (except for any postage costs).**

**Statement of the Designated Representative**

*Studio Legale Trevisan & Associati hereby declares that it has no interest of its own with respect to the resolution proposals submitted to the vote. Taking into account, however, the possible contractual relationships existing with some of its substitutes and the Company and in any case for all legal purposes, it expressly declares that, should unknown circumstances occur, or in the event of amendment or integration of the proposals submitted to the Shareholders' Meeting, it and/or its substitutes will not express a vote other than that indicated in the instructions..*

**PROXY FORM**

(Section to be notified to the Company via the Designated Representative - Complete with the required information)

The Undersigned (Name and information about the subject entitled to vote)\*  
born in\* \_\_\_\_\_ on\*  
resident in\* (city) \_\_\_\_\_ (address)  
legal seat\* \_\_\_\_\_ (address)  
tax code\* \_\_\_\_\_  
phone no. \_\_\_\_\_ E-mail \_\_\_\_\_

Information to be completed at the delegator's discretion  
- Communication No. \_\_\_\_\_ (reference to the notice provided by the authorised intermediary)  
- Possible identification codes \_\_\_\_\_

**DELEGATES** the Designated Representative to attend and vote to the above mentioned shareholders' meeting as per voting instructions to the same provided with reference to no.\* \_\_\_\_\_ ordinary shares PRYSMIAN S.p.A., ISIN code IT0004176001, registered in the Securities Account no.\* \_\_\_\_\_ at (custodian broker)\* \_\_\_\_\_ National Bank Code (ABI) \_\_\_\_\_ Bank Routing Code (CAB) \_\_\_\_\_

**DECLARES** to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even on only some of the resolution proposals on the agenda and that, in such a case, the vote will be exercised only for the proposals on which voting

**AUTHORISES** the Designated Representative to process own personal data for the purposes, under the conditions and terms indicated in the attached information notice.

The **Studio Legale Trevisan & Associati**, with registered office in Milan, Viale Majno no. 45, in person of **Avv. Dario Trevisan** born in Milan on 04/05/1964 (tax code TRVDRA64E04F205I), who can be replaced either by Avv. Camilla Clerici born in Genoa on 19/01/1973 (tax code CLRCCL73A59D969J), or by Avv. Giulio Tonelli born in La Spezia on 27/02/1979 (tax code TNLGLI79B27E463Q), or by Avv. Valeria Proli born in Novara on 24/10/1984 (tax code PRLVLR84R64F952S), or by Dott.ssa Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (tax code CRTRFL89H44A669V), or by Avv. Andrea Ferrero born in Turin on 05/05/1987 (tax code FRRNDR87E05L219F), or by Dott.ssa Tania Scatamacchia born in Melfi (PZ) on 28/02/1987 (tax code SCTTNA87B68F104C), or by Dott.ssa Beatrice Maria Mero born in Milan on 22/06/1987 (tax code MREBRC87H62F205C), or by Dott. Marco Esposito born in Monza on 30/08/1992 (tax code SPSMRC92M30F704H), or by Dott.ssa Chiara Bevilacqua born in Valdagno (VI) on 03/02/1976 (tax code BVLCHR76B43L551U) (the "**Substitutes**"), all domiciled, for the purposes of this delegation, at Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan.

The Undersigned (name and surname of the signatory only in case of different owner of the shares)  
born in\* \_\_\_\_\_ on\*  
\_\_\_\_\_ hereby signs this proxy as (please tick the relevant box)

- secured creditor
- reporter
- usufructuary
- custodian
- manager
- legal representative or representative with power of sub-proxy
- other (specify) \_\_\_\_\_

Place/Date \_\_\_\_\_, \_\_\_\_\_

Signature \_\_\_\_\_

(\*) Compulsory

**Part 2 of 2**

**VOTING INSTRUCTION**

*(Section with information intended for the Designated Representative only - tick the appropriate box)*

The Undersigned (1) *(name/personal information)\** \_\_\_\_\_ delegates the Designated Representative to vote according to the following voting instructions at Ordinary and Extraordinary Shareholders' Meeting convened on 28 April 2021 at 2:30 p.m, in single call, by PRYSMIAN S.p.A.

**A) RESOLUTIONS TO BE VOTED (2)**

	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTOR</b>  ( <sup>a</sup> )	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER</b>  ( <sup>a</sup> ) ( <sup>b</sup> )	<b>AGAINST</b>  ( <sup>c</sup> )	<b>ABSTEINED</b>  ( <sup>c</sup> )
<i><b>O.1 Financial statements at 31 December 2020; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.2 Allocation of net profit for the year and distribution of dividend.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.3 Determination of the number of the members of the Board of Directors.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.4. Determination of the term of office of the Directors.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.5. Appointment of the Directors.</b></i>	<i>Slate no. 1 submitted by the Borad of Directors</i>	<i>Slate no. .... Submitted by .....</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.6. Determination of the remuneration of the Directors.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i><b>O.7. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; related resolutions.</b></i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>

(<sup>a</sup>) The lack 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 Designated Representative will follow the voting instructions indicated in Section B.

(<sup>b</sup>) In favour of the proposal of the shareholder, whose name must be indicated by the delegating party.

(<sup>c</sup>) Against/Abstained on any proposal made.

	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTOR</b>  ( <sup>a</sup> )	<b>IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER</b>  ( <sup>a</sup> ) ( <sup>b</sup> )	<b>AGAINST</b>  ( <sup>c</sup> )	<b>ABSTEINED</b>  ( <sup>c</sup> )
<i>O.8. Extension of the share participation plan in favour of Prysmian Group's employees.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>O.9. Approval of the 2021 remuneration policy.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>O.10. Advisory vote on the compensation paid in 2020.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>E.1 Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 26 January 2021, reserved to Institutional Investors and with nominal value equal to Euro 750,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,864,025.50, by issuing up to 18,640,255 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)

## B) UNKNOWN CIRCUMSTANCE

In the event of circumstances unknown at the time of issue of the proxy (3) the undersigned with reference to:

	<b>Confirm Instructions</b>	<b>Revoke Instructions</b>	<b>Change Instructions</b>		
			<b>In Favour (<sup>d</sup>)</b>	<b>Against</b>	<b>Abstained</b>
<i>O.1 Financial statements at 31 December 2020; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.2 Allocation of net profit for the year and distribution of dividend.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.3 Determination of the number of the members of the Board of Directors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.4. Determination of the term of office of the Directors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

(<sup>d</sup>) Indicate whether it is in favour of the proposal of the Board of Directors or whether it is in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour <sup>(d)</sup>	Against	Abstained
<b>O.5. Appointment of the Directors.</b>	(tick with cross)	(tick with cross)	Slate no. .... submitted by ..... .....	(tick with cross)	(tick with cross)
<b>O.6. Determination of the remuneration of the Directors.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>O.7. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; related resolutions.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>O.8. Extension of the share participation plan in favour of Prysmian Group's employees.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>O.9. Approval of the 2021 remuneration policy.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>O.10. Advisory vote on the compensation paid in 2020.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>E.1 Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 26 January 2021, reserved to Institutional Investors and with nominal value equal to Euro 750,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,864,025.50, by issuing up to 18,640,255 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

### C) CHANGES OD ADDITIONS

In the event of vote upon changes or additions (4) to the resolutions submitted to the Shareholders' Meeting with reference to:

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour <sup>(e)</sup>	Against	Abstained
<b>O.1 Financial statements at 31 December 2020; Directors' report; report by the Board of Statutory Auditors; report by the Independent Auditors.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<b>O.2 Allocation of net profit for the year and distribution of dividend.</b>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

<sup>(e)</sup> Indicate whether it is in favour of the proposal of the Board of Directors or whether it is in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour (°)	Against	Abstained
<i>O.3 Determination of the number of the members of the Board of Directors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.4. Determination of the term of office of the Directors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.5. Appointment of the Directors.</i>	(tick with cross)	(tick with cross)	Slate no. .... submitted by ..... .....	(tick with cross)	(tick with cross)
<i>O.6. Determination of the remuneration of the Directors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.7. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; related resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.8. Extension of the share participation plan in favour of Prysmian Group's employees.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.9. Approval of the 2021 remuneration policy.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.10. Advisory vote on the compensation paid in 2020.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>E.1 Authorization to convert, under art. 2420-bis, par.1 of the Italian Civil Code, of the equity-linked bond, resolved by the Board of Directors on 26 January 2021, reserved to Institutional Investors and with nominal value equal to Euro 750,000,000.00. Consequent increase in share capital under art. 2420-bis, par.2 of the Italian Civil Code, in a divisible form, with the exclusion of pre-emptive rights under art. 2441, par. 5 of the Italian Civil Code, serving the abovementioned convertible bond by a maximum nominal amount of Euro 1,864,025.50, by issuing up to 18,640,255 ordinary shares of the Company with a nominal value of Euro 0.10 each. Amendment of art. 6 of the By-laws. Resolutions related thereto. Granting of powers in relation to the above transaction</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

(Place and Date) .....

Signature.....

**LIABILITY ACTION**

In case of vote on the liability action proposed in accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial statements, the undersigned delegates the Designated Representative and Substitutes to vote as follows:

IN FAVOR

AGAINST

ABSTEINED

(place) ..... (date) .....

Signature.....

## **WARNINGS FOR COMPILATION AND TRANSMISSION**

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1. Enter the full name of the signatory of the Proxy Form and Voting Instructions.
2. Pursuant to Article 135-*undecies*, par. 3, of Italian Legislative Decree no. 58/1998, “The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. Relative to the proposals for which no voting instructions were granted, the shares are not counted to calculate the majority and the quota of capital required for the approval of the resolutions.”
3. In the event of significant circumstances, unknown at the time of issue of the proxy, which cannot be communicated to the proxy giver, it is possible to choose between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, the voting instructions set forth in Section A) shall be considered as confirmed. However, it is understood that if the delegating party has indicated in Section A) that he/she intends to vote in favour of the proposal formulated 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 deemed to have abstained.
4. In the event of changes or additions to the resolution proposals submitted to the shareholders' meeting, it is possible to choose between: a) confirming any voting instructions already expressed; b) changing any voting instructions already expressed or giving a voting instruction; c) revoking any voting instructions already expressed. If no choice is made, the voting instructions set out in section A) will be considered confirmed.

For any clarifications concerning the granting of proxy (and, in particular, concerning the completion of this Proxy Form and the Voting Instructions and their transmission), shareholders entitled to attend the Shareholders' Meeting may contact the Designated Representative at the addresses indicated above, and/or at phone no. 800134679 (during working days and hours).



## **Privacy policy**

Pursuant to art. 13 of the Regulation (EU) 2016/679 ("on the protection of natural persons with regard to the processing of personal data and on the free circulation of such data")

With reference to the personal data about which the Studio Legale Trevisan & Associati – as Designated Representative of the Issuer – will get in carrying out its activities in Your favor, we wish to inform You of the following.

### **Data Controller**

The data controller is lo Studio Legale Trevisan & Associati, Milan, Viale Majno no. 45. You can contact the Data Controller at the following email address: mail@trevisanlaw.it

### **Data Processing purpose**

Data contained in the proxy form will be processed for the following purposes:

- a) execution of the assignment received, or for the fulfilments regarding the representation in the shareholders' meeting and the expression of votes on Your behalf, according to the instructions received;
- b) fulfilling legal obligations.

### **Legal basis of Data Processing**

Data Processing has the following legal basis:

- fulfilment of contractual obligations, as arising from the assignment received;
- fulfilment of a legal obligation to which the Data Controller is subject, even with the Issuer or supervisory authorities or bodies.

### **Source of Personal Data**

Personal Data is collected directly from You or from public or private archives.

### **Data Processing methods**

Data Processing will consist in the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of Data.

Data Processing can be carried out by the Data Controller and / or by people authorized by him/her, with or without the use of electronic or automated means.

Personal Data is processed lawfully, correctly and transparently, in the manner and for the above-mentioned purposes, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.

### **Data retention period**

In compliance with the principles of lawfulness, limitation and Data minimization purposes, Data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, administrative purposes or in any case required by law.

### **Nature of Data provision and consequences of eventual refusal**

With reference to the purposes reported in point a) of the paragraph "Processing Data purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as Designated Representative - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller - as Designated Representative - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

### **Personal Data communication and dissemination**

Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer.

Employees and collaborators of the Data Controller, specifically authorized to treat them, may access data as well as the Issuer for the fulfilment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register. Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfilment of a legal obligation, or on the basis of instructions given by authorities legitimated by the law or by supervisory and control authorities, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders' meeting and the expression of votes.

### **Data transfer abroad**

Data could be transferred to EU countries or to third countries for the purposes of the processing.

### **Rights of the Data Subject**

You have the right to request the Data Controller at any time:

- confirmation whether Your personal data has been processed or not, in which case You will be granted to access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (right of access);
- rectification of inaccurate personal data, or the integration of incomplete one (right of rectification)
- erasure of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfilment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in public interest, scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into anonymous form or blocking of data processed in violation of the law (right to be forgotten);
- restriction of processing in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with the request of the Data Subject to restrict the processing and not to erase; (iii) Data Subject's need of the personal data to ascertain, exercise or defend a right before the courts; (iv) opposition to Data Processing pending verification regarding the possible prevalence of our legitimate reasons with respect to Yours (limitation right).

You also have the right to submit complaints to the competent supervisory authority (in Italy, the Italian data protection authority) if You believe that the Data Processing is in violation of the privacy legislation.

In order to exercise Your rights, as well as for any information, You can send an email to [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it).

(place) ..... (date) .....

Signature.....

## REFERENCE LEGISLATION

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### Italian Legislative Decree 24 February 1998 no. 58

#### **Art. 126-bis (Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, paragraph 3 or article 104, paragraph 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperatives the amount of the capital is determined by the statutes also in derogation of article 135.

2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with paragraph 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, paragraph 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, paragraph 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, paragraph 3.

3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, paragraph 1.

4. Shareholders requesting integration in accordance with paragraph 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, paragraph 1.

5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with paragraph 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, paragraph 1.

#### **Art. 135-decies (Conflict of interest of the representative and the substitutes)**

1. The assignment of a proxy to a representative in conflict of interest is allowed provided the representative informs the shareholder in writing of the circumstances from which this conflict arises and provided there are specific voting instructions for each resolution relative to which the representative must vote on behalf of the shareholder. The burden of proof that the shareholder has been informed of the circumstances creating the conflict of interest lies with the representative. Article 1711, second subsection of the Italian Civil Code does not apply.

2. For the purposes of this article, there remains in any case a conflict of interest where the representative or the substitute:

- a) Controls, even jointly, the company or is controlled by it, also jointly, or is subject to joint control with the 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 administrative or control body of the company or of the subjects listed in letters a) and b);
- d) Is an employee or an auditor of the company or of the subjects indicated in letter a);
- e) Is the spouse, relative or relative-in-law within fourth degree of the subjects indicated in letters a) to c);
- f) Is linked to the company or to the subjects indicated in letters a), b), c) and e) by independent or subordinate relationships of work or by other relationships of a financial nature which compromise his/her independence.

3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been recommended by the shareholder. In this case paragraph 1 applies. The obligations of communication and the relative burden of proof remain the responsibility of the representative.

4. This article also applies in the case of transfer of the shares by proxy.

#### **Art. 135-undecies (Representative designated by the company with listed shares)**

1. Unless the articles of association provide otherwise, the companies with listed shares designate for each meeting a subject to whom the shareholders can grant, by the end of the second stock exchange working day preceding the date established for the meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some

of the items on the agenda. The proxy is only valid for the individual proposals relative to which voting instructions have been granted.

2. The proxy is granted through the signing of a proxy form, the content of which is regulated by Consob with regulations. The assignment of the proxy does not entail any expenses for the shareholder. The proxy and the voting instructions can always be revoked by the deadline indicated in paragraph 1.

3. The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. Relative to the proposals for which no voting instructions were granted, the shares are not counted to calculate the majority and the quota of capital required for the approval of the resolutions.

4. The person designated as representative is required to communicate any interest which, on his own behalf or of third parties, he/she has relative to the proposals of resolution on the agenda. He/she also maintains the confidentiality of the contents of the voting instructions received up to start of the counting, barring the possibility of notifying this information to his own employees and assistants, who are subject to the same duty of confidentiality. The party appointed as representative may not be assigned proxies except in compliance with this article

5. With the regulations listed in paragraph 2, Consob can establish the cases in which the representative who does not come under any of the conditions listed in Article 135-decies can express a vote different than the one indicated in the instructions.

## **Italian Civil Code**

### **Art. 2393 (Directors' liability action)**

1. The liability action against the directors is filed following resolution of the meeting, even if the company is in liquidation.

2. The resolution concerning the liability of the directors can be adopted at the time of the discussion of the financial statements, even if it is not included in the list of subjects to be dealt with, when it concerns events pertinent to the financial year to which the financial statements refer.

3. The liability action can also be presented following deliberation of the Board of Auditors, passed with a two-thirds majority of its members.

4. The action can be exercised within five years from the expiry of the director's term of office.

5. The resolution regarding the liability action involves the revocation from office of the directors against whom it is filed, provided it is taken with the favourable vote of at least one fifth of the share capital. In this case, the meeting takes care of replacing the directors.

6. The company can waive the exercise of the liability action and reach an agreement, provided the waiver and the agreement are approved with express resolution of the meeting, and provided there is not opposing vote of a minority of shareholders who represent at least one fifth of the share capital or, in the companies who use the risk capital market, at least one twentieth of the share capital, or the extent provided for in the Articles of Association for the exercise of the directors' liability action in accordance with the first and second paragraphs of Article 2393-bis.