

## INTRODUCTION

**Banca Monte dei Paschi di Siena S.p.A.** (the “**Company**”) has appointed **Computershare S.p.A.**, through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (“**TUF**”) to collect proxies for the Ordinary and Extraordinary Shareholders’ Meeting convened on **April 17, 2025, at 10:00 a.m.** , on a single call in accordance with the terms and conditions stated in the Notice of Call of the Meeting published on the Company’s website [www.gruppomps.it/en](http://www.gruppomps.it/en) (section “Corporate Governance – Shareholders’ Meetings and BoD section”).

The proxy and voting instructions, to be conferred within **April 15, 2025**, may be revoked within the same date with the procedures used for the conferral.

**Computershare S.p.A.**, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* TUF. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

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

**It is not possible to grant this proxy form without the voting instructions form to be downloaded from the Company’s website [www.gruppomps.it](http://www.gruppomps.it). For any information, you can contact Computershare S.p.A. at +39/06/45417413 (from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. from Monday to Friday excluding holidays) or by e-mail to [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).**

**Banca Monte dei Paschi di Siena S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 17, 2025**  
**Proxy form and Voting instructions to Computershare S.p.A. ex art. 135-undecies D.lgs. 58/199**

**PROXY FORM**

*Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)*

**\* mandatory information**

The undersigned *(natural person)			
birth place*	birth date *	Tax code *	
resident in (town) *	at (address) *		
telephone. no.	e-mail		
<b>(2)</b> entitled to the voting right at the close of business of		<b>08/04/2025 (Record Date)</b>	as: <input type="checkbox"/> registered shareholder
<input type="checkbox"/> legal representative <input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in <input type="checkbox"/> Beneficial interest holder <input type="checkbox"/> official receiver <input type="checkbox"/> manager <input type="checkbox"/> other (specify)			

<b>(3)</b> for no. *		ordinary shares <b>Monte dei Paschi (ISIN IT0005508921)</b>		
<b>(4)</b> as resulting from communication no.*		made by (Bank) *		
registered in the account no.	at	ABI	CAB	
<b>(5)</b> in the name of (natural person or legal entity if different from the signing person)				
birth place *	birth date *	Tax code/LEI *		
resident in(town) *	at (address) *			

**DELEGATES**

**Computershare** to attend and vote at the above-mentioned meeting, with reference to the above shares, in accordance with the following instructions and

**DECLARES** that no matter of incompatibility 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 **(6)**;
- the proxy will be validly accepted at the Shareholders’ Meeting only on condition that the Company has received, before the start of the Shareholders’ Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form.

DATE	Form of identification <b>(7)</b> (type)*	Issued by *	no. *	SIGNATURE
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**Banca Monte dei Paschi di Siena S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 17, 2025**  
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**VOTING INSTRUCTIONS**

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned **(8)**

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders’ Meeting as follows.

<b>RESOLUTIONS TO BE VOTED (9)</b>	<b>VOTING INSTRUCTIONS</b> Section A: <b>F</b> (for), <b>C</b> (against), <b>A</b> (abstain) Section B/C: <b>Conf</b> irm, <b>C</b> ancel, <b>M</b> odify previous instructions
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**ORDINARY SESSION**

<b>1. Individual financial statements as at 31 December 2024, accompanied by the Reports of the Board of Directors, the Independent Auditors and the Board of Statutory Auditors. Presentation of the consolidated financial statements as at 31 December 2024; related and consequent resolutions:</b>					
<b>0010</b>	<b>1.1) approval of 2024 Parent Company’s financial statements</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>0020</b>	<b>1.2) profit allocation and dividend distribution to shareholders</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

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<b>2. Report on the policy regarding remuneration and compensation paid pursuant to article 123-ter of the Legislative Decree no. 58 of 24 February 1998 (“Consolidated Financial Act” or “TUF”); related and consequent resolutions:</b>						
<b>0030</b>	<b>2.1) binding vote on the first section concerning the remuneration policy</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>				<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>0040</b>	<b>2.2) non-binding vote on the second section concerning the compensation paid</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>				<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>0050</b>	<b>3. Proposal for the approval of the 2025 incentive system and related payment modalities to Montepaschi Group’s personnel based on “phantom shares”, pursuant to the combined provisions of articles 114-bis and 125-ter of the Consolidated Financial Act as well as art. 84-bis of the Regulation adopted by Consob resolution no. 11971 of 14 May 1999 (“Issuers’ Regulation”); related and consequent resolutions.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>				<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances				<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

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<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>	Conf	Canc	F	C	A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>	Conf	Canc	F	C	A

<b>4. Appointment of 5 (five) directors for integration of the Board of Directors following the co-optation carried out by the Board of Directors on 27 December 2024; related and consequent resolutions:</b>					
<b>0060</b>	<b>4.1) vote for the appointment of Alessandro Caltagirone as Director of Banca Monte dei Paschi di Siena S.p.A.</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sezioni B e C (12)</b>		<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>	
<b>B</b> – vote for unknown circumstances			Conf	Canc	F C A
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>			Conf	Canc	F C A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>			Conf	Canc	F C A
<b>0070</b>	<b>4.2) vote for the appointment of Elena De Simone as Director of Banca Monte dei Paschi di Siena S.p.A.</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sezioni B e C (12)</b>		<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>	
<b>B</b> – vote for unknown circumstances			Conf	Canc	F C A
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>			Conf	Canc	F C A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>			Conf	Canc	F C A
<b>0080</b>	<b>4.3) vote for the appointment of Marcella Panucci as Director of Banca Monte dei Paschi di Siena S.p.A.</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
<b>Sezioni B e C (12)</b>		<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>	

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<b>B</b> – vote for unknown circumstances		Conf	Canc	F	C	A
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>		Conf	Canc	F	C	A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>		Conf	Canc	F	C	A
<b>0090</b>	<b>4.4) vote for the appointment of Francesca Paramico Renzulli as Director of Banca Monte dei Paschi di Siena S.p.A.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>				F	C	A
<b>Sezioni B e C (12)</b>		Conf	Canc	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances		Conf	Canc	F	C	A
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>		Conf	Canc	F	C	A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>		Conf	Canc	F	C	A
<b>0100</b>	<b>4.5) vote for the appointment of Barbara Tadolini as Director of Banca Monte dei Paschi di Siena S.p.A.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				F	C	A
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>				F	C	A
<b>Sezioni B e C (12)</b>		Conf	Canc	<b>Mod voting instructions</b>		
<b>B</b> – vote for unknown circumstances		Conf	Canc	F	C	A
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>		Conf	Canc	F	C	A
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>		Conf	Canc	F	C	A

**EXTRAORDINARY SESSION**

<b>0110</b>	<b>1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised within 31 December 2025, to increase the share capital, in one or more tranches and in divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up by way of contribution in kind to service a voluntary public exchange offer (<i>offerta pubblica volontaria</i>) by Banca Monte dei Paschi di Siena S.p.A. on all the ordinary shares of Mediobanca - Banca di Credito Finanziario Società per Azioni; subsequent amendment of Article 6 of the Company’s By-Laws; related and consequent resolutions.</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

<b>2. Amendments to the By-Laws:</b>					
<b>0120</b>	<b>(i) Article 14, regarding the manner in which Shareholders’ meetings are held</b>				
<b>Section A</b> – vote for resolution proposed by the Board of Directors			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>			<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>			<b>Conf</b>	<b>Canc</b>	<b>Mod voting instructions</b>
<b>B</b> – vote for unknown circumstances			<b>Conf</b>	<b>Canc</b>	<b>F C A</b>

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<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>		<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>		<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>0130</b>	<b>(ii) Article 15 paragraphs 2 and 10, regarding the methods for submitting candidates lists and management of the procedure of co-optation of directors during their term of office. Related and consequent resolutions.</b>					
<b>Section A</b> – vote for resolution proposed by the Board of Directors				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sections A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>				<b>F</b>	<b>C</b>	<b>A</b>
<b>Sezioni B e C (12)</b>		<b>Conf</b>	<b>Rev</b>	<b>Mod voting uinstructions</b>		
<b>B</b> – vote for unknown circumstances		<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>C1</b> – vote for amendment/integration proposed by the <b>Chairman of the meeting (13)</b>		<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>C2</b> – vote for amendment/integration proposed by <b>shareholders (13)</b>		<b>Conf</b>	<b>Canc</b>	<b>F</b>	<b>C</b>	<b>A</b>
<b>Derivative action against Directors</b>						
Vote for proposed derivative action pursuant art. 2393, paragraph 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote <b>C</b> – against)</i>				<b>F</b>	<b>C</b>	<b>A</b>

DATE

SIGNATURE



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**Instructions for filling in and submitting the form**

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1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions** reserved to him within **the term indicated in the Introduction**, using one of the alternative following methods:
  - 1) **Online**: completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
  - 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder (Ref: Banca Monte dei Paschi di Siena Shareholders’ Meeting 2025);
  - 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder (Ref: Banca Monte dei Paschi di Siena Shareholders’ Meeting 2025);
  - 4) **Common Email address Holders**: as an attachment document (PDF format) (Ref: Banca Monte dei Paschi di Siena Shareholders’ Meeting 2025) sent to [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in via Monte Giberto, 33 - 00138 Roma, Italy, as soon as possible.

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)
4. Enter the reference of the communication made by the intermediary and its name as well as the securities account number, the ABI and CAB codes of the depository intermediary, or in any case its name, which can be found in the extract of the securities file.
5. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. 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 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”.
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website [www.gruppomps.it](http://www.gruppomps.it) Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

In case of approval of the proposal contained in Section A, the vote on the alternative proposal, as contained in section A2, could not take place.
11. Indicate the number of the list or the proposal (as provided on the Company website that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

If a list of candidates is presented by the outgoing Board of Directors pursuant to and in accordance with the procedures set forth in Article 147-ter.1 of the TUF identified with No. 1 and such list obtains the majority of the votes present, the election of the candidates shall be carried out by means of an individual vote on each candidates of list no. 1 and the election shall be conducted in accordance with the provisions of Article 144-quater.1 of the Consob Regulation.
12. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won’t be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.

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*Particularly, if a motion that take the place of the published one is put to a vote or if an alternative resolution to the previously that did not obtain the majority of for-votes required for its approval is proposed, the delegating party shall give voting instructions in Section C which replace or integrate those of Section A.*

- 13. In the absence of a proposal presented by the board of directors, an integrative proposal presented to the meeting shall be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as solely vote instruction on the proposals presented to the meeting by the proponents specified in that section. The various voting intentions expressed in relation to the proponents’ identity may be identical to each other, but such instructions are binding on the Appointed Representative who shall vote only if the proponent’s identity is as indicated in the relevant voting instructions.*

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**Italian Legislative Decree no. 58/98 (T.U.F)**

**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 event 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 decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading 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 cancelled 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 shall have no 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 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 cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Article 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, subsection 3 or article 104, subsection 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 cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 e 5)

**Italian Civil Code**

**Art. 2393**

*(Derivative action)*

1. A derivative 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 derivative 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 derivative 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 derivative 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 derivative actions brought by the company pursuant to Article 2393-bis.

**INFORMATION ON PERSONAL DATA PROCESSING**

Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), 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 Computershare 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 his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papyery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**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 TUF.

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 the Appointed Representative shall fulfil towards the company and the 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 Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy> .

Computershare S.p.A.