

BE SHAPING THE FUTURE S.p.A. - Ordinary Shareholders' Meeting of 21-22 April 2022
Proxy/Subproxy form to the designated representative for representation at the shareholders' meeting
pursuant to Article 135-novies, Legislative Decree no. 58/1998

In accordance with article 106, paragraph 4, of Decree-Law 17 March 2020, n. 18 converted with amendments into Law 24 April 2020, n.27 and subsequently extended lastly by paragraph 1 of Article 3, Decree-Law 228/2021, converted into Law 25 February 2022, n. 15 the participation in the Shareholders' Meeting of those entitled to vote is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("TUF"). Pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-delegations pursuant to article 135-novies of the TUF, as an exception to article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE

Fill in the requested information, sign and submit to the Company on the basis of the Warnings reported at the bottom

With reference to the ordinary shareholders' meeting of **BE SHAPING THE FUTURE S.P.A.** (the **Company**), called for **21/04/22 at 10:00 a.m.**, on first call, and for **22/04/22 at 10:00 a.m.**, on second call, to be held exclusively by video conference means, in accordance and within the terms set out in the notice of call published on the Company's website www.be-tse.it (Section Investors - Governance System - Meetings) on March 21st 2022, having regard to the documentation made available by the Company to discuss and resolve on the following:

AGENDA

- 1) *Financial statements as at 31st December 2021 of the Company, including the report of the Board of Directors on management performance, the report of the Board of Statutory Auditors' and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31st December 2021; acknowledgement of the non-financial declaration pursuant to Legislative Decree of 30th December 2016, n. 254; inherent and consequent resolutions;*
- 2) *Resolutions relating to the allocation of the 2021 result; inherent and consequent resolutions;*
- 3) *Report on the remuneration policy: resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, n. 58.*
- 4) *Authorization to purchase and disposal of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 24 February 1998, n. 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on 22 April 2021; inherent and consequent resolutions.*

Complete with the required information, sign and submit to the Company on the basis of the Warnings reported at the bottom

*** required mandatory information**

The undersigned ***(1)** born in * on * Fiscal Code. *

resident at/registered in (city) * (road, square) *

phone number * e-mail.....

holder of the rights to vote as: **(2)** [] holder of the shares - [] legal representative - [] attorney with subdelegating powers - [] distrained creditor-

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- [] reporting agent - [] usufructuary - [] custodian - [] manager - [] other (specify).....
 for n. *ordinary shares BE SHAPING THE FUTURE.P.A. (ISIN IT0001479523)

(3) registered in the name of.....born in.....on.....Fiscal Code.....
 resident at /registered in (city) (road, square)
 recorded in the securities account **(4)** no. at..... ABI CAB
 as proved by communication No. **(5)** carried out by (Bank) *

DELEGATES/SUB DELEGATES

Francesca Flego, born in Catania on 16/10/1979, C.F. FLGFNC79R56C351E, domiciled for the purposes of this proxy form in Via Privata Fratelli Gabba 3, Milan, Italy, PEC francesca.flego@milano.pecavvocati.it (the “**Designated Representative**”).

To participate and vote in the Shareholders’ Meeting indicated above as per the instructions provided below (6), fully approving her actions.

In the event of unknown circumstances or in the event of modification or integration to the proposals presented to the shareholders' meeting, **Francesca Flego**, as Designated Representative, or the Substitutes, even if not being in any of the conditions of conflict of interest provided by Article 135-*decies* of TUF, do not intend to request authorisation in order to vote differently from the instructions received.

DECLARES

- that the right to vote will be exercised by the delegate/subdelegate in compliance with specific voting instructions given by the undersigned delegating party;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

DATE..... Identity document (copy to be attached) (7) *(type) issued by * n*

SIGNATURE

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(A) RESOLUTIONS SUBJECT TO THE VOTE (7)

AGENDA

1° point

Financial statements as at 31st December 2021 of the Company, including the report of the Board of Directors on management performance, the report of the Board of Statutory Auditors' and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31st December 2021; acknowledgement of the non-financial declaration pursuant to Legislative Decree of 30th December 2016, n. 254; inherent and consequent resolutions;

FAVORABLE TO THE PROPOSAL

CONTRARY TO THE PROPOSAL

ABSTAINED

2° point

Resolutions relating to the allocation of the 2021 result; inherent and consequent resolutions;

IN FAVOUR OF THE DIRECTORS' PROPOSAL

CONTRARY TO THE DIRECTORS' PROPOSAL

ABSTAINED

3° point

Report on the remuneration policy: resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, n. 58.

IN FAVOUR OF THE DIRECTORS' PROPOSAL

CONTRARY TO THE DIRECTORS' PROPOSAL

ABSTAINED

4° point

Authorization to purchase and disposal of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 24 February 1998, n. 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on 22 April 2021; inherent and consequent resolutions.

IN FAVOUR OF THE DIRECTORS' PROPOSAL

CONTRARY TO THE DIRECTORS' PROPOSAL

ABSTAINED

(B) UNKNOWN CIRCUMSTANCES (8)

In the event of circumstances unknown at the time of issue of the proxy, the undersigned, with reference to the:

1° point:

Financial statements as at 31st December 2021 of the Company, including the report of the Board of Directors on management performance, the report of the Board of Statutory Auditors' and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31st December 2021; acknowledgement of the

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non-financial declaration pursuant to Legislative Decree of 30th December 2016, n. 254; inherent and consequent resolutions;

- CONFIRM INSTRUCTIONS
- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

2° point:

Resolutions relating to the allocation of the 2021 result; inherent and consequent resolutions;

- CONFIRM INSTRUCTIONS
- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

3° point:

Report on the remuneration policy: resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, n. 58.

- CONFIRM INSTRUCTIONS
- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

4° point:

Authorization to purchase and disposal of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 24 February 1998, n. 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on 22 April 2021; inherent and consequent resolutions.

- CONFIRM INSTRUCTIONS
- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

(C) AMENDMENTS OR ADDITIONS (9)

In the event of any votes regarding amendments or additions to the aforementioned resolutions submitted to the meeting, the undersigned authorises the Designated Representative to vote, if necessary, even in a different way compared to the instructions above, according to the following additional indications.

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1° point:

- Amendment/integration proposed **by the administrative body**
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

2° point:

- Modification/addition proposed **by the administrative body**
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS

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○ CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

• Amendment/supplementation proposed by the **minority** shareholder

○ CONFIRM INSTRUCTIONS

○ REVOCATE INSTRUCTIONS

○ CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

3° point:

• Modification/addition proposed **by the administrative body**

○ CONFIRM INSTRUCTIONS

○ REVOCATE INSTRUCTIONS

○ CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

• Amendment/integration proposed by the **majority** shareholder

○ CONFIRM INSTRUCTIONS

○ REVOCATE INSTRUCTIONS

○ CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

• Amendment/supplementation proposed by the **minority** shareholder

○ CONFIRM INSTRUCTIONS

○ REVOCATE INSTRUCTIONS

○ CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

4° point:

• Modification/addition proposed **by the administrative body**

○ CONFIRM INSTRUCTIONS

○ REVOCATE INSTRUCTIONS

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- CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - CONFIRM INSTRUCTIONS
 - REVOCATE INSTRUCTIONS
 - CHANGE THE INSTRUCTIONS: FAVORABLE CONTRARY ABSTAINED

Notes for filling and submission

The shareholders of BE SHAPING THE FUTURE S.P.A. (ISIN IT0001479523) (hereinafter the "Company"), being unable to attend directly the shareholders' meeting of 21-22 April, pursuant to the provisions of the emergency regulations and as an exception to the provisions of the law and of the Company's Articles of Association, must be represented by the Designated Representative in order to attend and exercise their voting rights. Representation must be conferred in writing and the relevant documents must be retained by the Company. The proxy is not valid if the name of the representative is left blank.

Representation may only be conferred for individual shareholders' meetings, with effect also for subsequent calls, except in the case of a general power of attorney or a power of attorney conferred by a company, association, foundation or other collective body or institution on one of its employees. If representation is conferred on a company, association, foundation or other collective body or institution, they may only delegate one of their own employees or collaborators. Representation may not be conferred either on members of the administrative or controlling bodies or on employees of the Company or on companies controlled by it or on members of the administrative or controlling bodies or employees of these.

Proxies must be received by 19 April 2022 alternatively:

- (i) in original, by registered mail addressed to the domicile of the delegate elected for this purpose in Milan, Via Privata Fratelli Gabba no. 3; or*
- (ii) in digital copy, by certified electronic mail to the address: francesca.flego@milano.pecavvocati.it.*

For any further information or clarification, shareholders are requested to contact the Company.

The e-mail address, telephone number and fax number to which requests can be made are as follows:

e-mail: be@legalmail.it

Tel. 06.54248624

Fax 06.54248698

1. *Provide the shareholder's details as they appear on the copy of the notice to attend the shareholders' meeting issued by the intermediaries referred to in Article 2370 of the Italian Civil Code: name, surname or company name, tax code or VAT number, complete address of domicile or registered office.*

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2. *Specify the capacity of the signatory of the proxy and attach, if necessary, documentation proving signatory powers.*
3. *To be completed only if the holder of the shares is different from the signatory of the proxy, all details must be provided.*
4. *Specify 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 from the securities file.*
5. *Possible reference of the communication made by the intermediary and its name, if different from the custodian of the securities account referred to in point 4.*
6. *Include the references of a valid identity document of the signatory of the proxy.*
7. *The resolutions proposed on the meeting, summarized herein, result from the reports published on the company's website www.be-tse.it, in the section Investors> Governance System> Shareholders' Meetings. In the event of unknown circumstances or in the event of amendments or additions to the proposals presented to the meeting, Francesca Flego, as Designated Representative, or her Substitutes, even though she is not in any of the conditions of the conflict of interests provided for in article 135-decies of Legislative Decree n. 58/1998, do not intend to request authorization to vote differently from the received instructions.*
8. *If there any significant circumstances, unknown at the time of submission of the proxy, which cannot be communicated to the delegating party, you can choose between: a) confirmation of the voting instructions already expressed; b) revocation of the voting instructions already expressed, c) amendments of the voting instructions already expressed. If no choice is made, the voting instructions under A) will be considered as confirmed.*
9. *In the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting, it is possible to choose between: a) confirmation of voting instructions already expressed; b) revocation of the voting instructions already expressed; c) the amendments (or conferment) of the voting instructions already expressed. If no choice is made, the voting instructions under A) will be considered as confirmed.*

Information pursuant to Art. 13 of European Regulation 679/2016 concerning the processing of personal data

In light of the foregoing, the company Be Shaping the Future S.p.A., with registered office in Viale dell'Esperanto no. 71, Rome (hereinafter, the "**Company**"), hereby communicates the methods and purposes of the processing of your data, pursuant to Article 13 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and related implementing legislation (hereinafter, jointly, the "**Regulation**").

1. Data controller.

The Company is the controller of your personal data and may be contacted - for matters relating to the processing of personal data - at its registered office, located in Viale dell'Esperanto n. 71, Rome, or through the e-mail address: be@legalmail.it.

2. Source and purpose of processing, legal basis and methods of processing.

Personal data are and will be collected by the Company directly from you and for the purposes set out below:

- a) verifying that the meeting has been properly constituted and ascertaining the identity and legitimacy of those present;
- b) carrying out of further compulsory assembly and company formalities.

The legal basis for processing for the purposes referred to in points (a) and (b) above is the fulfilment of legal obligations. The collection and processing of the data shall be carried out by means of manual, computerised and telematic tools and with logic strictly related to the purposes and, in any case, in such a way as to guarantee the confidentiality and security of the data.

3. Provision of data and consequences of refusal.

The provision of data for the purposes set out in paragraph 2 above is mandatory. Failure to provide the requested data may result in non-participation in the meeting.

4. Period and Place of Preservation.

Personal data collected for the purposes of paragraph 2 above will be retained for a period of time not exceeding the period of limitation established by law, except for the exceptional need to retain the data in order to defend or enforce a right in court or on the instructions of public authorities.

The Company will store your personal data in servers located within the European Union. The Company will not transfer your personal data outside the European Union.

5. Recipients of personal data.

Your personal data will not be disseminated. In relation to the purposes of the processing indicated above, and within the limits strictly pertinent to the same, your personal data may be communicated to employees or collaborators of the Company specifically authorized to process them who will act as data processors. In addition, your personal data may be communicated to natural or legal persons who will be appointed by the Company as data processors.

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6. Rights of the data subject.

Pursuant to Articles 15-22 GDPR, if the conditions are met, you may exercise the following rights:

- a) access to your personal data;
- b) obtain a copy of the personal data you have provided (so-called portability);
- c) request the rectification of your data held by the Company;
- d) limit the way in which your data is processed or object to its processing;
- e) request the deletion of any data for which there is no longer any legal basis for processing by the Company;
- f) the possibility to lodge a complaint with the Data Protection Authority.

In order to exercise the aforementioned rights, you may send a communication to the Company, in the manner indicated in paragraph 1 above.