



PROXY FORM

With regards to the Extraordinary Shareholders' Meeting of Giglio Group S.p.A. called for October 31, 2019 in single call, at 14:30, in piazza Generale Armando Diaz 6, 20123 - Milan, at Giglio Group, as per the call notice published on the company website www.giglio.org on September 28, 2018 with the following agenda:

1. Proposal of non-divisible and paid increase in share capital for a total amount of € 2,649,500.00 (of which € 151,400 at nominal value and the rest at share premium), excluding option rights, pursuant to Art. 2441, par. 4, second sentence of the Civil Code, with the consequent issue of no. 757,000 ordinary shares, with unit price of € 3.5 (of which € 3.3 at share premium), with regular dividend and with the same characteristics of the ordinary shares already issued at the issue date, to be paid through the contribution in kind of the shares of E-commerce Outsourcing S.r.l. on behalf of all the shareholders of the latter. Consequent amendment of Art. 6 of the By-laws. Relative and consequent resolutions.
2. Proposal of amendment of Art. 6 of the By-laws and introduction of paragraphs from 6.2.1 to 6.2.4 for the purpose of introducing the "shares with increased voting rights" system, provided for in Art. 127-*quinquies* of the Consolidated Act; relative and consequent resolutions.

Having reviewed the reports on the matters on the agenda made available by the company,

WITH THIS FORM

the undersigned (signature of principal ²⁾

Name* _____ Surname* _____

Born in* _____

on* _____

Resident in _____ post code _____
street _____

Tax No. _____

Identity document (valid and copy to be attached) _____

No. _____

(*) Obligatory field

(1) All those with the right to attend the Shareholders' Meeting may be represented through a person of their choice, by means of written proxy in accordance with law, signing this proxy form.

(2) Indicate the name and surname of the principal, as it appears on a copy of the communication for attendance at the shareholders' meeting as per Art.83-sexies of Legislative Decree 58/1998 (CFA) or of the legal representative of the legal party delegating.

As

(tick the relevant box)

- Shareholder of * _____ ordinary Giglio Group s.p.a. shares registered to securities account No. _____ at the following intermediary _____
ABI _____ CAB _____
- Party with voting rights ³ concerning * _____ shares of Giglio Group s.p.a. as* _____
- Legal representative or party conferred with appropriate representative powers⁴ of (name of legal person with voting rights)* _____ with registered office in* _____ street* _____ tax No.* _____ (with document proving representative powers annexed) assigned the right to vote concerning * _____ shares of Giglio Group s.p.a. registered in securities account No. _____ at the following intermediary _____
- ABI _____ CAB _____ as *(tick the relevant box)**
 shareholder
 _____³

APPOINTS

Mr./Ms. (proxy)

Name* _____ Surname* _____

Born in* _____ on* _____

Resident in _____ post code _____
street _____

Tax No. _____

Identity document No. (copy to be attached) _____

TO ATTEND AND REPRESENT HIM/HER AT THE SHAREHOLDERS' MEETING

with faculty in turn to be replaced by:

Mr./Ms. (proxy)

Name _____ Surname _____

Born in _____ on _____

Resident in _____ post code _____
street _____

Tax No. _____

(3) Indicate the legal form (e.g. secured creditor, taker in, usufruct, custodian, manager etc.) based on which the right to vote is attributed.

(4) Legal person principal as stated in the copy of the communication for attendance at the Shareholders' AGM as per Article 83-sexies CFA

(5) The representative may indicate one or more replacements. The replacement of the representative with a party in conflict of interest is allowed only if the replacement is indicated by the shareholder.

Identity document No. (copy to be attached)

Place and Date

Signature of principal

The undersigned declares in addition that the voting right shall be exercised by the proxy (tick the relevant box)⚡:

- discretionarily in the absence of specific instructions from the principal
- in accordance with the specific voting instructions given by the undersigned principal

(Place and Date)

(Signature of Principal)

COMMUNICATION OF PROXY

In accordance with Art.135-novies, paragraph 5 of Legs. Decree No. 58/1998, "the representative may, in place of the original, send or transmit a copy, also through electronic means, of the proxy form, declaring in good faith compliance of the proxy form to the original and the identity of the principal. The proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the shareholders' meeting".

Proxy voting may be notified by the company by registered letter to the registered office (Piazza Diaz 6, 20123 MILAN) for the attention of the Legal and Corporate Affairs Department, through communication to giglio@arubapec.it.

PRIVACY DISCLOSURE

(⚡) For the communication obligations as per Article 120 of Legs. Decree No. 58/1998, the shares for which "the voting right derives on the basis of proxy, as this right may be exercised discretionarily in the absence of specific instructions from the principal" are considered investments.

PERSONAL DATA OWNER

Giglio Group s.p.a., with registered office in 20123 – Milan, piazza Generale Armando Diaz 6, (hereafter the “**Owner**”), as Owner will process the Personal Data (defined herein) in accordance with the general data protection regulation (Articles 13 and 14 of Regulation (EC) No. 679/2016 - “**GDPR**” and Legislative Decree No. 196 of June 30, 2003) and this notice.

DATA PROTECTION OFFICER (DPO)

The Owner has appointed a DPO who may be contacted at the following e-mail address dpo.giglogrouop@giglio.org or by registered letter sent to the Data Protection Officer, in 20123 – Milan, piazza Generale Armando Diaz 6.

PROCESSED DATA AND METHODS

The Owner shall handle your identification details (e.g. name, surname, domicile) communicated by you or the personal data provided of third parties (e.g. proxies or their replacements) communicated by you (“**Personal Details**”) for participation at the Shareholders’ Meeting of October 31, 2019 (the “**Shareholders’ Meeting**”) by proxy or for additional Shareholders’ Meeting business.

For the processing of personal data for the purposes of this communication, any transaction or series of transactions, carried out with or without the support of automated processes and applied to Personal Data, such as collation and recording, is considered

This data may become known to employees or collaborators of the Owner – or, where necessary, companies carrying out on behalf of this latter the technical or organisational tasks required for the above indicated purposes – specifically authorised to handle such, as Appointed Managers or Officers, for the same purposes; the data may be relayed or communicated to specific parties to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the Authorities or the Supervisory or Control Boards.

The interested party has the right, in particular, in accordance with Article 7 of Legs. Decree 196/2007 to know – at all times – which of their data is handled, its origin and how it is being utilised, as well as the Appointed Managers; he/she also has the right to update, adjust, add to or cancel data or request it not to be used. These rights may be exercised by contacting the company through written request to be sent to the DPO by e-mail at dpo.giglogrouop@giglio.org or by contacting the Data Protection Officer at 20123 – Milan, piazza Generale Armando Diaz 6.