

Proxy Form and Voting Instructions

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**Francesca Flego**, born in Catania on 16/10/1979, F.C. FLGFNC79R56C351E, domiciled for the purposes of this proxy form in Via Privata Fratelli Gabba 3, Milan, as **Designated Representative** pursuant to article 135-*undecies* of Legislative Decree 58/98 (TUF) by **BE THINK, SOLVE, EXECUTE SPA** (the **Company**), who may be replaced by Mario Ortu, born in Bolzano on 8/8/1960, F.C. RTOMRA60M08A952L, domiciled for the purposes of this proxy form in Via Privata Fratelli Gabba 3, Milan, as well as, alternatively, by Domenico Colella, born in Molfetta (BA) on 25/1/1971, F.C. CLLDNC71A25F284C, domiciled for the purposes of this proxy form in Piazza di Campitelli 3, Rome, or by Elisabetta Pistis, born in Carbonia (CI) on 10/11/78, F.C. PSTLBT78S50B745N, domiciled for the purposes of this proxy form in Piazza di Campitelli 3, Rome (the **Substitutes**), proceeds to collect voting proxies relating to the ordinary and extraordinary shareholders' meeting called for **22 April 2020 at 10:00 am**, on first call, and for **23 April 2020 at 10:00 am**, on second call, at the Company's registered office in Rome, Viale dell'Esperanto n. 71, in accordance and within the terms set out in the notice of call published on the Company's website [www.be-tse.it](http://www.be-tse.it) (Investor Relations Section - Shareholders' Meetings) on March 20<sup>th</sup>, 2020.

The proxy and the voting instructions can be revoked by **11:59 pm** on **20 April 2020** in the same way used for their granting.

**The granting of the proxy and the voting instructions by signing and transmitting this form does not imply any expense for the delegating party except for transmission or delivery costs.**

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In the event of unknown circumstances or in the event of modification or integration of 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 interests provided for under article 135-*decies* of TUF, do not intend to request authorization in order to vote differently from the instructions received.

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**PROXY FORM**

**Complete with the information requested on the basis of the Warnings reported at the bottom and notify to Francesca Flego (1)**

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**\* required mandatory information**

The undersigned \* ..... born in \* ..... on \* ..... Fiscal Code \* .....

resident in (city) \* ..... (road/square) \* .....

phone no \* ....., e-mail .....

holder of the right 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 (*please specify*).....

for no. \* ..... ordinary shares of BE THINK, SOLVE, EXECUTE S.P.A. (ISIN IT0001479523)

(3) registered in the name of ..... born in ..... on ..... Fiscal Code .....

resident at / registered office in (*city*) ..... (road/square) .....

recorded in the securities account (4) no. .... at ..... ABI ..... CAB.....

as proved by communication no. (5) ..... carried out by (Bank) \* .....

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**DELEGATES** the aforementioned Designated Representative to participate and vote in the shareholders' meeting indicated above, with reference to the aforementioned shares, as per the instructions provided to the same;

**DECLARES** to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even solely on certain of the items on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which instructions are given;

**DECLARES** to be aware of and expressly **ACKNOWLEDGES AND ACCEPTS** that the Designated Representative has the right to be replaced by one of the Substitutes pursuant to article 135-*novies* of the TUF.

DATE ..... Identity document (6) \* (type) ..... issued by \* ... n. \* ..... SIGNATURE .....

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**VOTING INSTRUCTIONS**

*(Part addressed solely to the Designated Representative - Tick the boxes selected following the Warnings reported at the bottom)*

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The undersigned (7) .....

**DELEGATES** the Designated Representative to vote according to the following voting instructions (8) at the shareholders' meeting in question (\*):

(\*) in the absence of any indications by the shareholder, as well as in the absence of proposals from the given shareholder, the proxy will have no effect pursuant to art. 135-*undecies* of TUF. However, in addition to precise indications by the proposing shareholder, providing solely certain broader criteria in order to identify the very same shareholder is allowed (for example: "proposing shareholder with the lowest number of shares").

**A) RESOLUTIONS SUBJECT TO THE VOTE (9)**

**AGENDA**

**Extraordinary Part**

**1° point**

**Amendment to the legal company name in the logic of strengthening the current brand and consequential amendment to article 1 of the bylaws; inherent and consequent resolutions.**

IN FAVOUR OF DIRECTORS' PROPOSAL

CONTRARY TO THE PROPOSAL OF DIRECTORS

ABSTEINED

**Ordinary part**

**1° point**

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**Financial statements as at 31<sup>st</sup> December 2019 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 31<sup>st</sup> December 2019; acknowledgment of the non-financial declaration pursuant to Legislative Decree 30<sup>th</sup> December 2016, n. 254; inherent and consequent resolutions;**

FAVORABLE TO THE BUDGET PROPOSAL

CONTRARY TO THE BUDGET PROPOSAL

ABSTEINED

**2° point**

**Resolutions relating to the allocation of the 2019 result; inherent and consequent resolutions;**

IN FAVOUR OF DIRECTORS' PROPOSAL

CONTRARY TO THE PROPOSAL OF DIRECTORS

ABSTEINED

**3° point**

**Remuneration report:**

**- resolution relating to the first section pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 24 February 1998, n. 58;**

IN FAVOUR OF DIRECTORS' PROPOSAL

CONTRARY TO THE PROPOSAL OF DIRECTORS

ABSTEINED

**- resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24<sup>th</sup> February 1998, n.58;**

IN FAVOUR OF DIRECTORS' PROPOSAL

CONTRARY TO THE PROPOSAL OF DIRECTORS

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ABSTEINED

**4° point**

**Appointment of the Company's Board of Directors, after determining the number of its members; determination of the duration and related emoluments; inherent and consequent resolutions;**

**- determination of the number of components**

IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER \_\_\_\_\_

CONTRARY

ABSTEINED

**- appointment of the Board of Directors**

FAVORABLE TO THE LIST PRESENTED BY THE SHAREHOLDER \_\_\_\_\_

ABSTEINED

**- duration determination**

IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER \_\_\_\_\_

CONTRARY

ABSTEINED

**- determination of emoluments**

IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER \_\_\_\_\_

CONTRARY

ABSTEINED

**5° point**

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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 no. 24<sup>th</sup> February 1998, 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on April 18, 2019; inherent and consequent resolutions.

IN FAVOUR OF DIRECTORS' PROPOSAL

CONTRARY TO THE PROPOSAL OF DIRECTORS

ABSTEINED

**B) UNKNOWN CIRCUMSTANCES (10)**

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

**Extraordinary Part**

**1° point:**

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

**Ordinary Part**

**1° point:**

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

**2° point:**

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

**3° point:**

- resolution relating to the first section pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 24 February 1998, n. 58;

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

- resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24<sup>th</sup> February 1998, n.58;

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

**4° point:**

- determination of the number of components

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

- appointment of the Board of Directors

- CONFIRM THE INSTRUCTIONS

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- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS:  FAVORABLE TO THE LIST PRESENTED BY THE SHAREHOLDER \_\_\_\_\_

- duration determination

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

- determination of emoluments

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

5° point:

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

**C) AMENDMENTS OR INTEGRATIONS (11)**

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

**Extraordinary Part**

1° point:

- Amendment/integration proposed **by the administrative body**



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- [ ] CONFIRM THE INSTRUCTIONS
- [ ] REVOCATE INSTRUCTIONS
- [ ] CHANGE THE INSTRUCTIONS: [ ] FAVORABLE [ ] CONTRARY [ ] ABSTEINED
  
- Amendment/integration proposed by the **majority** shareholder
  - [ ] CONFIRM THE INSTRUCTIONS
  - [ ] REVOCATE INSTRUCTIONS
  - [ ] CHANGE THE INSTRUCTIONS: [ ] FAVORABLE [ ] CONTRARY [ ] ABSTEINED
  
- Amendment/integration proposed by the **minority** participation holder
  - [ ] CONFIRM THE INSTRUCTIONS
  - [ ] REVOCATE INSTRUCTIONS
  - [ ] CHANGE THE INSTRUCTIONS: [ ] FAVORABLE [ ] CONTRARY [ ] ABSTEINED

**Ordinary Part**

**1° point:**

- Amendment/integration proposed **by the administrative body**
  - [ ] CONFIRM THE INSTRUCTIONS
  - [ ] REVOCATE INSTRUCTIONS
  - [ ] CHANGE THE INSTRUCTIONS: [ ] FAVORABLE [ ] CONTRARY [ ] ABSTEINED
  
- Amendment/integration proposed by the **majority** shareholder

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

- Amendment/integration proposed by the **minority** participation holder

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

**2° point:**

- Amendment/integration proposed **by the administrative body**

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

- Amendment/integration proposed by the **majority** participation holder

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

- Amendment/integration proposed by the **minority** participation holder

- CONFIRM THE INSTRUCTIONS

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- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

**3° point:**

**- resolution relating to the first section pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 24<sup>th</sup> February 1998, n. 58;**

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

**- resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24<sup>th</sup> February 1998, n. 58;**

- Amendment/integration proposed **by the administrative body**
  - CONFIRM THE INSTRUCTIONS

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- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

- Amendment/integration proposed by the **majority** participation holder

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

- Amendment/integration proposed by the **minority** participation holder

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

**4° point:**

**- determination of the number of components**

- Amendment/integration proposed **by the administrative body**

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

- Amendment/integration proposed by the **majority** participation holder

- CONFIRM THE INSTRUCTIONS

Proxy Form and Voting Instructions

- REVOCATE INSTRUCTIONS
- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

- Amendment/integration proposed by the **minority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

**- appointment of the Board of Directors**

- Amendment/integration proposed **by the administrative body**
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

- Amendment/integration proposed by the **majority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

- Amendment/integration proposed by the **minority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS

Proxy Form and Voting Instructions

- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

**- duration determination**

- Amendment/integration proposed **by the administrative body**
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **majority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **minority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

**- determination of emoluments**

- Amendment/integration proposed **by the administrative body**
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS

Proxy Form and Voting Instructions

- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **majority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **minority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

5° point:

- Amendment/integration proposed **by the administrative body**
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **majority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS

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- CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED
  
- Amendment/integration proposed by the **minority** participation holder
  - CONFIRM THE INSTRUCTIONS
  - REVOCATE INSTRUCTIONS
  - CHANGE THE INSTRUCTIONS:  FAVORABLE  CONTRARY  ABSTEINED

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DATE .....

SIGNATURE .....



Proxy Form and Voting Instructions

Notes for filling and submission

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1. *The proxy form, to be submitted to the Designated Representative with the relevant voting instructions, must be received (together with the documentation proving the signing powers referred to in the following point) by 20 April 2020 by **Francesca Flego**, in original, by registered mail to the address elected for this office, in Milan, Via Privata Fratelli Gabba n. 3; or in digital copy, by certified e-mail message to the address **francesca.flego@milano.pecavvocati.it**.*
2. *Specify the quality of the signatory of the proxy and attach, if necessary, the documentation proving the signing powers.*
3. *To be completed only if the holder of the shares is different from the signatory of the proxy, mandatory stating all the related details.*
4. *Report the number of the securities account, the ABI and CAB codes of the depository intermediary, or anyhow its name, which can be found in the securities dossier.*
5. *Any reference of the communication made by the intermediary and its name, if different from the depository of the securities account referred to in point 4.*
6. *Report the references of a valid identity document of the signatory of the proxy.*
7. *Enter the surname and first name of the signatory of the proxy form and the voting instructions.*
8. *Pursuant to article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy, even partial, has been submitted, are counted for the purposes of the regular constitution of the shareholders' meeting. In relation to the proposals for which voting instructions have not been submitted, the shares of the shareholder are not counted for the purposes of calculating the majority and the required share of capital for the approval of the resolutions".*
9. *The resolutions proposed at the meeting, summarized herein, result from the reports published on the corporate website [www.be-tse.it](http://www.be-tse.it). In the event of unknown circumstances or in the event of amendments or integration of 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 conflict of interests provided for in article 135-decies of Legislative Decree no. 58/1998, do not intend to request authorization in order to vote differently from the received instructions.*
10. *If there are 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 to the voting instructions already expressed. If no choice is made, the voting instructions under A) will be considered confirmed.*
11. *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 instruction already expressed. If no choice is made, the voting instructions under A) will be considered confirmed.*

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*If a resolution replacing the initial one is put to the vote, presented by the administrative body or made its own by whoever chairs the meeting, regardless of the proponent, the voting instructions provided here replace the previous ones.*

*If, on the proposal of a shareholder, an alternative resolution to the one previously voted which has not obtained the majority of favorable votes necessary for its approval is put to the vote, the voting instructions, if any, supplement the previous ones. The proxy may indicate voting intentions regarding the alternative proposals that were presented and these instructions are binding for the Designated Representative who will cast the vote only if the proposer holds the qualities indicated in the relevant voting instruction. The various voting intentions expressed in relation to the characteristics of the proposers may also be identical to each other.*

*Please note that, pursuant to art. 135-novies, paragraph 5, Legislative Decree no. 58/1998, "the representative may, instead of the original, deliver or transmit a copy, also by electronic means, of the proxy, certifying under his own responsibility the conformity of the proxy to the original and the identity of the delegating party. The representative keeps the original of the proxy and keeps track of the voting instructions received for a year from the conclusion of the meeting.*

Proxy Form and Voting Instructions

Legislative Decree n. 58/98 and subsequent amendments (the Consolidated Financial Text)

**Art. 135-decies**

*(Conflict of interests of the representative and substitutes)*

1. Granting a proxy to a representative in conflict of interests is allowed, provided that the representative communicates in writing to the shareholder the circumstances from which this conflict arises and provided that there are specific voting instructions for each resolution, in relation to which the representative will have to vote on behalf of the shareholder. It is the responsibility of the representative to prove that he has communicated the circumstances that give rise to the conflict of interests to the shareholder.
2. For the purposes of this article, there is in any case a conflict of interest where the representative or substitute:
  - a) controls, also jointly, the company or is controlled, even jointly, or is subject to joint control with the company;
  - b) is related to the company or exercises significant influence over it;
  - c) is a member of the administrative or control body of the company or of the subjects indicated in letters a) and b);
  - d) is an employee or auditor of the company or of the subjects indicated in letter a);
  - e) is a spouse, relative within the fourth degree of the subjects indicated in letters a) to c);
  - f) is linked to the company or to the persons indicated in letters a), b), c) and e) by self-employed or subordinate employment relationships or by other patrimonial relationships that compromise their independence.
3. The replacement of the representative with a substitute in conflict of interests is allowed only if the substitute has been indicated by the shareholder. In this case, paragraph 1 applies. The disclosure obligations and the relative burden of proof lie on the representative.
4. This article also applies in case of transfer of shares by proxy.

**Art. 135-undecies**

*(Representative appointed by the company with listed shares)*

1. Unless otherwise provided by the bylaws, companies with listed shares designate a subject for each meeting to whom the shareholders may grant, by the end of the second open market day preceding the date set for the meeting on first or only call, a proxy with voting instructions on all or certain of the items on the agenda. The proxy is effective only for items in relation to which voting instructions are provided.
2. The proxy is conferred by signing a proxy form the content of which is governed by Consob with a regulation. Granting the proxy does not imply expenses for the member. The proxy and the voting instructions can always be revoked within the term indicated in paragraph 1.
3. The shares for which the proxy, even partial, has been conferred, are counted for the purpose of the regular constitution of the meeting. In relation to the proposals for which voting instructions have not been conferred, the shares of the shareholder are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.
4. The person designated as representative is required to communicate any interests that he or she has on behalf of third parties in respect to the proposed items on the agenda. He also keeps confidential the content of the voting instructions received up to the start of the ballot, without prejudice to the possibility of communicating this information to its employees and auxiliaries, who are subject to the same duty of confidentiality.
5. With the regulation referred to in paragraph 2, Consob can establish the cases in which the representative who is not in any of the conditions referred to in article 135-decies can cast a vote different from that indicated in the instructions.

Proxy Form and Voting Instructions

**Privacy notice pursuant to Art. 13 of Regulation (EU) 2016/679 on processing of personal data**

We inform you that, on the basis of the appointment referred to in the Proxy Form, it is necessary to collect and process your personal data.

In the light of the above, Francesca Flego, born in Catania on 16 October 1979, Fiscal Code FLGFNC79R56C351E, domiciled for the purposes of the Proxy Form in Via Privata Fratelli Gabba 3, Milan (hereinafter, the “**Representative Delegated**”), hereby informs about methods and purposes of your personal data processing, pursuant to Art. 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 (hereinafter, the “**GDPR**”).

**1. Data controller.**

The Representative Delegated is the data controller of your personal data and can be contacted – for matters concerning the processing of personal data – at the law firm Orsingher Ortu – Avvocati Associati, in Via Privata Fratelli Gabba 3, Milan, or by the following certified e-mail address: [francesca.flego@milano.pecavvocati.it](mailto:francesca.flego@milano.pecavvocati.it).

**2. Purposes of processing, legal basis and methods of processing.**

Personal data are and will be collected by the Representative Delegated directly from you, in the context of establishing the relationship between the parties and for the purposes indicated below:

- a) performance of the appointment covered by the Proxy Form;
- b) purposes related to the obligations established by laws, regulations and European legislation as well as by provisions issued by public Authorities;
- c) purposes related to contract management, statistics, anti-money laundering.

The legal basis of the processing for the purposes set out in points (a), (b) and (c) above is the performance of a contract. The collection and processing of data will be carried out by manual, computerized and telematics tools with methods strictly related to the purposes themselves and, in any case, aimed at ensuring the confidentiality and safety of data.

**3. Provision of data and consequences of refusal.**

The provision of personal data is not mandatory. Failure to provide such data for the purposes referred to in points (a), (b) and (c) of paragraph 2 will make impossible to carry out the appointment and fulfillment of the relevant legal obligations.

**4. Time length of processing and place of data retention.**

Personal data collected for the purposes referred to in points (a), (b) and (c) of paragraph 2 will be processed until the end of the appointment; after that, data will be kept for a period of time not exceeding the limitation period laid down by law, except where it is exceptionally necessary to keep the data for the purpose of defending or enforcing a right in court or on instructions from public authorities.

Your personal data will be stored on servers located within the European Union by the Representative Delegated. The Representative Delegated will not transfer your personal data outside the European Union.

**5. Recipients of personal data.**

Your personal data shall not be released. In relation to the purposes of the processing indicated above, and within the limits strictly pertinent to the same, personal data may be communicated to collaborators of the Representative Delegated specifically authorized to process them.

**6. Data subjects' rights.**

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

- a) access to your personal data;
- b) obtain a copy of the personal data provided by you (so-called *portability*);
- c) request the rectification of your data held by the Representative Delegated;
- d) limit the methods of processing your data or oppose its processing;
- e) request the cancellation of any data for which there is no longer any legal basis for processing by the Representative Delegated;
- f) lodging a complaint with the Data Protection Authority.

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