

Danieli & C. Officine Meccaniche S.p.A.

Extraordinary Shareholders Meeting to be held on October 28,2020

Form for the attribution of proxy to the Designated representative, as per

As per article 135-undicies of the TUF, exclusively in charge pursuant to article 106 paragraph 4, of Legislative Decree No. 18, of March 17, 2020

Pursuant to Legislative Decree "*on measures to strengthen the national health service and economic support for families, workers and enterprises related to the epidemiological emergency by COVID-19*", approved by the Council of Ministers on March 16, 2020 and published in G.U. on March 17, 2020 (converted by Law no. 27, dated April 24 2020) on the holding of meetings of listed companies, the application of which has been extended to the meetings convened by October 15, 2020 of Article 71 of Legislative Decree No. 10 of 14 August 2020 and having regard to the notice of the Shareholders' Meeting of Danieli & C. Officine Meccaniche S.p.A. of October 28, 2020, published by the Company on 6 October 2020, this proxy can only be issued in favor of Trevisan & Associati Law Firm, with its registered office in Milan, Viale Majno n. 45- Vat Code 07271340965 (the "Designated Representative") in the manner and within the terms set out below.

For any information you can contact the Designated Representative at free-phone number 800 134 679 from 9:00 am to 6:00 pm from Monday to Friday or by email at [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

Trevisan & Associati Law Firm, as Designated Representative, does not fall under any of the conflict of interest conditions indicated by art. 135-decies TUF. However, if there are unknown circumstances or if the proposals submitted to the Shareholders Meeting are amended or supplemented, the Designated Representative does not intend to cast a vote other than those indicated in the following voting instructions.

\* \* \* \* \*

#### PROXY FORM

**To be completed with the information requested on the basis of the "Instructions for completion" below and notify the Company via the Designated Representative (1)**

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*\* mandatory information.*

The Undersigned\*.....born in \*.....

on\*..... ID TAX No. \*.....

Residing in (city) \*..... (address) \*.....  
 telephone number \*....., e-mail address  
 .....

(2) shareholder having a right to vote at the close of the accounting day of October 19, 2020 (*record date*) as: holder of the shares – legal representative –  
 – pledgee – assignee – usufructuary- custody- – ffl manager – other (specify)..... for No.....

**Danieli & C. Officine Meccaniche s.p.A** savings shares.

(3) In the name of ..... born in  
 \*..... on \*.....Tax Identification Number/Vat Code (o other corresponding  
 code)..... residing in/having its registered office in ..... (address)  
 .....

portfolio.  
 held in custody account No. ....at  
 .....ABI.....CAB.....

**Error! Reference source not found.** as it results from communication No..... effected by (Bank)  
 \*.....

**DELEGATE/SUB-DELEGATE the Designated Representative** with registered office in Milan, Viale Majno n. 45, in the person of Mr. Dario Trevisan,  
 born in Milan on 4.05.1964 (C.F. TRVDRA64E04F205I), that can be, in turn, replaced by Mrs Camilla Clerici, born in Genova on 19.01.1973 (C.F.  
 CLRCLL73A59D969J), or by Mr Giulio Tonelli born in La Spezia on 27/02/1979 (C.F. TNLGLI79B27E463Q), or by Mrs. Valeria Proli born in Novara on  
 24/10/1984 (C.F. PRLVLR84R64F952S), or by Mrs. Raffaella Cortellino born in Barletta (BA) on 04/06/1989 (C.F. CRTRFL89H44A669V), or by Mr.

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Andrea Ferrero born in Torino on 05/05/1987 (C.F. FRRNDR87E05L219F), or by Mrs. Alessia Giacomazzi born in Castelfranco Veneto (TV) on 05/09/1985 (C.F. GCMLSS85P45C111T) all domiciled, for the purposes of this delegation, at Trevisan & Associati Law Firm, Viale Majno n. 45, 20122 – Milan- or by Mrs. Roberta Garbuio born in Castelfranco Veneto (TV) on 12/06/1982 (C.F. GRBRRT82H52C111X), or by Mrs. Luisa Trinca born in Montebelluna (TV) on 14/07/1976 (C.F. TRNLSU76L54F443E), or by Mrs. Mirta Samengo born in Trieste on 31.03.1980 (SMNMRT80C71L424P), to participate and to vote at the Extraordinary shareholders meeting of Danieli & C. Officine Meccaniche S.p.A. to be held on October 28, 2020, with reference to the aforementioned saving shares, as instructed to the same provided and

**DECLARE** that there are no grounds for incompatibility or suspension of the exercise of the right to vote and to be aware that:

- the proxy may contain voting instructions even for some of the proposals on the agenda and that, in such a case, the vote will be exercised for the only proposals in relation to which voting instructions are conferred;
- due to the fact that the proxy will be validly accepted at the Shareholders' Meeting only on condition that the Company has received, by the beginning of the Shareholders' Meeting, appropriate communication of the intermediary concerning the shares indicated in this proxy form.

Identification Document (6) \*(type)..... issued by  
\*.....n.....

The Undersigned (7) .....**DELEGATES** the Designated Representative to vote during the Shareholders Meeting according to the following instruction **Error! Reference source not found.:**

**VOTING INSTRUCTIONS:**

**A) RESOLUTIONS SUBMITTED TO A VOTE**

<b>DELIBERATION PROPOSAL SUBMITTED TO THE MEETING</b>	<b>VOTING INSTRUCTION</b> <i>For, Against, Abstained</i>		
1. Mandatory conversion of the saving shares into ordinary shares. Related and consequent resolutions.			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A
<i>Section A2</i> – vote for proposal of the member (9)	F  [name of the proposing shareholders]	C	A

DATE.....

SIGNATURE.....

**B) UNKNOWN CIRCUMSTANCES**

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

RESOLUTIONS SUBMITTED TO A VOTE	CONFIRMS THE VOTING ISTRUCTRION	WITHDRAWING OF THE VOTING ISTRUCTRION	AMENDMENT OF THE VOTING ISTRUNCTION <i>For, Against, Abstained</i>		
1. Mandatory Conversion of saving shares into ordinary shares. Related and consequent resolutions.					
<i>Section A</i> – vote for resolution proposed by the Administrative Body	<i>(Please indicate your choice with a cross)</i>	<i>(Please indicate your choice with a cross)</i>	F	C	A
<i>Section A2</i> – vote for proposal of the member (9)	<i>(Please indicate your choice with a cross)</i>	<i>(Please indicate your choice with a cross)</i>	F ..... (name of the proposing shareholders)	C	A

DATE.....

SIGNATURE.....

**C) AMENDMENT OR ADDITIONS**

**In the event of a vote on amendments or additions to the resolutions submitted to the Shareholders Meeting with reference to:**

RESOLUTIONS SUBMITTED TO A VOTE	CONFIRMS THE VOTING	WITHDRAWING OF THE	AMENDMENT OF THE VOTING ISTRUNCTION
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	ISTRUCTRION	VOTING ISTRUCTRION	<i>For, Against, Abstained</i>		
<b>1. Mandatory Conversion of saving shares into ordinary shares. Related and consequent resolutions.</b>					
<b>Section A</b> – vote for resolution proposed by the Administrative Body	<i>(Please indicate your choice with a cross)</i>	<i>(Please indicate your choice with a cross)</i>	F .....	C	A
<b>Sezione A2</b> – vote for proposal of the member (9)			F ..... (name of the proposing shareholders)	C	A

DATE.....

SIGNATURE.....

## COMPILATION INSTRUCTION

- (1) The **proxy form**, to be notified to the Company through the Designated Representative with **voting instructions** reserved to it, must be received, in original, to the Designated Representative together with a copy of the identity document and documentation attesting to his entitlement to speak and vote at the Shareholders Meeting, as well as, in the case of a legal person, the documentation proving the corporate powers (Chamber or similar copy), by courier or registered letter with return receipt to:

Trevisan & Associati Law Firm

Viale Majno, n. 45

20122 - Milano

(Rif. “Delega Assemblea DANIELI & C. OFFICINE MECCANICHE 2020”)

by the end of the second open stock trade market day before the date set for the Shareholders Meeting in a single call ( 26, October 2020).

Notwithstanding the sending of the original proxy, complete with voting instructions, the same can also be notified electronically, to the certified email address: [appresentante-designato@pec.it](mailto:appresentante-designato@pec.it). The sending to the aforementioned certified email address of the proxy, signed with advanced electronic signature, qualified or digital, in accordance with current legislation, meets the requirement of written form.

The transmission of the proxy form in different ways and in different terms from those indicated above, will not guarantee the proxy holder the correct assignment of the proxy to the Designated Representative.

- (2) Circle the status of the signatory to the delegation and attach to the delegation form, if necessary, the documentation proving the powers of signature.

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- (3) To be completed only if the holder of the shares is different from the signatory of the delegation and must indicate all relevant particulars.
- (4) Provide details on the securities account numbers, Bank Codes (ABI and CAB codes) of the Depository Intermediary, or in any case its name, which can be found from the extract of the securities portfolio.
- (5) Potential reference of the intermediary's communication and name.
- (6) Provide references to a valid identity document of the person who sign the proxy.
  - (7) Enter the surname and the first name of who sign the proxy form and voting instruction.
  - (8) The resolutions proposed to the Shareholders' Meeting, summarized below, that result from the explanatory reports published on the Company's website [www.danieli.com](http://www.danieli.com) (Investors section), as Designated Representative, has no interest of its own or on behalf of third parties with respect to the aforementioned proposals, but in any case, in the event of unknown circumstances or in case of amendment or integration of the proposals submitted to the Shareholders' Meeting, does not intend to cast a vote different from that indicated in Sections A and C of the instructions. Votes shall be cast by ticking the box chosen between **F** (for), **C** (against) or **A** (abstention)
  - (9) Section A2, if it is present, collects the voting instructions if, within the time limit and in the cases allowed, a proposal for a resolution is presented and published that is alternative, complementary or supplementary to what is published by the administrative body. The Designated Representative will vote on each of the proposals that will be put to the vote in the assembly according to the instructions given because it is exclusively up to the delegate to formulate expressions of vote consistent with the proposals (alternative or complementary) that they were published.
  - (10) In case of significant circumstances, unknown at the time of the issue of the delegation, which cannot be communicated to the delegating party, it is possible to choose between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) the withdrawal of the voting instruction already expressed. If no choice is made, the voting instructions of Section A) shall be deemed to be confirmed. It remains, however, that if the delegating, in the Section A), indicated that it wished to vote in favor of the proposal made by the Board



of Directors or by the shareholder and that the proposal was not put forward or put to the vote for any reason and, in the Section B, no choice is made or the choice indicated in Sect is confirmed. A, the subject is considered abstained.

- (11) In the event of changes or additions to the resolution proposals submitted to the Shareholders Meeting, it is possible to choose between: a) confirmation of any voting instruction already expressed; b) the modification of the voting instruction already expressed or the conferral of the voting instruction; c) the revocation of the voting instruction already expressed. If no choice is made, the voting instructions of Section A) shall be deemed to be confirmed.

## **LEGISLATIVE DECREE No. 58 of February 24, 1998**

### **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 paragraph of the Italian Civil Code does not apply[920].
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[921];
  - 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);

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- 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, paragraph 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 paragraph 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 any 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 paragraph 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.

## LEGISLATIVE DECREE No. 18, of March 17, 2020

### Article 106

#### (Rules governing the holding of company meetings)

... *omissis* ...

4. Companies with listed shares may designate for ordinary or extraordinary meetings the representative provided for in Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, even if the articles of association provide otherwise. The same companies may also provide in the notice of convocation that the participation in the shareholders' meeting is carried out exclusively through the designated representative pursuant to article 135-undecies of Legislative Decree 24 February 1998, n. 58; the aforementioned appointed representative may also be given delegations or sub-delegations pursuant to Article 135-novies of Legislative Decree 24 February 1998, n. 58, in derogation from art. 135-undecies, paragraph 4, of the same decree.

5. Paragraph 4 shall also apply to companies admitted to trading on an MTF and to companies with shares distributed to the public to a significant extent.

...*omissis*...

## INFORMATION ON THE PROCESSING OF PERSONAL DATA

### pursuant to Regulation (EU) 2016/679 (the "Regulation")

#### Data controller of personal data

Trevisan & Associati Law Firm (the "Holder") , Designated Representative of the issuer pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 (the "TUF"), as the holder of the "Processing" (as defined in Article 4 of the Regulation) of Personal Data (as defined below) provides this "Information on the Processing of Personal Data" in accordance with the provisions of the applicable legislation (Article 13 of the Regulation and subsequent

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related national legislation).

### **Subject matter and modalities of the Treatment**

The personal details of the shareholder and any representative (the "Delegator") as well as the residence, the tax code, the identification document, the email address, the telephone number and the shareholding (in total the "Personal Data") are communicated, also with IT or electronic tools, by the Delegant to Trevisan & Associati Law Firm by means of this form, used for the conferral of representation at the general meeting and the expression of vote on behalf of the Delegating Party, in accordance with the instructions given by the Delegating Party.

The Data Controller processes the Personal Data of the Delegating Party, reported in this proxy form, in a lawful and fair manner and in order to ensure its confidentiality and security. The Processing - which includes the collection and any other operations contemplated in the definition of "processing" by Article 4 of the Regulation - is carried out through manual, computerised and/or telematic tools, with organizational methods and logic strictly related to the purposes indicated below.

### **Purposes and legal basis of the Treatment**

The purpose of the Data Processing by the Data Controller is to allow representation at the Shareholders' Meeting and the correct expression of votes by the Appointed Representative on behalf of the Delegating Party, in compliance with the provisions of the aforementioned Article 135-undecies of the TUF.

The legal basis of the processing is represented by obligations:

- a) contractual: that is to fulfill the obligations arising from the relationship between the Designated Representative and the Delegating Party.
- b) by law: that is, to fulfil legal obligations to which the Appointed Representative is subject vis-à-vis the issuer and the supervisory authorities.

The provision of Personal Data and the processing of the same is necessary for the purposes indicated above and their failure to provide implies, therefore, the impossibility of establishing and managing the aforementioned relationship of representation at the meetin

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### **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 Data Controller who are in charge of the processing, as well as to the Company.

The Personal Data of the Delegating Party will be processed within the European Union and will be stored, even on servers located within the European Union, for a period of at least 1 year, in accordance with current legislation. They will be communicated by Trevisan & Associati Law Firm to the Company for the legal requirements related to the drafting of the minutes of the meeting and the update of the shareholders' register and will be communicated to third parties only in compliance with requests from the supervisory authorities and the judiciary.

### **Rights of the Delegating Party**

The Delegate has the right to know, at any time, which are their Personal Data and how they are processed; he also has the right to update, supplement, rectify and also has the right to have them deleted, limit or oppose to their processing but, In such cases, it may be impossible to execute your instructions regarding the participation in the meeting. It should also be considered that, after the assembly, the Personal Data and voting instructions of the Delegating Party must be kept by the Designated Representative for 1 year at the disposal of the Authorities.

For the exercise of these rights the Delegating Party may contact Trevisan & Associati Law Firm, at the address indicated in the proxy form or at the following e-mail address: [mail@trevisanlaw.it](mailto:mail@trevisanlaw.it).