

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

Ordinary and Extraordinary Shareholders Meeting to be held on October 28,2020

Form for the attribution of proxy to the Designated Representative pursuant to article 135-novies TUF exclusively in charge

As per 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.

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### **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** ordinary 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)  
 .....

(2) portfolio.

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

(5) as it results from communication No..... effected by (Bank)  
 \*.....

**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

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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. 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 and ordinary shareholders Meeting of Danieli & C. Officine Meccaniche S.p.A. to be held on October 28, 2020, with reference to the aforementioned 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 actions indicated in this proxy form

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

SIGNATURE .....

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  
Ordinary Session

<b>DELIBERATION PROPOSAL SUBMITTED TO THE MEETING</b>	<b>VOTING INSTRUCTION</b> <i>For, Against, Abstained</i>		
<b>1. <u>Financial statements of the company and consolidated financial statements for the period ended June 30, 2020. Reports by the Board of Directors, Board of Statutory Auditors and Auditing Company. Resolutions pertaining thereto and resulting therefrom. Distribution of an ordinary dividend.</u></b>			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	<b>F</b>	<b>C</b>	<b>A</b>
<i>Section A2</i> – vote for published proposal of the member (9)	<b>F</b>  .....  <b>name of the proposing shareholders</b>	<b>C</b>	<b>A</b>
<b>2. <u>Proposal of appointment of a director after confirming the number of</u></b>			

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<u>members</u>			
<i>Section A – vote for resolution proposed by the Administrative Body</i>			
<i>Section A2 – vote for published proposal of the member (9)</i>	F  .....  name of the proposing shareholders	C	A
<b>3. <u>Approval of section I on REMUNERATION POLICY AND FEES PAID “report on remuneration policy and fees paid</u></b>			
<i>Section A – vote for resolution proposed by the Administrative Body</i>	F	C	A
<i>Section A2 – vote for published proposal of the member (9)</i>	F  .....  name of the proposing shareholders	C	A
<b>4. <u>Advisory vote on Section II of the Report on remuneration policy and remuneration paid: "Remuneration paid".</u></b>			
<i>Section A – vote for resolution proposed by the Administrative Body</i>	F	C	A
<i>Section A2 – vote for published proposal of the member (9)</i>	F	C	A

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	..... name of the proposing shareholders		
<b>5. <u>Authorization for purchase and dispose of treasury shares. Related and consequential resolutions.</u></b>			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A
<i>Section A2</i> – vote for published proposal of the member (9)	F ..... name of the proposing shareholders	C	A
<b>6. <u>Distribution of an extraordinary dividend, subject to the performance of the mandatory conversion under 9. Related and consequential resolutions</u></b>			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A
<i>Section A2</i> – vote for published proposal of the member (9)	F ..... name of the proposing	C	A

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	shareholders		
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### EVENTUALLY LIABILITY ACTION

Vote for the action of liability against directors proposed by shareholders pursuant to article 2393, paragraph 2, of the Italian Civil Code during the discussion on the company's financial statements (if no voting instructions are indicated, the Designated Representative shall vote against)	F	C	A
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### EXTRAORDINARY SESSION

EXTRAORDINARY SESSION DELIBERATION PROPOSAL SUBMITTED TO THE MEETING	VOTING INSTRUCTION <i>For, Against, Abstained</i>		
7. Amendment of company charter: art. 6 (“share capital and renewal of authorizations - whose five-year term has expired - to the board of directors to increase share capital and issue bonds) and art. 28 (“transitional clause”) for regulatory modifications.	F	C	A
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A

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<i>Section A2</i> – vote for proposal of the member (9)	F  .....  name of the proposing shareholders	C	A
8. Cancellation of the nominal value of the ordinary and savings shares of Danieli, and consequent amendments to the company charter			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A
<i>Section A2</i> – vote for published proposal of the member (9)	F  .....  name of the proposing shareholders	C	A
9. Mandatory conversion of saving shares into ordinary shares. Amendment of article 6, 7 and 24 of the company charter. 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 published proposal of the member (9)	F  .....	C	A



	name of the proposing shareholders		
<b>10. Amendment to article 7 of the Company Charter concerning the introduction of an increase in the voting right assigned to ordinary shares as provided and allowed by Article 127-quinquies of Legislative Decree no. 58, of 24 February 1998. Related and consequent resolutions.</b>			
<i>Section A</i> – vote for resolution proposed by the Administrative Body	F	C	A
<i>Section A2</i> – vote for published proposal of the member (9)	F		
	.....	C	A
	name of the proposing shareholders		

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"), or by registered e-mail at: [representative-designator@pec.it](mailto:representative-designator@pec.it) or e-mail at: [representative-designator@trevisanlaw.it](mailto:representative-designator@trevisanlaw.it) (Ref. "DANIELI & C. OFFICINE MECCANICHE 2020 Shareholders Meeting Delegation")

by 12.00 am on October 27, 2020 (provided that the Appointed Representative may accept delegations and/or sub-delegations and/or voting instructions even after the above-mentioned deadline, provided that before the beginning of the meeting proceedings).

- (3) Circle the status of the signatory to the delegation and attach to the delegation form, if necessary, the documentation proving the powers of signature.
- (4) To be completed only if the holder of the shares is different from the signatory of the delegation and must indicate all relevant particulars.
- (5) 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

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the extract of the securities portfolio.

- (6) Potential reference of the intermediary's communication and name.
- (7) Provide references to a valid identity document of the person who sign the proxy.
- (8) Enter the surname and the first name of who sign the proxy form and voting instruction.
- (9) 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). [•], 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)
- (10) 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.

## **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 related national legislation).

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### **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 meeting.

### **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

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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)

DATE.....

SIGNATURE.....

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