



### **PROXY FORM<sup>1</sup>**

With regards to the **Ordinary and Extraordinary Shareholders' Meeting of Giglio Group S.p.A.** called for **November 12, 2020** in single call, at **10:30 AM**, in piazza Generale Armando Diaz 6, 20123 - Milan, at Giglio Group, as per the call notice published on the company website [www.giglio.org](http://www.giglio.org) on October 13, 2020 with the following agenda:

#### **ORDINARY MEETING**

1. Appointment of two directors pursuant to Art. 2386 of the Italian Civil Code Resolutions pertaining thereto and resulting therefrom.

#### **EXTRAORDINARY MEETING**

1. Authorisation for the Board of Directors, until 30 June 2021 to increase the share capital of Giglio Group S.p.A. upon payment, pursuant to Art. 2443 of the Italian Civil Code, in separate issues, excluding option rights, pursuant to Art. 2441, par. 4, second sentence of the Italian Civil Code, within the limits of 20% of the existing share capital -as set forth in Art. 44, par. 3 of the Law Decree 76/2020 later converted into Law 120/2020 - through the issue, also in more tranches, of ordinary shares without nominal value, to be offered in subscription to the individuals identified by the Board of Directors - including qualified industrial and/or financial Italian and international investors, and/or current shareholders and collaborators of the Company - on the condition that the issue price of the new shares corresponds to the market value of those already issued and that this is confirmed by a specific report from a statutory auditor or an auditing company. Resolutions pertaining thereto and resulting therefrom.
2. Authorisation for the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, for a period of five years starting from the date of the meeting's resolution, to increase the share capital upon payment in separate issues, without option rights pursuant to Art. 2441, par. 4, first sentence of the Italian Civil Code, for an amount of € 366,133.70 in principal, to be settled through contributions in kind, with the issue, also in more tranches of a maximum of 1,830,668.50 ordinary shares without any nominal value, with the same characteristics of the ordinary shares already issued by the issue date, with regular dividend, in accordance with the criteria used to determine the issue price set forth by Art. 2441, par. 6 of the Italian Civil Code. Resolutions pertaining thereto and resulting therefrom.
3. Amendments to Art. 6 of the Company's By-laws in view of the resolutions resulting from items 1 and 2 of the agenda for the Extraordinary Meeting. Resolutions pertaining thereto and resulting therefrom.

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

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(\*) Obligatory field

(<sup>1</sup>) 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.

**WITH THIS FORM**

the undersigned (signature of principal <sup>2)</sup>)

Name\* \_\_\_\_\_ Surname\* \_\_\_\_\_

Born in\* \_\_\_\_\_

on\* \_\_\_\_\_

Resident in \_\_\_\_\_ post code \_\_\_\_\_

street \_\_\_\_\_

Tax No. \_\_\_\_\_

Identity document (valid and copy to be attached) \_\_\_\_\_

No. \_\_\_\_\_

**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 <sup>3</sup> concerning \* \_\_\_\_\_ shares of Giglio Group s.p.a. as\* \_\_\_\_\_

Legal representative or party conferred with appropriate representative powers<sup>4</sup> 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

\_\_\_\_\_ <sup>3</sup>

**APPOINTS**

Mr./Ms. (proxy)

Name\* \_\_\_\_\_ Surname\* \_\_\_\_\_

Born in\* \_\_\_\_\_ on\* \_\_\_\_\_

Resident in \_\_\_\_\_ post code \_\_\_\_\_

street \_\_\_\_\_

(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.

(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

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<sup>5</sup>:

Mr./Ms. (proxy)

Name \_\_\_\_\_ Surname \_\_\_\_\_

Born in \_\_\_\_\_ on \_\_\_\_\_

Resident in \_\_\_\_\_ post code \_\_\_\_\_  
street \_\_\_\_\_

Tax No. \_\_\_\_\_

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)<sup>6</sup>:

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](mailto:giglio@arubapec.it).

<sup>(5)</sup> 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.

<sup>(6)</sup> 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.

## PRIVACY DISCLOSURE

### **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](mailto: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 29, 2018 (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.gigliogroup@giglio.org](mailto:dpo.gigliogroup@giglio.org) or by contacting the Data Protection Officer at 20123 – Milan, piazza Generale Armando Diaz 6.