

## GIGLIO GROUP S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998, of **GIGLIO GROUP S.p.A.** (hereinafter the "**Company**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of GIGLIO GROUP to be held at Piazza della Meridiana 1 - 16124, Genoa (GE), 24 May 2023, at 14:30 p.m., **single call** as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.giglio.org> in the section "Corporate Governance – Shareholders' Meeting– Shareholders' Meeting 24 May 2023 "on 21 April 2023, and, in abridged form, in the Italian daily newspaper "Il Giornale".

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 22 May 2023). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

### PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

|  |                        |  |
|--|------------------------|--|
| <b>I, the undersigned</b> ( <i>party signing the proxy</i> ) | (Name and Surname) (*) |  |
| Born in (*)  | On (*)                 | Tax identification code or other identification if foreign (*) |
| Resident in (*)  | Address (*)            |  |
| Phone No. (**)   | Email (**)             |  |
| Valid ID document (type) (*)<br>(to be enclosed as a copy)   | Issued by (*)          | No. (*)  |

(§) The Company will process the personal data in accordance with the information attached.

(\*) Mandatory. (\*\*) It is recommended to fill.

MONTE TITOLI S.p.A.

**GIGLIO GROUP S.p.A.**

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**in quality of** (tick the box that interests you) (\*)

- shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHARE HOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

|  |                                     |        |  |
|--|-------------------------------------|--------|--|
| (complete only if the shareholder is different from the proxy signatory) | Name Surname / Denomination (*)     |        |  |
|  | Born in (*)                         | On (*) | Tax identification code or other identification if foreign (*) |
|  | Registered office / Resident in (*) |        |  |

**Related to**

|   |  |
|---|--|
| <b>No. (*)</b> _____ <b>shares ISIN</b> _____ | Registered in the securities account n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998)<br>No. _____ Supplied by the intermediary: _____ |
|---|--|

(to be filled in with information regarding any further communications relating to deposits)

**DELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ *(Place and Date) \**

\_\_\_\_\_ *(Signature) \**

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**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy** *(Personal details)*

\_\_\_\_\_

*(indicate the holder of the right to vote only if different - name and surname / denomination)*

\_\_\_\_\_

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of GIGLIO GROUP to be held in at Piazza della Meridiana 1 - 16124, Genoa (GE), on 24 May 2023, at 14:30 p.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

**1 Financial Statements as of 31 December 2022; presentation of Consolidated Financial Statements as of 31 December 2022; Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Company's Report.**

**1.1 Approval of Financial Statements. Resolutions pertaining thereto and resulting therefrom.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

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**1.2 Proposal regarding the allocation of the result for the year. Resolutions pertaining thereto and resulting therefrom.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**2 Report on the Remuneration Policy and on the remunerations paid, pursuant to Art. 123-ter of the Legislative Decree no. 58/1998 and to Art. 84-quater of the Regulation adopted with Consob resolution no. 11971 on 14 May 1999.**

**2.1 Binding resolution on the first section of the Report on the Remuneration Policy, drafted pursuant to Art. 123-ter, par. 3 of the Legislative Decree no. 58/1998.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**2.2 Non-binding resolution on the second section of the Report on remunerations paid, drafted pursuant to Art. 123-ter, par. 4 of the Legislative Decree no. 58/1998.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

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**3 Authorisation to purchase and place own shares. Resolutions pertaining thereto and resulting therefrom.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

**DIRECTORS' LIABILITY ACTION**

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

*Tick only one box*

**In Favour**

**Against**

**Abstain**



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
- (4) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
- (5) With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 22 May 2023)**

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for GIGLIO GROUP 2023 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for GIGLIO GROUP 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for GIGLIO GROUP 2023 Shareholders' Meeting")

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

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Monte Titoli's privacy policy is available at the link: <https://www.euronext.com/en/privacy-statement>.

GIGLIO GROUP's privacy policy:

**Owner and Data Controller**

Giglio Group S.p.A. - Piazza Diaz, 6 - 20123 Milan

Responsabile per la Protezione dei Dati (DPO)

dpo.gigliogroup@giglio.org

Owner contact email: info@giglio.org

**Types of Data collected**

Among the types of Personal Data that this Application collects, by itself or through third parties, there are: first name; last name; gender; date of birth; phone number; VAT Number; company name; profession; physical address; fax number; country; state; county; email address; ZIP/Postal code; various types of Data; city; field of activity; User ID; website; Usage Data; Tracker; unique device identifiers for advertising (Google Advertiser ID or IDFA, for example); geographic position; answers to questions; clicks; keypress events; motion sensor events; mouse movements; scroll position; touch events; Current City.

Complete details on each type of Personal Data collected are provided in the dedicated sections of this privacy policy or by specific explanation texts displayed prior to the Data collection.

Personal Data may be freely provided by the User, or, in case of Usage Data, collected automatically when using this Application.

Unless specified otherwise, all Data requested by this Application is mandatory and failure to provide this Data may make it impossible for this Application to provide its services. In cases where this Application specifically states that some Data is not mandatory, Users are free not to communicate this Data without consequences to the availability or the functioning of the Service.

Users who are uncertain about which Personal Data is mandatory are welcome to contact the Owner.

Any use of Cookies – or of other tracking tools – by this Application or by the owners of third-party services used by this Application serves the purpose of providing the Service required by the User, in addition to any other purposes described in the present document and in the Cookie Policy, if available.

Users are responsible for any third-party Personal Data obtained, published or shared through this Application and confirm that they have the third party's consent to provide the Data to the Owner.

**Mode and place of processing the Data**

Methods of processing

The Owner takes appropriate security measures to prevent unauthorized access, disclosure, modification, or unauthorized destruction of the Data.

The Data processing is carried out using computers and/or IT enabled tools, following organizational procedures and modes strictly related to the purposes indicated. In addition to the Owner, in some cases, the Data may be accessible to certain types of persons in charge, involved with the operation of this Application (administration, sales, marketing, legal, system administration) or external parties (such as third-party technical service providers, mail carriers, hosting providers, IT companies, communications agencies) appointed, if necessary, as Data Processors by the Owner. The updated list of these parties may be requested from the Owner at any time.

**Legal basis of processing**

The Owner may process Personal Data relating to Users if one of the following applies:

Users have given their consent for one or more specific purposes. Note: Under some legislations the Owner may be allowed to process Personal Data until the User objects to such processing ("opt-out"), without having to rely on consent or any other of the following legal bases. This, however, does not apply, whenever the processing of Personal Data is subject to European data protection law;

provision of Data is necessary for the performance of an agreement with the User and/or for any pre-contractual obligations thereof;

processing is necessary for compliance with a legal obligation to which the Owner is subject;

processing is related to a task that is carried out in the public interest or in the exercise of official authority vested in the Owner;

processing is necessary for the purposes of the legitimate interests pursued by the Owner or by a third party.

In any case, the Owner will gladly help to clarify the specific legal basis that applies to the processing, and in particular whether the provision of Personal Data is a statutory or contractual requirement, or a requirement necessary to enter into a contract.

**Place**

The Data is processed at the Owner's operating offices and in any other places where the parties involved in the processing are located.

Depending on the User's location, data transfers may involve transferring the User's Data to a country other than their own. To find out more about the place of processing of such transferred Data, Users can check the section containing details about the processing of Personal Data.

Users are also entitled to learn about the legal basis of Data transfers to a country outside the European Union or to any international organization governed by public international law or set up by two or more countries, such as the UN, and about the security measures taken by the Owner to safeguard their Data.

If any such transfer takes place, Users can find out more by checking the relevant sections of this document or inquire with the Owner using the information provided in the contact section.

**Retention time**

Personal Data shall be processed and stored for as long as required by the purpose they have been collected for.

Therefore:

Personal Data collected for purposes related to the performance of a contract between the Owner and the User shall be retained until such contract has been fully performed.

Personal Data collected for the purposes of the Owner's legitimate interests shall be retained as long as needed to fulfill such purposes. Users may find specific information regarding the legitimate interests pursued by the Owner within the relevant sections of this document or by contacting the Owner.

The Owner may be allowed to retain Personal Data for a longer period whenever the User has given consent to such processing, as long as such consent is not withdrawn. Furthermore, the Owner may be obliged to retain Personal Data for a longer period whenever required to do so for the performance of a legal obligation or upon order of an authority.

Once the retention period expires, Personal Data shall be deleted. Therefore, the right of access, the right to erasure, the right to rectification and the right to data portability cannot be enforced after expiration of the retention period.

**The purposes of processing**

The Data concerning the User is collected to allow the Owner to provide its Service, comply with its legal obligations, respond to enforcement requests, protect its rights and interests (or those of its Users or third parties), detect any malicious or fraudulent activity, as well as the following: Contacting the User, Analytics, Advertising, Content performance and features testing (A/B testing), Tag Management, Remarketing and behavioral targeting, Displaying content from external platforms, Hosting and backend infrastructure, Traffic optimization and distribution, SPAM protection, Interaction with external social networks and platforms and User database management.

For specific information about the Personal Data used for each purpose, the User may refer to the section "Detailed information on the processing of Personal Data".

Detailed information on the processing of Personal Data

For further details please refer to the company website [www.giglio.org](http://www.giglio.org), section "Privacy Policy" at the following link <https://www.giglio.org/it/privacy-policy>.



**Legislative Decree no. 58/1998****Article 126-bis****(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

**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 subsection of the Italian Civil Code does not apply.
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;
  - 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);
  - 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, subsection 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 subsection 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 have no 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 subsection 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.