



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

With regard to the Ordinary and Extraordinary Shareholders' Meeting of Giglio Group S.p.A., scheduled for 17 November 2023, in single call, at 12:00 in Piazza della Meridiana, 1 – 16124 in Genoa (GE), as per call published on the website of the Company [www.giglio.org](http://www.giglio.org) on 18 October 2023, with the following agenda:

**ORDINARY PART**

1. Appointment of a board member following resignation and subsequent co-optation pursuant to Art. 2386 of the Italian Civil Code and to the current By-laws. Resolutions pertaining thereto and resulting therefrom.

**EXTRAORDINARY PART**

1. Paid increase in share capital, in tranches, with exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, by the final deadline of 31 December 2023 for an amount up to a total of € 5,000,000.00, including any share premium, through the issue of ordinary shares having the same characteristics as the ordinary outstanding Giglio shares and regular dividend rights, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws. Resolutions pertaining thereto and resulting therefrom.
2. Granting of an authorisation to the Board of Directors pursuant to Art. 2443 of the Italian Civil Code to increase the share capital via a paid increase in tranches without option rights for an amount of € 5,000,000.00 including any share premium, to be subscribed by 31 December 2023 and to be carried out in one or more tranches within five years from the date of the resolution, through the issue of ordinary shares having the same characteristics as the outstanding ones and regular dividend rights, with the exclusion of the option right pursuant to paragraphs 5 and 6 of Art. 2441 of the Italian Civil Code, to be paid in cash, reserved for the controlling shareholder and other qualified or institutional investors; consequent modification of Art. 6 of the Company's By-laws. Resolutions pertaining thereto and resulting therefrom.
3. Amendment to Art. 3 of the Company's By-laws ("Company Object") following the merger by incorporation of E-COMMERCE OUTSOURCING S.r.l. in Giglio and to Art. 11 ("Disclosure Obligations") and 15.4 following the Company's transfer from the STAR segment to Euronext Milan.

Having examined the Reports on the only item on the agenda made available by the Company,

**WITH THIS PROXY**

the undersigned (signatory of the proxy <sup>2</sup>)

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

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

Residing in \_\_\_\_\_ postal code \_\_\_\_\_ street \_\_\_\_\_

Tax number \_\_\_\_\_ phone. \_\_\_\_\_ e-mail \_\_\_\_\_

ID (valid and to be annexed) \_\_\_\_\_, issued by \_\_\_\_\_

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

(\*) Mandatory field

<sup>(1)</sup> All parties with a legitimate right to attend the Meeting may grant powers of representation to a person of one's own choice through written proxy, pursuant to applicable laws, by signing this proxy form.

<sup>(2)</sup> State name and surname of the delegating subject, as it appears on the copy of the communication for participation in the shareholders' meeting referred to in article 83-sexies of Legislative Decree 58/1998 (CFA), or of the legal representative of the delegating legal person.

AS

**(tick the corresponding box)**

- Shareholder of no.\* \_\_\_\_\_ ordinary shares of Giglio Group S.p.A. held in the securities account no. \_\_\_\_\_ with the following intermediary \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_
  - Individual with voting right<sup>3</sup> for no.\* \_\_\_\_\_ Giglio Group S.p.A. shares in his capacity as\* \_\_\_\_\_
  - Legal representative or individual with appropriate powers of representation <sup>4</sup> of (name of legal person with voting powers)\* \_\_\_\_\_ with legal office in\* \_\_\_\_\_ street\* \_\_\_\_\_ tax number\* \_\_\_\_\_ (annex the documents proving the powers of representation) who owns the voting right for no.\* \_\_\_\_\_ shares of Giglio Group S.p.A. held in the securities account no. \_\_\_\_\_ with the following intermediary \_\_\_\_\_
- ABI \_\_\_\_\_ CAB \_\_\_\_\_ in its capacity of (tick the appropriate box)\*
- shareholder
  - \_\_\_\_\_<sup>3</sup>

**GIVES PROXY**

to Mr/Mrs (the delegated individual)

Name\* \_\_\_\_\_ Surname\* \_\_\_\_\_ Born in\* \_\_\_\_\_  
 \_\_\_\_\_ on\* \_\_\_\_\_ Residing in \_\_\_\_\_  
 \_\_\_\_\_ postal code \_\_\_\_\_ address \_\_\_\_\_ Tax  
 number \_\_\_\_\_ ID(valid and to be  
 annexed) \_\_\_\_\_ no. \_\_\_\_\_

**TO ATTEND AND TO REPRESENT HIM/HER AT THE SHAREHOLDERS' MEETING CALLED FOR 17 November 2023**

with powers to be replaced in turn by<sup>5</sup>: Mr/Mrs (the delegated individual)

Name\* \_\_\_\_\_ Surname\* \_\_\_\_\_ Born in\* \_\_\_\_\_  
 \_\_\_\_\_ on\* \_\_\_\_\_ Residing in \_\_\_\_\_  
 \_\_\_\_\_ postal code \_\_\_\_\_ address \_\_\_\_\_ Tax  
 number \_\_\_\_\_ ID(valid and to be  
 annexed) \_\_\_\_\_ no. \_\_\_\_\_

Place and Date

Signature of Delegating Person

**Moreover, the undersigned declares that his/her voting right shall be exercised by the delegated individual (tick the appropriate box)<sup>6</sup>:**

\_\_\_\_\_  
<sup>(3)</sup> State legal title (e.g., secured creditor, assignee, usufructuary, custodian, manager...) under which the voting right is conferred.  
<sup>(4)</sup> Delegating legal person, as it appears on the copy of the communication for participation in the shareholders' meeting referred to in article 83-sexies of Legislative Decree 58/1998 (CFA).  
<sup>(5)</sup> The represented can state one or more replacements for the representative. The substitution of the representative with a replacement with conflict of interests is allowed only if the replacement has been stated by the shareholder.

- discretionally, absent specific instruction from the undersigned delegating person
- in accordance with specific voting instructions imparted by the undersigned delegating person

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*Place and Date*

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*Signature of Delegating Person*

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<sup>(6)</sup> The shares in relation to which "voting rights are assigned by proxy, on the condition that such rights may be exercised discretionally, absent specific instructions from the delegating person" are considered as shareholdings for the purpose of disclosure regulated by Art. 120 of Legislative Decree no. 58/1998.

## **PROXY TRANSMISSION**

It is noted that, pursuant to Art. 135-novies, par- 5 of the Legislative Decree no. 58/1998, "the representative may deliver or send to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original version and the identity of the delegating person. The representative shall preserve the original proxy and keep track for one year, starting from the end of the Meetings' works, of any voting instruction received".

The proxy, to be filled in its entirety with legible characters and duly signed, can be sent to the Company via certified mail to Giglio Group's headquarters in Piazza Diaz 6 - 20123, Milan, or certified e-mail at the following address [giglio@arubapec.it](mailto:giglio@arubapec.it) to the attention of the Legal and Corporate Affairs Office. Both the proxy and its voting instructions can always be revoked.

## **PRIVACY POLICY**

### **PROPRIETOR OF THE TREATMENT OF PERSONAL DATA**

**Giglio Group S.p.A.**, with registered office in Milan, Piza Diaz, no. 6 (hereinafter also referred to as the "**Proprietor**"), in its capacity as Proprietor of the treatment, shall treat the Personal Data (as defined herewith) in accordance with the provisions of the regulations governing the protection of personal data (Art. 13 and 14 of EU Regulation no. 679/2016 - "**GDPR**" and of the Legislative Decree no. 196 of 30 June 2003) and with this policy.

### **OBJECT AND MODALITY OF THE TREATMENT**

The Proprietor shall treat the personal data identifying You (e.g. name, surname, address) and by You communicated, or the personal data concerning third parties (e.g. delegated individuals or their replacements) communicated by You ("**Personal Data**") for the participation in the Shareholders Meeting of 30 April 2022 ("**Meeting**") through proxy and for other activities of the meeting.

The treatment of Personal Data for the purpose of this privacy statement entails any operation or group of operations carried out with or without the help of automated processes to be applied to Personal Data, such as collection and registration.

This data can be made available to employees or collaborators of the Proprietor - or, when necessary, to companies that carry out technical or organisational tasks on behalf of the latter for the aforementioned purposes - who are specifically authorised to treat them as Responsible Persons or Delegates, for the achievement of the same objectives: the data can be sent or communicated to specific subjects so as to fulfil a legal obligation, regulation or UE legislation, or on the basis of provisions imparted by Authorities legitimated to do so by law or by supervisory and control bodies.

More specifically the data subject shall have the right to know, at any given moment, the personal data under treatment, their origin or the way they are being used, as well as the names of the persons responsible for their treatment, pursuant to Art. 7 of Legislative Decree no. 196/2007; moreover, the data subject has the right to update, correct, integrate or cancel said data, as well as blocking it and opposing its treatment. These rights may be exercised by addressing the Company with a written request to the following e-mail: [dpo.gigliogroup@giglio.org](mailto:dpo.gigliogroup@giglio.org).