

## ATON GREEN STORAGE S.p.A.

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

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Law no. 26 of 27 February 2026.

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 "**Designated Representative**", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by virtue of Law no. 26 of 27 February 2026, of ATON GREEN STORAGE 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 ATON GREEN STORAGE to be held exclusively by telecommunication means on 29 June 2026, at 15:00 p.m. single call as set forth in the notice of the shareholders' meeting published on the Company's website at [www.atonstorage.com](http://www.atonstorage.com) in the section "Shareholders' Information/Shareholders' Meeting by year" on 6 June 2026, and, in abridged form, in the MF – Milano Finanza.

**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 25 June 2026). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Designated 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

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

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

**ATON GREEN STORAGE 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 subject with power of sub-delegation (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**

<p><b>No. (*)</b> _____ shares _____</p> <p style="font-size: small; text-align: center;">e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</p> <p style="font-size: x-small;">(to be filled in with information regarding any further communications relating to deposits)</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>
<p><b>No. (*)</b> _____ shares _____</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>
<p><b>No. (*)</b> _____ shares _____</p>	<p>Registered in the securities account (1) n. _____ at the custodian _____ ABI _____</p> <p>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)</p> <p>No. _____ Supplied by the intermediary: _____</p>

**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) \*

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

intended for the Designated Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy (Personal details)(3)** \_\_\_\_\_

*(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 ATON GREEN STORAGE to be held exclusively by telecommunication means on 29 June 2026, at 12:00 p.m. on single call.

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

1 Examination and approval of the financial statements as of 31 December 2025, complete with the Board of Directors' report on management, the Auditing firm's report and the report of the Board of Statutory Auditors;			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>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</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
2 Approval of the allocation of the profit for the year;			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>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</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
3 Resolutions subsequent the replacement of Directors appointed by the Board of Directors on June 26th, 2025, and January 22nd, 2026, pursuant to art. 2386, paragraph 1 of the Italian Civil Code;			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>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</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

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**4 Appointment of the Independent External auditor, upon the reasoned proposal of the Board of Statutory Auditors, for the legal audit of the Company's accounts for the financial years 2026, 2027 and 2028; determination of the related remuneration.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p>	<p style="text-align: center;"><b>In Favour</b></p>	<p style="text-align: center;"><b>Against</b></p>	<p style="text-align: center;"><b>Abstain</b></p>
<p><b>SECTION B and C</b> <i>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</i></p>	<p><input type="checkbox"/> confirms the instructions</p>	<p><input type="checkbox"/> revokes the instructions</p>	<p>Modify the instructions:  <input type="checkbox"/> In favour _____  <input type="checkbox"/> Against _____  <input type="checkbox"/> Abstain _____</p>



\_\_\_\_\_

(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 Designated Representative to vote as follows:*

<p><b>DIRECTORS' LIABILITY ACTION</b> <i>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 Designated Representative to vote as follows:</i></p>	<p style="text-align: center;"><b>In Favour</b></p>	<p style="text-align: center;"><b>Against</b></p>	<p style="text-align: center;"><b>Abstain</b></p>
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(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) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
  - 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."
  - 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.

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**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 25 June 2026)**

- 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 ATON GREEN STORAGE's shareholders' meeting - June 2026") 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 ATON GREEN STORAGE's shareholders' meeting - June 2026"), **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 ATON GREEN STORAGE's shareholders' meeting - June 2026")

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).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/Corporate-Data-and-Legal-Info)

**ATON GREEN STORAGE's privacy policy:****INFORMATION ON DATA PROCESSING ART. 13 AND 14 OF REGULATION (EU) 2016/679****Data Subjects: Participants in the Ordinary Shareholders' Meeting**

'ATON GREEN STORAGE S.P.A.', in its capacity as Data Controller of your personal data, pursuant to and for the purposes of Regulation (EU) 2016/679 hereinafter "GDPR", hereby informs you that the aforementioned legislation provides for the protection of data subjects with respect to the processing of personal data and that such processing will be based on the principles of correctness, lawfulness, transparency and protection of your confidentiality and your rights.

In order to fulfil its purposes, relating to the execution of the Ordinary Shareholders' Meeting, the Data Controller needs to acquire personal data, such as, for example, name and surname, telephone or mobile phone number, address, email address, tax code and other data or information necessary for the correct execution of the Shareholders' Meeting, such as, for example, identification details of your ID document, only if necessary for the purposes indicated according to the principle of 'minimisation'.

Your personal data will be processed in accordance with the legal provisions of the aforementioned legislation and the confidentiality obligations provided therein.

**Purposes and legal basis of the processing:** in particular, your data shall be processed for the following purposes:

- Performance of the fulfilments inherent to the representation at the Shareholders' Meeting and the expression of the vote of the represented party, as Designated Representative; legal basis: legal obligation;
- Obligations under the relevant laws in force; legal basis: legal obligation.

**Consequences of non-disclosure:** the processing of functional data for the fulfilment of these obligations is necessary for the proper management of the relationship and their provision is mandatory for the implementation of the above-mentioned purposes. Failure to provide, or incorrect communication of, any of the mandatory information may make it impossible for the Controller to guarantee the adequacy of the relationship.

**Method of processing:** The processing is carried out using manual and/or computerised and telematic instruments, in such a way as to guarantee the security, integrity and confidentiality of the data in compliance with the physical and logical organisational measures provided for by the provisions in force, so as to minimise the risks of destruction or loss, unauthorised access, modification and unauthorised disclosure in compliance with the methods set out in Articles 5, 32 of the GDPR.

**Recipients:** In order to carry out certain activities, or to provide support for the operation and organisation of the business, certain data may be brought to the attention of or communicated to recipients. These subjects are distinguished in:

**Third parties:** (communication to: natural or legal persons, public authorities, service or other body other than the data subject, data controller, data processor and authorised persons responsible for processing) including:

- Consultants and freelance professionals, also in associated form in legal matters, etc. as autonomous data controllers;
- Subjects/Bodies, whose right to access your data is recognised by legal obligation.

**Data Processors:** (the natural or legal person, public authority, service or other body that processes personal data on behalf of the data controller)

- Companies and other subjects, consultants and freelancers to whom mandates have been conferred for the management of compulsory fiscal, administrative, accounting, legal advice, etc. fulfilments;
- Any suppliers of IT, web, or other services necessary to achieve the purposes required to manage the relationship.

**Within the company structure:** your data will only be processed by personnel expressly authorised by the Data Controller, with assurance of the adoption of a confidentiality agreement.

**Disclosure:** Your personal data will not be disclosed in any way.

**Transfer of data to non-EU countries:** The data controller does not transfer personal data to non-EU countries. If there is a need to do so, the data subjects will be informed in advance, and guarantee measures will be adopted for the transfer to the recipients, which depending on the case may be: verification of the existence of adequacy decisions for the recipient country by the Commission, signing of standard contractual clauses, verification of the adoption of any additional measures in implementation of EDPB Recommendation 01/2020. Notwithstanding these guarantees, for data processing (in ref. of Art. 49 of the GDPR), where applicable, the existence of a contract or pre-contractual measures in favour of the data subject or consent to the transfer is verified. If the use of instruments involving data transfers to the USA is necessary, in order to guarantee the security of the data processing, the

supplier's adherence to the Data Privacy Framework agreement is verified with reference to the adequacy decision of 10/07/2023 pursuant to Art. 45 of the GDPR 'EU-US Data Privacy Framework'.

**Storage period:** We would like to inform you that, in compliance with the principles of lawfulness, purpose limitation and data minimisation, pursuant to Art. 5 of the GDPR, the retention period of your personal data necessary to perform the services requested, is established for a period of time not exceeding the achievement of the purposes for which they are collected and processed, in the case of a contract this retention period may cease with the forfeiture or termination of the contract, the same data may be retained, where applicable, for a further period of time for the purpose of the management of any litigation, the legal basis for such retention is the legitimate interest of the data controller. In the same manner and with the same data protection guarantees, the same data may be retained for a period of time in compliance with the obligations prescribed by the laws in force, by way of example on the basis of tax legislation for at least 10 years.

**Data controller:** the data controller, in accordance with the regulations is 'ATON GREEN STORAGE S.P.A.', with registered office in Via Circonvallazione Nuova, 57/B - 47923 Rimini (RN), administrative and operational headquarters in Via Guido Rossa, 5 - 41057 Spilamberto (MO) and production headquarters in Via Primo Maggio, 2 - 41056 Savignano sul Panaro (MO), VAT no.: 04161640406 in the person of its legal representative pro tempore. By sending an e-mail to the following address [privacy-ATON@atonstorage.com](mailto:privacy-ATON@atonstorage.com) you can request further information on the data provided. The website [www.atonstorage.com](http://www.atonstorage.com) contains further information on the privacy policies adopted by our Company

**The Data Protection Officer ('DPO')** is Studio Paci & C. Srl (Contact person Luca Di Leo) who can be contacted at the following address: [dpo@studiopacicsrl.it](mailto:dpo@studiopacicsrl.it) and telephone: 0541 1795431.

#### EU Reg. 2016/679: Artt. 15, 16, 17, 18, 19, 20, 21, 22, 23 - Data Subject's Rights

1. The data subject shall have the right to obtain confirmation as to whether or not personal data concerning him exist, even if they have not yet been recorded, and communication of such data in intelligible form.
2. The data subject shall have the right to obtain indication of
  - a. the origin of the personal data
  - b. the purposes and methods of processing
  - c. the logic applied in the event of processing carried out with the aid of electronic instruments
  - d. the identity of the data controller, data processors and the representative designated pursuant to Article 5(2)
  - e. of the entities or categories of entity to whom or which the personal data may be communicated or who or which may get to know said data in their capacity as designated representative(s) in the State's territory, data processor(s) or person(s) in charge of the processing.
3. The data subject has the right to obtain
  - a. the updating, rectification or, where interested therein, the integration of data;
  - b. the cancellation, transformation into anonymous form or limitation of data processed in breach of the law, including data whose storage is not necessary in relation to the purposes for which the data was collected or subsequently processed
  - c. certification to the effect that the operations as per letters a) and b) have been notified, as also related to their contents, to the entities to whom or which the data were communicated or disseminated, unless this requirement proves impossible or involves a manifestly disproportionate effort compared with the right that is to be protected;
  - d. portability of the data.
4. The data subject has the right to object, in whole or in part
  - a. on legitimate grounds, to the processing of personal data concerning him/her, even though they are relevant to the purpose of the collection
  - b. to the processing of personal data concerning him/her for the purposes of sending advertising or direct sales material or for carrying out market research or commercial communication.

**Complaint:** Data subjects, where applicable, also have the right to lodge a complaint with the Privacy Guarantor as supervisory authority in accordance with the established procedures. For any further information, and in order to assert your rights, you may contact the data controller at the above references.

**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****(Designated 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 designated 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 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.

**Article 135-undecies-1****(Designated representative of a listed company)**

1. The bylaws may provide that participation in the assembly and the exercise of voting rights occur exclusively through the representative appointed by the company pursuant to Article 135-undecies. The appointed representative may also be given delegations or sub-delegations pursuant to Article 135-novies, in derogation of Article 135-undecies, paragraph 4.
2. The submission of proposals for deliberation are not permitted at the assembly. Notwithstanding what is provided in Article 126-bis, paragraph 1, first period, those entitled to vote may individually submit proposals for resolutions on agenda items or proposals permitted by law up to the fifteenth day preceding the first or only convocation of the assembly. These resolution proposals are subsequently made available to the public on

- the company's website within two days following the deadline. The validity of the individual resolution submissions is contingent upon the company receiving the communication provided for in Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter is exercised only before the meeting. The company shall provide answers to the questions received at least three days before the meeting.
  4. Paragraph 1 also applies to companies admitted to trading on a multilateral trading market.

**Civil Code****Art. 2393 (Directors liability action)**

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

**Decree Law no. 18 of 17 March 2020****converted with amendments into Law no. 27 of 24 April 2020, and further extended by virtue of Law no. 26 of 27 February 2026****Article 106 (Rules for the conduct of shareholders' meetings)**

- [...]2. With the notice of call for ordinary or extraordinary meetings, joint-stock companies, limited partnerships, limited liability companies, cooperative companies and mutual insurance companies may provide, even in derogation from the various provisions of the bylaws, for the expression of the vote electronically or by correspondence and for participation in the meeting by means of telecommunications; the aforementioned companies may also provide that the meeting be held, even exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of the right to vote, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph ((of the Civil Code)), without in any case the need for the president, the secretary or the notary to be in the same place.
4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Designated representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Designated representative may also be granted proxies or sub-proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.
  5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading market and to companies with shares widely distributed among the public.
- [...]
7. The provisions of this Article shall apply to assemblies held by 30 September 2026.

*NOTE: English translation for convenience only. Only the Italian version is authentic.*