

GEOX S.P.A. – Ordinary Shareholders' Meeting of 14 April 2022

Proxy form and Voting instructions to Computershare S.p.A.

Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** of **GEOX S.P.A. (the Company)** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (TUF), shall collect proxies for the Ordinary Shareholders' Meeting convened on **14th April 2022** in single call, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website www.geox.biz, in the Governance section "2022 Shareholders' Meeting".

The proxy and voting instructions, to be conferred by **12th April 2022**, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned *		Place of birth *	
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Telephone no. *		e-mail	
entitled to vote at the close of business of 04/05/2022		(record date) as (2):	
☐ legal representative or agent with authority to sub-delegate ☐ official receiver ☐ manager ☐ other (specify)		☐ registered shareholder ☐ Pledgee ☐ Taker-in ☐ Beneficial interest holder	
for no. * ordinary shares Geox Code ISIN IT0003697080			
(3) registered in the name of		Place of birth *	
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Registered in the securities account (4) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (5)		Made by (Bank)	

DELEGATES the above Appointed Representative to attend and vote at the above mentioned meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that he/she is aware that the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE
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Note: It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website www.geox.biz, in the Governance section "2022 Shareholders' Meeting". Voting instruction form can be requested by phone at no. +39 0246776819.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follow **(8)**

RESOLUTIONS TO BE VOTED		VOTING INSTRUCTIONS				
		Section A: F(for), C (against), A (abstain) Section B/C: Confirm, Cancel, Modify previous instructions				
0010	1. Approval of the Financial Statements as of 31 December 2021; presentation of: Board of Directors' Report, Statement containing non-financial information, pursuant to Italian Legislative Decree no. 254 of 30 December 2016, Report from the Board of Statutory Auditors and Report from the Independent Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 December 2021.					
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A		
Sections B and C (11)		Conf	Canc	Mod voting instrucions		
B – vote for unknown circumstances		Conf	Canc	F	C	A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)		Conf	Canc	F	C	A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)		Conf	Canc	F	C	A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Canc	F	C	A
0020	2. Resolutions concerning the allocation of the result of the year.					
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A		
Sections B and C (11)		Conf	Canc	Mod voting instrucions		
B – vote for unknown circumstances		Conf	Canc	F	C	A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)		Conf	Canc	F	C	A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)		Conf	Canc	F	C	A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Canc	F	C	A

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0030	3. Report on the remuneration policy and remuneration paid pursuant to art. 123-ter, paragraph 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section I - Approval of the remuneration policy for 2022.					
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A		
Sections B and C (11)		Conf	Canc	Mod voting instructions		
B – vote for unknown circumstances		Conf	Canc	F	C	A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)		Conf	Canc	F	C	A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)		Conf	Canc	F	C	A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Canc	F	C	A

0040	4. Report on the remuneration policy and remuneration paid pursuant to art. 123-ter, paragraph 3-ter and 6, of Italian Legislative Decree no. 58/1998: Section II - Resolution on Section II of the Report on the remuneration paid in 2021.					
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A		
Sections B and C (11)		Conf	Canc	Mod voting instructions		
B – vote for unknown circumstances		Conf	Canc	F	C	A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)		Conf	Canc	F	C	A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)		Conf	Canc	F	C	A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Canc	F	C	A

0050	5. Determination of the number of the members of the Board of Directors.				
Section C – The Board of Directors has not presented a motion					
C1 – vote for resolution proposed by the Chairman of the meeting (12)		F	C	A	
C2 – vote for resolution proposed by holder of majority/relevant interest (12)		F	C	A	
C3 – vote for resolution proposed by holder of minority interest (12)		F	C	A	

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0060	6. Determination of the duration in office of the Board of Directors.					
<i>Section C – The Board of Directors has not presented a motion</i>						
C1 – vote for resolution proposed by the Chairman of the meeting (12)				F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (12)				F	C	A
C3 – vote for resolution proposed by holder of minority interest (12)				F	C	A

0070	7. Appointment of the members of the Board of Directors.					
Section A – vote For the list (motion) with the number to be filled in the side box or vote Contrary/Abstention to all lists (motions) (13)				N....	C	A
Sections B and C (11)				Conf	Canc	Mod voting instructions
B – vote for unknown circumstances				Conf	Canc	F C A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)				Conf	Canc	F C A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)				Conf	Canc	F C A
C3 – vote for amendment/integration proposed by holder of minority interest (12)				Conf	Canc	F C A

0080	8. Appointment of the Chairman of the Board of Directors.					
<i>Section C – The Board of Directors has not presented a motion</i>						
C1 – vote for resolution proposed by the Chairman of the meeting (12)				F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (12)				F	C	A
C3 – vote for resolution proposed by holder of minority interest (12)				F	C	A

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0090	9. Determination of the remuneration payable to the Board Directors, including those entrusted with special assignments.							
<i>Section C – The Board of Directors has not presented a motion</i>								
C1 – vote for resolution proposed by the Chairman of the meeting (12)						F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (12)						F	C	A
C3 – vote for resolution proposed by holder of minority interest (12)						F	C	A

0100	10. Determination of the remuneration payable to the Board of Statutory Auditors.							
<i>Section C – The Board of Directors has not presented a motion</i>								
C1 – vote for resolution proposed by the Chairman of the meeting (12)						F	C	A
C2 – vote for resolution proposed by holder of majority/relevant interest (12)						F	C	A
C3 – vote for resolution proposed by holder of minority interest (12)						F	C	A

0110	11. Appointment of the members of the Board of Statutory Auditors.							
Section A – vote For the list (motion) with the number to be filled in the side box or vote Contrary/Abstention to all lists (motions) (13)						N....	C	A
Sections B and C (11)						Conf	Canc	Mod voting instructions
B – vote for unknown circumstances						Conf	Canc	F C A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)						Conf	Canc	F C A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)						Conf	Canc	F C A
C3 – vote for amendment/integration proposed by holder of minority interest (12)						Conf	Canc	F C A

0120	12. Appointment of the Chairman of the Board of Statutory Auditors. (ITEM ON THE AGENDA NOT SUBJECT TO APPROVAL BECAUSE A MINORITY LIST HAS BEEN FILED)					
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0130	13. Authorisation for the purchase and sell of treasury shares, subject to the revocation of the unused part of the prior authorisation. Related and ensuing resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A		
Sections B and C (11)		Conf	Canc	Mod voting instructions		
B – vote for unknown circumstances		Conf	Canc	F	C	A
C1 – vote for amendment/integration proposed by the Chairman of the meeting (12)		Conf	Canc	F	C	A
C2 – vote for amendment/integration proposed by holder of majority/relevant interest (12)		Conf	Canc	F	C	A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Canc	F	C	A

Liability action against Directors					
Vote for proposed liability action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements	F	C	A		

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. The **Proxy form** must be notified to the Company (together with the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him** within **April 12, 2022**, using one of the following alternative methods:
 - Registered Email Holders (PEC): as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - Digital Signature Holders (FEA): as an attachment document with digital signature sent to ufficiomilano@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - Common Email address Holders: as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Lorenzo Mascheroni n. 19, 20145 Milano.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary evidence of his/her power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "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 of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.geox.biz.
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. Section A2 is where to give voting instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. If any resolutions not provided in the proposals published as required by law are put to the vote, the Appointed Representative won't be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issuance of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in advance by the delegating party in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) with regard to the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.
In particular, if a motion replacing the published one is put to a vote (or if an alternative resolution is proposed, should the previous one have not achieved the majority of for-votes required for its approval, the delegating party may give voting instructions in Section C replacing or integrating those of Section A.
12. The various voting intentions expressed in relation to the proponents' identity may be identical among them but such instructions are binding on the Appointed Representative who shall vote only if the proponent's identity is as indicated in the relevant voting instructions.
In the absence of a proposal presented by the Board of Directors, an integrative proposal presented to the Shareholders' meeting shall have to be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as the sole vote instruction on the proposals presented to the meeting by the proponents specified in that section.
13. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

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Italian Legislative Decree no. 58/98 (T.U.F)

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.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

- 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-bis.
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

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Italian Civil Code

Art. 2393

(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

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 of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.