

GIGLIO GROUP S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE NO. 58/1998 ("CFA")

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, of Giglio Group S.p.A. (hereinafter the "**Company**" or "**Giglio**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary Shareholders' Meeting of GIGLIO GROUP to be held on 28 June 2024, at 12:00 p.m., in single call at Piazza della Meridiana, 1 – 16124 – Genoa (GE), as set forth in the notice of the shareholders' meeting published on the Company's website at www.giglio.org (Corporate Governance – Shareholders' Meetings – Shareholder Meeting 28 June 2024) on 19 May 2024 and as an excerpt on the newspaper "Il Domani" of the same day.

The proxy form with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 26 June 2024). 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 Art. 135-decies, par. 2, lett. f) of the CFA, 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 Art. 126-bis of Legislative Decree no. 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 (*) |
| Residing in (*) | Address (*) | |
| Phone no. (**) | E-mail (**) | |
| Valid ID document (type) (*) (to be enclosed as a copy) | Issued by (*) | No. (*) |

in its capacity as (tick the relevant box) (*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHAREHOLDER**
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- secured creditor assignee usufructuary custodian manager other (specify)

(*) Mandatory; (**) Compilation is recommended.

Monte Titoli S.p.A.

GIGLIO GROUP S.p.A.PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO **ART. 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 ("CFA")

| | | | |
|--|-------------------------------------|--------|--|
| (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 | |
|---|--|
| no. (*) _____ ordinary shares listed on "Euronext Milan" ISIN IT0005122400 | Registered in the securities account (1) no. _____ at the intermediary _____ ABI _____ CAB _____ as referred to in disclosure no. _____ (ex art. 83-sexies Leg. Dec. no. 58/1998) (2) carried out by intermediary: _____ |
| no. (*) _____ majority-/multiple-vote shares ISIN IT0005480998 | Registered in the securities account (1) no. _____ at the intermediary _____ ABI _____ CAB _____ as referred to in disclosure no. _____ (ex art. 83-sexies Leg. Dec. no. 58/1998) (2) carried out by intermediary: _____ |
| no. (*) _____ non-listed ordinary shares ISIN IT0005577025 (to be filled in with information regarding any further communications relating to deposits) | Registered in the securities account (1) no. _____ at the intermediary _____ ABI _____ CAB _____ as referred to in disclosure no. _____ (ex art. 83-sexies Leg. Dec. no. 58/1998) (2) carried out by intermediary: _____ |

GIVES PROXY to 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

I the undersigned signatory of the proxy (Name and Surname) (3) _____

(indicate the holder of the right to vote only if different name and surname / denomination) (3) _____

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below in the Ordinary Shareholders' Meeting of Giglio Group S.p.A. to be held at Piazza della Meridiana, 1 – 16124 – Genoa (GE), on 28 June 2024, at 12:00 p.m., on single call.

RESOLUTIONS SUBJECT TO VOTING

Please note that, within the legal deadlines, shareholders can present new resolution proposals and additions to the Agenda: for this reason, the Shareholders are invited to check, on the Issuer's website, for any updates to this form, in accordance with the envisaged resolutions.

1. Financial Statements as of 31 December 2023; presentation of Consolidated Financial Statements as of 31 December 2023; 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.

| | | | | |
|--|----------------------------------|---|---|---|
| <p>SECTION A Vote on the Board of Directors' resolution proposal</p> | <p><i>Tick only one box:</i></p> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>In favour</p> </div> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>Against</p> </div> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>Abstained</p> </div> |
| <p>SECTION B and C <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> | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

1.2 Appropriate provisions pursuant to Art. 2446 of the Italian Civil Code. Resolutions pertaining thereto and resulting therefrom.

| | | | | |
|--|----------------------------------|---|---|---|
| <p>SECTION A Vote on the Board of Directors' resolution proposal</p> | <p><i>Tick only one box:</i></p> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>In favour</p> </div> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>Against</p> </div> | <div style="border: 1px solid black; padding: 10px; width: 100%;"> <p>Abstained</p> </div> |
| <p>SECTION B and C <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> | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

2. Appointment of the Board of Directors. Resolutions pertaining thereto and resulting therefrom:

2.1 Identification of number of members of the Board of Directors;

| | | | | |
|---|--------------------|---|--|---|
| SECTION A Proposer: _____ | Tick only one box: | In favour | Against | Abstained |
| SECTION B and C 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 | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

2.2 Identification of the duration of the assignment of the Board of Directors.

| | | | | |
|---|--------------------|---|--|---|
| SECTION A Proposer: _____ | Tick only one box: | In favour | Against | Abstained |
| SECTION B and C 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 | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

2.3 Appointment of Directors;

Shareholders are invited to check the slates of candidates available on the Issuer's website within the legal deadlines.

| | | | | |
|---|------------------------|---|--|---|
| SECTION A Please tick only one box indicating the number of the chosen slate or against/abstained with reference to all the slates | Slate no. _____ | Against | Abstained | |
| SECTION B and C 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 | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

2.4 Appointment of the Chairman of the Board of Directors;

| | | | | |
|---|--------------------|---|--|---|
| SECTION A Proposer: _____ | Tick only one box: | In favour | Against | Abstained |
| SECTION B and C 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 | | <input type="checkbox"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

| 2.5 Identification of the remuneration due to the members of the Board of Directors; | | | |
|--|---|--|---|
| SECTION A Proposer: _____ <p style="text-align: right;"><i>Tick only one box:</i></p> | In favour | Against | Abstained |
| SECTION B and C <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"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

3. Appointment of the Board of Statutory Auditors:

| 3.1 Appointment of the members of the Board of Statutory Auditors and of its Chairman. | | | |
|--|---|--|---|
| <i>Shareholders are invited to check the slates of candidates available on the Issuer's website within the legal deadlines.</i> | | | |
| SECTION A Please tick only one box indicating the number of the chosen slate or against/abstained with reference to all the slates | Slate no. _____ | Against | Abstained |
| SECTION B and C <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"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

| 3.2 Identification of their Remuneration. | | | |
|--|---|--|---|
| SECTION A Proposer: _____ <p style="text-align: right;"><i>Tick only one box:</i></p> | In favour | Against | Abstained |
| SECTION B and C <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"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |


**4. Report on the Remuneration Policy and on the remunerations paid as of 31 December 2023 pursuant to Art. 123-ter of the Legislative Decree no. 58/1998 (CFA) and 84-
quater of the Issuers Regulation adopted by Consob with Resolution no. 11971 of 14 May 1999.**

| 4.1 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. | | | |
|--|---|--|---|
| SECTION A Vote on the Board of Directors' resolution proposal <p style="text-align: right;"><i>Tick only one box:</i></p> | In favour | Against | Abstained |
| SECTION B and C <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"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> in favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstained |

| 4.2 Non-binding resolution on the second section of the Report on remunerations paid, | | | |
|--|---|--|--|
| SECTION A Vote on the Board of Directors' resolution proposal | <i>Tick only one box:</i> | In favour | Against |
| SECTION B and C <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"/> Confirm the instructions | <input type="checkbox"/> Revoke the instructions | Modify the instructions <input type="checkbox"/> <i>in favour</i> _____ <input type="checkbox"/> <i>Against</i> <input type="checkbox"/> <i>Abstained</i> |

 _____
(Place and Date)
(Signature)

| | | | | |
|--|------------------|----------------|--|------------------|
| Derivative action <i>In the event of derivative action proposed pursuant to Art. 2393, par. 2 of the Italian Civil Code by shareholders on the occasion of the approval of the Financial Statements, I the undersigned give proxy to the Designated Representative to vote according to the following indication</i> | In favour | Against | | Abstained |
|--|------------------|----------------|--|------------------|

 _____
(Place and Data)
(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 no. 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, par. 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. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."
 - 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, the voting instructions given in the main section will be confirmed, as far as possible. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

The proxy form with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of 16 June 2024), together with:

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** (subject line "Proxy for Giglio Group's Shareholders' Meeting June 2024") 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: Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for Giglio Group's Shareholders' Meeting June 2024"), **sending a copy reproduced electronically (PDF) in advance** by ordinary e-mail to **RD@pec.euronext.com** (subject line: "Proxy for Giglio Group's Shareholders' Meeting June 2024").

Please note: For further information on how to confer a proxy (and in particular on the completion of the proxy form and on how to deliver voting rights), shareholders authorised to participate in the Shareholders' Meeting may contact Monte Titoli via e-mail at **RegisterServices@euronext.com** or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m.

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

GIGLIO GROUP S.p.A.'s privacy policy:

Data Controller

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

Data Protection Officer (DPO)

dpo.gigliogroup@giglio.org

Data Controller's email address: info@giglio.org

Types of Data Collected

Among the Personal Data collected by this Application, either independently or through third parties, are: first name; last name; gender; date of birth; telephone number; VAT number; company name; profession; physical address; fax number; country; state; province; email; postal code; various types of Data; city; business sector; User ID; website; Usage Data; Tracking Tool; unique device identifiers for advertising (Google Advertiser ID or IDFA identifier, for example); geographic location; answers to questions; clicks; keypress events; motion sensor events; mouse movements; position relative to scrolling; touch events; City.

Full details of each type of data collected are provided in the relevant sections of this privacy policy or by means of specific information texts displayed before the data is collected.

Personal Data may be freely provided by the User or, in the case of User Data, automatically collected during the use of this Application.

Unless otherwise specified, all Data requested by this Application are mandatory. If the User refuses to communicate them, it may be impossible for this Application to provide the Service. In cases where this Application indicates certain Data as optional, Users are free to refrain from communicating such Data, without any consequences on the availability of the Service or its operation.

Users in doubt as to which Data are mandatory are encouraged to contact the Data Controller.

The possible use of Cookies - or of other tracking tools - by this Application or by the owners of third party services used by this Application, unless otherwise specified, has the purpose of providing the Service requested by the User, in addition to the further purposes described in this document and in the Cookie Policy, if available.

The User assumes responsibility for the Personal Data of third parties obtained, published or shared through this Application and guarantees that he/she has the right to communicate or disseminate them, releasing the Owner from any liability towards third parties.

Method and place of processing of collected Data

Modes of processing

The Data Controller takes appropriate security measures to prevent unauthorised access, disclosure, modification or destruction of Personal Data.

The processing is carried out using computer and/or telematic instruments, with organisational methods and logics strictly related to the purposes indicated. In addition to the Data Controller, in some cases, other subjects involved in the organisation of this Application (administrative, sales, marketing, legal, system administrators) or external subjects (such as third party technical service providers, postal couriers, hosting providers, IT companies, communication agencies) also appointed, if necessary, as Data Processors by the Data Controller, may have access to the Data. The updated list of Data Processors can always be requested from the Data Controller.

Legal basis for processing

The Controller processes Personal Data relating to the User if one of the following conditions exists:

the User has given consent for one or more specific purposes; Note: in some jurisdictions, the Controller may be authorised to process Personal Data without the User's consent or another legal basis specified below, until the User objects ("opts-out") of such processing. However, this does not apply if the processing of Personal Data is governed by European legislation on the protection of Personal Data;

processing is necessary for the performance of a contract with the User and/or the performance of pre-contractual measures;

processing is necessary for the performance of a legal obligation to which the Controller is subject;

processing is necessary for the performance of a task carried out in the public interest or in the exercise of public authority vested in the Controller;

processing is necessary for the pursuit of the legitimate interest of the Controller or of third parties.

However, it is always possible to ask the Controller to clarify the concrete legal basis of each processing operation and in particular to specify whether the processing is based on law, required by a contract or necessary to conclude a contract.

Location

The Data are processed at the Data Controller's premises and at any other place where the parties involved in the processing are located. For further information, please contact the Data Controller.

The User's Personal Data may be transferred to a country other than the one where the User is located. For further information on the location of the processing, the User may refer to the section on Personal Data processing details.

The User has the right to obtain information about the legal basis of the transfer of Data outside the European Union or to an international organisation under public international law or consisting of two or more countries, such as the UN, as well as about the security measures taken by the Controller to protect the Data.

The User can verify whether one of the transfers just described takes place by examining the section of this document relating to details on the processing of Personal Data or request information from the Controller by contacting it at the contact details given at the beginning.

Retention period

Data are processed and kept for the time required by the purposes for which they were collected.

Therefore:

Personal Data collected for purposes related to the performance of a contract between the Controller and the User will be retained until the performance of such contract is completed.

Personal Data collected for purposes related to the legitimate interest of the Controller will be retained until such interest is satisfied. The User may obtain further information regarding the legitimate interest pursued by the Controller in the relevant sections of this document or by contacting the Controller.

When the processing is based on the User's consent, the Data Controller may keep the Personal Data longer until such consent is revoked. Moreover, the Controller may be obliged to keep the Personal Data for a longer period in compliance with a legal obligation or by order of an authority.

At the end of the retention period the Personal Data will be deleted. Therefore, at the end of this period, the right of access, deletion, rectification and the right to Data portability can no longer be exercised.

Purposes of Data Processing

User Data are collected to enable the Data Controller to provide the Service, to comply with legal obligations, to respond to requests or enforcement actions, to protect its rights and interests (or those of Users or third parties), to detect any malicious or fraudulent activities, as well as for the following purposes: Contacting the User, Statistics, Advertising, Performance testing of content and functionality (A/B testing), Tag management, Remarketing and behavioural targeting, Display of content from external platforms, Hosting and backend infrastructure, Traffic optimization and distribution, Protection from SPAM, Interaction with social networks and external platforms and Management of Users' databases.

To obtain detailed information on the purposes of the processing and on the Personal Data processed for each purpose, the User may refer to the section "Details on the processing of Personal Data".

Details on the processing of Personal Data

For further details, please refer to the Company's website www.giglio.org, section "Privacy Policy" at the link <https://www.giglio.org/it/privacy-policy>.

Legislative Decree no. 58/1998**Art. 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.

Art. 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. The substitution of the representative with a replacement with conflict of interests is allowed only if the replacement has been stated 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.

Art. 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 concerned 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 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.

Italian Civil Code**Art. 2393 (Derivative action)**

1. A derivative action against the directors is brought following a resolution of the Meeting, even if the company is in liquidation.
2. The resolution concerning the derivative action against the directors can be carried out during the discussion of the Financial Statements, even if it is not indicated in the Agenda, when it concerns facts pertaining to the financial year to which the Financial Statements refer.

3. The derivative action can also be promoted following a resolution of the Board of Statutory Auditors, to be approved with a majority of two thirds of its members.
4. The action can be exercised within five years of the director's termination from office.
5. The resolution of the derivative action entails the removal from office of the directors against whom it is proposed, provided that it is approved with the favourable vote of at least one fifth of the share capital. In this case, the Shareholders' Meeting replaces the directors.
6. The company can renounce the exercise of the derivative action and can reach a compromise, provided that the waiver and the settlement are approved by express resolution of the Shareholders' Meeting, and provided that no vote against from a minority of shareholders representing at least one fifth of the share capital is made or, in companies that make use of the risk capital market, at least one twentieth of the share capital, or the measure provided for in the charter for the exercise of corporate derivative action pursuant to the first and second paragraphs of Art. 2393 -bis.