

## SALCEF GROUP S.p.A.

### PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES 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 economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14., the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**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.**

With reference to the Ordinary General Meeting of **SALCEF GROUP S.p.A.** (hereinafter the "**Company**") to be held at the Company's registered office in Rome, via Salaria 1027, 27 April 2023, at 11.00 a.m., single call, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.salcef.com](http://www.salcef.com) in the section "Governance / Shareholders' meeting" on 28 March 2023, and, in abridged form, in the Italian daily newspaper "Il Sole 24 Ore" and having regard to the Reports on the items on the Agenda made available by the Company (§) with this

## PROXY FORM (Part 1 of 2)

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

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

(§) The Company will process the personal data in accordance with the information on the Company's website in the section "Governance / Company Documents".

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

MONTE TITOLI S.p.A.

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

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

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

**Related to**

**No. (\*)** \_\_\_\_\_ **shares ISIN** \_\_\_\_\_ Registered in the securities account n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**No. (\*)** \_\_\_\_\_ **shares ISIN** \_\_\_\_\_ Registered in the securities account n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) No.** \_\_\_\_\_ **Supplied by the intermediary:** \_\_\_\_\_

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

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

**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**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 Appointed Representative only - Tick the relevant boxes

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

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

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of SALCEF GROUP S.p.A. to be held in at the Company's registered office in Rome, via Salaria 1027, on 27 April 2023, at 11.00 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

**1. Approval of the Financial Statement of Salcef Group S.p.A. as at 31 December 2022. Presentation of the consolidated financial statements as at 31 December 2022 and of the consolidated statement containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016. Reports of the Board of Directors, of the Board of Statutory Auditors and of the independent auditors.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

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

*Tick only one box*

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

**2. Allocation of the year's profit. Related and consequent resolutions;**

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

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

*Tick only one box*

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

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

**3. Authorisation to purchase and dispose of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code, as well as article 132 of Legislative Decree no. 58 of 24 February 1998 and article 144-bis of the Consob Regulation adopted by resolution no. 11971/1999 and subsequent amendments, subject to withdrawal of the authorisation granted by the Shareholders' Meeting of 29 April 2022 for the part not executed. Related and consequent resolutions;**

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

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

*Tick only one box*

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

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

**4. Report on Remuneration Policy for 2023 and remuneration paid in 2022;**

**4.1 approval of the first section of the report pursuant to article 123-ter paragraph 3-bis and 3-ter, of the Legislative Decree No. 58/1998;**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

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

*Tick only one box*

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

confirms the instructions

revokes the instructions

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

Against

Abstain

**4.2 related resolutions on the second section of the report pursuant to article 123-ter paragraph 6, of the Legislative Decree No. 58/1998;**

Proposal of the Board of Directors

*Tick only one box*

In Favour

Against

Abstain

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

*Tick only one box*

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

confirms the instructions

revokes the instructions

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

Against

Abstain

**SALCEF GROUP S.p.A.**

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**5. Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the 2023-2026 Stock Grant Plan concerning ordinary shares of Salcef Group S.p.A. reserved for directors with strategic responsibilities and/or other employees, collaborators and other managerial figures of Salcef Group S.p.A. and/or its subsidiaries pursuant to Article 93 of Legislative Decree 58 of 24 February 1998. Related and consequent resolutions;**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

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

*Tick only one box*

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

**6. Approval pursuant to Article 114-bis of Legislative Decree 58/1998 of the 2023-2024 Performance Shares Plan concerning ordinary shares of Salcef Group S.p.A. reserved for directors with strategic responsibilities of Salcef Group S.p.A. and/or its subsidiaries pursuant to Article 93 of Legislative Decree 58 of 24 February 1998. Related and consequent resolutions;**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

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

*Tick only one box*

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

**7. Adoption of the Shareholders' Meeting Regulations. Related and consequent resolutions.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

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

*Tick only one box*

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**



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

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

**SALCEF GROUP S.p.A.**

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

**DIRECTORS' LIABILITY ACTION**

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

*Tick only one box*

**In Favour**

**Against**

**Abstain**



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

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



**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

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

1. Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
2. Indicate the Communication reference for the 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).

The proxy with the relating voting instructions shall be received 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,

*(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

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

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

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).

**INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA**

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

**SALCEF GROUP's privacy policy**

Pursuant to Regulation EU 2016/679 (hereinafter "GDPR Regulation" or "GDPR") and current national legislation on data protection (hereinafter, together with GDPR, "Privacy Legislation"), Salcef Group S.p.A. with registered office in Rome, Via Salaria 1027, tel 06 416281; fax 0641628888; e-mail [privacy@salcefgroup.com](mailto:privacy@salcefgroup.com) (hereinafter the "Company" or "the Controller") as data controller, is required to an information notice on the use of personal data.

**a) Purpose of the processing and why your personal data is required**

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: purposes connected with contractual obligations, law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

**b) Legal ground**

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

**c) Processing logics**

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

**d) Categories of data processed**

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

**e) Communication and dissemination of data**

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services in relation to which proxy is conferred, for the fulfillments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; b) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies.

Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses). Personal data processed by the Company are not subject to dissemination.

**f) Data retention**

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they were processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

**g) Rights of the data subject**

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR).

Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: [privacy@salcefgroup.com](mailto:privacy@salcefgroup.com). The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.