

## GAROFALO HEALTH CARE S.p.A.

### PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH ARTICLE Article 135-undecies of Legislative Decree No. 58/1998 and Article 106, paragraph 4 of Decree-Law No. 18 of March 17, 2020 containing measures to strengthen the National health service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency ("Italian Healthcare Decree")

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici No. 10, Tax Code. 00717010151, belonging to the Bancario Mediobanca Group, enrolled in the Banking Groups' Register, a company authorised under Ministerial Decree of 24/11/1941 to act as a fiduciary in accordance with Law No. 1966 of 23.11.1939 and subsequent amendments (hereinafter "**Spafid**"), as the "Designated Agent" pursuant to Article 135-undecies of Legislative Decree No. 58/1998 and Article 106, paragraph 4 of the Italian Healthcare Decree, of GAROFALO HEALTH CARE S.p.A. (hereinafter the "**Company**" or "**GHC**"), in the person of a specifically-appointed employee or partner, undertakes multiple proxies to vote on behalf of shareholders at the Ordinary and Extraordinary Shareholders' Meeting of GAROFALO HEALTH CARE S.p.A. called at the Company's registered office in Rome, Piazzale delle Belle Arti no. 6, for **April 29, 2020, at 11 AM, in single call**, according to the means and terms reported in the call notice published on March 30, 2020 on the company website www.garofalohealthcare.com in the Governance/Shareholders' Meeting section, and in extract in the newspaper "Il Sole 24 ore", published March 30, 2020.

The proxy form with relative voting instructions should be sent to Spafid by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting, i.e. **by 23:59 on April 27, 2020. The proxy and voting instructions may be revoked within the same deadline.**

#### Declaration of the Designated Agent

Spafid, as the Designated Agent, confirms to not having any interest in the proposals to be voted upon. Considering the contractual relations between Spafid and the Company, and in particular considering the technical assistance to the Shareholders' Meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-decies, paragraph 2, letter f) of Legislative Decree No. 58/1998, Spafid expressly declares that, where currently unknown circumstances arise or in the case of amendment or supplementation of the proposals presented to the Shareholders' Meeting, it shall not express a vote differing from that indicated in the instructions.

#### PROXY FORM

(Section to be notified to the Company through the Designated Agent – Complete with information based on the notice below)

|  |   |   |   |
|--|---|---|---|
| <b>the undersigned</b> ( <i>signature of party granting proxy</i> ):   |   | Name(*)   | Surname*  |
| Born in (*)  | On (*)  | Tax number or other identifier if non-Italian (*) |   |
| resident in (*)  | Street address (*)                                    |   |   |
| Telephone (*)  | E-mail (**)   |   |   |
| Valid identity document - type (*)<br>(attach copy)  | Issued on (*)   | Number (*)  |   |
| <b>in the capacity of (tick the relevant box)</b>  |   |   |   |
| <input type="checkbox"/> shareholder with voting rights <input type="checkbox"/> legal representative or attorney with power to sub-delegate ( <i>documentation proving representative powers to be attached</i> )<br><input type="checkbox"/> secured creditor <input type="checkbox"/> taker in - <input type="checkbox"/> beneficial owner <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify) ..... |   |   |   |
| Holder of the<br>shares<br>(if differing)  | Name Surname/Name (*)                                 |   |   |
|  | Born in (*)   | On (*)  | Tax number or other identifier if non-Italian (*) |
|  | Registered office/Resident in (*)                     |   |   |
| <b>concerning</b>  |   |   |   |
| <b>No.</b><br>ISIN _____   | <b>of GAROFALO HEALTH CARE S.P.A shares</b>           |   |   |
|  | Registered in securities account <b>(1)</b> No. _____ | at Filing intermediary _____                      | ABI _____ CAB _____                               |
| as per communication ( <i>pursuant to Article 83-sexies of Legislative Decree no. 58/1998</i> ) <b>(2)</b> No. _____   |   | prepared by the intermediary: _____               |   |

**APPOINTS** the Designated Agent to attend and vote at the above indicated shareholders' meeting in accordance with the instructions found below.

**DECLARES** their understanding that the proxy form for the Designated Agent may also contain voting instructions only on certain proposals on the agenda and that, in this case, voting will only be exercised on the proposals for which such instructions have been conferred.

**AUTHORISES** Spafid to handle their personal data in accordance with the conditions and the terms indicated in the attached disclosure note.

Place/Date\* \_\_\_\_\_, \_\_\_\_\_

Signature \_\_\_\_\_

(§) The Company will process personal data in accordance with the attached information notice.

(\*) Obligatory

(\*\*) Please complete to enable the principal to be assisted in the best possible way.

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998

**VOTING INSTRUCTIONS (3)**

**Part 2 of 2**

*(Section contains information for the Designated Agent – tick the relevant box)*

The undersigned signatory of this proxy (4) *(personal details)* \_\_\_\_\_  
 authorises Spafid to vote according to the following instructions at the Ordinary Shareholders' Meeting of GAROFALO HEALTH CARE S.p.A. called to meet at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, on April 29, 2020, at 11 AM, in single call.

**1. Financial Statements of Garofalo Health Care S.p.A. at December 31, 2019. 2019 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2019 and of the 2019 Consolidated Non-Financial Report pursuant to Legislative Decree No. 254 of December 30, 2016. Resolutions thereon.**

|   |   |                                  |                                     |
|---|---|----------------------------------|-------------------------------------|
| Board of Directors proposal   | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting (5) |   |                                  |                                     |
| <input type="checkbox"/> confirm the instructions   | <b>modify the instructions (specify preference)</b>   |                                  |                                     |
| <input type="checkbox"/> revoke the instructions  | <input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against<br><input type="checkbox"/> Abstaining |                                  |                                     |

**2. Allocation of the net profit for the year; resolutions thereon.**

|  |   |                                  |                                     |
|--|---|----------------------------------|-------------------------------------|
| Board of Directors proposal  | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____ | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting (5)    |   |                                  |                                     |
| <input type="checkbox"/> confirm the instructions  | <b>modify the instructions (specify preference)</b>   |                                  |                                     |
| <input type="checkbox"/> revoke the instructions   | <input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against<br><input type="checkbox"/> Abstaining |                                  |                                     |

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998

| <b>3. Appointment of three members of the Board of Directors in accordance with Article 2386 of the Civil Code and allocation of the relative remuneration; resolutions thereon.</b> |   |                                  |                                     |
|--|---|----------------------------------|-------------------------------------|
| Board of Directors proposal  | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| Candidacy for member of the Board of Directors pursuant to Article 126-bis of the CFA proposed by a shareholder group (institutional investors)                                      | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting (5)  |   |                                  |                                     |
| <input type="checkbox"/> confirm the instructions  | <b>modify the instructions (specify preference)</b>   |                                  |                                     |
| <input type="checkbox"/> revoke the instructions   | <input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against<br><input type="checkbox"/> Abstaining |                                  |                                     |

**Point 4 Approval of the Remuneration Policy and Report as per Article 123-ter of the CFA**

| <b>binding motion on Section I regarding the remuneration policy, drawn up as per Article 123-ter, paragraph 3 of Legislative Decree No. 58 of February 24, 1998;</b> |   |                                  |                                     |
|---|---|----------------------------------|-------------------------------------|
| Board of Directors proposal   | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____                                    | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting (5)                                       |   |                                  |                                     |
| <input type="checkbox"/> confirm the instructions   | <b>modify the instructions (specify preference)</b>   |                                  |                                     |
| <input type="checkbox"/> revoke the instructions  | <input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against<br><input type="checkbox"/> Abstaining |                                  |                                     |

| <b>non-binding motion on Section II regarding compensation paid, drawn up as per Article 123-ter, paragraph 4 of Legislative Decree No. 58 of February 24, 1998.</b> |   |                                  |                                     |
|--|---|----------------------------------|-------------------------------------|
| Board of Directors proposal  | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____                                   | <input type="checkbox"/> In favour  | <input type="checkbox"/> Against | <input type="checkbox"/> Abstaining |
| In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting (5)                                      |   |                                  |                                     |
| <input type="checkbox"/> confirm the instructions  | <b>modify the instructions (specify preference)</b>   |                                  |                                     |
| <input type="checkbox"/> revoke the instructions   | <input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against<br><input type="checkbox"/> Abstaining |                                  |                                     |

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

\_\_\_\_\_  
(Signature of principal)

**GAROFALO HEALTH CARE S.p.A.**  
PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998

**RESPONSIBILITY ACTION**

In the case of voting on the responsibility action proposed in accordance with Article 2393, paragraph 2 of the civil code by shareholders on the approval of the financial statements, the undersigned appoints the Designated Agent to vote as follows:

in favour

against

abstaining

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

\_\_\_\_\_  
(Signature of principal)

**NOTES FOR COMPILATION AND SENDING**

The original copy of the proxy form with relative voting instructions should be sent to Spafid by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting (therefore by 23:59 on April 27, 2020), together with:

- a copy of a valid identity document of the principal or
- where the principal is a legal person, a copy of a valid identity document of the pro tempore legal representative or another party with appropriate powers, together with documentation in proof of such status and powers,

through the following alternative means:

- i) delivery to the certified e-mail address **assemblee@pec.spafid.it** (with the subject "Proxy - DA GHC 2020 Shareholders' Meeting") of an electronically reproduced copy (PDF) from the principal's certified electronic mailbox or, failing that, from the mailbox of the computer document signed with a qualified electronic or digital signature;
- ii) in original, by courier or registered mail to the address Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy - DA GHC 2020 Shareholders' Meeting") in advance of a copy reproduced electronically (PDF) by ordinary e-mail to the following address **assemblee@pec.spafid.it** (with the subject "Proxy - DA GHC 2020 Shareholders' Meeting").

1. Specify number of shares held and name of custodian intermediary Found on the account statement provided by the intermediary
2. Specify the number of the Communication for Participation in the Shareholders' Meeting. This will be provided by the custodian intermediary upon request of the vote-holder.
3. In accordance with Article 135-undecies, paragraph 3 of Legislative Decree No. 58/1998 "The shares for which proxy has been conferred, also partially, are included for the purposes of the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals".
4. Provide the name and surname of the signatory of the Proxy Form and the voting instructions.
5. With reference to each point on the agenda, in the event of significant circumstances, unknown at the time of issuing the proxy (e.g. absence of proposals made by the Board of Directors or by the proposer identified by the principal according to terms of law and published by the Company), or in the event of amendments or integrations to the resolutions proposed which cannot be communicated to the principal, a choice may be made, by completing the relevant form, between: a) confirmation of the voting instruction already expressed; b) amendment of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made by the principal, the voting instructions set out in the first section will be followed to the fullest extent possible. Where it is not possible to vote according to the instructions provided, Spafid will abstain from voting on the subject in question.

N.B. For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), parties holding the right to vote at the Shareholders' Meeting may contact Spafid S.p.A. by email (**confidential@spafid.it**) or by telephone ((+39) 0280687331 and (+39) 0280687319 - working days between 9 AM and 5 PM).

## GAROFALO HEALTH CARE S.p.A.

### PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998

We recall that, in accordance with Articles 13 and 14 of Regulation EC 2016/679 and the applicable domestic personal data protection regulation, the data contained in the proxy form will be processed by Spafid S.p.A. - data processor - for the execution of the requirements concerning representation at the Shareholders' Meeting and for voting on behalf of the party conferring proxy to Spafid as the Designated Agent, in accordance with the instructions communicated, and for the fulfilment of the legal, regulatory and EU obligations or of the provisions of the Authority or Supervisory Bodies.

The legal basis concerns the fulfilment of the obligations of law (Article 2370 of the Civil Code and subsequent) and the related and consequent obligations.

This data may be shared with employees and partners of Spafid S.p.A. specifically authorised to process such data or those employed by such parties/authorised staff for the above-indicated purposes: this data can be relayed or communicated to specific parties, including Spafid's group companies, to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the Authority or the Supervisory or Control Boards, in addition to purposes strictly related and instrumental to the execution of the contractual obligations regarding representation at the Shareholders' Meeting and the expression of the vote by the party granting proxy to Spafid as the Designated Agent; without the mandatory information indicated, the company may not permit the proxy to attend the Shareholders' Meeting.

The processing of the personal data or of the personal data relating to third parties (e.g. proxies or their replacements) communicated by you (the "Personal Data") shall take place, in compliance with the applicable provisions of the Privacy Regulation, through paper or digital instruments, for purposes strictly related to those indicated and, however, according to means which ensure safety and confidentiality in accordance with the Privacy Regulation.

In relation to the above purposes, Spafid processes Personal Data such as, for example purposes only and to be considered exhaustive, identification details (example name, surname, address, date of birth, identity number, tax number).

The interested party may exercise, at any time, his/her rights to obtain confirmation of the existence or not of personal data concerning him/her, as well as to obtain indications of its content and origin, to verify its accuracy and to request the data be corrected, supplemented or updated (Articles 15 and 16 of the GDPR). In addition, you have the right to request the cancellation, limitation of processing, revocation of consent, portability of data, in addition to the right to lodge a complaint at the control authorities or to oppose in any case, for legitimate reasons, its processing (Article 17 and subsequent of the GDPR).

These rights are exercisable through written communication accompanied by a valid identity document of the interested party, to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The Data Processor is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has designated as Data Protection Officer, the Mediobanca Group's Data Protection Officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

**GAROFALO HEALTH CARE S.p.A.**  
**PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998**

**PRIVACY DISCLOSURE**  
**DISCLOSURE AS PER. ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679**

Pursuant to EU Regulation no. 679/2016 (the "**Regulation**") and the national legislation in force regarding the protection of personal data (hereinafter, together with the Regulation, the "**Privacy Policy**"), Garofalo Health Care S.p.A., with registered office in Rome, Piazzale delle Belle Arti no. 6 (the "**Company**"), provides the following information in accordance with the Privacy Policy.

**Data Processor**

Garofalo Health Care S.p.A., registered office in Rome - Piazzale delle Belle Arti no. 6.

**Purposes of processing**

Personal data are collected and processed, in compliance with the provisions of the Privacy Policy, for the purposes of verifying the regular constitution of the Shareholder's Meeting, verifying the identity and legitimacy of those present, as well as compliance with further Shareholders' Meeting and company obligations. Failure to provide data may result in exclusion from the Shareholders' Meeting.

**Data categories**

In relation to the above purposes, the Company processes Personal Data such as, for example purposes only and to be considered exhaustive, personal details (e.g. name, surname, address, date of birth, identity document, tax code).

Legal basis of the processing

Pursuant to Article 6(1)(b) of the Regulation, the legal basis for the processing is fulfilment of the legal obligations with which the Company must comply in order to convene the Shareholders' Meeting.

**Means of processing**

The processing of personal data for the purposes described above will be carried out mainly by automated methods and with the help of computerised and telematic tools, as well as by filing paper copies, in order to guarantee that the principles and security measures imposed by the Privacy Law are respected.

**Data Storage**

The personal data provided will be kept, together with the documents produced during the Shareholders' Meeting, in compliance with the principles of proportionality and necessity, in a form that allows the identification of the data subjects for a period of time not exceeding the achievement of the purposes for which they are processed. Audio recordings used for the sole purpose of facilitating the subsequent minutes of the meeting will be destroyed once the minutes have been completed.

Further information is available from the Data Processor.

**Recipients and disclosure of personal data**

Your personal information may be shared with:

- a) the subjects required to ensure fulfilment of legal and/or regulatory obligations and/or those deriving from EU Regulations (considering that the Company is listed on a regulated market and therefore subject to additional disclosure requirements and obligations);
  - b) the persons in charge/users authorised to process company administration, as well as to the administrative and control bodies of the Company;
- persons authorised by the Company to process personal data in order to carry out activities strictly related to their purposes

Your personal data will not be transferred outside the European Economic Area.

**Rights of the Data Subject**

Pursuant to Articles 15 et seq. of the Regulation, you have the right to request from the Company, at any time, access to your personal data, correction or deletion of said data, or to object to their processing in the cases provided for in Article 21 of the Regulation. You have the right to request the limitation of processing in the cases provided for in Article 18 of the Regulation, as well as to obtain in a structured, commonly used and machine-readable format data concerning you, in those cases provided for in Article 20 of the Regulation. Requests must be addressed in writing to the Data Processor at its offices in Rome, Piazzale delle Belle Arti 6. You may at any time lodge a complaint with the competent Control Authority (Guarantor for the Protection of Personal Data), pursuant to Article 77 of the Regulation. Garofalo Health Care S.p.A. has appointed a Data Protection Officer, who may be contacted at [dpo@garofalohealthcare.com](mailto:dpo@garofalohealthcare.com).

**Legislative Decree 58/1998**

**Article 135-decies**  
**(Conflicts of interest of the representative and of the replacements)**

1. The conferment of proxy to a representative in conflict of interest is permitted if the representative communicates in writing to the shareholder the circumstances under which the conflict arises and whether specific voting instructions are provided for each resolution on which the representative must vote on behalf of the shareholder. It is the responsibility of the representative to communicate to the shareholder the circumstances under which the conflict of interest arises. Article 1711, second paragraph of the Civil Code is not applied.
2. For the purposes of the present article, a conflict of interest exists in any case where the representative or the replacement:
  - a) controls, also jointly, the company or a subsidiary, also jointly, or is under common control with the company;
  - b) is connected to the company or exercises a significant influence on it, or where the latter exercises significant influence on the former;
  - c) is a member of the board of directors or the board of statutory auditors of the company or of the parties indicated at letters a) and b);
  - d) is an employee or an auditor of the company or of the parties indicated at letter a);
  - e) is a spouse or relative to the fourth degree of the parties indicated at letters a) and c);
  - f) is connected to the company or the parties indicated at letters a), b), c) and e) by contract or employment or by other monetary-based relations which may compromise independence.
3. The replacement of the representative with a party in conflict of interest is allowed only if the replacement is indicated by the shareholder. In this case, paragraph 1 is applied. The obligations for communication and the relative proof are the responsibility of the representative.
4. The present article is applied also in the case of transfer of shares by power of attorney.

**Article 135-undecies**  
**(Designated agent of the company with listed shares)**

1. Except where the by-laws provide otherwise, companies with listed shares designate for each shareholders' meeting a party to which shareholders may confer, by the end of the second trading day before the date fixed for the shareholders' meeting, also in subsequent calling, a proxy with voting instructions on all or on a number of proposals on the agenda. Proxy is valid only for the proposals on which voting instructions are provided.
2. Proxy is conferred through signing a proxy form whose content is governed by Consob regulations. The shareholder does not incur charges for the conferment of such proxy. Proxy and voting instructions are revocable under the terms indicated in paragraph 1.
3. The shares in relation to which proxy is conferred, also partially, are included in relation to the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the resolutions.
4. The party designated as representative must communicate any interests held on his own behalf or on behalf of third parties in relation to the proposals on the agenda. Confidentiality on the content of the voting instructions received is maintained until the beginning of voting, except for the possibility to communicate such information to employees and auxiliaries, who are subject to the same confidentiality requirement. Proxy may not be granted if not in compliance with the present article.
5. Under the regulation at paragraph 2, Consob may establish the cases in which a representative not falling within the scope of the conditions at Art.135-decies may cast a vote other than as indicated in the instructions.

**Civil Code**

**Article 2393 (Social responsibility action)**

1. A responsibility action against directors is taken following a shareholders' meeting resolution, even where the company is in liquidation.
2. The resolution concerning the responsibility of directors may be taken on the occasion of the discussion of the annual accounts, even where not included in the matters on the agenda, when relating to matters contained in the annual accounts.
3. The responsibility action may also be taken following a resolution of the Board of Statutory Auditors, by a majority of at least two-thirds.
4. The action may be taken within five years from the director leaving office.
5. The approval of a responsibility action results in the revocation of office of the director against whom it has been taken, based on the approval of at least one-fifth of the voting share capital. In this case, the Shareholders' Meeting replaces the directors.



**GAROFALO HEALTH CARE S.p.A.**  
**PROXY FORM FOR DESIGNATED AGENTS IN ACCORDANCE WITH Article 135-undecies of Legislative Decree No. 58/1998**

6. The company may forego the exercise of the responsibility action and may settle the matter, as long as the revocation and the settlement have been approved by the shareholders' meeting and a minority of shareholders representing at least one-fifth of the share capital have not voted against such, or for companies utilising the risk capital market, of at least one-twentieth of the share capital, or a differing amount established by the by-laws for the exercise of the social responsibility action in accordance with paragraphs one and two of Article 2393-bis.

**DECREE-LAW No. 18 of March 17, 2020.**

**Article 106 (Rules for the conduct of Shareholders' Meetings)**

[...] 4. Companies with listed shares may appoint the agent provided for in Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the By-Laws provide otherwise. The same companies may also stipulate in the call notice that participation in the Shareholders' Meeting shall take place exclusively through the Designated Agent appointed pursuant to Article 135-undecies of Legislative Decree no. 58 of February 24, 1998; said Designated Agent may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58 of February 24, 1998, as an exception to Article 135-undecies, paragraph 4, of the same decree.

5. Paragraph 4 shall also apply to companies admitted to trading on an MTF and to companies with shares which are widely distributed among the public [...]

7. The provisions of this Article shall apply to Meetings convened before July 31, 2020 or before the date, if later, until which the national state of emergency relating to the health risk associated with the COVID-19 epidemic is in force.