

ORSERO S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, 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 - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries 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, Spafid 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, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

With reference to the **Ordinary General Meeting of ORSERO S.p.A.** to be held **on April 29, 2021, at 5.00 p.m., in single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at www.orserogroup.it, in the section "Governance/Shareholders' Meeting Section" on March 19, 2021, and, in abridged form, in the Italian daily newspaper "IlSole24ore" on March 20, 2021, and having regard to the Reports on the items on the Agenda made available by the Company (§)

Please note: This form may be subject to change following any Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM

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

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

(§) The Company will process the personal data in accordance with the information annex
(*) Mandatory. (**) It is recommended to fill.

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

☐ shareholder with the right to vote

OR IF DIFFERENT FROM THE SHARE HOLDER

☐ legal representative or subject with 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 Orsero - ISIN IT0005138703 Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. _____ Supplied by the intermediary: _____

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

DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID"), with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.**DECLARES**

- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- 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.

AUTHORIZE Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

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*(Place and Date) ***(Signature) ****VOTING INSTRUCTIONS**

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (3) (Personal details)*(indicate the holder of the right to vote only if different - name and surname / denomination)*

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of ORSERO to be held on April 29, 2021, at 5.00 p.m., in single call.

RESOLUTIONS SUBJECT TO VOTING

1. Approval of the separate financial statements as at December 31, 2020, complete with the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditing Firm. Presentation of the 2020 consolidated financial statements. Presentation of the 2020 Sustainability Report - Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016. Related and consequent resolutions:

1.1 approval of the separate financial statements as at December 31, 2020, complete with the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditing Firm.

Proposal of the Board of Directors

Tick only one box☐ In Favour☐ Against☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

*Tick only one box***Modify the instructions** *(express preference)*☐ confirms the instructions☐ revokes the instructions☐ In Favour : _____☐ Against☐ Abstain

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1.2 allocation of the profit for the year and distribution of the dividend.

Proposal of the Board of Directors

*Tick only one
box*☐ In Favour☐ Against☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

*Tick only one box***Modify the instructions** (*express preference*)☐ confirms the instructions☐ revokes the instructions☐ In Favour : _____☐ Against☐ Abstain**2. Report on Remuneration and on the compensation paid: resolutions on the "Second Section" of the Report in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998 as amended.**

Proposal of the Board of Directors

*Tick only one
box*☐ In Favour☐ Against☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

*Tick only one box***Modify the instructions** (*express preference*)☐ confirms the instructions☐ revokes the instructions☐ In Favour : _____☐ Against☐ Abstain

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3. Authorization for the purchase and disposal of treasury shares, in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Italian Legislative Decree no. 58/1998 as amended and the relative implementing provisions, subject to revocation of the resolution authorizing the purchase and disposal of own ordinary shares taken by the Ordinary Shareholder's Meeting Orsero S.p.A. on April 30, 2020. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box☐ **In Favour**☐ **Against**☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)

*Tick only one box***Modify the instructions** (*express preference*)☐ **confirms the instructions**☐ **revokes the instructions**☐ **In Favour** : _____☐ **Against**☐ **Abstain**

(Place and Date) *

(Signature) *

DIRECTORS' LIABILITY ACTION

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

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (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 assemblee@pec.spafid.it (subject line "Proxy for ORSERO 2021 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: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for ORSERO 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: "Proxy for ORSERO 2021 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 Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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PROTECTION OF PERSONAL DATA

INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by Spafid S.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR). Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

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

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

DISCLOSURE IN ACCORDANCE WITH ART. 13 OF REGULATION (EU) 2016/679 ("GENERAL DATA PROTECTION REGULATION")

In accordance with Italian and European data protection regulations (Regulation (EU) 2016/679), the processing of information about the data subjects benefiting from the services offered by ORSERO SPA shall comply with the principles of lawfulness, fairness and transparency, safeguarding the confidentiality of the data and the data subjects' rights.

1. CONTROLLER

The Controller for the services offered is ORSERO SPA, VAT No. 09160710969 with its registered office in G. FANTOLI 6/15 20138 MILAN MI

2. PURPOSE OF THE PROCESSING AND LEGAL BASIS OF THE PROCESSING

The Controller collects and/or receives information about the data subject, such as: first name, surname, taxpayer ID or VAT number, place and date of birth, physical and electronic address, landline and/or mobile telephone number. They are used to fulfill the legal and regulatory obligations with which the Controller must comply in view of the activity exercised.

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ORSERO SPA shall process the personal data and the information collected for specific purposes such as:

1. execution of the obligations pertaining to representation in the Shareholders' Meeting

Providing the personal data requested by ORSERO SPA is necessary for attainment of the purposes indicated above.

3. LEGAL BASIS OF THE PROCESSING

ORSERO SPA processes its personal data lawfully whenever the processing:

- is necessary for execution of the mandate, of a contract whereof the data subject is a party
- is necessary to fulfill a legal obligation of the Controller.

4. PROCESSING OF PERSONAL DATA

The personal data provided shall be:

- processed by the employees of ORSERO SPA, duly authorized,
- third party companies or other parties performing activities on behalf of ORSERO SPA

The names of the persons who perform activities on behalf of ORSERO SPA may be requested at any time.

In any case, no personal data shall be disclosed.

5. DATA TRANSFER

The management and conservation of the personal data shall take place on servers located within the European Union. Currently, the servers used are situated in Italy. The data shall not be transferred outside the European Union.

6. PROCESSING MODES

The data subject's personal data shall be processed with automated and non-automated instruments, ensuring that adequate security and organizational measures are used and assuring the confidentiality of the data.

7. DATA STORAGE PERIOD

The collected data shall be stored throughout the duration of the required services and, even after cessation, to fulfill any legal obligations connected or deriving therefrom.

Therefore, the criteria used to determine the storage period are set by:

- specific provisions of law that regulate the activity of ORSERO SPA

Lastly, the personal data may also be stored for the time allowed by Italian law to protect the lawful interests of ORSERO SPA (Art. 2947, Par. 1 and 3 of the Italian Civil Code).

8. DATA SUBJECTS' RIGHTS

The data subject has the rights provided by the new European regulations on personal data processing, and specifically:

- accessing the data (including for the purpose of knowing the origin of the data, the purposes and modes of processing and the logic applied thereto, as well as the identifying data of controller, processor and categories of persons to whom the data can be communicated)
- updating and rectifying or erasing the data
- requesting restriction of processing or objecting to processing
- requesting the portability of his/her data and transmitting them to another controller
- withdrawing consent at any time. Any subsequent withdrawal of consent shall not affect the lawfulness of the data processing carried out in the period preceding withdrawal
- to submit a complaint to the Italian Data Protection Authority (for additional details on the procedures, we recommend visiting the Website www.garanteprivacy.it).

The aforesaid rights may be exercised by request addressed to ORSERO SPA, sending a letter with advice of receipt to the following address: ORSERO SPA G. FANTOLI 6/15 20138 MILAN MI