

**Technoprobe S.p.A.**

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance) and of Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses connected to the epidemiological emergency caused by COVID-19", ("Decreto Cura Italia"), converted with amendments into Law No. 27 of 24 April 2020, as most recently extended by effect of Article 3, Decree-Law No. 228/2021 converted with amendments by Law No. 15 of 25 February 2022.

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici 10, Tax Code No. 00717010151, belonging to the Mediobanca Banking Group registered in the Register of Banking Groups, a company authorised by Ministerial Decree of 24.11.1941 to carry out trust activities in accordance with Law No. 1966 of 23.11.1939 and subsequent amendments (hereinafter referred to as "**Spafid**"), in its capacity as "**Appointed Representative**" in accordance with Article 135-undecies Italian Consolidated Law on Finance and Article 106, paragraphs 4 and 5, of the "Cura Italia" Decree, taking into account the extension provided by Decree-Law No. 228 of 30 December 2021, converted with amendments into Law No. 15 of 25 February 2022, **Technoprobe S.p.A.** (hereinafter, the "**Company**" or "**Technoprobe**"), in the person of one of its employees or contingent workers with a specific mandate, shall collect voting proxies for **the Ordinary Shareholders' Meeting of Technoprobe S.p.A, called for 29 April 2022, at 6:00 p.m., in a single call, at the company's registered office located at Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (LC)**, in accordance with the procedures and terms provided for by the notice of call published on the company's website "www.technoprobe.com", in the "governance" section, and, in extract, in the daily newspaper Milano Finanza on 14 April 2022.

The proxy form with the relevant voting instructions must be received by Spafid by the end of the second trading day preceding the date set for the Shareholders' Meeting, **i.e., by 11:59 p.m. on 27 April 2022. The proxy and voting instructions may be revoked within the same period.**

**Declarations of the Appointed Representative:** Spafid declares that it has no interest of its own in the proposed resolutions submitted to the vote. However, taking into account the (i) contractual relationships existing between Spafid and the Company relating, more specifically, to technical assistance in the scope of the shareholders' meetings and ancillary services, as well as (ii) the existence of current trustee offices by virtue of which Spafid may hold, on behalf of its clients, as a trustee, shareholdings in the Company, in relation to which it will exercise the right to vote in the Shareholders' Meeting on the basis of specific instructions issued by the trustors, in order to avoid any subsequent disputes connected to the supposed presence of circumstances capable of determining the existence of a conflict of interest in accordance with Article 135-decies, paragraph 2, letter f) of the Italian Consolidated Law on Finance, SPAFID expressly declares that, should circumstances occur that were unknown at the time of issuance of the proxy, which cannot be communicated to the grantor, or in the event of amendment or supplement of the proposals submitted to the Shareholders' Meeting, it does not intend to express a vote other than that indicated in the instructions.

**N.B. This form may be subject to changes as a result of the possible submission of proposed resolutions, in accordance with the terms and procedures indicated in the Notice of call.**

**PROXY FORM (Part 1 of 2)**

Please complete with the information requested on the basis of the warnings at the bottom of the form) (§)

<b>The undersigned signatory of the proxy</b>	(Name and Surname) (*)	
Born in (*)	on (*)	Tax code_ (*)
Resident in (*)	Street (*)	
Telephone No. (**)	Email (**)	
Valid identity document - type (*) (copy to be attached)	Issued by (*)	Number (*)

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

(\*) Mandatory; (\*\*) Filling is recommended.

**Technoprobe S.p.A.**

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

**acting in the capacity of** (please tick the appropriate box) (\*)

- shareholder with voting rights** *OR IF DIFFERENT FROM THE HOLDER OF THE SHARES*
- legal representative or attorney with power of sub-delegation (attach copy of documentation proving powers of representation)
- distraining creditor  taker in -  usufructuary  custodian  manager  other (specify) .....

(complete only if the holder of the voting right is different from the signatory of the proxy)

Surname and First Name/ Entity Name (*)		
Born in (*)	on (*)	Tax Code (*)
Registered office/Resident in (*)		

**in relation to**

<b>No. (*)</b> _____ <b>ordinary shares Technoprobe ISIN IT0005482333</b>	Recorded on the securities account (1) No. _____ with the intermediary
<b>No. (*)</b> _____ <b>multi-voting shares Technoprobe ISIN IT0005482358</b>	_____ ABI [Italian Bank Association Number] _____ CAB _____

**referred to in the communication (in accordance with Article 83-sexies of Legislative Decree No. 58/1998) (2) No.** \_\_\_\_\_ **made by the intermediary:**

\_\_\_\_\_

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

**DELEGATES SPAFID S.p.A. to attend and vote at the above-indicated shareholders' meeting as per the instructions provided to it below.**

**DECLARES**

- to be aware of the possibility that the proxy to the Appointed Representative may contain voting instructions also on only some of the proposed resolutions on the agenda and that, in such a case, the vote will be exercised only for the proposals in relation to which voting instructions are given and to have requested to the intermediary the communication for participation in the Shareholders' Meeting as indicated above;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.

**AUTHORISES** Spafid and the Company to process their personal data for the purposes, under the conditions and terms indicated in the attached information notice.



\_\_\_\_\_

*(Place and Date)*                      *(Signatory of the proxy)*

## Technoprobe S.p.A.

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

### VOTING INSTRUCTIONS (3) (Part 2 of 2)

Section containing information for the Appointed Representative only - Tick the chosen boxes

The undersigned (4) signatory of the proxy (Name and Surname) \_\_\_\_\_

(indicate the holder of the voting right only if different name and surname/entity name) \_\_\_\_\_

delegates Spafid to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of Technoprobe S.p.A., convened at the company's registered office located in Via Cavalieri di Vittorio Veneto 2, Cernusco Lombardone (LC) on 29 April 2022, at 6:00 p.m., in a single call.

### RESOLUTIONS PUT TO THE VOTE

1. Financial statements of Technoprobe S.p.A. as at 31 December 2021. Reports by the Board of Directors, of the Board of Statutory Auditors and of the external auditors. Presentation of the consolidated financial statements as at 31 December 2021. Inherent and consequent resolutions.

Vote on the Board of Directors' proposal

*Tick only one box*

Favourable     Contrary     Abstained

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting (5), the undersigned

*Tick only one box*

**Amend the instructions** (express the preference)

confirm the instructions

revoke the instructions

Favourable: \_\_\_\_\_

Contrary

Abstained

**Technoprobe S.p.A.**

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

**2. Allocation of the operating profits for the year. Inherent and consequent resolutions.**

Vote on the Board of Directors' proposal

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting **(5)**, the undersigned

*Tick only one box*

**Amend the instructions** *(express the preference)*

**confirm the instructions**     **revoke the instructions**     **Favourable:** \_\_\_\_\_     **Contrary**     **Abstained**

**3. Appointment of a Director to supplement the Board of Directors. Inherent and consequent resolutions.**

Proposed resolution submitted by T-Plus SpA (Proposta n. 1)

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

Proposed resolution submitted by Mr Massimiliano Cucchi (Proposta n. 2)

*Tick only one box*

**Favourable**     **Contrary**     **Abstained**

In the event of circumstances unknown at the time of issue of the proxy or in the event of amendments or supplements to the proposed resolutions submitted to the Shareholders' Meeting **(5)**, the undersigned

*Tick only one box*

**Amend the instructions** *(express the preference)*

**confirm the instructions**     **revoke the instructions**     **Favourable:** \_\_\_\_\_     **Contrary**     **Abstained**



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

\_\_\_\_\_  
*(Signatory of the proxy)*

**Technoprobe S.p.A.**

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

**Liability action**

In the event of voting on the liability action proposed in accordance with Article 2393, paragraph 2, of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Appointed Representative to vote as follows:

*Tick only one box*

**Favourable**

**Contrary**

**Abstained**



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

\_\_\_\_\_  
*(Signatory of the proxy)*

## Technoprobe S.p.A.

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

### WARNINGS FOR FILLING AND TRANSMISSION

#### **The entitled person must request the intermediary to issue the communication for participation in the shareholders' meeting referred to in Article 83-sexies, Legislative Decree No. 58/1998)**

1. Enter the number of the securities depository account and the entity name of the depository intermediary of the shares. The information can be deduced from the account statement provided by the intermediary.
2. Enter the number of the Communication to attend the Shareholders' Meeting issued by the depository intermediary, at the request of the person entitled to vote.
3. In accordance with Article 135-undecies, paragraph 3 of the Italian Consolidated Law on Finance, "The shares in relation to which the proxy has been granted, even only partially, shall be counted for the purpose of determining whether the Shareholders' Meeting may be deemed duly convened and quorate. In relation to draft resolutions for which voting instructions have not been provided, the shareholder's shares shall not be counted for the purpose of calculating the majority and the portion of capital that needs to be represented in order for resolutions to be approved.
4. Enter the name and surname/entity name of the holder of voting rights (and the signatory of the proxy Form and voting instructions, if different).
5. With reference to each item on the agenda, in the event of significant circumstances, unknown at the time of granting of the proxy (e.g., failure to submit proposals by the Board of Directors or by the proposer indicated by the grantor within the terms set out by law and published by the Company), or in the event of amendments or supplements to the proposed resolutions submitted that cannot be communicated to the grantor, the grantor may choose, by filling in the appropriate box, between: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made by the grantor, the voting instructions given in the main section shall be deemed to be confirmed as far as possible. If it is not possible to vote in accordance with the instructions given, Spafid will abstain on these matters.

The proxy form with the relevant voting instructions must be received, in original, by Spafid by the end of the second trading day preceding the date set for the Shareholders' Meeting, i.e., by 23:59 on 27 April 2022, together with:

- copy of a currently valid identity document of the grantor or
- if the grantor is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another person with appropriate powers, together with appropriate documentation certifying their status and powers,

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Technoprobe 2022 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own email address of the electronic document signed with a qualified electronic or digital signature);
- ii) transmission in original, by courier or registered letter with return receipt to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Technoprobe 2022 Shareholders' Meeting") **sending an electronically reproduced copy (PDF) in advance** by ordinary email to [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Technoprobe 2022 Shareholders' Meeting").

N.B. For any clarifications regarding the granting of the proxy (and more specifically regarding the compilation of the proxy form and the Voting Instructions and their transmission) the persons entitled to participate in the Shareholders' Meeting may contact Spafid S.p.A. by email at **confidential@spafid.it** at the following telephone numbers (+39) 0280687.319 and (+39) 0280687.335 (on office days from 9:00 a.m. to 5:00 p.m.).

**INFORMATION IN ACCORDANCE WITH ARTICLES 13 AND 14 OF EU REGULATION 2016/679 AND THE NATIONAL DATA PROTECTION LEGISLATION IN FORCE**

In accordance with Regulation (EU) 2016/679 (hereinafter, the "GDPR Regulation" or the "GDPR") and to the national legislation in force on the protection of personal data (hereinafter, together with the GDPR, the "Privacy Regulations"), Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter, the "Company" or the "Controller"), as Controller, is required to provide the Information Notice on the use of personal data.

**a) Purposes of the processing and compulsory provision of data**

All personal data are processed, in compliance with the provisions of the law and confidentiality obligations, for purposes strictly connected and instrumental to the following purposes: (i) purposes strictly connected and instrumental to the performance of contractual obligations, deriving from the mandate conferred by the grantor (or his/her representative) to the Appointed Representative, concerning the representation in the shareholders' meeting and the expression of the vote; (ii) obligations provided for by the law, by regulations, as well as by provisions issued by the competent Authorities or Supervisory and control bodies. The provision of personal data for these purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the proxy to attend the Shareholders' Meeting.

**b) Legal basis**

The legal basis is given by the fulfilment of laws and the performance of contractual obligations.

**c) Means of processing**

Your personal data will be processed in compliance with the Data Protection Regulations, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, in such a way as to guarantee security and confidentiality in accordance with the Data Protection Regulations.

**d) Categories of data to be processed**

In relation to the purposes described above, the Company processes your personal data such as, but not limited to, personal data (such as, for example, name, surname, address, telephone number, email, date of birth, identity card, tax code, nationality).

**e) Communication and disclosure of data**

For the pursuit of the purposes described in point a) above, your personal data will be made known to employees of the Company who will act as authorised processors. In addition, your data may be communicated to: a) other companies belonging to the Group and to subjects that provide support services for the performance of the agreement; b) the Issuer of financial instruments in relation to which the proxy is granted, for the obligations inherent to representation in the shareholders' meeting and the expression of the vote, the minute-taking and the updating of the shareholders' register; c) other subjects, in fulfilment statutory obligation, regulation or community legislation, or on the basis of provisions given by Authorities legitimised by law or by supervisory and control bodies. The complete and updated list of Processors is available on the website [www.spafid.it](http://www.spafid.it) in the "Privacy" section.

Your personal data will only be transferred outside the European Union if an adequacy decision has been issued by the European Commission or other appropriate safeguards have been put in place by the Data Protection Regulations (including binding corporate rules and standard protection clauses). Personal data processed by the Company are not disclosed.

**f) Data retention**

In compliance with the principles of proportionality and necessity, personal data will be stored in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the data are processed, i.e., taking into account:

- the need to continue to store the personal data collected in order to offer the services agreed with the user, as described in the above-mentioned purposes
- the existence of specific legal or contractual obligations requiring the processing and storage of data for certain periods of time.

The Company takes reasonable steps to ensure that inaccurate personal data are rectified or erased.

**g) Rights of the data subject**

The data subjects whose personal data have been processed shall have the right at any time to obtain confirmation of the existence or otherwise of such data and to know their content and origin, verify their accuracy or request their completion or updating, or rectification (Articles 15 and 16 of the GDPR).

In addition, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, portability of data as well as to lodge a complaint with the supervisory authority and to object in any case, for legitimate reasons, to their processing (Article 17 et seq. of the GDPR). These rights may be exercised by means of a written communication accompanied by a valid identity document of the data subject to be sent to: [privacy\\_emittenti@spafid.it](mailto:privacy_emittenti@spafid.it). The Controller, also through the designated structures, shall take care of your request and provide you, without undue delay, with information on the action taken with regard to your request.

**h) Controller and Data Protection Officer**

The Controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has appointed as its Data Protection Officer the Group's Data Protection Officer. The Data Protection Officer can be contacted at the following addresses:

[DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)

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

Società per Amministrazioni Fiduciarie  
"SPAFID" S.p.A.

## Technoprobe S.p.A.

FORM FOR THE GRANTING OF A PROXY TO THE Appointed Representative IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** OF LEGISLATIVE DECREE NO. 58/1998 (Italian Consolidated Law on Finance)

Dear Data Subject,

we wish to inform you that the "Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data" (hereinafter "GDPR") provides for the protection of natural persons and other entities with regard to the processing of personal data. Technoprobe Spa, in accordance with Articles 13 and 14 of the GDPR, therefore, provides you with the following information:

A. DATA CATEGORIES: the subject of the processing may be your personal data such as identification data, personal data, contact data, as well as information relating to your position (shareholder, legal representative or attorney with power of sub-delegation, pledgee, taker in, usufructuary, custodian, manager, etc.).

B. CONTROLLER: The controller is Technoprobe Spa, Via Cavalieri di Vittorio Veneto, 2 - 23870 Cernusco Lombardone (LC), VAT No. 02272540135, who can be contacted by phone at 039.999251 or by e-mail at [privacy@technoprobe.com](mailto:privacy@technoprobe.com)

C. SOURCE OF PERSONAL DATA: The personal data held by the Controller are collected directly from the data subject.

D. PURPOSE OF DATA PROCESSING AND LEGAL BASIS: Personal data are processed by the Controller for the following purposes:  
Purposes connected with legal obligations related to the holding of the Shareholders General Meetings: implementation of Articles 135-nonies and 135-undecies of Legislative Decree No. 58/1998 (Italian Consolidated Law on Finance) on the granting of proxy to the Appointed Representative of the company with listed shares.

E. DATA RECIPIENTS: within the limits relevant to the purposes, your data may be communicated to various recipients such as public and private entities as required by law or communicated to parties functional to the achievement of the purposes set out above, both internal and external to the Controller such as, but not limited to, contingent workers, professionals, technical partners

F. TRANSFER OF DATA TO THIRD COUNTRIES: The data collected are not transferred to third countries outside Europe.

G. PERIOD OF STORAGE: The data collected will be stored for a period of time not exceeding the achievement of the purposes for which they are processed ("principle of storage limitation", Article 5, GDPR) or in accordance with the deadlines provided for by law. Verification of the obsolescence of stored data in relation to the purposes for which they were collected is carried out periodically.

H. RIGHTS OF THE DATA SUBJECT: the data subject always has the right to request from the Controller access to his/her data, the rectification or erasure of the same, the restriction of processing or the possibility to object to processing, to request data portability, to withdraw consent to processing by asserting these and the other rights provided for by the GDPR by simple communication to the Controller. The data subject may also lodge a complaint with a supervisory authority.

I. MANDATORY NATURE OF THE PROVISION: The provision of your data is mandatory. Failure to provide your data will make it impossible for the Controller to allow the proxy to attend the Shareholders' Meeting.

J. DATA PROCESSING METHODS: The personal data you provide will be processed in compliance with the above-mentioned legislation and with the confidentiality obligations that govern the Controller's activities. The data will be processed both with IT tools and on paper or on any other type of suitable support (e.g., cloud systems, digital archiving and storage systems, ...), in compliance with appropriate technical and organisational security measures provided for by the GDPR.

K. D.P.O. CONTACT DETAILS: the Controller has appointed a D.P.O. who can be contacted by email at [dpo@technoprobe.com](mailto:dpo@technoprobe.com).

L. AUTOMATED DECISION-MAKING PROCESSES: there are no automated decision making processes.

TECHNOPROBE S.p.A.



**Legislative Decree No. 58/1998**

**Article 135-decies  
(Conflict of interest of the representative and substitutes)**

1. The granting of a proxy to a representative with a conflict of interest is permissible provided that the representative informs the shareholder in writing of the circumstances giving rise to the conflict of interest and provided that there are specific voting instructions for each resolution in respect of which the representative is to vote on behalf of the shareholder. The burden of proof of having communicated to the shareholder the circumstances giving rise to the conflict of interest lies with the representative. Article 1711, second paragraph of the Italian Civil Code shall not apply.
2. For the purposes of this Article, a conflict of interest exists in any event where the representative or the substitute:
  - a) controls, including jointly, the company or is controlled, including jointly, by the company or is subject to joint control with the company;
  - b) is connected with the company or exercises significant influence over it or the latter exercises significant influence over the representative itself;
  - c) is a member of the administrative or supervisory body of the company or of the subjects referred to in letters a) and b);
  - d) is an employee or an auditor of the company or of the subjects referred to in letter a);
  - e) is the spouse, relative or relative-in-law up to the fourth degree of kinship of the subjects referred to in letters from a) to c);
  - f) is linked to the company or to the subjects indicated in letters a), b), c) and e) by a relationship of self-employment or employment or by other relationships of a financial nature that compromise their independence.
3. The replacement of the representative by a substitute in conflict of interest is only permitted if the substitute has been indicated by the shareholder. In this case, paragraph 1 shall apply. The communication obligations and the related burden of proof remain with the representative.
4. This article shall also apply in the case of transfer of shares by proxy.

**Article 135-undecies  
(Representative appointed by the company with listed shares)**

1. Unless the Articles of Association provide otherwise, companies with listed shares shall designate for each shareholders' meeting a person on whom shareholders may confer, by the end of the second open trading day prior to the date set for the shareholders' meeting, even on a subsequent call to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be effective only in respect of proposals on which voting instructions are given.
2. Proxies are granted by signing a proxy form, the content of which is governed by Consob regulations. The granting of a proxy will be free of charge to the shareholder. Proxies and voting instructions are always revocable within the period specified in paragraph 1.
3. The shares for which the proxy has been granted, even partially, shall be counted for the purpose of duly constituting the shareholders' meeting. In relation to draft resolutions for which voting instructions have not been provided, the relative shares shall not be counted for the purpose of calculating the majority and the portion of capital that needs to be represented in order for resolutions to be approved.
4. The person designated as representative is obliged to disclose any interest he or she may have on his or her own behalf or on behalf of third parties in the proposed resolutions on the agenda. They shall also maintain the confidentiality of the content of voting instructions received until the beginning of the ballot, without prejudice to the possibility of communicating such information to its employees and auxiliaries, who shall be subject to the same duty of confidentiality. No proxy may be conferred on the person designated as representative except in compliance with this Article.
5. With the regulation referred to in paragraph 2, Consob may establish the cases in which a representative who is not in any of the conditions indicated in Article 135-decies may express a vote other than that indicated in the instructions.

**Italian Civil Code**

**Article 2393 (Liability action)**

1. Liability action against directors is brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. Resolutions concerning the liability of directors may be taken during the discussion of the financial statements, even if they are not included in the relevant information list of matters to be dealt with, when they relate to facts pertaining to the financial year to which the financial statements refer.
3. A liability action may also be brought following a resolution of the Board of Statutory Auditors, adopted by a majority of two thirds of its members.
4. The action may be brought within five years of the director leaving office.
5. The resolution of the liability action shall entail the removal from office of the directors against whom it is brought, provided that it is taken with the favourable vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.

6. The company may waive the exercise of the liability action and may enter into a settlement agreement, provided that such waiver and settlement agreement are approved by an express resolution of the shareholders' meeting, and provided that there is no vote against by a minority of shareholders representing at least one-fifth of the share capital or, in companies that have recourse to the risk capital market, at least one-twentieth of the share capital, or the measure provided for in the Articles of Association for the exercise of the corporate liability action in accordance with the first and second paragraphs of Article 2393-bis.

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

**(converted with amendments into Law No. 27 of 24 April 2020, as extended by effect of Article 3, Decree-Law No. 228/2021, converted with amendments by Law No. 15 of 25 February 2022)**

**Article 106 (Rules on the conduct of company shareholders' meetings)**

[...] 4. Companies with listed shares may appoint the representative envisaged in Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 for ordinary or extraordinary shareholders' meetings, even if the Articles of Association provide otherwise. The latter companies may also provide in the notice of call that participation in the shareholders' meeting is carried out exclusively through the representative appointed in accordance with Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998; the aforementioned Appointed Representative may also be granted proxies or sub-delegations in accordance with Article 135-*novies* of Legislative Decree No. 58 of 24 February 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 a multilateral trading facility and to companies with shares widely distributed among the public

[...]

7. The provisions of this Article shall apply to shareholders' meetings held before 31 July 2022.