

## TECHNOPROBE S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES 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.

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to art. 106, paragraph 4 of Decreto Cura Italia, taking into account the extension established by D.L. 30th December 2021 no. 228, as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and the further extension by art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14, of **TECHNOPROBE S.p.A.** (hereinafter the "**Company**" or "**Technoprobe**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary and Extraordinary General Meeting of Technoprobe to be held at the company's headquarters in Cernusco Lombardone (LC), Via Cavalieri di Vittorio Veneto n. 2, 6 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 <https://www.technoprobe.com/investors/governance/shareholders-meeting>, on 22 March 2023.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 4 April 2023). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting to Article 16 of the Articles of Association, in accordance with the terms and procedures indicated in the Notice of Call.**

### PROXY FORM (Part 1 of 2)

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

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
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 attached.

(\*) 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. (\*)** \_\_\_\_\_ **ordinary shares Technoprobe ISIN IT0005482333** Registered in the securities account n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**No. (\*)** \_\_\_\_\_ **multi-voting shares Technoprobe ISIN IT0005482358** 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 MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



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

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

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the 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 and Extraordinary General Meeting of Technoprobe, to be held in at the company's headquarters in Cernusco Lombardone (LC), Via Cavalieri di Vittorio Veneto n. 2, on 6 April 2023, at 11:00 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

**Ordinary Part**

**1. Technoprobe S.p.A.'s financial statements as at 31 December 2022. Reports by the Board of Directors, the Board of Statutory Auditors and the auditing firm. Presentation of the consolidated financial statement as at 31 December 2021. 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**

**2. Allocation of net income. 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. Approval of the project of admission to listing of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A. with the simultaneous withdrawal of the same shares from trading on Euronext Growth Milan. 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. Redefinition of the number of directors from 5 to 7, pursuant to article 2380-bis of the Italian Civil Code, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. 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**

**5. Appointment of two new directors pursuant to art. 2383 of the Italian Civil Code, with suspensive effect on the start of trading of the Company's ordinary shares on Euronext Milan, organised and managed by Borsa Italiana S.p.A.. Related and consequent resolutions.**

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)  
(Shareholders' name) T-PLUS S.P.A.

*Tick only one box*

**In Favour**

**Against**

**Abstain**

**Candidate** PAOLO DELLACHA'  
SCAGLIA ANTONELLA

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)  
(Shareholders' name) \_\_\_\_\_

*Tick only one box*

**In Favour**

**Against**

**Abstain**

**Candidate** \_\_\_\_\_

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. Determination of the directors' fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. 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. Redetermination of the Board of Statutory Auditors' fees, with suspensive effect conditional on the start of trading of the Company's ordinary shares on Euronext Milan, organised and managed by Borsa Italiana S.p.A.. 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

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

**8. Assignment of the three-year statutory audit pursuant to Article 14 of Legislative Decree no. 39/2010 and, with suspensive effect, subject to the commencement of trading of the Company's ordinary shares on Euronext Milan, nine years pursuant to art. 17 of D.Lgs. 39/2010, and determination of the related fees. 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

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

**confirms the instructions**

**revokes the instructions**

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

**Against**

**Abstain**

## Extraordinary Part

1. Grant in favour of the Board of Directors of a proxy, after withdrawal of the existing and partially exercised proxy, to be exercised once or more within the 6 April 2028, to a maximum amount of Euro 600.000 plus overprice, by issuing a maximum number of 60.000.000 of shares: (i) to increase the social capital, pursuant article 2443 del Codice Civile, also with exclusion or limitation of right of option to buy, pursuant article 2441 paragraph 4, 5 and 8 of the Italian Civil Code, also by issuing shares to be reserved for incentive programmes based on the grant of financial instruments to directors, employees and collaborators of the Company, identified by the Board of Directors against specific lock-up commitments by the latter; and (ii) to issue convertible bond, pursuant article 2420-ter of Italian Civil Code, together with the power to resolve the related capital increase to serve the conversion, also with exclusion or limitation of right of option to buy, pursuant article 2441 paragraph 4 e 5 of the Italian Civil Code. Amendment of article 6 of Articles of Association. 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

2. Adoption of a new Articles of Association in order to adapt it to the current regulations applicable on companies with shares traded on regulated markets, with suspensive effect on the start of trading of the Company's ordinary shares on Euronext Milan, organized and managed by Borsa Italiana S.p.A.. 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) \**

**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 Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
3. Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
4. Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
5. With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 4 April 2023)**

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy Shareholders' Meeting Technoprobe 2023") 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: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy Shareholders' Meeting Technoprobe 2023"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy Shareholders' Meeting Technoprobe 2023")

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..

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

**TECHNOPROBE S.p.A.'s privacy policy.**

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 039.99925 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. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

**(Appointed representative of a listed company)**

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Civil Code****Art. 2393****(Directors liability action)**

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

**Decree Law no. 18 of 17 March 2020****(as converted with modification by Law 24th April 2020 no. 27 and as extended by effect of art. 3, D.L. 228/2021****as converted with modifications by Law 25th February 2022 n. 15 and further extended by effect of art. 3, paragraph 10-undecies, Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14)****Article 106****(Rules for the conduct of shareholders' meetings)**

- [...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to 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 also applies 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 assemblies held within 31 July 2023.