



**AQUAFIL S.P.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

**VOTING INSTRUCTIONS (3)**

**Part 2 of 2**

*(intended for the Appointed Representative only - Tick the relevant boxes)*

The undersigned <b>(4)</b> (Denomination /Personal details)	
Hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting to be held at Via Metastasio n. 5, in Milan, at the office of ZABBAN NOTARI RAMPOLLA e Associati, on June 18, 2020 at 3.00 p.m., in single call, by <b>AQUAFIL S.p.A.</b>	

<b>Item 1 - Financial Statements as of December 31, 2019; relevant and ensuing resolutions. Presentation of the Consolidated Financial Statements at December 31, 2019;</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

<b>Item 2 - Allocation of profit for the year: relevant and ensuing resolutions;</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

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**Item 3 - Report on Remuneration Policy and Compensation Paid:**

<b>a. Approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-bis and 3-ter of Legislative Decree No. 58/1998;</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>b. resolutions on the "second section" of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998;</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>Item 4 - Appointment of the Board of Directors following the determination of the number of its members, the term of office and remuneration: relevant and ensuing resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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*(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:**

**In Favour**

**Against**

**Abstain**

*(Place and Date)*

*(Signature)*

\_\_\_\_\_

\_\_\_\_\_

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### INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (**i.e., by 11:59 p.m. of 16 June 2020**), 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

by one or other of the following two methods:

- i) by sending a copy of this proxy form reproduced electronically (PDF), via certified email box to the following address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref "Delega RD Assemblea Aquafil 2020") or, if not available, by sending this proxy form, signed with eligible electronic or digital signature;
- ii) by sending the proxy form, with autograph signature, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, (Ref. Delega RD Assemblea Aquafil 2020), anticipating this proxy form reproduced electronically (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref "Delega RD Assemblea Aquafil 2020");

- (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 name and surname of the signatory of the Proxy and Voting Instructions Form.
- (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 choice 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, Spafid will abstain on these matters.

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](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 0280687331 and (+39) 0280687319 (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](mailto: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](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

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### PRIVACY STATEMENT

#### PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679

Please be advised, pursuant to Articles 13 and 14 of Regulation (EU) No 2016/679 and applicable national legislation on the protection of personal data, that the data contained in the proxy form will be processed by Aquafil S.p.A. (the Data Controller) in accordance with the law and its confidentiality obligations, for the purposes of verifying that the shareholders' meeting has been properly constituted, establishing the identity and standing of those present and discharging the additional mandatory requirements and formalities relating to the general shareholders' meeting and the company. Providing data for these purposes is mandatory. Failure to provide data may entail refusal of admission to the General Shareholders' Meeting.

The legal basis is compliance with the law (Article 2370 *et seq.* of the Italian Civil Code) and the related and consequent formalities.

The data in question may be disclosed to Aquafil S.p.A.'s employees and collaborators who are specifically authorized to process the same for the purposes specified above, either as Data Processors or Persons in Charge of the Data Processing. The data may also be disclosed or notified to specific persons or parties, in performance of statutory or regulatory obligations including those arising pursuant to EU requirements, or instructions issued by oversight and supervisory bodies or other authorities empowered for such purpose under law. If the data subject to mandatory disclosure is not provided, it will not be possible for the Proxy Holder to attend the Shareholders' Meeting.

Personal data regarding you or third parties (e.g., proxy-holders or their agents) (the "Personal Data") will be processed in accordance with the provisions of Privacy Legislation, using paper, electronic or telematic instruments, according to logic strictly correlated with the stated purposes and, in any event, in a manner suited to ensuring its security and confidentiality in accordance with the Privacy Legislation.

For the purpose described above, Aquafil processes Personal Data including, without limitation, personal particulars (e.g., name, surname, address, date of birth, identity card and taxpayer identification number).

The data subject may, at any time, obtain confirmation whether such data exists or not, be informed of the content and origin of the data and request that it be supplemented, updated or rectified (Articles 15 and 16 GDPR). The data subject may also request erasure, limitation of processing, revocation of consent or data portability, as well as lodge complaints with the supervisory authority and object, in any event, to the processing of the data for legitimate reasons (Articles 17 *et seq.* GDPR).

These rights may be exercised by written notice accompanied by a valid identity document of the data subject to be sent to [info@aquafil.com](mailto:info@aquafil.com) or by conventional mail to: Aquafil S.p.A., via Linfano 9, Arco, 38062, ITALY

The Data Controller is Aquafil S.p.A., via Linfano 9, 38062, Arco (Italy).

***Legislative Decree no. 58/1998***

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**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.

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#### **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**

##### **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 convened by 31 July 2020 or by the date, if later, until the state of emergency on national territory relating to the health risk associated with the outbreak of the COVID-19 epidemic is in force.