

**doValue 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 and to art. 106, paragraph 4 and 5 of Decree Law no. 18 of March 17, 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")**

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Mediobanca Banking Group entered on the Register of Banking Groups, authorized under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended (hereinafter "**Spafid**"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to art. 106, paragraph 4 of the "Decreto Cura Italia", of doValue S.p.A. (hereinafter the "**Company**" or "**doValue**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Extraordinary and Ordinary General Meeting of doValue S.p.A. to be held on **26<sup>th</sup> May 2020, in a single call, at 10:00 a.m.**, in Rome, at the doValue offices located at Lungotevere Flaminio 18, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.dovalue.it](http://www.dovalue.it), in the "Governance Shareholders' Meeting 26 May 2020" section, on 24 Aprile 2020, with an extract also published in the Italian daily newspaper "Milano Finanza", on 25<sup>th</sup> April 2020.

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 22<sup>nd</sup> May 2020. The proxies and voting instructions may be revoked within the same deadline**

**Declaration of the Appointed Representative**

Spafid, as Appointed Representative, declares that it has no personal 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.

**PROXY FORM**

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested)(§)

<b>I, the undersigned</b> ( <i>party signing the proxy</i> )		Name(*)	Surname(*)
born in (*)	on (*)	Tax identification code or other identification if foreign (*)	
resident in(*)	Address (*)		
Phone n° (*)	Email (**)		
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)	
<b>in quality of (tick the box that interests you) (*)</b>			
<input type="checkbox"/> shareholder with the right to vote <input type="checkbox"/> legal representative or subject with appropriate representation powers ( <u>copy of the documentation of the powers of representation to be enclosed</u> ) <input type="checkbox"/> pledge <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify) .....			
Shareholder (if different)	Name Surname / Denomination: (*)		
	born in (*)	on (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		
<b>Related to</b>			
<b>n. (*)</b>	<b>shares doValue - ISIN</b> _____	Registered in the securities account <b>(1)</b> n.	at the custodian                      ABI                      CAB
referred to the communication ( <i>pursuant to art. 83-sexies Legislative Decree n. 58/1998</i> ) <b>(2)</b> n.		Supplied by the intermediary:	

**DELEGATES** the Appointed Representative 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.

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

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

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

(\*) Mandatory.

(\*\*) It is recommended to fill in order to better assist the delegating party.

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**VOTING INSTRUCTIONS (3)**

**Part 2 of 2**

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

The undersigned **(4)** (Denomination /Personal details)

Hereby appoints Spafid to vote in accordance with the voting instructions given below at the Extraordinary and Ordinary General Meeting to be held on **26<sup>th</sup> May 2020, in a single call, at 10:00 a.m.**, in Rome, at the doValue offices located at Lungotevere Flaminio 18, by **doValue S.p.A**

**EXTRAORDINARY SESSION**

**Item 1 - Delegation of power to the Board of Directors to increase share capital, on one or more occasions and, in any case, in a divisible form, with no pre-emption rights pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code, namely against payment or in cash, through the issue, also in one or more tranches, of a number of ordinary shares not exceeding 10% of the total number of doValue shares outstanding on the date the power is exercised. Amendment of Art. 5 of the Articles of Association. Related and consequent resolutions.**

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
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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)**

<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

**Item 2 – Partial Update of Art. 4 of the Articles of Association. Related and consequent resolutions.**

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 **(5)**

<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

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ORDINARY SESSION

**Item 1 – Financial statements and consolidated financial statements at 31 December 2019**

**1.1 Approval of the financial statements at 31 December 2019; Presentation of the Consolidated Financial Statements at 31 December 2019; Reports of the Board of Directors, Board of Auditors and independent auditing company**

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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**1.2 Allocation of the profit for the year and distribution of dividend. Related and consequent resolutions.**

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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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**Item 2 - Remuneration policies:**

**2.1 Report on remuneration policy and on remuneration paid**

<b>a) Sect. I - 2020 policy</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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>b) Sect. II - 2019 implementation</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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>2.2 2020 Incentive Plan based on financial instruments (with CONSOB Information Document for 2020 stock option plan)</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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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<b>Item 3 - Supplementation of fees of the independent auditing company EY S.p.A. for the statutory audit of doValue S.p.A.'s individual and consolidated financial statements for the financial years from 2019 to 2024; related and consequent resolutions</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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>Item 4 - Authorisation to the Board of Directors to purchase treasury shares and to complete acts of disposition on the same; related and consequent 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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>Item 5 - Amendments to the doValue SpA Shareholders' Meeting Regulation; related and consequent 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 <b>(5)</b>			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (express preference)</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)

**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 22<sup>nd</sup> May 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 to the address of certified email [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object " Delegation for the 2020 doValue Shareholders' Meeting"). The transmission to the aforementioned certified email address ") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail ,the form in electronic file, signed with eligible electronic or digital signature;
- ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. AR Delegation for the 2020 doValue Shareholders' Meeting"). The transmission to the aforementioned certified email address), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object " Delegation for the 2020 doValue Shareholders' Meeting"). The transmission to the aforementioned certified email address ").

- (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.).

**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)



**PRIVACY STATEMENT  
PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679**

**INFORMATION ON THE PROCESSING OF PERSONAL DATA FOR THE PURPOSE OF SHAREHOLDERS' MEETINGS**

Pursuant to Article 13 and Article 14 of Regulation (EU) 2016/679 on the protection of personal data (hereinafter the "GDPR"), doValue SpA, as data controller (hereinafter "doValue" or "Controller"), informs you that your personal data collected for the purpose of participation in the Shareholders' Meeting will be processed in full compliance with applicable law, guaranteeing your fundamental rights and freedoms.

**1. Origin and type of data processed. Purpose of the processing**

The processing of your personal data, which you have provided directly, is performed by doValue for the purpose of the proceedings of Shareholders' Meetings, the exercise of shareholder rights, including through proxies, and compliance with the consequent obligations established by law.

This processing involves personal identifying data, tax identification codes and shareholder status information.

**2. Disclosure and dissemination**

Your personal data may be accessed by doValue staff of the units responsible for performing the activities connected with Shareholders' Meetings and managing shareholder relations, as well as any third-party companies used by the Controller to perform activities connected with those purposes.

In addition, personal data may be disclosed to companies in the doValue group or to individual employees of those companies, for any necessary organisational, administrative, financial and accounting activities that may be performed by these companies for the other Group companies. They may also be disclosed to supervisory authorities (Consob, Bank of Italy), credit institutions, competent judicial authorities (e.g. courts, law enforcement personnel) and other public authorities (e.g.: social security institutions), audit firms, insurers, co-insurers or insurance brokers.

All the parties belonging to the categories to which the data can be disclosed will use the data as processors and/or controllers. The list of those parties is constantly updated and can be accessed upon request to the Controller.

**3. Transfer abroad**

Your data may be transferred outside the European Economic Area if this is necessary for the management of your relationship. In this case, the recipients of the data will be subject to protection and security obligations equivalent to those governing the Controller. In any case, only the data necessary to achieve the intended purposes will be disclosed and, where required, the guarantees applicable to transfers of data to third countries will be applied.

**4. Processing methods and storage periods**

Your data are collected and recorded in a lawful and correct manner for the pursuit of the above purposes and in compliance with the fundamental principles established by applicable law. Personal data can be processed using either manual, computerized and telematic systems, but always within the framework of technical and organisational measures that ensure their security and confidentiality, with particular regard to reducing the risk of destruction or loss (including accidental loss) of data, unauthorised access, unauthorised processing or processing inappropriate to the purposes for which the data was collected.

With specific regard to personal data protection issues, we invite you to promptly report to doValue, using the contact details indicated below, any circumstances or events that could lead (even if only potentially) to a personal data breach (i.e. any security breach that could lead to accidental or unlawful destruction, loss, modification, unauthorised disclosure or access to data) in order to enable immediate assessment of the risk and, where necessary, the adoption of measures to counter such event.

Personal data will be processed by doValue as long as you are a shareholder and also subsequent to termination of this status, within the limits permitted by law, for administrative and accounting purposes, as well as to assert or protect the rights of the Controller, where necessary.

**5. Legal basis and consent to processing**

With regard to the purposes indicated above, the processing and disclosure of your personal data by doValue and the parties referred to in the previous section does not require the consent of the person involved in cases where such processing and disclosure are necessary to comply with specific obligations established by law, regulation or EU legislation for the management of your shareholder relationship.

Any refusal to provide this information would prevent the Controller from performing certain services provided for you during Shareholders' Meetings or ensure the exercise of shareholder rights, including attendance and voting at the Shareholders' meeting and the possibility of using proxies.

**6. Your rights**

With regard to the processing addressed by this statement, you have the right:

- a) to request confirmation that your personal data is being processed;
- b) to access the personal data concerning you, obtaining evidence of the purposes pursued by the Controller, the categories of data involved, the recipients to whom they may be

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disclosed, the applicable storage period and the existence of automated decision-making processes;

- c) to obtain without delay the correction of inaccurate personal data concerning you and the associated notification of those to whom the data may have been transmitted by doValue;
- d) to obtain, in the applicable cases, the erasure of your data and the associated notification of those to whom the data may have been transmitted by doValue;
- e) to obtain a restriction of processing in the applicable cases;
- f) to object to the processing of your personal data where possible;
- g) to request and obtain the portability of personal data - provided by you to doValue - in the cases established and in a structured, commonly used and machine-readable format, and have the right to transmit this data to another controller without hindrance from doValue;
- h) to submit a complaint to the Data Protection Authority.

If you wish to request further information on the processing of your personal data or to exercise your rights, please contact the Data Protection Officer at the addresses listed in the following section.

**7. Controller and Data Protection Officer**

Pursuant to applicable regulations, the Controller is doValue SpA, with registered office in Verona, viale dell'Agricoltura, 7- 37135.

To contact the Data Protection Officer, please write to:

doValue S.p.A.

c.a. Responsabile per la protezione dei dati personali

viale dell'Agricoltura, 7

37121 Verona

Indirizzo e-mail: [dpo@dovalue.it](mailto:dpo@dovalue.it)

*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.

**doValue 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**

**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.