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

In accordance with Article 106, paragraph 4 and 5, of Law Decree no. 18 of March 17, 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

With reference to the **Extraordinary and Ordinary Meeting of doValue S.p.A.**, to be held on **26th May 2020**, in a single call, at **10:00 a.m.**, in Rome, at the doValue offices located at Lungotevere Flaminio 18, as indicated in the notice of call published on 24 April 2020 and on at www.dovalue.it, in the "Governance Shareholders' Meeting 26 May 2020" section, with an extract also published in the Italian daily newspaper "Milano Finanza", on 25th April 2020 and having read the documentation made available by the Company(§)

with this form

I, the undersigned (party signing the proxy)		Name(*)		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 (*)		
			of (tick the box that interests you)(*)			
□ delegate or attorney with sub-delegation powers □ legal representative (copy of the documentation of the powers of representation to be enclosed) □ party with the right to vote □ pledgee □ bearer □ usufructuary □ custodian □ manager □ other (specify)						
Shareholder (if different)	Name Surname/Denomination: (*)					
	Born in (*)	on ((*)	Tax identification code or other identification if foreign (*)		
(ii diiiciciii)	Registered office /Resident in (*)					
			related to			
No. (*)	shares doValue S.p.A - ISIN	Registered in th	he securities account (1) No. At 1	the custodian ABI CAB		
referred to the communication (pursuant to Article 83-sexies of D.Lgs. 58/98) (2) No. supplied by the intermediary:						
Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid"), with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.						
			(Place and date)	(Signature of the delegating party)		
By signing this proxy/subproxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.						
			(Place and date)	(Signature of the delegating party)		

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

^(*) Mandatory

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

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict or interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will not vote for such items.

instructions provided, spatial will <u>abstain on such matters. In any case, in the absence of voting instructions</u>	on some of the tierns on the agenda, spalla will	noi voie ioi such liems	•		
	INSTRUCTIONS				
	te only - Tick the relevant boxes)				
The undersigned Signatory of the proxy (3)(personal details)					
hereby appoints/subappoints Spafid to vote in accordance with the voting instru			Meeting to be h	neld on 26^m May	
2020, in a single call, at 10:00 a.m., in Rome, at the doValue offices located at Lun	gotevere Flaminio 18, by advalue 5.p.	.A			
EXTRAORI	DINARY SESSION				
Item 1 - Delegation of power to the Board of Directors to increase share capital, or	n one or more occasions and, in any	case, in a divisible	form, with no pr	e-emption rights	
pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian					
tranches, of a number of ordinary shares not exceeding 10% of the total number of	doValue shares outstanding on the d	ate the power is e	xercised. Amend	dment of Art. 5 of	
the Articles of Association. Related and consequent resolutions.					
Proposal of the Board of Directors		□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by	he issuer)	□In Favour	□Against	□Abstain	
(Shareholders' name)					
If circumstances occur which are unknown or in the event of a vote on amendment			ng		
□confirms the instructions	Modify the instructions (express	<u>preference</u>)			
	□ □In favour:				
□revokes the instructions					
	□ Against □ Abstain				
	⊔Absidiii				
Item 2 – Partial Update of Art. 4 of the Articles of Association. Related and consequ	ent resolutions.				
Proposal of the Board of Directors		□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by	he issuer				
Troposal of resolution (it submitted by the holder of voiling lights and published by the issuer) (Shareholders' name)			□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on amendment	nts or additions to the resolutions subm	nitted to the meeti	ng	-	
□confirms the instructions	Modify the instructions (express	preference)			
	□ □In favour:				
□revokes the instructions □Against					
	□Abstain				

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

ORDINARY SESSION

Item 1 – Financial statements and consolidated financial statements at 31	1 Dagamahar	2010				
item 1 – Financiai statements and consolidated financial statements at 31	December	2019				
1.1 Approval of the financial statements at 31 December 2019; Preser	ntation of the	e Consolidated Financial Statemen	ts at 31 Decemb	er 2019: Reports	of the Board of	
Directors, Board of Auditors and independent auditing company				, ,		
Proposal of the Board of Directors			□In Favour	□Against	□Abstain	
					Absidiii	
If circumstances occur which are unknown or in the event of a vote on a	<u>amendments</u>			ng		
□confirms the instructions		Modify the instructions (<u>express</u>	<u>preference</u>)			
□revokes the instructions						
		□Abstain				
1.2 Allocation of the profit for the year and distribution of dividend. Relate	ed and conse	equent resolutions.				
Proposal of the Board of Directors			T			
			□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and pub	lished by the	issuer)	□In Favour	□Against	□Abstain	
(Shareholders' name)					Absidiff	
If circumstances occur which are unknown or in the event of a vote on a	amendments			ng		
□confirms the instructions	Modify the instructions (express preference)					
		_1, t,				
-wayakaa lha inahusaliana						
□revokes the instructions		□Against □Abstain				
		⊔ADSIGIII				
Item 2 - Remuneration policies:						
2.1 Report on remuneration policy and on remuneration paid						
a) Sect. I - 2020 policy						
Proposal of the Board of Directors						
Troposal of the board of bliectors			□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)					_ A la al arta	
(Shareholders' name)			□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on a	amendments			ng		
□confirms the instructions		Modify the instructions (<u>express</u>	preference)			
		□In favour:				
□revokes the instructions		□M lavooi: □Against				
		□Againsi □Abstain				

doValue S.p.A. PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

b) Sect. II - 2019 implementation				
Proposal of the Board of Directors			□Against	□Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)			□Against	□Abstain
If circumstances occur which are unknown or in the event of a	vote on amendments or additions to the resolutions su	hmitted to the meeti	na	
confirms the instructions		Modify the instructions (express preference)		
□revokes the instructions	□In favour: □Against □Abstain			
2.2 2020 Incentive Plan based on financial instruments (with CC	DNSOB Information Document for 2020 stock option pla	ın)		
Proposal of the Board of Directors			□Against	□Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)			□Against	□Abstain
If circumstances occur which are unknown or in the event of a	vote on amendments or additions to the resolutions su	bmitted to the meeti	ng	•
□confirms the instructions	Modify the instructions (expre			
□revokes the instructions	□In favour: □Against □Abstain			
Item 3 - Supplementation of fees of the independent auditing control for the financial years from 2019 to 2024; related and conseque		o.A.'s individual and c	consolidated find	incial statements
Proposal of the Board of Directors		□In Favour	□Against	□Abstain
If circumstances occur which are unknown or in the event of a	vote on amendments or additions to the resolutions su	bmitted to the meeti	ng	
□confirms the instructions	Modify the instructions (expre	ess preference)		
□revokes the instructions	□In favour: □Against □Abstain			

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Item 4 - Authorisation to the Board of Directors to purchase	treasury shares and to co	nplete acts of disposition on	the same; related and co	nsequent resolut	tions.	
Proposal of the Board of Directors			□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)			□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions to the resolution to the resolution to the resolution to the resolutions to the resolution			ns submitted to the meetin	a	1	
□confirms the instructions		Modify the instructions (express preference)				
□revokes the instructions	□In favour: □Against □Abstain					
Item 5 - Amendments to the doValue SpA Shareholders' Mo	eeting Regulation; related	and consequent resolutions.			_	
Proposal of the Board of Directors			□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting (Shareholders' name)	rights and published by the	e issuer)	□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event	of a vote on amendments	or additions to the resolution	ns submitted to the meetin	g	1	
□ confirms the instructions (express preference)						
□revokes the instructions		□In favour: □Against □Abstain				
(Place and date) (Signature of the delegating	ng party)					
In case of vote on a directors' liability action pursuant to ar financial statements, the undersigned appoints the Appoin	t. 2393, paragraph 2, of the		shareholders on the occo	asion of the app	roval of the	
☐ In favour ☐ Against						
(Place and date) (Signature of the delegating		9	<u> </u>			

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

INSTRUCTIONS FOR THE FILLING AND SENDING

OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING

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. Leaislative Decree 58/1998)

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.
- 1. Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- 2. Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- 3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

The proxy with the relating voting instructions shall be received together with:

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

by one of the following alternative methods:

- by sending to the address of certified email <u>assemblee@pec.spafid.it</u> (Object "Delegation for the 2020 doValue Shareholders' Meeting ") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail ,theform in electronic file, signed with eligible electronic or digital signature;
- in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Delegation for the 2020 doValue Shareholders' Meeting), anticipating this proxy form reproduced electronically (PDF) through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Delegation for the 2020 doValue Shareholders' Meeting"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

For any additional clarification or information please contact Spafid S.p.A. by email to the address <u>confidential@spafid.it</u> or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

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

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

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

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

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

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

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

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

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

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

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

PRIVACY STATEMENT PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

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 augrantees 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

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

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