

Prysmian S.p.A.

Ordinary and Extraordinary Shareholders' Meeting

convened on 16 April 2025 at 2:30 p.m., in single call,
in Milan, via Chiese no.6

Form for granting proxy to the designated representative pursuant to

Art. 135-undecies of Italian Legislative Decree no. 58/1998

Part 1 of 2

Atty. Dario Trevisan born in Milan on 04/05/1964 (tax code TRVDRA64E04F205I), in his capacity as designated representative (“**Designated Representative**”), pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998, of PRYSMIAN S.p.A. (the “**Company**” or “**Prysmian**”), shall collect voting proxies for the Ordinary and Extraordinary Shareholders' Meeting of Prysmian, convened on 16 April 2025 at 2:30 p.m., in single call, in the manner and within the time limits set out in the notice of call published on 5 March 2025 on the Company website at www.prysmian.com (in the section *Company/Governance/Shareholders Meeting*) sent to Borsa Italiana S.p.A., made available in the mechanism for the central storage of regulated information “E-MARKET STORAGE” (www.emarketstorage.com) and published as an extract in the newspaper “Il Sole 24 Ore” on 7 March 2025.

The proxy form and the voting instructions must be received, in original, no later than the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on 14 April 2025), together with:

- copy of an identity document, currently valid, of the delegating party; or
- in the case of a delegating legal entity, a copy of an identity document, currently valid, of the *pro tempore* legal representative, or of another person with appropriate powers, together with appropriate documentation attesting his or her status and powers;

by one of the following alternatives:

- (i) for proxy forms with autographed signature, by courier or registered letter with proof of delivery, to Atty. Dario Trevisan at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 - Milan (Ref. “Shareholders' Meeting Proxy PRYSMIAN 2025”);
- (ii) for proxy forms with electronic or digital signature, by certified email to: rappresentante-designato@pec.it.

The proxy and the related voting instructions may be revoked by the end of the second trading day before the date of Shareholders' Meeting (i.e. by 11:59 p.m. on 14 April 2025) in the same manner as above mentioned.

The grant of the proxy and voting instruction by signing this form shall be free of charge for delegating party (except for any postage costs).

Statement of the Designated Representative

Atty. Dario Trevisan hereby declares that it has no interest of its own with respect to the resolution proposals submitted to the vote. Taking into account, however, the possible contractual relationships existing with some of its substitutes and the Company and in any case for all legal purposes, he expressly declares that, should unknown circumstances occur, or in the event of amendment or integration of the proposals submitted to the Shareholders' Meeting, he and/or his substitutes will not express a vote other than that indicated in the instructions.

PROXY FORM

(Section to be notified to the Company by the Designated Representative - Complete with the required information)

The Undersigned (Name/personal details about the subject entitled to vote)*

born in* _____ on* _____
resident/legal seat* (city) _____ in* (address) _____
tax code/VAT number* _____ phone no. _____
E-mail _____

Information to be completed at the delegating party's discretion

- Communication No. _____ (reference to the notice provided by the authorised intermediary)
- Possible identification codes _____

DELEGATES the Designated Representative to attend and vote at the above mentioned Shareholders' Meeting as per voting instructions to the same provided with reference to no.* _____ ordinary shares PRYSMIAN S.p.A., ISIN code IT0004176001, registered in the securities account no.* _____ at (custodian broker)* _____
National Bank Code (ABI) _____ Bank Routing Code (CAB) _____

DECLARES to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even on only some of the resolution proposals on the agenda and that, in such a case, the vote will be exercised only for the proposals on which voting instructions have been granted.

AUTHORISES the Designated Representative to process her/his personal data for the purposes, under the conditions and terms indicated in the attached information notice.

Atty. Dario Trevisan born in Milan on 04/05/1964 (tax code TRVDRA64E04F205I), who can be replaced either by Atty. Camilla Clerici born in Genoa on 19/01/1973 (tax code CLRCLL73A59D969J), or by Atty. Giulio Tonelli born in La Spezia on 27/02/1979 (tax code TNLGLI79B27E463Q), or by Atty. Laura Pettinicchio born in Milan on 23/06/1979 (tax code PTTLRA79H63F205E), all domiciled, for the purposes of this delegation, at Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan.

The Undersigned (name and surname of the signatory only if different from the owner of the shares)

_____ born in* _____
on* _____ hereby signs this proxy as (please tick the relevant box)

- | | | |
|--|-----------------------------------|--|
| <input type="checkbox"/> secured creditor | <input type="checkbox"/> reporter | <input type="checkbox"/> usufructuary |
| <input type="checkbox"/> custodian | <input type="checkbox"/> manager | <input type="checkbox"/> legal representative or representative with power to sub-delegate |
| <input type="checkbox"/> other (specify) _____ | | |

Place/Date _____, _____

Signature _____

(*) Compulsory

Part 2 of 2

VOTING INSTRUCTION

(Section with information intended for the Designated Representative only - tick the appropriate box)

The Undersigned (1) (name/personal details)* _____ delegates the Designated Representative to vote according to the following voting instructions at the Ordinary and Extraordinary Shareholders' Meeting convened on 16 April 2025 at 2:30 p.m. in single call, by PRYSMIAN S.p.A.

A) RESOLUTIONS TO BE VOTED (2)

	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTOR (^a)	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER (^a) (^b)	AGAINST (^c)	ABSTAINED (^c)
ORDINARY SESSION				
<i>O.1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2024, accompanied by the Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report which includes the consolidated financial statements as of 31 December 2024 and the sustainability report.</i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.2. Allocation of net profit for the year and distribution of dividend.</i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.3. Appointment of the Board of Statutory Auditors and of its Chairperson for 2025-2027 period.</i>	<i>(Not editable)</i>	<i>Slate no. ....and /or submitted by</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.4. Determination of the compensation of the members of the Board of Statutory Auditors.</i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.5. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholders' resolution dated 18 April 2024; related resolutions.</i>	<i>(tick with cross)</i>	..... <i>(Shareholders' name)</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.6. Renewal of the share purchase plan in favour of Prysmian Group's employees.</i>	<i>(tick with cross)</i>		<i>(tick with cross)</i>	<i>(tick with cross)</i>

(^a) The lack of a proposal by the Board of Directors or by the Shareholder indicated in this section is considered as an unknown circumstance, therefore, upon its occurrence, the Designated Representative will follow the voting instructions indicated in Section B.

(^b) In favour of the proposal of the shareholder, whose name must be indicated by the delegating party.

(^c) Against/Abstained on any proposal made.

	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTOR (^a)	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER (^a) (^b)	AGAINST (^c)	ABSTAINED (^c)
		..... (Shareholders' name)		
<i>O.7. Renewal of the stock grant plan in favour of Prysmian Group's employees.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>O.8. Approval of the report on the remuneration policy of Prysmian Group.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>O.9. Advisory vote on the compensation paid in 2024.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
EXTRAORDINARY SESSION				
<i>E.1. Proposal to eliminate the indication of the nominal value of the shares. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)
<i>E.2. Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more instalments by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian S.p.A. and companies of the Prysmian Group in execution of the share-based plans referred to in points 6 and 7 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 2,400,000 ordinary shares and up to a maximum amount of Euro 240,000.00, through the allocation to capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions</i>	(tick with cross)	..... (Shareholders' name)	(tick with cross)	(tick with cross)

B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of issue of the proxy (3) the undersigned with reference to:

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour (^d)	Against	Abstained
ORDINARY SESSION					
<i>O.1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2024, accompanied by the</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

(^d) Indicate whether in favour of the proposal of the Board of Directors or whether in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour ^(d)	Against	Abstained
<i>Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report which includes the consolidated financial statements as of 31 December 2024 and the sustainability report.</i>					
<i>O.2. Allocation of net profit for the year and distribution of dividend.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.3. Appointment of the Board of Statutory Auditors and of its Chairperson for 2025-2027 period.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	<i>Slate no. ....and/or submitted by</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.4. Determination of the compensation of the members of the Board of Statutory Auditors.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.5. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholders' resolution dated 18 April 2024; related resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.6. Renewal of the share purchase plan in favour of Prysmian Group's employees.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.7. Renewal of the stock grant plan in favour of Prysmian Group's employees.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.8. Approval of the report on the remuneration policy of Prysmian Group.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>O.9. Advisory vote on the compensation paid in 2024.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
EXTRAORDINARY SESSION					
<i>E.1. Proposal to eliminate the indication of the nominal value of the shares. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>
<i>E.2. Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more instalments by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian S.p.A. and companies of the Prysmian Group in execution of the share-based plans referred to in points 6 and 7 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 2,400,000 ordinary shares and up to a maximum amount of Euro 240,000.00, through the allocation to capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions</i>	<i>(tick with cross)</i>	<i>(tick with cross)</i>	.....	<i>(tick with cross)</i>	<i>(tick with cross)</i>

C) CHANGES OR ADDITIONS

In the event of vote upon changes or additions (4) to the resolutions submitted to the Shareholders' Meeting with reference to:

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour (°)	Against	Abstained
ORDINARY SESSION					
<i>O.1. Approval of the financial statements of Prysmian S.p.A. as of 31 December 2024, accompanied by the Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditor. Presentation of the Annual Integrated Report which includes the consolidated financial statements as of 31 December 2024 and the sustainability report.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.2. Allocation of net profit for the year and distribution of dividend.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.3. Appointment of the Board of Statutory Auditors and of its Chairperson for 2025-2027 period.</i>	(tick with cross)	(tick with cross)	Slate no. ....and/or submitted by	(tick with cross)	(tick with cross)
<i>O.4. Determination of the compensation of the members of the Board of Statutory Auditors.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.5. Grant of authority to the Board of Directors to buy back and dispose of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code; revocation of the authorisation to buy back and dispose of treasury shares under the shareholders' resolution dated 18 April 2024; related resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.6. Renewal of the share purchase plan in favour of Prysmian Group's employees.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.7. Renewal of the stock grant plan in favour of Prysmian Group's employees.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.8. Approval of the report on the remuneration policy of Prysmian Group.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>O.9. Advisory vote on the compensation paid in 2024.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
EXTRAORDINARY SESSION					
<i>E.1. Proposal to eliminate the indication of the nominal value of the shares. Contextual amendment of Article 6 of the Articles of Association. Related resolutions.</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)
<i>E.2. Proposal for a free share capital increase pursuant to art. 2349 of the Italian Civil Code, to be executed in one or more instalments by the final deadline of 31 December 2029 and to be reserved for employees of Prysmian</i>	(tick with cross)	(tick with cross)	.....	(tick with cross)	(tick with cross)

(°) Indicate whether in favour of the proposal of the Board of Directors or whether in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	Confirm Instructions	Revoke Instructions	Change Instructions		
			In Favour (°)	Against	Abstained
<i>S.p.A. and companies of the Prysmian Group in execution of the share-based plans referred to in points 6 and 7 of the Ordinary session of the Shareholders' Meeting, through the issue of a maximum of 2,400,000 ordinary shares and up to a maximum amount of Euro 240,000.00, through the allocation to capital of Euro 0.10 for each share issued, taken from the "Reserve for share issuance pursuant to Article 2349 of the Civil Code". Amendment of Article 6 of the Articles of Association. Related resolutions</i>					

(Place and Date)

Signature.....

LIABILITY ACTION

In case of vote on the liability action proposed in accordance with Art. 2393, paragraph 2 of the Italian Civil Code by shareholders during the approval of the financial statements, the undersigned delegates the Designated Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAINED

(place) (date)

Signature.....

WARNINGS FOR COMPILATION AND TRANSMISSION

1. Enter the full name of the signatory of the Proxy form and of the voting instructions.
2. Pursuant to Article 135-*undecies*, par. 3, of Italian Legislative Decree no. 58/1998, “The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. In relation to the proposals for which no voting instructions have been granted, the shares of the shareholder are not counted to calculate the majority and the quota of capital required for the approval of the resolutions”.
3. In the event of significant circumstances, unknown at the time of issue of the proxy, which cannot be communicated to the delegating party, it is possible to choose among: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made, the voting instructions set forth in Section A) shall be considered as confirmed. However, it is understood that if the delegating party has indicated in Section A) that he/she intends to vote in favour of the proposal formulated by the Board of Directors or by the shareholder and such proposal is not submitted or is not put to the vote for any reason whatsoever and, in Section B, no choice is made or the choice indicated in Section A is confirmed, the person is deemed to have abstained.
4. In the event of changes or additions to the resolution proposals submitted to the shareholders' meeting, it is possible to choose between: a) confirming any voting instructions already expressed; b) changing any voting instructions already expressed or giving a voting instruction; c) revoking any voting instructions already expressed. If no choice is made, the voting instructions set out in section A) will be considered confirmed.

For any clarifications concerning the granting of proxy (and, in particular, concerning the compilation of the proxy form and the voting instructions and their transmission), those who are entitled to attend the Shareholders' Meeting may contact the Designated Representative at the addresses indicated above, and/or at phone no. 800 134 679 (during working days and hours).

Privacy policy

Pursuant to art. 13 of the Regulation (EU) 2016/679 ("Regulation on the protection of natural persons with regard to the processing of personal data and the free circulation of such data")

With reference to the personal data which Atty. Dario Trevisan – as Designated Representative of the Issuer – will get in carrying out its activities in Your favour, we wish to inform You of the following.

Data Controller

The data controller is Atty. Dario Trevisan, born in Milan on 04/05/1964, tax code TRVDRA64E04F205I (the "Data Controller"). You can contact the Data Controller at the following email address: mail@trevisanlaw.it.

Data processing purpose

Data contained in the proxy form will be processed for the following purposes:

- a) execution of the assignment received, or for the fulfilments regarding the representation in the shareholders' meeting and the expression of votes on Your behalf, according to the instructions received from You;
- b) fulfilling legal obligations.

Legal basis of data processing

Data processing has the following legal basis:

- fulfilment of contractual obligations, or obligations arising from the assignment received from You;
- fulfilment of a legal obligation to which the Data Controller is subject, also toward the Issuer or supervisory authorities or bodies.

Source of personal data

Personal data are collected directly from You or from public or private archives.

Data processing methods

Data processing will consist in the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, broadcast or any other form of provision, comparison or interconnection, limitation, cancellation and destruction of data.

Data processing can be carried out by the Data Controller and / or by people authorized by him/her, with or without the use of electronic or automated means.

Personal data are processed lawfully, correctly and transparently, in the manner and for the purposes mentioned above, as well as in compliance with the legislation on privacy and the obligations of professional confidentiality.

Data retention period

In compliance with the principles of lawfulness, limitation of purposes and data minimization, data will be kept for the period of completion of the assignment received and, subsequently, for the time the Data Controller is subject to retention obligations for fiscal, administrative purposes or in any case as required by law.

Nature of data provision and consequences of refusal to provide data

With reference to the purposes reported in point a) of the paragraph "Data processing purpose", data provision is not mandatory, but it is strictly necessary for the purpose of carrying out the task received. Any refusal to provide such data would make it impossible for the Data Controller - as Designated Representative - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

With reference to the purposes reported in point b), data provision is mandatory. Failure to provide data would make it impossible for the Data Controller - as Designated Representative - to proceed with the assignment received and legal obligations. The related processing does not require Your consent.

Personal data communication and dissemination

Data will be made accessible for the above-mentioned purposes, before, during and after the Shareholders' Meeting of the Issuer.

Employees and collaborators of the Data Controller, specifically authorized to treat them, may become aware of the data as well as the Issuer for the fulfilment of legal obligations, including the preparation of the minutes of the meeting and the updating of the shareholders' register.

Data can be communicated to all those public and private subjects to whom the communication is necessary for the fulfilment of a legal obligation, or on the basis of instructions given by authorities legitimated by the law or by supervisory and controlling bodies, as well as for purposes strictly connected and related to the execution of the assignment received concerning the representation in the shareholders' meeting and the expression of votes.

Data transfer abroad

Data could be transferred to EU countries or to third countries for the purposes of the processing.

Rights of the data subject

You have the right to request the Data Controller at any time:

- confirmation whether Your personal data are being processed or not and, in such a case, to have access to the following information: (i) processing purpose, (ii) categories of data processed, (iii) recipients or categories of recipients to whom data has been or will be communicated, in particular, if recipients of third countries or international organizations, (iv) where possible, the envisaged period for which the personal data will be stored, or, if not possible, the criteria used to determine that period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (right of access);

- rectification of inaccurate personal data, or the integration of incomplete one (right of rectification)

- deletion of personal data in the event of (i) opposition to the processing in the absence of any other our legitimate prevailing reason for proceeding with the treatment itself; (ii) unlawful processing; (iii) compliance with a legal obligation; unless the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfilment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, for archiving in public interest, for the purpose of scientific or historical research or, for the establishment, exercise or defence of legal claims. You also have the right to request the transformation into anonymous form or blocking of data processed in violation of the law (right to be forgotten);

- restriction of processing of personal data in the event of (i) contesting the accuracy of the same for the period necessary for us to verify its accuracy; (ii) unlawful processing with request of the data subject to restrict the processing and not to erase; (iii) data subject's need of the personal data to ascertain, exercise or defend a right in legal proceedings; (iv) opposition to data processing pending verification regarding the possible prevalence of our legitimate reasons over Yours (limitation right).

You also have the right to submit complaints to the competent supervisory authority (in Italy, the Italian Data Protection Authority) if You believe that the data processing is in violation of the privacy legislation.

In order to exercise Your rights, as well as for any possible information, You can send an email to mail@trevisanlaw.it.

(place) (date)

Signature.....

REFERENCE LEGISLATION

Italian Legislative Decree 24 February 1998 no. 58

Art. 126-bis (Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, paragraph 3 or article 104, paragraph 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or may present proposed resolutions on items already on the agenda. The requests, together with the certificate attesting ownership of the shares, are presented in writing, also by correspondence or electronically, in compliance with any possible requirements strictly necessary for the identification of the applicants indicated by the company. Anyone with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperatives the amount of the capital is determined by the statutes also in derogation of article 135.

2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with paragraph 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, paragraph 1, at the same time of the news on the presentation being made public. Term is reduced to seven days in the case of shareholders' meetings called in accordance with article 104, paragraph 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, paragraph 3.

3. The agenda cannot be supplemented in relation to items on which, in accordance with the law, the shareholders' meeting shall resolve upon proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, paragraph 1.

4. Shareholders requesting integration in accordance with paragraph 1 shall prepare a report giving the reason for the proposed resolutions on the new items they propose to be brought up for discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final term for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by its own possible assessments, at the same time of the news on the integration or presentation being made public, in the ways pursuant to article 125-ter, paragraph 1.

5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee, fail to supplement the agenda with the new items or proposals presented in accordance with paragraph 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so proves to be unjustified, shall order the integration by decree. The decree is published in the ways set out by article 125-ter, paragraph 1.

Art. 135-decies (Conflict of interest of the representative and the substitutes)

1. The assignment of a proxy to a representative in conflict of interest is allowed provided that the representative informs the shareholder in writing of the circumstances from which this conflict arises and provided that there are specific voting instructions for each resolution in relation to which the representative must vote on behalf of the shareholder. The burden of proof that the shareholder has been informed of the circumstances creating the conflict of interest lies with the representative. Article 1711, second paragraph of the Italian Civil Code does not apply.

2. For the purposes of this article, there is in any case a conflict of interest where the representative or the substitute:

- a) Controls, even jointly, the company or is controlled by it, also jointly, or is subject to common control with the company;
- b) is associated with the company or exercises significant influence over the company or the latter exercises significant influence over the representative;
- c) Is a member of the administrative or control body of the company or of the subjects listed in letters a) and b);
- d) Is an employee or an auditor of the company or of the subjects indicated in letter a);
- e) Is the spouse, relative or relative-in-law within fourth degree of the subjects indicated in letters a) to c);
- f) Is linked to the company or to the subjects indicated in letters a), b), c) and e) by independent or subordinate relationships of work or by other relationships of a financial nature which compromise his/her independence.

3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been recommended by the shareholder. In this case paragraph 1 applies. The obligations of communication and the relative burden of proof remain with the representative.

4. This article also applies in the case of transfer of the shares by proxy.

Art. 135-undecies (Representative designated by a company with listed shares)

1. Unless the articles of association provide otherwise, the companies with listed shares designate for each shareholders' meeting a subject to whom the shareholders can grant, by the end of the second stock exchange working day preceding the date established for the meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the items on the agenda. The proxy is valid only for the proposals in relation to which voting instructions have been granted.
2. The proxy is granted through the signing of a proxy form, the content of which is regulated by Consob with regulations. The assignment of the proxy does not entail any expenses for the shareholder. The proxy and the voting instructions can always be revoked within the deadline indicated in paragraph 1.
3. The shares for which the proxy, even partial, has been granted are counted to determine whether the meeting is duly formed. In relation to the proposals for which no voting instructions has been granted, the shares are not counted to calculate the majority and the quota of capital required for the approval of the resolutions.
4. The person designated as representative is required to communicate any interest he/she has, on his own behalf or on behalf of third parties, in relation to the proposals of resolution on the agenda. He/she shall also maintain the confidentiality of the content of the voting instructions received until the start of the counting, without prejudice to the possibility of notifying this information to his own employees and assistants, who are subject to the same duty of confidentiality. The person designated as representative may not be assigned proxies except in compliance with this article.
5. With the regulations listed in paragraph 2, Consob can establish the cases in which the representative who does not fall within any of the conditions listed in Article 135-*decies* can express a vote different than the one indicated in the instructions.

Italian Civil Code

Art. 2393 (Directors' liability action)

1. The liability action against the directors is brought following resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution concerning the liability of the directors can be adopted at the time of the discussion of the financial statements, even if it is not included in the list of items to be dealt with, when it concerns events concerning the financial year to which the financial statements refer.
3. The liability action can also be brought following deliberation of the Board of Auditors, passed with a two-thirds majority of its members.
4. The action can be exercised within five years from the expiry of the director's term of office.
5. The resolution regarding the liability action entails the revocation from office of the directors against whom it is proposed, provided that it is passed with the favourable vote of at least one fifth of the share capital. In this case, the shareholders' meeting takes care of replacing the directors.
6. The company can waive the exercise of the liability action and make a settlement, provided the waiver and the settlement agreement are approved with express resolution of the shareholders' meeting, and provided that there is not opposing vote of a minority of shareholders who represent at least one fifth of the share capital or, in the companies who use the risk capital market, at least one twentieth of the share capital, or the portion of share capital provided for in the Articles of Association for the exercise of the directors' liability action pursuant to the first and second paragraphs of Article 2393-bis.