**SALVATORE FERRAGAMO S.p.A.**
PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998 ("TUF")

The Company has decided to avail itself of the option - provided by Article 14 of the Bylaws – to provide that the attendance of shareholders at the Shareholders' Meeting and the exercise of voting rights shall take place solely through the Appointed Representative referred to in Article 135-undecies of the TUF, without physical participation of the shareholders. MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "**Appointed Representative**" of SALVATORE FERRAGAMO S.p.A. (hereinafter, the "**Company**"), pursuant to Article 135-undecies TUF, in the person of one of its employees or collaborators with a specific mandate, proceeds to collect voting proxies relating to the Ordinary Shareholders' Meeting of SALVATORE FERRAGAMO S.p.A., convened on April 23, 2026, at 9:30 a.m., in a single call, in accordance with the procedures and terms set out in the notice of call published on the company's website at https://group.ferragamo.com in the "Governance/2026 Shareholders' Meeting" section on March 13, 2026, and in extract form in the daily newspaper "Milano Finanza" on March 14, 2026.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Shareholders' Meeting ( i.e., by 11:59 p.m. of April 21, 2026). The proxies and voting instructions may be revoked within the same deadline.**

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

**Please note: this form may be subject to change following any Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

## PROXY FORM (Part 1 of 2)

Complete with the information requested based on the instructions at the bottom of the form

| | | |
|---|---|---|
| **The undersigned signatory of the proxy** | (First and Last Name) (*) | |
| Born in (*) | On (*) | **Tax code** (*) |
| Resident in (*) | Street (*) | |
| Phone no. (**) | Email | |
| Valid identity document - type (*)<br>*(attach a copy)* | Issued by (*) | Number |

**in the capacity of** *(tick the relevant box)* **(*)**

☐ **shareholder with voting rights** ***OR IF DIFFERENT FROM THE SHAREHOLDER***

☐ legal representative or attorney with power of subdelegation (attach a copy of documentation proving powers of representation)

☐ pledgee☐ reporter☐ usufructuary☐ custodian☐ manager☐ other (specify) .....

(*) Mandatory; (**) Completion is recommended.

Monte Titoli S.p.A.

**SALVATORE FERRAGAMO S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998 ("TUF")

(complete only if the holder of the voting right is different from the signatory of the proxy)

First name Last name/Name (*)

Born in (*) On (*) Tax code (*)

Registered office/Resident in (*)

**in relation to**

| | |
|---|---|
| **no. (*)** _____ **SHARES** _____ _____<br>*FOR EXAMPLE: No. 3 ORDINARY SHARES IT0012345 (ISIN number)*<br>(to be completed with information regarding any further communications relating to deposits) | Registered in securities account (1) no. _____with the intermediary _____ ABI_____<br>CAB _____ referred to in the communication (pursuant to Article 83-sexies of Legislative Decree No. 58/1998) (2) No. _____<br>made by the intermediary: _____ |
| **no. (*)** _____ **SHARES** _____ _____ | Registered in securities account (1) no. _____held by the intermediary _____ ABI_____<br>CAB _____ referred to in the communication (pursuant to Article 83-sexies of Legislative Decree No. 58/1998) (2) No. _____<br>carried out by the intermediary:<br>_____ |
| **No. (*)** _____ **SHARES** _____ _____ | Registered in securities account (1) no. _____ with the intermediary _____ ABI_____<br>CAB _____ referred to in the communication (pursuant to Article 83-sexies of Legislative Decree no. 58/1998) (2) no. _____<br>made by the intermediary: _____ |

**DELEGATES Monte Titoli S.p.A. to participate and vote at the above-mentioned meeting in accordance with the instructions provided below.**

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Appointed may contain voting instructions for only some of the proposals on the agenda and that, in this case, the vote will be exercised only for the proposals for which voting instructions have been given, and to have requested the depositary intermediary to communicate participation in the Shareholders' Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights.

**AUTHORIZES** Monte Titoli and the Company to process their personal data for the purposes, under the conditions, and in accordance with the terms indicated in the following sections.

☛

_____ _____

*(Place and Date)* *(**Signatory of the proxy**)*

## VOTING INSTRUCTIONS (Part 2 of 2)

Section containing information intended solely for the Appointed Representative – *Tick the appropriate boxes*

**The undersigned signatory of the proxy** *(First and Last Name) (3)* _____

*(indicate the holder of the voting right only if different first and last name/denomination) (3)* _____

hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary Shareholders' Meeting of SALVATORE FERRAGAMO to be held on April 23, 2026, at 9:30 a.m. in a single call.

## RESOLUTIONS SUBJECT TO VOTING

Please note that, **within the terms established by law**, **Shareholders may submit new proposals** for resolutions and additions to the Agenda: for this reason, **we invite Shareholders to check** the Issuer's website **for any updates to this form, in accordance with the resolutions provided for**.

### 1 Financial statements as of December 31, 2025. Related and consequent resolutions:

**1.1 approval of Financial Statements of Salvatore Ferragamo S.p.A. as of December 31, 2025, accompanied by the Directors' Report on operations for the year 2025, including the Sustainability Report for the year 2025 prepared pursuant to Legislative Decree 125/2024, the Reports of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December 31, 2025;**

| **SECTION A** Vote on the Board of Directors' proposal — *Tick only one box:* | **In favor** | **Against** | **Abstain** |
|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions: ☐ *In favor* _____ ☐ *Against* ☐ *Abstain* |

**1.2 allocation of operating profit for the year.**

| **SECTION A** Vote on the Board of Directors' proposal — *Tick only one box:* | **In favor** | **Against** | **Abstain** |
|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions: ☐ *In favor* _____ ☐ *Against* ☐ *Abstain* |

### 2 Appointment of the Board of Statutory Auditors. Related and consequent resolutions:

**2.1 appointment of the members of the Board of Statutory Auditors;**
*Shareholders are invited to check the lists of candidates available on the Issuer's website within the terms established by law.*

| **SECTION A**<br>*Tick only one box indicating the number of the chosen list or contrary/abstained with reference to all lists* | **List no. _____** | **Against** | **Abstained** |
|---|---|---|---|
| **SECTIONS B and C**<br>*In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>□ *In favor* _____<br>□ *Against*<br>□ *Abstain* |

| **2.2 appointment of the Chairman of the Board of Statutory Auditors;** | | | |
|---|---|---|---|
| **SECTION A**<br>Proposer (**in the absence of a minority list**): _____ *Tick only one box:* | **In favor** | **Against** | **Abstain** |
| **SECTIONS B and C**<br>*In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstain* |

| **2.3 determination of the remuneration due to the Board of Statutory Auditors.** | | | |
|---|---|---|---|
| **SECTION A**<br>Proposer: _____ *Tick only one box:* | **In favor** | **Against** | **Abstain** |
| **SECTIONS B and C**<br>*In the event of circumstances unknown at the time of issuing the proxy or in the event of changes or additions to the proposed resolutions submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstained* |

| **3 Approval, pursuant to Article 114-*bis* of Legislative Decree No. 58 of February 24, 1998 ("TUF"), of a share incentive plan called "2026 - 2028 Performance and Restricted Shares LTI Plan", reserved to directors and/or employees and/or collaborators of the Company and the companies of the Salvatore Ferragamo Group. Related and consequent resolutions.** | | | |
|---|---|---|---|
| **SECTION A**<br>Vote on the Board of Directors' proposal *Tick only one box:* | **In favor** | **Against** | **Abstain** |
| **SECTIONS B and C**<br>*In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstained* |

| **4 Determination of the maximum limit for the remuneration of directors holding special offices. Related and consequent resolutions.** | | | |
|---|---|---|---|
| **SECTION A**<br>Vote on the Board of Directors' proposal *Tick only one box:* | **In favor** | **Against** | **Abstain** |
| **SECTIONS B and C**<br>*In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstained* |

**5 Report on remuneration policy and compensation paid. Related and consequent resolutions:**

**5.1 resolutions concerning the Company's remuneration policy set forth in the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the TUF;**

| **SECTION A** Vote on the Board of Directors' proposal | *Tick only one box:* | **In favor** | **Against** | **Abstain** |
|---|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstained* |

**5.2 resolutions referred to in the second section of the report pursuant to Article 123-ter, paragraph 6, of the TUF.**

| **SECTION A** Vote on the proposal of the Board of Directors | *Tick only one box:* | **Favorable** | **Against** | **Abstained** |
|---|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy or in the event of amendments or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstained* |

**6 Increase, upon reasoned proposal of the Board of Statutory Auditors, of the remuneration of the Auditing Firm KPMG S.p.A., appointed to audit the financial statements for the period 2020-2028. Related and consequent resolutions.**

| **SECTION A** Vote on the proposal of the Board of Directors, that takes into account the reasoned proposal of the Board of Statutory Auditors | *Tick only one box:* | **In favor** | **Against** | **Abstain** |
|---|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstain* |

**7 Authorization, subject to revocation of the unexecuted part of the resolution adopted by the Shareholders' Meeting on April 12, 2022, to purchase and dispose of treasury shares pursuant to and for the purposes of Articles 2357 et seq. of the Italian Civil Code, as well as Article 132 of the TUF and Article 144-bis of the Consob Regulation adopted by Resolution No. 11971/1999 and subsequent amendments. Related and consequent resolutions.**

| **SECTION A** Vote on the proposal of the Board of Directors | *Tick only one box:* | **In favor** | **Against** | **Abstain** |
|---|---|---|---|---|
| **SECTIONS B and C** *In the event of circumstances unknown at the time of issuing the proxy, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting, the undersigned* | | □ confirms the instructions | □ revokes the instructions | amends the instructions:<br>☐ *In favor* _____<br>☐ *Against*<br>☐ *Abstain* |

☛ _____ _____

*(Place and Date)* *(**Signatory of the proxy)***

| **DIRECTORS' LIABILITY ACTION**<br>In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian 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 favor** | **Against** | **Abstain** |
|---|---|---|---|

☛ _____ _____

*(Place and Date)* *(**Signatory of the proxy)***

## SALVATORE FERRAGAMO S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998 ("TUF")

### INSTRUCTIONS FOR THE FILLING AND SUBMISSION

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998.**

1. Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
2. Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
3. Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

- 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."
- With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

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**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Shareholders' Meeting, by 11:59 p.m. on April 21, 2026,** 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

using one of the following alternative methods:

i) transmission of an **electronically reproduced copy (PDF)** to the certified email address **RD@pec.euronext.com** (subject line "Proxy Salvatore Ferragamo Shareholders' Meeting April 2026") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);

ii) transmission of the original, by courier or registered mail with return receipt, to the following address: **RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano** (subject line "Proxy Salvatore Ferragamo Shareholders' Meeting April 2026"), **sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to RD@pec.euronext.com** (subject line "Proxy Salvatore Ferragamo Shareholders' Meeting April 2026").

**Please note**: 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 shareholders' meeting can contact Monte Titoli S.p.A. by email to the following address **RegisterServices@euronext.com** or by **phone at (+39) 02.33635810** during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

**Monte Titoli's Privacy Policy is available at:** Corporate Data and Legal Info | euronext.com

**SALVATORE FERRAGAMO PRIVACY POLICY - INFORMATION PURSUANT TO ARTICLES 13 AND 14 OF EU REGULATION 2016/679**

Pursuant to EU Regulation No. 679/2016 ("Regulation") and current national legislation on the protection of personal data (hereinafter, together with the Regulation, the "Privacy Legislation"), Salvatore Ferragamo S.p.A. ("Company"), with registered office in Florence, Via Dei Tornabuoni no. 2, in its capacity as Data Controller, informs you that the personal data provided in this proxy form will be processed for the sole purpose of enabling the Company to manage the shareholders' meeting and the resulting legal obligations, in compliance with the Privacy Regulations. The legal basis for the processing is therefore, respectively, the need to execute the contractual relationship between you and the Company and the need to comply with regulatory obligations to which the Company is subject.

The provision of personal data with this proxy is necessary in order to allow you to participate in the Shareholders' Meeting; without it, you will not be able to participate in the Shareholders' Meeting and exercise your voting rights.

Personal data will be stored by the Company, together with the documents produced during the Shareholders' Meeting, in order to document what is recorded in the minutes. In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the identification of data subjects for a period of time not exceeding the achievement of the purposes for which they are processed.

Personal data may be disclosed to employees and collaborators of Salvatore Ferragamo S.p.A. for the pursuit of the above purposes. Personal data will also be published by Ferragamo in order to comply with current regulatory obligations.

Such data may be disclosed or communicated to specific parties in compliance with a legal obligation, regulation, or EU legislation, or based on instructions issued by authorities legitimated by law or by supervisory and control bodies.

The subjects to whom the personal data refer may exercise, at any time by writing toprivacy@ferragamo.com , the rights provided for in Articles 15-21 of the Regulation, where applicable, (in particular: access to data, rectification, erasure, restriction of processing, data portability) and the right to lodge a complaint with the Privacy Guarantor (www.garanteprivacy.it).

Salvatore Ferragamo S.p.A. has appointed a Data Protection Officer (DPO), who can be contacted at the following address:privacy@ferragamo.com .

## Legislative Decree 58/1998

**Art. *126-bis***

**(Additions to the agenda of the shareholders' meeting and submission of new proposals for resolutions)**

1. Shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of the notice convening the shareholders' meeting, or within five days in the case of a meeting convened pursuant to Article 125-bis, paragraph 3, or Article 104, paragraph 2, to supplement the list of items to be discussed, indicating in the request the additional items they propose, or to submit proposals for resolutions on items already on the agenda. Requests, together with certification attesting to ownership of the shareholding, shall be submitted in writing, including by mail or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those entitled to vote may individually submit proposals for resolutions at the meeting. For cooperative companies, the amount of capital is determined by the articles of association, even in derogation from Article 135.
2. Additions to the agenda or the submission of further proposals for resolutions on matters already on the agenda, pursuant to paragraph 1, shall be announced in the same manner as prescribed for the publication of the notice of meeting, at least fifteen days before the date set for the meeting. Additional proposals for resolutions on matters already on the agenda shall be made available to the public in the manner specified in Article 125-ter, paragraph 1, at the same time as the publication of the notice of submission. The deadline shall be reduced to seven days in the case of a meeting convened pursuant to Article 104, paragraph 2, or in the case of a meeting convened pursuant to Article 125-bis, paragraph 3.
3. The agenda may not be supplemented with items on which the shareholders' meeting deliberates, in accordance with the law, on the proposal of the administrative body or on the basis of a draft or report prepared by them, other than those indicated in Article 125-ter, paragraph 1.
4. Shareholders requesting additions pursuant to paragraph 1 shall prepare a report setting out the reasons for the proposed resolutions on the new matters they propose to discuss or the reasons for the additional proposed resolutions submitted on matters already on the agenda. The report shall be sent to the administrative body by the deadline for submitting the request for integration. The administrative body shall make the report available to the public, accompanied by its own assessments, if any, at the same time as the publication of the news of the integration or presentation, in accordance with the procedures set out in Article 125-ter, paragraph 1.
5. If the administrative body, or, in the event of its inaction, the board of statutory auditors, or the supervisory board or the management control committee, fail to supplement the agenda with the new items or proposals submitted pursuant to paragraph 1, the court, after hearing the members of the administrative and control bodies, shall order the supplementation by decree if the refusal to do so is unjustified. The decree shall be published in accordance with the procedures laid down in Article 125-ter, paragraph 1.

**Art. *135-decies***

**(Conflict of interest of the representative and substitutes)**

1. The granting of a proxy to a representative with a conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict and provided that there are specific voting instructions for each resolution on which the representative is to vote on behalf of the shareholder. The representative shall bear the burden of proving that he has communicated to the shareholder the circumstances giving rise to the conflict of interest. Article 1711, paragraph 2, of the Civil Code shall not apply.
2. For the purposes of this article, a conflict of interest exists in any case where the representative or substitute:
   a) controls, even jointly, the company or is controlled, even jointly, by the company, or is subject to joint control with the company;
   b) is connected to the company or exercises significant influence over it, 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 entities indicated in letters a) and b);
   d) is an employee or auditor of the company or of the entities indicated in letter a);
   e) is a spouse, relative, or relative by marriage up to the fourth degree of the entities indicated in letters a) to c);
   f) is linked to the company or to the entities indicated in letters a), b), c), and e) by self-employment or employment relationships or by other financial relationships that compromise their independence.
3. The replacement of the representative with a substitute who has a conflict of interest is permitted only if the substitute has been indicated by the shareholder. In this case, paragraph 1 shall apply. The disclosure obligations and the related burden of proof remain with the representative.
4. This article also applies in the case of transfer of shares by proxy.

**Art. *135-undecies***

**(Representative appointed by the listed company)**

1. Unless otherwise provided for in the articles of association, listed companies shall designate for each shareholders' meeting a person to whom shareholders may confer, by the end of the second trading day preceding the date set for the meeting, including in a subsequent convocation after the first, a proxy with voting instructions on all or some of the items on the agenda. The proxy shall be effective only for those proposals for which voting instructions have been given.
2. The proxy shall be conferred by signing a proxy form, the content of which is governed by Consob regulations. The conferral of the proxy shall not entail any expense for the shareholder. The proxy and voting instructions may be revoked at any time within the period indicated in paragraph 1.
3. Shares for which proxy has been granted, even partially, are counted for the purposes of determining whether the meeting is duly constituted. With regard to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share capital required for the approval of resolutions.
4. The person appointed as representative is required to disclose any interests that he or she may have, on his or her own behalf or on behalf of third parties, in the proposals on the agenda. He or she shall also maintain the confidentiality of the voting instructions received until the start of the vote, without prejudice to the possibility of communicating such information to his or her employees and assistants, who are subject to the same duty of confidentiality. The person designated as representative may not be granted proxies except in accordance with this article.
5. With the regulation referred to in paragraph 2, Consob may establish the cases in which a representative who does not meet any of the conditions indicated in Article *135-decies* may cast a vote that differs from that indicated in the instructions.

**Art. *135-undecies-1***

**(Representative appointed by the listed company)**

1. The articles of association may provide that participation in the shareholders' meeting and the exercise of voting rights shall take place exclusively through the representative appointed by the company pursuant to Article 135-undecies. The appointed representative may also be granted proxies or sub-proxies pursuant to Article 135-novies, notwithstanding Article 135-undecies, paragraph 4.
2. The submission of proposals for resolutions at the shareholders' meeting is not permitted. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those entitled to vote may individually submit proposals for resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law by the fifteenth day prior to the date of the first or only call of the shareholders' meeting. Proposals for

resolutions shall be made available to the public on the company's website within two days of the deadline. The right to submit individual proposals for resolutions is subject to receipt by the company of the notification provided for in Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter shall be exercised only before the meeting. The company shall provide answers to the questions received at least three days before the meeting.
4. Paragraph 1 shall also apply to companies admitted to trading on a multilateral trading facility.

## Civil Code

**Art. 2393 (Corporate liability action)**

1. Liability actions against directors shall be brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution concerning the liability of directors may be taken during the discussion of the financial statements, even if it is not included in the list of items to be discussed, when it concerns facts relating to the financial year to which the financial statements refer.
3. Liability actions may also be brought following a resolution of the board of statutory auditors, passed by a two-thirds majority of its members.
4. The action may be brought within five years of the director's termination of office.
5. The resolution to bring liability proceedings entails the removal from office of the directors against whom the proceedings are brought, provided that it is passed with the favorable vote of at least one-fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.
6. The company may waive the right to bring liability proceedings and may settle, provided that the waiver and settlement are approved by an express resolution of the shareholders' meeting and provided that there is no vote against by a minority of shareholders representing at least one-fifth of the share capital or, in companies that resort to the risk capital market, at least one-twentieth of the share capital, or the amount provided for in the articles of association for the exercise of corporate liability actions pursuant to the first and second paragraphs of Article 2393-bis.

## Law No. 21 of March 5, 2024

**Art. 11 (Conduct of shareholders' meetings of listed companies)**

1. After Article 135-undecies of the consolidated text referred to in Legislative Decree No. 58 of February 24, 1998, the following is inserted: "Art. 135-undecies.1 (Participation in meetings through a designated representative). - 1. The articles of association may provide that participation in the shareholders' meeting and the exercise of voting rights shall take place exclusively through the representative appointed by the company pursuant to Article 135-undecies. The appointed representative may also be granted proxies or sub-proxies pursuant to Article 135-novies, notwithstanding Article 135-undecies, paragraph 4.
2. The submission of proposals for resolutions at the shareholders' meeting is not permitted. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those entitled to vote may individually submit proposals for resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law by the fifteenth day prior to the date of the first or only call of the shareholders' meeting. Proposals for resolutions shall be made available to the public on the company's website within two days of the deadline. The right to submit individual proposals for resolutions is subject to receipt by the company of the notification provided for in Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter shall be exercised only before the meeting. The company shall provide answers to the questions received at least three days before the meeting. […]