

INDUSTRIE DE NORA S.p.A.

Ordinary Shareholders' Meeting

convened for April 28, 2023, at 10:00 a.m., in a single call,
at 35 Via Leonardo Bistolfi, 20134 - Milan (MI)

**Form for granting a proxy to the Appointed Representative pursuant to
art. 135-undecies of Legislative Decree 58/1998****Part 1 of 2**

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, (VAT no. 07271340965), acting as **Appointed Representative** ("Appointed Representative"), pursuant to article 135-undecies of Legislative Decree 58/1998, of INDUSTRIE DE NORA S.p.A. (hereinafter, the "Company" or "INDUSTRIE DE NORA"), is collecting voting proxies for the Ordinary Shareholders' Meeting of INDUSTRIE DE NORA, convened for April 28, 2023, in a single call, following the procedures and terms set out in the Notice of Call of the Shareholders' Meeting published on March 23, 2023, on the Company's website www.denora.com (Section "Governance – Corporate Governance - Shareholders' Meetings"), as well as sent to Borsa Italiana S.p.A. and made available on the authorized storage mechanism 1Info (www.1info.com) and published in extract in the daily newspaper "Milano Finanza" on March 24, 2023.

The proxy form with the relative voting instructions must be received as original copies by the end of the second trading day prior to the date of the Shareholders' Meeting (*i.e.*, by 11:59 p.m. on April 26, 2023), together with:

- a copy of a valid identity document of the delegating party; or
- if the delegating party is a legal person, a copy of a valid identity document of the interim legal representative, or of another subject granted suitable powers, together with suitable documentation proving their qualification and powers;

using one of the following alternative procedures:

- (i) for proxies with a handwritten signature, by courier or registered letter with return receipt, to Studio Legale Trevisan & Associati, Viale Majno n. 45 - 20122 Milan (Ref. "Proxy Shareholders' Meeting INDUSTRIE DE NORA 2023");
- (ii) for proxies with a qualified electronic signature or digital signature, by certified mail at: rappresentante-designato@pec.it.

The proxy and voting instructions may be withdrawn by the end of the second trading day prior to the date of the Shareholders' Meeting (*i.e.*, by 11:59 p.m. on April 26, 2023), following the same procedures indicated above.

The granting of proxy and voting instructions by signing this form does not incur any expense to the proxy holder (except for any postage costs).

Declaration of the Appointed Representative

Studio Legale Trevisan & Associati declares that it has no personal interest in the proposed resolution submitted for voting. However, taking into account the contractual relations in place, for all legal purposes, it expressly declares that, should any unknown circumstances arise, or should any amendments or supplements be made to the proposals submitted to the Shareholders' Meeting, it and/or its substitutes shall not cast a vote other than that indicated in the voting instructions.

PROXY FORM

(Section to send to the Company through the Appointed Representative – Fill with requested information)

I, the undersigned, (*Name/identification particulars of the subject entitled to vote*)*

born in* _____
on* _____ resident in* (city) _____

at* (address) _____

registered office* (address) _____

Tax Code** _____ Telephone No. _____

E-mail _____

Data to be compiled at the discretion of the delegating party:

- Notice No. _____ (*Reference number of the notice provided by the intermediary*)

- Any identifying codes _____

DELEGATE the Appointed Representative to participate and vote at the Shareholders' Meeting indicated above as instructed with reference to * _____ (number of shares) Industrie De Nora S.p.A. shares, recorded in Securities Account no.* _____ at (custodial intermediary)* _____ ABI _____ CAB _____.

DECLARE that I am aware of the possibility that the proxy held by the Appointed Representative contains voting instructions only on some items proposed for approval in the Agenda and, in such case, the vote will be exercised only for those proposals in accordance with the voting instructions.

AUTHORIZE the Appointed Representative to process my personal data for the purposes and under the terms and conditions indicated in the annexed information notice.

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno no. 45, in the person of Dario Trevisan, born in Milan on 04/05/1964 (C.F. TRVDRA64E04F205I), who may, in turn, be replaced by Camilla Clerici, born in Genoa on 19/01/1973 (C.F. CLRCLL73A59D969J), or by Giulio Tonelli, born in La Spezia on 27/02/1979 (C.F. TNLGLI79B27E463Q), or by Alessia Giacomazzi, born in Castelfranco Veneto (TV) on 05/09/1985 (C.F. GCMLSS85P45C11T), or Gaetano Faonda, born in Trani (BA) on 02/10/1985 (C.F. FCNGTN85R02L328O), or by Valeria Proli, born in Novara on 24/10/1984 (C.F. PRLVLR84R64F952S), or by Raffaella Cortellino, born in Barletta (BA) on 04/06/1989 (C. F. CRTRFL89H44A669V), or by Andrea Ferrero born in Turin on 05/05/1987 (C.F. FRRNDR87E05L219F), or by Marco Esposito born in Monza on 30/08/1992 (C.F. SPSMRC92M30F704H), or by Cristina Sofia Barracchia, born in Trani (BT) on 05/02/1991 (C. F. BRRCST91B45L328G), or by Marco Esposito, born in Monza (MB) on 30/08/1992 (C.F. SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdagno (VI) on 03/02/1976 (C.F. BVLCHR76B43L551U), or by Laura Pettinicchio born in Milan (MI) on 23/06/1979 (PTTLRA79H63F205E), all domiciled, for the purposes of this proxy, at Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 – Milan.

I, the undersigned (*last name and first name of the signatory **only if different from the shareholder***)

born in* _____

on* _____ sign this proxy as (*please check the relevant box*)

pledgee

taker in

usufructuary

custodian

manager

legal representative or attorney with power of sub-delegation

other (specify) _____

Place/Date _____,

Signature _____

(*) Mandatory

Part 2 of 2

VOTING INSTRUCTIONS

(Section containing information intended only for the Appointed Representative - Tick the appropriate boxes)

I, the undersigned (1) (name/identification particulars)* _____

delegate the Appointed Representative

to vote in accordance with the following voting instructions in the Ordinary Shareholders' Meeting of Industrie De Nora S.p.A. convened for April 28, 2023, in a single call.

(A) RESOLUTIONS SUBMITTED TO THE VOTE (2)

	IN FAVOUR OF THE PROPOSAL SUBMITTED BY THE BOARD OF DIRECTORS ^(a)	IN FAVOR OF THE PROPOSAL SUBMITTED BY THE SHAREHOLDER ^{(a) (b)}	AGAINST ^(c)	ABSTAINED ^(c)
O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period: <i>a. Approval of the Financial Statements as of December 31, 2022, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of December 31, 2022. Presentation of the Consolidated Non-financial Statement prepared in accordance with Legislative Decree 254/2016.</i>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period: <i>b. Resolutions on the allocation of the profit for the year 2022.</i>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999: <i>a. Resolution on the first section on the remuneration policy prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)
O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999: <i>b. Resolution on the second section on compensation paid prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	..... (name of the shareholder)	(mark with a cross)	(mark with a cross)

^a In the event the Board of Directors or the Shareholder named in this section fails to formulate a proposal, this shall be considered as an unknown circumstance, therefore, upon its occurrence, the Designated Representative shall follow the voting instructions set forth in Section B.

^b In favor of the proposal of the Shareholder, whose name must be specified by the delegating party.

^c Against/Abstained any proposal made.

(B) UNKNOWN CIRCUMSTANCES

If circumstances unknown at the time of the issuance of the proxy occur (3) the undersigned with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	AMEND INSTRUCTIONS		
			IN FAVOUR (^d)	AGAINST	ABSTAINED
<i>O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period:</i> <i>a. Approval of the Financial Statements as of December 31, 2022, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of December 31, 2022. Presentation of the Consolidated Non-financial Statement prepared in accordance with Legislative Decree 254/2016.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period:</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

^d Indicate whether in favor of the proposal of the Board of Directors or in favor of the proposal of the Shareholder whose name must be indicated by the proxy.

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	AMEND INSTRUCTIONS		
			IN FAVOUR (d)	AGAINST	ABSTAINED
<i>b. Resolutions on the allocation of the profit for the year 2022.</i>					
<i>O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999:</i>					
<i>a. Resolution on the first section on the remuneration policy prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999:</i>					
<i>b. Resolution on the second section on compensation paid prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code:</i>					
<i>c. Appointment of Director Mr. Roberto Cingolani.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code:</i>					
<i>d. Appointment of Director Mrs. Paola Bonandrini.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.4. Proposal to amend the total compensation awarded to the Board of Directors by the Ordinary Shareholders' Meeting of March 9, 2022, as already amended by the Shareholders' Meeting of June 20, 2022. Related and consequent resolutions.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
<i>O.5. Authorization to purchase and dispose of treasury shares pursuant to and in accordance with Articles 2357, 2357-ter of the Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998, and Article 144-bis of Consob Regulation adopted by Resolution No. 11971 of May 14, 1999. Related and consequent resolutions.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

(C) AMENDMENTS OR SUPPLEMENTS

In the event of any voting on amendments or additions (4) to the motions submitted to the Shareholder Meeting with regard to the:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	EDIT INSTRUCTIONS		
			IN FAVOUR () ^c	AGAINST	ABSTAINED
O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period:			.....	(mark with a cross)	(mark with a cross)
<i>a. Approval of the Financial Statements as of December 31, 2022, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of December 31, 2022. Presentation of the Consolidated Non-financial Statement prepared in accordance with Legislative Decree 254/2016.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period: <i>b. Resolutions on the allocation of the profit for the year 2022.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999:			.....	(mark with a cross)	(mark with a cross)
<i>a. Resolution on the first section on the remuneration policy prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
O.2. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, and Article 84-ter of CONSOB Regulation No. 11971/1999:			.....	(mark with a cross)	(mark with a cross)
<i>b. Resolution on the second section on compensation paid prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of February 24, 1998.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code:			.....	(mark with a cross)	(mark with a cross)
<i>a. Appointment of Director Mr. Roberto Cingolani.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)
O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code:			.....	(mark with a cross)	(mark with a cross)
<i>b. Appointment of Director Mrs. Paola Bonandrini.</i>	(mark with a cross)	(mark with a cross)	.....	(mark with a cross)	(mark with a cross)

^c Indicate whether you are in favour of the proposal of the Board of Directors or if you are in favour of the proposal of the shareholder whose name must be indicated by the delegating party.

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	EDIT INSTRUCTIONS		
			IN FAVOUR (^e)	AGAINST	ABSTAINED
<i>O.4. Proposal to amend the total compensation awarded to the Board of Directors by the Ordinary Shareholders' Meeting of March 9, 2022, as already amended by the Shareholders' Meeting of June 20, 2022. Related and consequent resolutions.</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	.....	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>
<i>O.5. Authorization to purchase and dispose of treasury shares pursuant to and in accordance with Articles 2357, 2357-ter of the Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998, and Article 144-bis of Consob Regulation adopted by Resolution No. 11971 of May 14, 1999. Related and consequent resolutions.</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>	<i>(mark with a cross)</i>

..... Date,

Signature.....

LIABILITY ACTION

In the event of a vote on the liability action proposed, under article 2393, subsection 2 of the Italian Civil Code, during the approval of the financial statement by shareholders, the undersigned delegates the Appointed Representative to vote according to the following indications:

IN FAVOR

AGAINST

ABSTAINED

.....Date,

Signature.....

WARNINGS FOR COMPILATION AND TRANSMISSION OF INSTRUCTIONS

1. Indicate the first name and last name of the signatory of the proxy and voting instructions Form.
2. In accordance with article 135-undecies, subsection 3 of Italian Legislative Decree no. 58/1998 "Shares for which full or partial proxy is conferred are calculated for the purpose of determining the due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."
3. When **significant circumstances arise, which were unknown when the proxy was issued** and which cannot be communicated to the delegating party, it is possible to choose between: a) confirming the voting instructions already given; b) amending the voting instructions already given; c) revoking the voting instructions already given. If no choice is made, the voting instructions in section (A) are considered confirmed. Nevertheless, if the delegating party, in Section (A), has indicated their wish to vote in favour of the proposal made by the Board of Directors or the shareholder and this proposal is not submitted or is not put to the vote for any reason and, in Section (B), no choice has been made or the choice indicated in Section A has been confirmed, the subject shall be understood to have abstained.
4. In cases where amendments or supplements are made to the resolution proposals submitted to the shareholders' meeting, it is possible to choose between: a) confirming any voting instructions already given; b) amending the voting instructions already given or confirming the voting instruction; c) revoking the voting instructions already given. If no choice is made, the voting instructions in section =A) are considered confirmed.

N.B. For any clarifications regarding the granting of proxy (and, in particular, regarding the completion of the Proxy Form and voting instructions and their transmission), persons entitled to attend the Meeting may contact the Appointed Representative, at the addresses indicated above, and/or at the toll-free number: 800134679 (during business days and hours).

PRIVACY NOTICE

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

As regards the personal data that Studio Legale Trevisan & Associati - as the Appointed Representative of the Issuer - will come to hold in the performance of its duties for your benefit, we wish to inform you of the following.

Data controller

The Data Controller is Studio Legale Trevisan & Associati, based in Milan, Viale Majno no. 45. The Data Controller may be contacted at the address: mail@trevisanlaw.it.

Purpose of the processing

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

- (a) performance of the assignment received, that is for the formalities concerning representation at the shareholders' meeting and casting the vote on your behalf, in compliance with the instructions received from you;
- (b) fulfillment of legal obligations.

Legal basis for the processing

The processing is based on the following legal bases:

- fulfillment of contractual obligations, that is arising from the assignment you received;
- fulfillment of a legal obligation placed upon the Data Controller, also with regard to the Issuer or authorities or supervision bodies.

Source of personal data

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

Data processing procedures

The processing shall consist of the collection, recording, organisation, structuring, storage, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure and destruction of the data.

Processing operations may be performed by the Data Controller and/or by persons authorised by the same, with or without the assistance of electronic or in any case automated devices.

The personal data shall be processed lawfully, fairly and transparently, using the procedures and for the purposes set out above, as well as in compliance with privacy regulations and professional confidentiality obligations.

Retention period

In compliance with the principles of lawfulness, the limitation of purposes and the minimisation of data, the data shall be retained for the period required to complete the assignment received and, thereafter, for the time that the Data Controller is under retention obligations for tax and administrative purposes or in any case as required by law.

Nature of data provision and consequences of refusal to provide data

In relation to the purposes referred to in point a) of the paragraph "Purposes of the processing", the provision of data is not mandatory, but is strictly necessary for the purpose of carrying out the assignment received. Any refusal to provide such data would result in the impossibility for the Controller - as Designated Representative - to carry out the assignment received and the legal obligations. The relevant processing does not require your consent.

In relation to the purposes mentioned in point b), the provision of data is mandatory. Failure to provide the data would result in the impossibility for the Controller - as Appointed Representative - to carry out the assignment received and the legal obligations. The relevant processing does not require your consent.

Disclosure and dissemination of personal data

The data shall be made available, for the purposes mentioned above, before, during and after the performance of the Shareholders' Meeting of the Issuer.

The data may come to be known by employees and collaborators of the Data Controller, who are specifically authorised to process it, as well as the Issuer for legal purposes, including drawing up the minutes of the shareholders' meeting and updating the shareholder register.

This data may be disclosed to all public and private subjects when its disclosure is necessary to fulfill a legal obligation, or on the basis of provisions issued by authorities entitled to do so by law or by supervisory and control bodies, as well as for purposes strictly linked or instrumental to the performance of the assignment received pertaining to representation at the shareholders' meeting and the casting of the vote.

Transfer of data abroad

The data may be transferred to EU countries or third-party countries within the scope of the processing.

Rights of the data subject

You are entitled to ask the Data Controller, at any time:

- to confirm whether or not personal data concerning you is being processed and, in that case, to obtain access to the following information: (i) purposes of the processing, (ii) categories of data processed, (iii) the recipients or categories of recipients to whom the data were or will be communicated, including recipients in third countries or international organisations, (iv) when possible, the anticipated personal data retention period, or, if this is not possible, the criteria used to determine this period, (v) the existence of an automated decision-making process, including the profiling, logic used, the importance and anticipated consequences of this processing (right of access);
- the correction of incorrect personal data, or the supplementation of incomplete data (right to rectification);
- the erasure of personal data in the event of (i) opposition to the processing in the absence of any other prevailing legitimate reason for us to proceed with the same processing; (ii) unlawful processing; (iii) fulfillment of a legal obligation; except where processing is necessary to exercise the right to freedom of expression and information, for the fulfillment of a legal obligation, for reasons of public interest in the health sector, for statistical purposes, archiving in the public interest, scientific or historical research or, to ascertain, exercise, or defend a right in court. You also have the right to request the transformation into an anonymous form, or blocking of data processed in violation of the law (right to be forgotten);
- limitation of personal data processing in the event of (i) a dispute over its accuracy for the period necessary for us to check its accuracy; (ii) unlawful processing with a request by the data subject to limit the processing and not already its erasure; (iii) the need of the data subject to ascertain, exercise, or defend a right in court; (iv) opposition to the processing pending a check of whether our legitimate reasons prevail over yours (right to restriction).

You also have the right to lodge complaints with the relevant supervisory authority (in Italy, the Privacy Authority) if you believe that the processing violates privacy regulations.

In order to exercise your rights, as well as for any further information, you may send an email to mail@trevisanlaw.it.

Place Date.....

Signature.....

REFERENCE LEGISLATION

Legislative Decree No. 58 of February 24, 1998.

Article 126-bis (Supplementing the agenda of the Shareholders' meeting and presentation of new resolution proposals)

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, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting a proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies 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 subsection 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, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on a 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, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes 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 terms for the presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fails to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies (Conflict of interest of representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to a such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, the second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, a conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed from the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in a conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and the related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies (Designated Representative of the company with listed shares)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining the due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain the confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Italian Civil Code

Art. 2393 (Corporate liability action)

1. Liability action against directors is brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution on the liability of directors may be taken during the discussion of the financial statements, even if not included on the agenda, when the facts relating to the financial year on which the financial statements are reported.
3. Liability action can also be brought following a resolution of the Board of Statutory Auditors, passed with a two-thirds majority of its members.
4. The action may be exercised within five years of the director ceasing to hold office.
5. The resolution on liability action involves removing from office the directors against which said action has been brought, as long as it is passed with the favourable vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall arrange for the replacement of the directors.
6. The company may waive the exercising of liability action and may settle, provided that the waiver and the transaction are approved with the express resolution of the shareholders' meeting and providing that there is not a vote against by a minority of shareholders representing at least one fifth of the share capital, or, in companies that have recourse to the risk capital market, at least one twentieth of the share capital, or the amount stated in the bylaws for bringing a corporate liability action pursuant to the first and second subsections of article 2393-bis.