

SUB-PROXY FORM¹

I, the undersigned

 Name/Company Name - Last Name and First Name

Tax Code	Date of birth	Place of birth	Prov. of birth
Address of residence/registered office		Municipality	Prov.
Telephone		Email	

Entitled to exercise the voting right for no. _____ of shares INDUSTRIE DE NORA S.p.A., ("Company" or "INDUSTRIE DE NORA"), as

Delegated to vote by No. _____ Shareholders entitled to vote as a **copy of the voting proxies issued by each entitled Shareholder**

Attesting, under my own responsibility, the compliance of the proxy to the original and the identity of their Delegating parties, in the name and on behalf of the same

SUB-DELEGATE

Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno 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. GCMLSS85P45C111T), or Gaetano Faconda, 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 Valdarno (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 45, 20122 - Milan

to attend and vote on behalf of their Delegating parties at the Ordinary Shareholders' Meeting of:
 INDUSTRIES DE NORA, convened
 at 35 Via Leonardo Bistolfi, 20134 - Milan (MI),
 for **April 28, 2023, at 10:00 a.m.**, in a single call.

Studio Legale Trevisan & Associati has declared that it has no personal interest in the proposed resolution submitted for voting. However, taking into account any contractual relations in place with some of its substitutes and the Company and in any case, 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.

Place and Date

Signature (legible and in full)

¹Each person entitled to attend the Shareholders' Meeting **must be represented by proxy or sub-proxy in writing, in accordance with** the applicable provisions of law, with the option to use, for this purpose, this sub-proxy form available on the Company's website, at www.denora.com, in the section ("Governance – Corporate Governance – Shareholders' Meetings"). **The sub-proxies, the proxies, with attachments, must be sent to the Company, by mail, to the address: via Bistolfi 35, 20134, Milan, or by certified electronic mail, to the address: industriedenora@actaliscertymail.it, or to the e-mail: simona.antonini@denora.com; or, alternatively, to Studio Legale Trevisan & Associati, by mail, to the address: Viale Majno No. 45, 20122 - Milan - Italy, or by certified e-mail at the address: rappresentante-designato@pec.it, or by e-mail, at the address: rappresentante-designato@trevisanlaw.it (Ref. "Proxy Shareholders' Meeting INDUSTRIE DE NORA 2023"), by 12:00 a.m. on April 27, 2023.**

Voting Instructions:

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

I, the undersigned

_____ (enter the name of the delegating party or - if more than one - attach a list of the names of the respective delegating parties voting in the same way for all the proxies issued to the representative who will sign this form on their behalf)

or, alternatively, in the case of a legal person

The (name Entity/Company)

_____ (see above)

expressly authorizes the Appointed Representative and his Substitutes to vote according to the following voting instructions at the Shareholders' Meeting of **INDUSTRIE DE NORA**, convened:
at 35 Via Leonardo Bistolfi, 20134 - Milan (MI),
for **April 28, 2023**, at **10:00 a.m.**, in a single call,

<p><i>O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period:</i></p> <p><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></p>	<p><input type="checkbox"/> In favor of the proposal submitted by</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><i>O.1. Financial Statements as of December 31, 2022 and proposed allocation of the profit for the relevant period:</i></p> <p><i>b. Resolutions on the allocation of the profit for the year 2022.</i></p>	<p><input type="checkbox"/> In favor of the proposal submitted by</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><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></p> <p><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></p>	<p><input type="checkbox"/> In favor of the proposal submitted by</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><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></p> <p><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></p>	<p><input type="checkbox"/> In favor of the proposal submitted by</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>
<p><i>O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.</i></p>	<p><input type="checkbox"/> In favor of the proposal submitted by the B.o.D. - Appointment of Director Mr. Roberto Cingolani</p>	<p><input type="checkbox"/> Against</p>	<p><input type="checkbox"/> Abstained</p>

	<input type="checkbox"/> In favor of the proposal submitted by		
<i>O.3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.</i>	<input type="checkbox"/> In favor of the proposal submitted by the B.o.D. - Appointment of Director Mrs. Paola Bonandrini <input type="checkbox"/> In favor of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> 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>	<input type="checkbox"/> In favor of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained
<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>	<input type="checkbox"/> In favor of the proposal submitted by	<input type="checkbox"/> Against	<input type="checkbox"/> Abstained

Place _____, Date _____

Signature (legible in full)

LIABILITY ACTION

In the event of a vote on the liability action proposed pursuant to Article 2393, Paragraph 2, of the Civil Code by shareholders at the time of approval of the financial statements, the undersigned delegates the Appointed Representative to vote in accordance with the following instructions:

☐ **IN FAVOR**

☐ **AGAINST**

☐ **ABSTAINED**

.....Date,

Signature.....

The following documents:

- a) The sub-proxy;
- b) The Voting instructions for each Delegating party;
- c) A copy of the identity card or equivalent document of the sub-delegating delegate;
- d) If the sub-delegating delegate is a legal person, a copy of a valid identity document of the *pro tempore* legal representative, or of another subject with appropriate powers, together with suitable documentation proving their qualification and powers (copy of a Chamber of Commerce certificate or similar);
- e) A copy of the proxies of each Delegating party by virtue of which the sub-proxy is granted;
- f) If the Delegating party is a legal person, a copy of a valid identity document of the *pro tempore* legal representative, or of another subject with appropriate powers, together with suitable documentation proving their qualification and powers (copy of a Chamber of Commerce certificate or similar);
- g) A copy of the identity card or equivalent document of each Delegating party;
- h) A copy of the certificate of holdings of each Delegating party issued by its bank or intermediary

must be sent to the to the Company, by mail, to the address: via Bistolfi 35, 20134, Milan, or by certified electronic mail, to the address: industriedenora@actaliscertymail.it, or to the e-mail: simona.antonini@denora.com; or, alternatively, to Studio Legale Trevisan & Associati, by post, to the address: Viale Majno n. 45, 20122 – Milan - Italy, or by certified e-mail to: rappresentante-designato@pec.it, or by e-mail, at the address: rappresentante-designato@trevisanlaw.it (Ref. "*Proxy Shareholders' Meeting INDUSTRIE DE NORA 2023*"), by 12:00 a.m. on April 27, 2023.

Signature (legible and in full)

_____ in the name and on behalf of each of my delegating.

N.B. For any clarifications on the granting of the proxy (and in particular concerning the filling in of the proxy form and voting instructions and their transmission) shareholders entitled to participate at the Shareholders' Meeting may contact the Appointed Representative, at the addresses indicated above and/or at the toll-free number: 800134679 (during working days and working hours).

INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

Note that, pursuant to articles 13 and 14 of Regulation (EU) 2016/679 (hereinafter also referred to as “**GDPR**”), the data contained in the proxy form will be processed by Studio Legale Trevisan & Associati (hereinafter also referred to as “**Data Controller**” or the “**Controller**”) for the purposes of managing the proxy for operations at the shareholders’ meeting, in compliance with current legislation on personal data protection.

This data may also come into the possession of collaborators of the Data Controller specifically authorised to process it, as Managers or Persons in Charge, to pursue the purposes mentioned above: this data may be disclosed to specific subjects in order to fulfil a legal obligation, regulation or EU legislation, or on the basis of instructions issued by Authorities with the power to do so by law, or by supervisory and control bodies. In order to pursue the aforementioned purposes, the Data Controller may need to disclose your personal data to third parties such as, for example Studio Legale Trevisan & Associati and/or the Company.

Consent is mandatory; without consent to process the data the representative will not be allowed to participate in the Shareholders’ Meeting.

The Data Controller is Studio Legale Trevisan & Associati, with offices in Viale Majno 45, 20122 - Milan.

The Data Controller can be contacted using the details below:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 - Milan;
- +39028051133 / +3902877307.

The personal data processing shall be performed, in compliance with the provisions of the GDPR, using paper, digital and electronic means, with the sole aim of strictly pursuing the purposes indicated and, in any case, with methods suitable for ensuring its security and confidentiality in compliance with the provisions of article 32 of the GDPR. Your personal data will be processed for the time necessary to fulfil the processing purposes described above, at the end of which it shall be retained, where necessary, for the period of time laid down by current regulations.

The data subject is entitled to exercise the rights set out in articles 15 to 21 of the GDPR, that is to know, at any time, which of its data the Company is in possession of, its origin and how it is used, and to ask for it to be updated, corrected, supplemented or erased, blocked or for its portability or to object to it being processed by contacting the data controller at the details given above.

The data subject is entitled to revoke consent and to lodge a complaint with the Data Protection Authority for the protection of personal data, Piazza Venezia no. 11, 00187, Rome (RM).

The rights set out above may be exercised, with respect to the Data Controller, by contacting the references given at the start of this information notice.

As the Data Subject, you are entitled to exercise your rights free of charge pursuant to article 12 of the GDPR. Nevertheless, in the case of manifestly unfounded or excessive requests, also on account of their repetitiveness, the Data Controller may charge you a reasonable amount for the administrative costs incurred to handle your request, or reasonably refuse to satisfy the said request.

Place, Date.....

Signature.....