

FORM ¹

I, the undersigned

 Name/Company Name - Surname and First Name

Tax	code	Date of birth	Place of birth	Place of birth
Address of residence/registered office			Municipality	Prov.
Telephone			E-mail	

Entitled to vote with no. _____ **INDUSTRIE DE NORA S.p.A. ("Company" or "INDUSTRIE DE NORA")** as²

- ☐ **direct owner of the shares**
☐ legal representative of _____
☐ attorney with power of sub-delegation ☐ pledgee
☐ bearer ☐ usufructuary ☐ custodian ☐ manager
☐ other (specify) _____

as per:

- (i) **Copy of the accreditation certificate issued by your bank or intermediary**
 (ii) **Copy of identity card or equivalent document**

DELEGATIO

Io Studio Legale Trevisan & Associati, con sede in Milano, Viale Majno n. 45, nella persona dell'Avv. Dario Trevisan, nato a Milano il 4.05.1964 (C.F. TRVDRA64E04F205I), che potrà farsi, a sua volta, sostituire dall'Avv. Camilla Clerici nata a Genova il 19.01.1973 (C.F. CLRCLL73A59D969J), o dall'Avv. Giulio Tonelli born in La Spezia on 27/02/1979 (C.F. TNLGLI79B27E463Q), or by Avv. Alessia Giacomazzi born in Castelfranco Veneto (TV) on 05/09/1985 (C.F. GCMLSS85P45C111T), or by Avv. Gaetano Faconda born in Trani (BT) on 02/10/1985 (C.F. FCNGTN85R02L328O), or Avv. Valeria Proli born in Novara on 24/10/1984 (C.F. PRLVLR84R64F952S), or Dott.ssa Raffaella Cortellino born in Barletta (BT) on 04/06/1989 (C.F. CRTRFL89H44A669V), or Avv. Andrea Ferrero born in Turin on 05/05/1987 (C.F. FRRNDR87E05L219F), or Dott. Marco Esposito born in Monza on 30/08/1992 (C.F. SPSMRC92M30F704H), or by Dr Martina Ranzani born in Garbagnate Milanese (MI) on 02/04/1998 (C.F. RNZMTN98D42D912C), or by Avv. Serena Larghi born in Varese (VA) on 27.11.1992 (C.F. LRGSRN92S67L682Q), or by Avv. Paolo Preda, born in Milan on 3 January 1981 (C.F. PRDPLA81A03F205T), all domiciled, for the purposes of this proxy, at Studio Legale Trevisan & Associati, Viale Majno n. 45, 20122 - Milan,

to represent him/her for all shares for which he/she is/are entitled to vote at the Ordinary General Meeting of Shareholders of:

INDUSTRIE DE NORA convened

for **29 April 2025**, at **10.00 a.m.**, in a single call,

which shall be deemed to be held at the offices of the Company, Via Leonardo Bistolfi no. 35, 20134 Milan (MI),

granting him/her the necessary powers to exercise voting rights in his/her name and on his/her behalf in accordance with the instructions given.

¹ Each person entitled to participate in the Shareholders' Meeting **must be represented by means of a written proxy or sub-delegation** in accordance with the applicable provisions of law, with the option of using, for this purpose, this Proxy Form available on the Company's *website* at www.denora.com, in the section "*Governance - Shareholders' Meetings*". **The proxy, together with the annexes, must be delivered to the Company, by mail, to the address: via Bistolfi 35, 20134 Milan, or by certified e-mail, to the address: industriedenora@actaliscertymail.it, or to the e-mail address: segreteria.societaria@denora.com; or, alternatively, to Studio Legale Trevisan & Associati, by mail, to the address: Viale Majno n. 45, 20122 - Milan - Italy , or by means of certified e-mail, at the address: : rappresentante-designato@pec.it, or by e-mail, at the address: rappresentante-designato@trevisanlaw.it (Ref. "*Proxy Meeting INDUSTRIE DE NORA April 2025*") , by 12:00 noon on 28 April 2025.**

² Specify the capacity of the signatory of the proxy and attach, in the case of a legal entity, documentation proving signatory powers.

Studio Legale Trevisan & Associati 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 in place and, in any case, for all legal purposes, it expressly declares that, should unknown circumstances arise, or should the proposals submitted to the Shareholders' Meeting be amended or supplemented, it and/or its substitutes shall not express a vote other than that indicated in the instructions.

Place and Date

Signature (legible and in full)

Voting Instructions:
(Section containing information for the Delegate - tick the box)

I, the undersigned Mr/Mrs.

_____ (insert name of delegate)

or if legal person alternatively

The (name Entity/Company)

_____ (vedi sopra)

expressly authorises the Delegate and Substitutes to vote in accordance with the following voting instructions at the Shareholders' Meeting of **INDUSTRIE DE NORA**, convened: on **29 April 2025**, at **10:00 a.m.**, in a single call, which shall be deemed to be held at the Company's offices at 35 Via Leonardo Bistolfi, 20134 Milan (MI).

<i>0.1. Financial Statements as at 31 December 2024 and proposal for allocation of profit for the year and distribution of dividend:</i>			
<i>1.1 Approval of the Financial Statements as at 31 December 2024, accompanied by the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024, accompanied by the Management Report (including the Sustainability Report);</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
<i>1.2 resolutions concerning the appropriation of profit for the financial year 2024 and distribution of dividends.</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
<i>0.2. Appointment of the Board of Directors:</i>			
<i>2.1 Determination of the number of members of the Board of Directors;</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
<i>2.2 Determination of the term of office of Directors;</i>	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
<i>2.3 Appointment of Directors;</i>	<input type="checkbox"/> In favour of list no. ... and/or submitted by	<input type="checkbox"/> Against all lists	<input type="checkbox"/> Abstained on all lists

		
2.4 Appointment of the Chairman of the Board of Directors	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
2.5 Determination of the Directors' total remuneration.	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
0.3. Appointment of the Board of Auditors:			
3.1 Appointment of Statutory Auditors and Alternate Auditors;	<input type="checkbox"/> In favour of list no. ... and/or submitted by	<input type="checkbox"/> Against all lists	<input type="checkbox"/> Abstained on all lists
3.2 Appointment of the Chairman of the Board of Statutory Auditors;³	<input type="checkbox"/> In favour of list no. ... and/or submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
3.3 Determination of the remuneration of the members of the Board of	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
0.4. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 24 February 1998 and Article 84-quater of CONSOB Regulation No. 11971/1999:			
4.1 Binding resolution on the first section of the Report on remuneration policy pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58 of 24 February 1998;	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
4.2 Non-binding resolutions on the second section of the Report on remuneration paid pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998.	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained
0.5. Adoption of the "Performance Shares Plan 2025-2027", pursuant to Article 114-bis of Legislative Decree No. 58/1998; related and consequent resolutions.	<input type="checkbox"/> In favour of the proposal submitted by	<input type="checkbox"/> Contrary	<input type="checkbox"/> Abstained

³ Pursuant to the provisions of Article 148, paragraph 2-bis, of Legislative Decree No. 58 of 24 February 1998 and Article 24.2, letter (b), of the Articles of Association, the Shareholders' Meeting appoints as Chairman of the Board of Statutory Auditors the Statutory Auditor drawn "from the list that came second by number of votes obtained and that is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes".

		
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Plac_____, Date_____

Signature (legible in full)

LIABILITY ACTION

In the event of a vote on the liability action proposed pursuant to Section 2393(2) of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Appointed Representative to vote in accordance with the following:

☐ IN FAVOR

☐ AGAINST

☐ ABSTAIN

.....,

Signature.....

The following documents

- a) **delegation;**
- b) **voting instructions;**
- c) **copy of the delegate's identity card or equivalent document;**
- d) **in the case of a legal entity, a copy of an identity document, currently valid, of the legal representative *pro tempore*, or of another person with the appropriate powers, together with appropriate documentation attesting to their qualification and powers (copy of chamber of commerce certificate or similar);**
- e) **copy of the accreditation certificate issued by your bank or intermediary**

must be delivered to the Company, by mail, to the address: via Bistolfi 35, 20134, Milan - Italy, or by certified electronic mail, to the address: industriedenora@actaliscertymail.it, or by e-mail: segreteria.societaria@denora.com; or, alternatively, to Studio Legale Trevisan & Associati, by mail, to the address Viale Majno n. 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 Meeting INDUSTRIE DE NORA April 2025*"), by 12:00 noon on 28 April 2025.

N.B. For any clarifications concerning the granting of proxy (and, in particular, concerning the completion of the Proxy Form and Voting Instructions and their transmission), shareholders entitled to participate in the Shareholders' Meeting may contact the Designated Representative, at the addresses indicated above, and/or at the toll-free number: 800134679 (during working days and hours).

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

We would like to remind you, pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 (hereinafter also "**GDPR**"), that the data contained in the proxy form will be processed by Studio Legale Trevisan & Associati (hereinafter also the "**Data Controller**" or the "**Data Controller**") for the purpose of managing the proxy for the Shareholders' Meeting operations, in compliance with the applicable data protection legislation.

The same data may be disclosed to collaborators of the Data Controller specifically authorised to process them, in their capacity as Data Processors or Persons in charge of Processing, for the pursuit of the aforementioned purposes: such data may be communicated to specific parties in fulfilment of a legal obligation, regulation or EU legislation, or on the basis of provisions issued by Authorities authorised to do so by law or by supervisory and control bodies. The Data Controller, moreover, for the pursuit of the aforementioned purposes, may need to communicate your personal data to third parties such as, for example, Studio Legale Trevisan & Associati and/or the Company.

Consent is mandatory; without consent to the processing of data, it will not be possible for the delegate to attend the Assembly.

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

The owner can be contacted at the following addresses:

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

Personal data will be processed, in compliance with the provisions of the GDPR, by means of paper, computer and telematic tools, with logic strictly related to the purposes indicated and, in any case, in such a way as to guarantee security and confidentiality in accordance with the provisions of Article 32 GDPR. Your personal data will be processed for the time necessary to fulfil the purposes of the processing described above, at the end of which it will be stored, where necessary, for the period of time prescribed by the regulations in force.

The data subject has the right to exercise the rights set out in Articles 15 to 21 of the GDPR, i.e. to know, at any time, what data is held on him/her at the Company, its origin and how it is used, to ask for it to be updated, corrected, supplemented or deleted, blocked, to be transferred or to object to its processing by contacting the above-mentioned addresses.

You also have the right to withdraw your consent and to lodge a complaint with the Italian Data Protection Authority, Piazza Venezia 11, 00187, Rome (RM).

The aforementioned rights may be exercised, vis-à-vis the Controller, by contacting the references indicated at the beginning of this notice.

The exercise of your rights as a Data Subject is free of charge pursuant to Article 12 of the GDPR. However, in the case of requests that are manifestly unfounded or excessive, including due to their repetitiveness, the Data Controller may charge you a reasonable expense contribution, in light of the administrative costs incurred in handling your request, or reasonably deny satisfaction of your request.

Place, Date.....

Signature.....