

# Cembre S.p.A. – Ordinary Shareholders' Meeting April 29<sup>th</sup>, 2024 (first call) – April 30<sup>th</sup>, 2024 (second call)

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17<sup>th</sup>, 2020

Pursuant to art. 106 Law Decree approved by the Italian Council of Ministers on March 16<sup>th</sup>, 2020 and published on Italian Gazzetta Ufficiale on March the 17<sup>th</sup>, 2020 converted into Law no. 27 of 24 April 2020, as previously modified and as stated in the notice of call of Cembre S.p.A. Shareholders' Meeting on April 29<sup>th</sup>, 2024 (first call) – April 30<sup>th</sup>, 2024 (second call), published on March 18<sup>th</sup>, 2024, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 02 46776815 - 14 from 9:00 a.m. to 6.00 p.m. from Monday to Friday or by e-mail to [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

## PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

### \* mandatory information

The undersigned \* ..... Place of birth \* ..... Date of birth\* .....  
Tax code \* .....  
Resident in (town/city) \* ..... at (street / address) \* .....  
telephone no \* ..... e-mail .....

(2) entitled to exercise the voting right at **April 18, 2024 (Record Date)** as: ☐ registered share holder - ☐ legal representative – ☐ attorney/proxy holder with authority to sub-delegate  
☐ pledgee – ☐ Taker in - ☐ beneficiary interest holder - ☐ official receiver– ☐ manager –  
☐ other (specify) .....  
for no\* ..... of ordinary shares **Cembre S.p.A.** (ISIN IT0001128047)

(3) registered in the name of ..... Place of birth \* .....

Date of birth \* ..... TAX Code .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no. .... At ..... Bank Code (ABI) ..... Branch Code (CAB) .....

(5) as resulting from communication no. ... Made by (Bank) .....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE
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 pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

**VOTING INSTRUCTION**

**WARNING**

*This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders; in this event, the voting instruction will be dispatched, including the new proposals, in line with the notice of call.*

The undersigned (7)

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTION
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**ORDINARY SESSION**

(0010)	1. Approval of the financial statements at December 31, 2023, based on prior examination of the Board of Directors’ report on operations, the report of the Board of Statutory Auditors and the Independent Auditors’ Report. Presentation of the Consolidated Financial Statements of the Cembre Group at December 31, 2023.	
Section A – vote for resolution proposed by the Board of Directors (9)		F   C   A

(0020)	2. Allocation of profit for the year and dividend distribution.	
Section A – vote for resolution proposed by the Board of Directors (9)		F   C   A

(0030)	3. Report on Remuneration Policy and compensation paid: approval of the remuneration policy (“first section”) pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998.	
Section A – vote for resolution proposed by the Board of Directors (9)		F   C   A

(0040)	4. Report on Remuneration Policy and compensation paid: resolutions on the “second section” of the report, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998.	
Section A – vote for resolution proposed by the Board of Directors (9)		F   C   A

**5. Appointment of the Board of Directors**

<b>(0050)</b>	<b>5.1. Determination of the number of members</b>				
<b>Section C</b>					
<b>C2</b> – vote for resolution proposed by holder of majority/relevant interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			
<b>C3</b> – vote for resolution proposed by holder of minority interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			

<b>(0060)</b>	<b>5.2. Determination of the term of office.</b>				
<b>Section C</b>					
<b>C2</b> – vote for resolution proposed by holder of majority/relevant interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			
<b>C3</b> – vote for resolution proposed by holder of minority interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			

<b>(0070)</b>	<b>5.3. Appointment of members.</b>				
<b>Section A</b> – vote <b>For</b> the list (motion) with the number to be fill in the side box or vote <b>Contrary/Abstention</b> to all lists (motions) <b>(12)</b>		<table border="1"><tr><td>N....</td><td>C</td><td>A</td></tr></table>	N....	C	A
N....	C	A			

<b>(0080)</b>	<b>5.4. Determination of compensation.</b>				
<b>Section C</b>					
<b>C2</b> – vote for resolution proposed by holder of majority/relevant interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			
<b>C3</b> – vote for resolution proposed by holder of minority interest <b>(11)</b>		<table border="1"><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A			

**6. Appointment of the Board of Statutory Auditors**

<b>(0090)</b>	<b>6.1. Appointment of members.</b>				
<b>Section A</b> – vote <b>For</b> the list (motion) with the number to be fill in the side box or vote <b>Contrary/Abstention</b> to all lists (motions) <b>(12)</b>		<table border="1"><tr><td>N....</td><td>C</td><td>A</td></tr></table>	N....	C	A
N....	C	A			

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<b>(0100)</b>	<b>6.2. Appointment of the Chairman.</b> <i>(Voting shall take place if only one list is submitted)</i>			
<b>Section C</b>				
<b>C2</b> – vote for resolution proposed by holder of majority/relevant interest <b>(11)</b>		F	C	A
<b>C3</b> – vote for resolution proposed by holder of minority interest <b>(11)</b>		F	C	A

<b>(0110)</b>	<b>6.3. Determination of compensation.</b>			
<b>Section C</b>				
<b>C2</b> – vote for resolution proposed by holder of majority/relevant interest <b>(11)</b>		F	C	A
<b>C3</b> – vote for resolution proposed by holder of minority interest <b>(11)</b>		F	C	A

<b>(0120)</b>	<b>7. Authorisation to purchase and dispose of own shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 58/1998 and the associated implementing provisions, based on prior revocation of the authorisation conferred by the Ordinary Shareholders’ Meeting on April 27, 2023 for the part not executed.</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>		F	C	A

<b>Derivative action against Directors</b>				
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>		F	C	A

DATE

SIGNATURE

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**Instructions for filling in and submitting the form**

*This form could be updated and integrated if the Company receives requests for integrations or proposals pursuant to art. 126-bis of the TUF (where applicable) or individual resolution proposals relating to the items on the agenda, as provided in the notice of call of the Shareholders' Meeting, respectively, in the paragraphs "Right to request additions to the agenda and present new resolution proposals" and "Right to submit individual resolution proposals before the Shareholders' Meeting".*

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **April 28<sup>th</sup>, 2024, h. 12:00 in case of first call and April 29<sup>th</sup>, 2024, h. 12:00 in case of second call**, using one of the following methods:
  - 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders:** as an attachment document (PDF format) sent to [ufficiomilano@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.it). In this case the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in 19, Lorenzo Mascheroni Street, 20145 Milan (MI), Italy;

**The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website "[www.cembre.com](http://www.cembre.com)" ("Investor Relations" section)".
9. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

*The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).*
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore, the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.
12. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

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**pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17<sup>th</sup>, 2020**

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**INFORMATION ON PERSONAL DATA PROCESSING**  
Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy>.

Computershare S.p.A.