

Cembre S.p.A. – Ordinary and Extraordinary Shareholders' Meeting December 16th, 2024 (first call) – December 17th, 2024 (second call)

Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting

Cembre S.p.A. (the Company) has appointed Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and to article 106 of Law Decree on March, 17th 2020 n. 18, converted, with amendments, by Law No. 27/2020 and most recently extended by Article 11 of Law No. 21/2024, to collect proxies for the Ordinary and Extraordinary Shareholders' Meeting convened on **December 16th, 2024 (first call) and, if necessary, on December 17th, 2024 (second call)**, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website www.cembre.com ("*Investor Relations*" section).

The proxy and voting instructions, to be conferred by **December 12th, 2024**, in case of first call and **December 13th, 2024**, in case of second call, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

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 **12/05/2024 (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 the above Appointed Representative to attend and vote at 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 right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.
- the proxy 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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NOTE: It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website www.cembre.com ("*Investor Relations*" section). Voting instruction form can be requested by phone at no. +39 02 46776815 - +39 02 46776814.

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VOTING INSTRUCTIONS

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.

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned (7)

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

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS
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EXTRAORDINARY SESSION

1. Amendments to Articles 4 ("Duration"), 12 ("Convocation"), 13 ("Conduct of Meetings"), 15 ("Composition"), 16 ("Chair, Vice-Chair, Delegated Bodies and Executive in Charge"), 17 ("Board Meetings"), 22 ("Composition, Meetings and Resolutions of the Board of Statutory Auditors"), 23 ("Appointment and Termination") of the Articles of Association; related and consequent resolutions.

(0010)	1.1 Proposal to introduce the possibility of holding meetings by exclusive participation through the so-called "Designated Representative" (amendment of Article 12, paragraph 10); inherent and consequent resolutions.				
Section A – vote for resolution proposed by the Board of Directors (9)		<table><tr><td style="width: 33.33%; text-align: center;">F</td><td style="width: 33.33%; text-align: center;">C</td><td style="width: 33.33%; text-align: center;">A</td></tr></table>	F	C	A
F	C	A			

(0020)	1.2 Other amendments to the articles of association (amendment of Articles 4, 12, paragraphs 1, 5 and 6, 13, 15, 16, 17, 22 and 23 of the articles of association); related and consequent resolutions.				
Section A – vote for resolution proposed by the Board of Directors (9)		<table><tr><td style="width: 33.33%; text-align: center;">F</td><td style="width: 33.33%; text-align: center;">C</td><td style="width: 33.33%; text-align: center;">A</td></tr></table>	F	C	A
F	C	A			

ORDINARY SESSION

(0030)	1. Amendment of the Rules of Procedure of the General Assembly. Related and consequent resolutions.				
Section A – vote for resolution proposed by the Board of Directors (9)		<table><tr><td style="width: 33.33%; text-align: center;">F</td><td style="width: 33.33%; text-align: center;">C</td><td style="width: 33.33%; text-align: center;">A</td></tr></table>	F	C	A
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 **December 12th, 2024**, in case of first call and **December 13th, 2024**, in case of second call one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it. in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder (Ref Cembre Shareholders Meeting 2024);
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to ufficiomilano@pecserviziottoli.it. in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder (Ref Cembre Shareholders Meeting 2024);
 - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it. (Ref Cembre Shareholders Meeting 2024) 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, as soon as possible;

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. Pursuant to 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 due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. 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 ("Investor Relations" section)".

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).

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the 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 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, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, 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 of 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 conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and 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

(Appointed representative of a listed company)

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 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 no 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 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.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

- 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 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-bis.
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.

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3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on 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 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 fail 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

Law-Decree nr. 18 on March 17th, 2020

Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)

- [...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

LAW n. 21 of 5 March 2024

Article 11

(Conduct of Shareholders' Meetings of Listed Public Limited Companies)

1. The following is inserted after Article 135-undecies of the Consolidated Act referred to in Legislative Decree No 58 of 24 February 1998 «Art. 135-undecies.1 1. The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or sub-proxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4.
2. Submission of resolution proposals at a shareholders' meeting is not allowed. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting's agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimization to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-sexies.
3. The right to ask questions referred to in Article 127-ter is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.
4. Paragraph 1 is also applied to the companies admitted to trading in a multilateral negotiation system.
2. The deadline referred to in Article 106(7) of Decree-Law 17 March 2020, No. 18, converted, with amendments, by Law 24 April 2020, No. 27, relating to the holding of the meetings of companies and entities, is postponed to 31 December 2024.».

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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 to 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. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.