

**Eni S.p.A.**

Ordinary Shareholders' Meeting

called for 12 May 2021 at 10:00 a.m., on single call

in Rome, Piazzale Enrico Mattei, 1

**FORM FOR GRANTING A SUB-PROXY TO THE SHAREHOLDERS'  
REPRESENTATIVE  
STUDIO LEGALE TREVISAN & ASSOCIATI <sup>1</sup>**

pursuant to Article 135-novies of the Consolidated Law on Finance (Legislative Decree 58/98)

The undersigned

\_\_\_\_\_  
*Company name – Surname and name*

\_\_\_\_\_  
*Tax ID no.*

\_\_\_\_\_  
*Date of birth..... Place of birth*

\_\_\_\_\_  
*Province of birth*

\_\_\_\_\_  
*Address of residence/registered office  
Province*

\_\_\_\_\_  
*Municipality*

\_\_\_\_\_  
*Telephone no.*

\_\_\_\_\_  
*E-mail address*

entitled to vote \_\_\_\_\_ordinary Eni S.p.A. shares in the capacity of proxyholder for  
no. \_\_\_\_\_voting Shareholders, as per **copy of proxies granted by each entitled Shareholder,**

**Declaring, under his own responsibility, the compliance of the proxy form to the original and the  
identity of the delegating parties, in name of and on behalf of the same.**

**SUB-DELEGATES**

**Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno 45, in the person of Dario  
Trevisan, attorney, born in Milan on 4 May 1964 (Tax ID no. TRVDRA64E04F205I), who may be replaced by  
Camilla Clerici, attorney, born in Genoa on 19 January 1973 (Tax ID no. CLRCLL73A59D969J), or by Giulio Tonelli, attorney,**

<sup>1</sup> All persons entitled to participate in the Shareholders' meeting **must be represented by way of a written proxy or sub-proxy** in accordance with applicable law and for this purpose may use this sub-proxy form available on the Company's website at [www.eni.com](http://www.eni.com), in the section "2021 Shareholders' Meeting". **Sub-proxies, with attachments, should be received by 12 noon on 11 May 2021 at Studio Legale Trevisan & Associati by post at the address Viale Majno n. 45, 20122 – Milan - Italy or by certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or to the e-mail address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it). For organisational reasons, proxy, with attachments, should also be notified to the Company, without voting instructions, by certified e-mail at the following address: [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) through the appropriate section of the Company's website dedicated to the Shareholders' Meeting, in accordance with the procedures specified therein.**

born in La Spezia on 27 February 1979 (Tax ID no. TNLGLI79B27E463Q), or by Valeria Proli, attorney, born in Novara on 24 October 1984 (Tax ID no. PRLVLR84R64F952S), or by Raffaella Cortellino, born in Barletta (BA) on 4 June 1989 (Tax ID no. CRTRFL89H44A669V), or by Andrea Ferrero, attorney, born in Torino on 5 May 1987 (Tax ID no. FRRNDR87E05L219F), or by Tania Scatamacchia born in Melfi (PZ) on 28 February 1987 (Tax ID no. SCTTNA87B68F104C), or by Beatrice Maria Mero born in Milan on 22 June 1987 (Tax ID no. MREBRC87H62F205C), or by Marco Esposito born in Monza on 30 August 1992 (Tax ID no. SPSMRC92M30F704H), or by Chiara Bevilacqua born in Valdagno (VI) on 03 February 1976 (Tax ID no. BVLCHR76B43L551U), or by Cristina Sofia Barracchia born in Trani (BT) on 05 February 1991 (Tax ID no. BRRCST91B45L328G), all domiciled for the purposes of this proxy at Studio Legale Trevisan & Associati, Viale Majno n. 45, 20122 – Milan (hereinafter, individually or collectively, the “Sub-Proxyholder”) to **represent me/us** for all the shares for which I/we have voting rights in the Shareholders’ Meeting of Eni S.p.A. called in Rome, Piazzale Enrico Mattei, 1, for 13 May 2020, at 10:00 a.m., on single call, granting him/her the powers necessary to exercise the voting rights in my name and on my behalf in conformity with the instructions given.

*Studio Legale Trevisan & Associati, declares not to have any interest on our own behalf in respect of the proposed resolutions. Nevertheless, in view of the contractual relationship with the Company, for all statutory purposes expressly declares that if unknown circumstances should arise or changes or additions made to the items submitted to the Shareholders Meeting, he and/or his replacements will not vote differently from the voting instructions received.*

The undersigned **DECLARES** that he/she is aware:

- (i) of the fact that the proxy may contain voting instructions for only some of the proposed resolutions on the agenda and that, in this case, the vote shall be exercised only for those proposals for which voting instructions are given;
- (ii) of the fact that in any case the shares for which the proxy has been granted, even partially, are calculated for the purposes of determining the due constitution of the meeting and, in relation to proposals for which no voting instructions have been conferred, the shares are not counted in the calculation of the majority and the share of capital required for the approval of the resolutions;
- (iii) of the fact that the validity of the proxy form is subject to receipt by Eni S.p.A. of the notice of the authorised intermediary, at the request of the person entitled.

Place and date

Signature<sup>2</sup> (legible and complete)

**Attachments:**

- a) **Copy of the credit certification issued by bank or intermediary;**
- b) **Copy of ID card or equivalent document of the proxyholder granting the sub-proxy and, in the case of a legal person, documentation demonstrating signature powers;**
- c) **Copy of proxies granted by each entitled Shareholder and subject to sub-proxy.**

**The following documents**

- a) **Sub-Proxy**
- b) **Copy of the credit certification issued by bank or intermediary**
- c) **Copy of ID card or equivalent document and, in the case of a legal person, documentation demonstrating signature powers**
- d) **Voting instructions**

<sup>2</sup> In the case of a legal person, indicate the appropriate stamp.

should be delivered by 12 noon on 11 May 2020 to Studio Legale Trevisan & Associati by post at the address Viale Majno n. 45, 20122 – Milan - Italy or by certified e-mail to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or to the e-mail address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

For organisational reasons, the proxies and sub-proxies, without voting instructions, should also be delivered to the Company by 12 noon on 11 May 2021 a) by certified e-mail to [corporate\\_sesocorp@pec.eni.com](mailto:corporate_sesocorp@pec.eni.com) or b) using the section of the Company's website dedicated to the Shareholders' Meeting, in accordance with the procedures indicated therein.

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**VOTING  
INSTRUCTIONS**

*(Information for the proxyholder – check the appropriate box)*

Mr./Mrs./Ms.

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*(insert name of person granting proxy or, if more than one, please attach list of the persons granting proxy voting in the same way for all proxies granted to the proxyholder who will subscribe this form on behalf of them)*

*or in the case of a legal person*

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*(insert name of company/entity granting proxy) (see above)*

**AUTHORISES**

the Sub-Proxyholder<sup>3</sup> and Substitutes to vote in accordance with the voting instructions for the Shareholders' Meeting of **Eni S.p.A.** ISIN IT0003132476 called in Rome, Piazzale Enrico Mattei, 1, for **12 May 2021** at **10:00 a.m.**, on single call.

**DECLARES**

that he/she is aware:

- (i) of the fact that the proxy may contain voting instructions for only some of the proposed resolutions on the agenda and that, in this case, the vote shall be exercised only for those proposals for which voting instructions are given;
- (ii) of the fact that in any case the shares for which the proxy has been granted, even partially, are calculated for the purposes of determining the due constitution of the meeting and, in relation to proposals for which no voting instructions have been conferred, the shares are not counted in the calculation of the majority and the share of capital required for the approval of the resolutions;
- (iii) of the fact that the validity of the proxy form is subject to receipt by Eni S.p.A. of the notice of the authorised intermediary, at the request of the entitled person.

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<sup>3</sup> Note that the person granting the proxy may participate in the Shareholders' Meeting and exercise the right to vote exclusively through the Shareholders' Representative, Studio Legale Trevisan & Associati, as indicated above, only if the Company has received the notice of the authorised intermediary referred to in Article 83-sexies of Legislative Decree 58/1998.

**Space for the individual items and any other instructions**

**(Note that if the shareholder intends to submit proposals transmitted in advance to the Company in accordance with the instructions in the notice calling the Shareholders' Meeting, those proposals must be included here, in full or by referring to the proposals already submitted in advance, as long as the reference is unambiguous.)**

A large, empty rectangular box with a thin black border, intended for shareholders to provide individual items and instructions for a Shareholders' Meeting. The box is currently blank.

	A. PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THOSE INDICATED IN COLUMN A (EVEN IF ONLY AMENDED)
<p><i>I. Eni S.p.A. financial statements at December 31, 2020. Related resolutions. Eni consolidated financial statements at December 31, 2020. Reports of the Directors, of the Board of Statutory Auditors and of the Audit Firm.</i></p>	<p style="text-align: center;"><i>For</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Against</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Abstain</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p><i>For:</i></p> <p>- shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p><i>Against:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p><i>Abstain:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy.

	A. PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THOSE INDICATED IN COLUMN A (EVEN IF ONLY AMENDED)
2. Allocation of net profit.	<p style="text-align: center;"><i>For</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Against</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Abstain</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p><i>For:</i></p> <p>- shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p><i>Against:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p><i>Abstain:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy.

	A. PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THOSE INDICATED IN COLUMN A (EVEN IF ONLY AMENDED)
3. Payment of the 2021 interim dividend by distribution of the available reserve	<p style="text-align: center;"><i>For</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Against</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Abstain</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p><i>For:</i></p> <p>- shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p><i>Against:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p><i>Abstain:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy.



	A. PROPOSAL PRESENTED BY THE SHAREHOLDER *			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THAT INDICATED IN COLUMN A
	..... (name of shareholder)			
6. Appointment of a standing Statutory Auditor, to restore full membership of the Board of Statutory Auditors	For	Against	Abstain	For:
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	- shareholder(s) proposal *..... <input type="checkbox"/> - all <input type="checkbox"/>
				Against:
				-shareholder(s) proposal *..... <input type="checkbox"/> -all <input type="checkbox"/>
				Abstain:
				-shareholder(s) proposal *..... <input type="checkbox"/> - all <input type="checkbox"/>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy

	A. PROPOSAL PRESENTED BY THE SHAREHOLDER*			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THAT INDICATED IN COLUMN A
	..... (name of shareholder)			
5. Appointment of an alternate Statutory Auditor, to restore full membership of the Board of Statutory Auditors.	For	Against	Abstain	For:
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	- shareholder(s) proposal *..... <input type="checkbox"/>
				- all <input type="checkbox"/>
				Against:
				-shareholder(s) proposal *..... <input type="checkbox"/>
				-all <input type="checkbox"/>
				Abstain:
				-shareholder(s) proposal *..... <input type="checkbox"/>
				- all <input type="checkbox"/>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy

	A. PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THOSE INDICATED IN COLUMN A (EVEN IF ONLY AMENDED)
<p>6. Authorisation to purchase treasury shares; Related and consequent resolutions</p>	<p style="text-align: center;"><i>For</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Against</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Abstain</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p><i>For:</i></p> <p>- shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p><i>Against:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p><i>Abstain:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy

	A. PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS			B. IN THE CASE OF A VOTE ON PROPOSALS OTHER THAN THOSE INDICATED IN COLUMN A (EVEN IF ONLY AMENDED)
7. Report on remuneration paid **	<p style="text-align: center;"><i>For</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Against</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p style="text-align: center;"><i>Abstain</i></p> <p style="text-align: center;"><input type="checkbox"/></p>	<p><i>For:</i></p> <p>- shareholder(s) proposal *..... <input type="checkbox"/></p> <p>- all <input type="checkbox"/></p> <p><i>Against:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p>-all <input type="checkbox"/></p> <p><i>Abstain:</i></p> <p>-shareholder(s) proposal *..... <input type="checkbox"/></p> <p style="text-align: right;">- all <input type="checkbox"/></p>

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy

\*\* Advisory vote

**In the case of any vote on shareholder suits proposed pursuant to Article 2393, second paragraph, of the Civil Code on the occasion of the approval of the financial statements:**

I vote in favour of:

-shareholder(s) proposal \* .....   
-all

I vote against:

-shareholder(s) proposal \* .....   
-all

I abstain on:

-shareholder(s) proposal \* .....   
-all

\* Proposal of the shareholder, whose name must be indicated by the person granting the proxy

Place \_\_\_\_\_, Date \_\_\_\_\_

**The validity of the proxy form is subject to receipt by Eni S.p.A. of the notice of the authorised intermediary, at the request of the person entitled.**

For any clarifications concerning the granting of the proxy (and in particular the completion of the proxy form and the voting instructions and their transmission) shareholders entitled to participate in the Shareholders' Meeting may contact the Shareholders' Representative at the addresses indicated above and or at the toll-free number 800134679 (during business hours), or they can consult the Company's website at [www.eni.com](http://www.eni.com) in the section "2021 Shareholders' Meeting". They may also ask for information by e-mail at [segreteria societaria.azionisti@eni.com](mailto:segreteria societaria.azionisti@eni.com). The Company has also activated the following toll-free numbers: 800 940 924 for calls from Italy and + 800 112 234 56, for calls from outside Italy.

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

We inform 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 “**Controller**”) for the purposes of managing the proxy in the proceedings of the Shareholders’ Meeting, in compliance with applicable legislation on the protection of personal data.

That data may be communicated to associates of the Controller specifically authorised to process them in their capacity as Processors or Persons in Charge, to pursue the above purposes: those data may be communicated to specific persons in compliance with Italian law or regulations or with EU law, or on the basis of measures issued by authorities entitled to do so by law or by supervisory authorities. In order to pursue the above purposes, the Controller may also need to communicate your data to third parties such as, for example, the Company.

Your consent is mandatory. If you do not give your consent to the processing of the data, the proxyholder will not be allowed to participate in the Shareholders’ Meeting.

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

The Controller can be contacted at:

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

The personal data will be processed, in compliance with the provisions of the GDPR, using paper-based procedures, computerised processes and electronic transmission systems based on logical arrangements strictly correlated with the purposes indicated herein and designed to ensure the security and confidentiality of the information in compliance with the provisions of Article 32 of the GDPR. Your personal data will be processed for the time necessary to achieve the purposes of the processing indicated above, following which the data will be stored, where necessary, for the period established by applicable law.

The data subject has the rights referred to in Articles 15 to 21 of the GDPR, i.e. to know at any time which personal data is held by the Company, their origin and how they are being used; to request the updating, rectification, supplementation or erasure, blocking or portability of the data or to object to the processing of the data using the contact information provided above.

The data subject also has the right to revoke consent or file a complaint with the Italian Data Protection Authority, Piazza Venezia 11, 00187, Rome (RM).

The above rights may be exercised with respect to the Controller using the contact information provided above.

The rights of the data subject may be exercised free of charge in accordance with Article 12 of the GDPR. However, in the case of manifestly unfounded or excessive requests, in particular because of their repetitive character, the Controller may charge a reasonable fee taking into account the administrative costs of managing the request, or refuse to act on the request, providing motivation for the refusal.

Place ....., Date.....

## REGULATION

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### **Consolidated Law on Finance (Legislative Decree 58/98)**

#### **Art. 126-bis - Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions**

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, paragraph 3 or article 104, paragraph 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 cooperatives 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 paragraph 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, paragraph 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, paragraph 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, paragraph 3.
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, paragraph 1.
4. Shareholders requesting integration in accordance with paragraph 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, paragraph 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 paragraph 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, paragraph 1.

#### **Article 135-novies - Representation at the shareholders' meeting**

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.
2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.

6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.

7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.

8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

#### **Art. 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.

#### **Art. 2393 Italian Civil Code - Corporate Liability Action**

1. Liability action against the directors shall be promoted by a resolution of the shareholders' meeting, even if the company is being wound up.

2. The resolution concerning the liability of the directors may be adopted during the discussion of the financial statements, even if it is not on the agenda, when it regards facts related to the year to which the financial statements refer.

3. Liability action may also be promoted by a resolution of the Board of Auditors, taken by a majority of two thirds of its members.

4. The action may be brought within five years from when the director leaves office.

5. The resolution to take liability action signifies the removal from office of the directors against whom it is taken, provided it is approved by the affirmative vote of at least one fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.

6. The company may waive the right to take liability action and seek a settlement, provided that the waiver and the settlement are approved by a specific resolution of the shareholders' meeting, and provided that there is no contrary vote of a minority of shareholders representing at least one fifth of the share capital or, in companies which use risk capital, at least one twentieth of the share capital, or the amount specified in the Bylaws for taking liability action pursuant to the first and second subsections of Article 2393-bis.