

## SECO S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of art. 6, D.L. 105/2021 converted with modifications by Law no. 126/21, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

**Declaration of the Appointed Representative** - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

With reference to the **Extraordinary General Meeting of SECO S.p.A.** to be held at the office of Notary Jacopo Sodi, in Via delle Mantellate n. 9, Firenze, 19 November 2021, at 10:00 a.m., **single call**, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.seco.com](http://www.seco.com), in the section "Investor Relations > Corporate Governance" on 18 October 2021 and an abstract, on the newspaper "Milano Finanza" on 19 October, 2021 and having regard to the Reports on the items on the Agenda made available by the Company(s)

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

### PROXY FORM

Complete with the information requested at the bottom of the form (§)

<b>I, the undersigned</b> (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached. .

(\*) Mandatory. (\*\*) It is recommended to fill.

Società per Amministrazioni Fiduciarie SPAFID S.p.A.

**SECO S.p.A.**

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in quality of (tick the box that interests you) (\*)

☐ shareholder with the right to vote

OR IF DIFFERENT FROM THE SHARE HOLDER

☐ legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)☐ pledge ☐ bearer ☐ usufructuary ☐ custodian ☐ manager ☐ other (specify) .....(complete only if  
the shareholder is  
different from the  
proxy signatory)

Name Surname / Denomination (\*)

Born in (\*)

On (\*)

Tax identification code or other identification if foreign (\*)

Registered office / Resident in (\*)

**Related to**

No. (\*) \_\_\_\_\_ shares \_\_\_\_\_ Registered in the securities account (1) n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. \_\_\_\_\_ Supplied by the intermediary: \_\_\_\_\_

(to be filled in with information regarding any further communications relating to deposits)

**DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID")**, with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.**DECLARES**

- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZE** Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

(Place and Date) \*

(Signature) \*

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**VOTING INSTRUCTIONS**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned (3)** *(Personal details)**(indicate the holder of the right to vote only if different -  
name and surname / denomination)*

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Extraordinary General Meeting of SECO to be held on 19 November 2021, in a single call, at 10:00 am, at the office of Notary Jacopo Sodi, in Via delle Mantellate n. 9.

**RESOLUTIONS SUBJECT TO VOTING**

1. Proposal of increasing the share capital in cash, in divisible form, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, for a maximum total amount of Euro 14,999,989.37721, of which a maximum amount of Euro 25, 590.57 (twenty-five thousand five hundred and ninety-five thousand five hundred and ninety-five/57) to be allocated to share capital and a maximum of Euro 14,974,398.80721 (fourteen million nine hundred and seventy-four thousand three hundred and ninety-eight/80721) as a share premium, by means of the issuance of a maximum total No. 2,559,057 new ordinary shares without par value and with the same characteristics as those outstanding on the issue date, at the subscription price of Euro 5.86153 (including share premium) per ordinary share, to be offered for subscription in favor of Afinum Siebte Beteiligungsgesellschaft mbH & Co. KG, Manfred Garz, Matthias Fricke, Ventaurum GmbH, to be paid in cash and also by mean of a compensation. Consequent amendments to Art. 6 of the bylaws and related and consequent resolutions.

Proposal of the Board of Directors

*Tick only one  
box*☐ **In Favour**☐ **Against**☐ **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

*Tick only one box***Modify the instructions** *(express preference)*☐ **confirms the instructions**☐ **revokes the instructions**☐ **In Favour** : \_\_\_\_\_☐ **Against**☐ **Abstain**

2. Proposal to grant the Board of Directors the necessary delegated powers: (i) pursuant to articles 2443 of the Italian Civil Code, to carry out, in one or more tranches, a divisible share capital increase in cash, by issuing ordinary shares having the same characteristics as those outstanding, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, second sentence, of the Italian Civil Code and/or pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be offered, at the Board of Directors' discretion, to persons identified by the Board of Directors, with the power to place shares to qualified investors and/or commercial, financial and/or strategic partners identified from time to time and/or in relation to any transactions involving the contribution in kind; and/or (ii) pursuant to art. 2420-ter, of the Italian Civil Code, to issue convertible notes (with the possibility of conversion, even in advance, at the initiative of the Board of Directors of the Company) and/or mandatory convertible into ordinary shares for a total maximum amount of Euro 200,000,000 (two hundred millions), with a consequent capital increase reserved for the conversion by issuing ordinary shares having the same characteristics of those outstanding, to be offered, at the Board of Directors' discretion, to persons identified by the Board of Directors, with exclusion of pre-emptive right pursuant to article 2441, paragraph 5, of the Italian Civil Code, with the Board retaining the right to place the convertible notes (with the possibility of conversion, even in advance, at the initiative of the Board of Directors of the Company) and/or mandatory convertible to qualified investors and/or commercial, financial and/or strategic partners identified from time to time, provided that the total maximum amount of the cash divisible capital increase, to be carried out in one or more tranches and including any share premium resulting from the issues or conversions referred to in the above items (i) and (ii) be equal to Euro 200,000,000 (two hundred millions). Upon exercising their delegated powers within 5 years of the date of the shareholders resolution, the Board of Directors will have the broadest powers to establish, from time to time, in keeping with the above mentioned limits, the procedures, terms and conditions of the transaction, including the issue price, inclusive of any share premium and/or convertible note premium, (with the possibility of conversion, even in advance, at the initiative of the Board of Directors of the Company) and/or mandatory convertible note with their ordinary shares issue, as well as dividend entitlements. Consequent amendments to Art. 6 of the bylaws and related and consequent resolutions.

Proposal of the Board of Directors

Tick only one  
box☐ In Favour☐ Against☐ Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (express preference)

☐ confirms the instructions☐ revokes the instructions☐ In Favour : \_\_\_\_\_☐ Against☐ Abstain

(Place and Date) \*

(Signature) \*

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

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The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for SECO 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for SECO 2021 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for SECO 2021 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

**INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA**

Pursuant to Regulation EU 2016/679 (hereinafter “**GDPR Regulation**” or “**GDPR**”) and current national legislation on data protection (hereinafter, together with GDPR, “**Privacy Legislation**”), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the “**Company**” or “**the Controller**”) as data controller, is required to an information notice on the use of personal data.

**a) Purpose of the processing and why your personal data is required**

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Appointed Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

**b) Legal ground**

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

**c) Processing logics**

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

**d) Categories of data processed**

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

**e) Communication and dissemination of data**

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at [www.spafid.it](http://www.spafid.it) - "Privacy" section. Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses). Personal data processed by the Company are not subject to dissemination.

**f) Data retention**

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they where processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

**g) Rights of the data subject**

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR). Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: [privacy.emittenti@spafid.it](mailto:privacy.emittenti@spafid.it). The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

**h) Controller and Data Protection Officer**

## SECO S.p.A.

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The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

Società per Amministrazioni Fiduciarie

"SPAFID" S.p.A.

### INFORMATION NOTICE PURSUANT TO ARTICLE 13 OF REGULATION EU 2016/679

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, "**Privacy Legislation**"), SECO S.p.A. with registered office in Arezzo, Via Achille Grandi n. 20 (hereinafter the "**Company**" or "**the Controller**") as data controller, informs you that the personal data provided with this proxy will be processed for the sole purpose of allowing the Company to manage the shareholders' meeting operations and the consequent legal obligations, in compliance with the Privacy Law.

#### I. Purpose of the processing

The purposes of the processing are the following:

- verify the regular constitution of the shareholders' meeting;
- ensure the identity and legitimacy of attendees;
- execute further assembly and corporate fulfillments and obligations (e.g. write the report of the meeting).

#### II. Legal basis for the processing

The legal basis is, therefore, the execution of contractual obligations with the shareholder of SECO (or delegated) and the need to fulfil a legal obligation, pursuant to art. 6, par. 1, lett. c) of the GDPR.

#### III. Processing methods

Your Personal data will be collected on paper and / or computerized media and processed in a manner strictly related to the purposes indicated above and, in any case, in compliance with the provisions of confidentiality and security provided for by the Privacy Legislation.

#### IV. Personal data collected

In accordance with the purposes above, the Company processes:

- identification data (such as name, surname, address, telephone number, e-mail address, date of birth, identity card, tax number, nationality);
- audio recording of the shareholders' meeting.

#### V. Recipients of your personal data

Your personal data may be disclosed to the following categories of parties:

- employees and collaborators specifically authorized to process them;
- specific subjects in fulfillment of an obligation of law, regulation or community legislation;
- institutional entities and public authorities;
- supervisory and control authorities.

#### VI. Transfer of personal data

Your personal data will be processed within the European Union.

**VII. Data retention**

In compliance with the principles of proportionality and necessity, your personal data will be stored together with the documents produced during the Shareholders' meeting, in order to document what is transcribed in the minutes, for a period of time not exceeding the achievement of the purposes for which they are processed, pursuant art. 5, par. 1, lett. e) of the GDPR. The audio recordings used for the exclusive purpose of facilitating the subsequent minutes of the meeting, after the minutes have been completed, will be destroyed.

**VIII. Provision of personal data**

The acquisition of your personal data is mandatory. Failure to provide the data may result in the non-admission to the meeting.

**IX. Rights of the data subject**

At any time, you can have full clarity on the operations that are reported above, and you can exercise the rights recognised pursuant to Articles 15 et seq. of the GDPR. At any time, you can exercise, in the manner and within the limits governed by the above-mentioned legislation:

- right of access (Article 15 of the GDPR);
- right of rectification (Article 16 of the GDPR);
- right to erasure (Article 17 of the GDPR);
- right to restriction of processing (Article 18 of the GDPR);
- right to data portability (Article 20 of the GDPR);
- right to object (Article 21 of the GDPR);
- right not to be subjected to a decision based solely on automated processing, including profiling, which produces legal effects that concern you or which significantly affect you (Article 22 of the GDPR).

You can exercise your rights by writing to the following address: [privacy@seco.com](mailto:privacy@seco.com).

**X. Right to Lodge a Complaint**

Should you believe that the processing of your personal data is carried out in breach of the provisions of current legislation, you have the right to lodge a complaint with the Supervisory Authority, as provided by art. 77 of the GDPR, or to make a claim in the appropriate judicial offices, pursuant to art. 79 del GDPR.

**XI. Application of an automated decision-making technique**

Personal data collected will not be subject to any automated decision-making techniques.