

FINCANTIERI S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Monte dei Paschi di Siena Banking Group entered on the Register of Banking Groups, authorized under Ministerial Decree of 24/11/1941 to carry out trust activities in accordance with Law no. 1966 of 23.11.1939 as amended (hereinafter "Spafid"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies of Legislative Decree 58/1998, of **FINCANTIERI S.p.A.** (hereinafter the "**Company**" or "**FINCANTIERI**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the **Ordinary and Extraordinary Shareholders' Meeting of FINCANTIERI** to be held for **14 May 2026, in single call, at 11:00 a.m.**, in Trieste, at the premises of Sala Piccola Fenice, Via San Francesco 5, as set forth in the notice of the shareholders' meeting published on the Company's website at www.fincantieri.com in the section dealing with this Shareholders' Meeting on 1st April 2026 and, in abridged form, in Italian daily newspaper "Il Sole 24 Ore" on 2nd April 2026.

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 12 May 2026). The proxy and voting instructions may be revoked within the same deadline.

Declaration of the Appointed Representative - Spafid, as Appointed Representative, declares that it has no personal 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.

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, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM (Part 1 of 2)

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

I, the undersigned (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 privacy policy available on the Company's website www.fincantieri.com in the section "Group - Governance and Ethics – Corporate bodies and management - Shareholders' Meeting – Shareholders' Meeting 2026 – Information and Forms."

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

Società per Amministrazioni Fiduciarie SPAFID S.p.A.

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. (*) _____ ordinary shares ISIN IT0005599938	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: _____
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DELEGATES SPAFID S.p.A. 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; and 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.

AUTHORIZES 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) *

FINCANTIERI S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

VOTING INSTRUCTIONS (3) (Part 2 of 2)

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned proxy signatory (4) (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 Ordinary and Extraordinary Shareholders' Meeting of FINCANTIERI to be held in Trieste, at the premises of Sala Piccola Fenice, Via San Francesco 5, on 14 May 2026 at 11:00 a.m., on single call.

RESOLUTIONS SUBJECT TO VOTING

Ordinary Part

1. Approval of the Financial Statements as at 31 December 2025. Presentation of the Consolidated Financial Statements as at 31 December 2025 and of the Sustainability Report as at 31 December 2025, drawn up in accordance with Legislative Decree No. 125 of 6 September 2024. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.

Proposal of the Board of Directors

*Tick only one
box*

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5), I the undersigned

Tick only one box

Modify the instructions (express preference)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour: _____

☐ Against

☐ Abstain

2. Resolutions relating to the allocation of the profit/loss for the year 2025.

Proposal of the Board of Directors

*Tick only one
box*

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

3. Appointment of the Board of Statutory Auditors for the three-year period 2026-2028. Related and consequent resolutions:

3.1 Appointment of three Standing Auditors and three Alternate Auditors.

Shareholders are invited to check the lists of candidates published on the Issuer's website within the legal deadlines.

Indicate the number of the chosen list or against / abstained with reference to all the lists

*Tick only one
box*

☐ **List No.**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

3.2. Appointment of the Chairman of the Board of Statutory Auditors.

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

(Shareholders' name) _____

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

3.3. Determination of the fee of the Standing members of the Board of Statutory Auditors.

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

(Shareholders' name) _____

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

4. Authorization to purchase and dispose of treasury shares after revoking the previous authorization resolved at the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions *(express preference)*

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

5. Amendment of the 2025–2027 Performance Share Plan drawn up in accordance with Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as approved by the Ordinary Shareholders' Meeting of 14 May 2025. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box

☐ **In Favour**

☐ **Against**

☐ **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions *(express preference)*

☐ **confirms the instructions**

☐ **revokes the instructions**

☐ **In Favour** : _____

☐ **Against**

☐ **Abstain**

6. Report on the policy regarding remuneration and fees paid prepared pursuant to Article 123-ter, paragraphs 2, 3 and 4 of Legislative Decree No. 58 of 24 February 1998:

6.1 Binding resolution on the first section on the remuneration policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 1998;

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

6.2 Non-binding resolution on the second section on fees paid pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions (*express preference*)

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain

Extraordinary Part

1. Issuance of a maximum of No. 1,960,000 ordinary shares without par value, having the same characteristics as the outstanding ordinary shares, to service the second cycle of the 2022-2024 Performance Share Plan, to be allocated to employees of the Company and/or its subsidiaries, pursuant to Article 2349 of the Italian Civil Code. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box

☐ In Favour

☐ Against

☐ Abstain

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting **(5)**, I the undersigned

Tick only one box

Modify the instructions *(express preference)*

☐ confirms the instructions

☐ revokes the instructions

☐ In Favour : _____

☐ Against

☐ Abstain



*(Place and Date) **

(Signature) *

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box

☐ 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)

- 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 Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- 3 Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
- 4 Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
- 5 With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choice is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Spafid will abstain on these matters.

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting, i.e. by 11:59 p.m. of 12 May 2026, 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

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (subject line "Proxy for Fincantieri 2026 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 Fincantieri 2026 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: "Proxy for Fincantieri 2026 Shareholders' Meeting").

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 or by phone at the following telephone numbers (+39) 0280687.430 (during office business hours: from 9:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 6:00 p.m.)

Spafid S.p.A. - Information notice pursuant to Articles 13 and 14 of EU Regulation 2016/679 and the national legislation in force on personal data protection

Pursuant to Regulation (EU) 2016/679 (hereinafter, the "GDPR") and the national legislation in force on personal data protection (hereinafter, together with the GDPR, the "Privacy Legislation"), Società per Amministrazioni Fiduciarie "Spafid" S.p.A., headquartered in Milan, Via Filodrammatici 10 (hereinafter, the "Company" or the "Data Controller"), in its capacity as Data Controller, is required to provide this Information Notice regarding the use of personal data.

a) Purpose of processing and mandatory nature of data provision

All personal data are processed, in compliance with legal provisions and confidentiality obligations, for purposes strictly connected and instrumental to the following: (i) purposes strictly connected and instrumental to the performance of contractual obligations, arising from the mandate granted by the Principal (or their representative) to the Designated Representative, concerning representation at the shareholders' meeting and the expression of voting rights. (ii) obligations set out by laws, regulations, or provisions issued by competent Authorities or Supervisory and Control Bodies.

Providing personal data for these purposes is mandatory. Failure to provide the data will make it impossible for the Company to allow the proxy holder to participate in the Shareholders' Meeting.

b) Legal basis

The legal basis for processing is compliance with legal obligations and the performance of contractual obligations.

c) Processing methods

Your personal data will be processed, in compliance with the Privacy Legislation, using paper, electronic, or digital tools, following logic strictly related to the purposes indicated above, and in any case using methods suitable to guarantee their security and confidentiality.

d) Categories of personal data processed

In relation to the purposes described above, the Company processes your personal data, including but not limited to: identification data (e.g., name, surname, address, telephone number, email, date of birth, ID card, tax code, nationality).

e) Data disclosure and dissemination

To pursue the purposes indicated in section a), your personal data will be accessed by Company employees acting as authorized personnel. In addition, your data may be disclosed to: a) other companies within the Group and entities providing support services necessary for the execution of the contract; b) issuers of financial instruments for which the proxy is granted, for the purposes of meeting representation obligations at the shareholders' meeting, expressing voting rights, drafting minutes, and updating the shareholders' register; c) other entities, to comply with obligations under law, regulations, EU rules, or provisions issued by authorities legally entitled to request such data, or by supervisory and control bodies.

The full and updated list of Data Processors is available on the website www.spafid.it, in the "Privacy" section.

Your personal data will be transferred outside the European Union only if an adequacy decision by the European Commission exists or if other adequate safeguards under the Privacy Legislation are in place (including binding corporate rules and standard contractual clauses).

Personal data processed by the Company are not disseminated.

f) Data retention

In compliance with the principles of proportionality and necessity, personal data will be retained in a form that enables identification of the data subjects for no longer than is necessary to achieve the purposes for which they were collected, taking into account:

- the need to retain the personal data to provide the agreed services, as described above;
- the existence of specific legal or contractual obligations requiring the processing and retention of data for certain periods.

The Company adopts reasonable measures to ensure that inaccurate personal data are rectified or deleted.

g) Data subject rights

Data subjects have the right at any time to obtain confirmation of whether their personal data exist, and to know their content and origin, verify their accuracy, or request integration, updating or rectification (Articles 15 and 16 of the GDPR).

They also have the right to request: deletion of data, restriction of processing, withdrawal of consent, data portability, to lodge a complaint with the supervisory authority, and to object on legitimate grounds to the processing (Articles 17 et seq. of the GDPR).

These rights may be exercised by sending a written request, accompanied by a valid identity document, to: privacy_emittenti@spafid.it

The Data Controller, also through designated structures, will handle your request and provide information on the actions taken without undue delay.

h) Data Controller and Data Protection Officer

The Data Controller is: **Società per Amministrazioni Fiduciarie "Spafid" S.p.A.**, Via Filodrammatici 10, Milan.

Spafid has appointed as Data Protection Officer (DPO) the DPO of its parent company, Mediobanca.

The Data Protection Officer may be contacted at:

DPO.mediobanca@mediobanca.com

dpomediobanca@pec.mediobanca.com

Società per Amministrazioni Fiduciarie
"SPAFID" S.p.A.

Information notice on Fincantieri S.p.A. Privacy Policy:

The privacy policy of FINCANTIERI S.p.A. is available on the Company's website www.fincantieri.com in the section "Group - Governance and Ethics – Corporate bodies and management – Shareholders' Meeting – Shareholders' Meeting 2026 – Information and Forms".

Legislative Decree no. 58/1998

Article 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, 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.
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.
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.

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);
 - f) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - g) 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 any 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.

Civil Code

Art. 2393
(Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.