

**TINEXTA S.p.A. – Ordinary and Extraordinary Shareholders' Meeting April 27, 2021 –
Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106,
paragraph 4, Law Decree n. 18 on March, 17th, 2020**

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call of Tinexta S.p.A. Ordinary and Extraordinary Shareholders' Meeting on April 27, 2021, published on March 18, 2021, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficioroma@pecserviziotitoli.it.

Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06 4541 7401 from 9:00 am to 1:00 pm and from 3:00 pm to 6:00 pm, from Monday to Friday or by e-mail to ufficioroma@pecserviziotitoli.it.

PROXY FORM

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

*** mandatory information**

The undersigned * Place of birth * Date of birth*

Tax code *

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

telephone no *, e-mail

(2) entitled to exercise the voting right at **04/16/2021 (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 **Tinexta S.p.A.** (ISIN **IT0005037210**)

(3) registered in the name ofPlace of birth *

Date of birth * TAX Code

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

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

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

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Tinexta S.p.A.** Ordinary and Extraordinary called for **April 27, 2021** with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by **Tinexta S.p.A** before the start of the works of the meeting works

STATES, under his/her own liability, as proxy holder the compliance of the proxy form electronically received from his/her proxy grantor to the original document and the identity of the proxy grantor.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE
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VOTING INSTRUCTION

The undersigned **(7)**

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

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS F (for), C (against), A (abstain)
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ORDINARY SESSION

1. Financial statements of Tinexta S.p.A. at 31 December 2020. Directors’ management report for 2020. Report from the independent auditing firm and the Board of Statutory Auditors. Presentation of the consolidated financial statements at 31 December 2020 and the consolidated non-financial declaration pursuant to Italian Legislative Decree no. 254 of 30 December 2016 relating to the financial year 2020. Related and consequent resolutions.							
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A	
Section B – vote for unknown circumstances (11)			Conf	Rev	F	C	A
2. Allocation of profit for the year. Related and consequent resolutions.							
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A	
Section B – vote for unknown circumstances (11)			Conf	Rev	F	C	A
3. Appointment of the Board of Directors. Related and consequent resolutions:							
3.1. determination of the number of members; (13)							
Section C1 – voting on the proposal submitted by the holder of a majority or significant shareholding (9)				F	C	A	
Section C2 – vote on the proposal submitted by the holder of a minority shareholding (9)				F	C	A	
Section B – vote for unknown circumstances (11)			Conf	Rev	F	C	A
3.2. determination of the term in office;							

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Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)			Conf	Rev	F C A
3.3. appointment of the Directors;					
Section A - vote in Favour of the list (or proposal) with the number to be indicated in the box next to it or Against (C) or Abstaining from all the lists (12)			N ...	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)			Conf	Rev	F C A
3.4. appointment of the Chairperson of the Board of Directors;					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)			Conf	Rev	F C A
3.5. determination of the total compensation for each year in office of the members of the Board of Directors. (13)					
Section C1 – voting on the proposal submitted by the holder of a majority or significant shareholding (9)			F	C	A
Section C2 – vote on the proposal submitted by the holder of a minority shareholding (9)			F	C	A
Section B – vote for unknown circumstances (11)			Conf	Rev	F C A

4. Appointment of the Board of Statutory Auditors. Related and consequent resolutions:					
4.1. appointment of three Standing Auditors and two Alternate Auditors;					
Section A - vote in Favour of the list (or proposal) with the number to be indicated in the box next to it or Against (C) or Abstaining from all the lists (12)			N ...	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)			Conf	Rev	F C A
4.2. appointment of the Chairperson of the Board of Statutory Auditors;					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A

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Section B – vote for unknown circumstances (11)	Conf	Rev	F	C	A
4.3. determination of the total compensation for each year in office of the members of the Board of Statutory Auditors. (13)					
Section C1 – voting on the proposal submitted by the holder of a majority or significant shareholding (9)			F	C	A
Section C2 – vote on the proposal submitted by the holder of a minority shareholding (9)			F	C	A
Section B – vote for unknown circumstances (11)	Conf	Rev	F	C	A

5. Approval, as set forth in article 114-bis of Italian Legislative Decree 58/1998 of the Stock Option Plan 2021 - 2023 concerning ordinary shares of Tinexta S.p.A. reserved for executive directors, key managers, and/or other employees and other managers of Tinexta S.p.A. and/or its subsidiaries pursuant to article 93 of Italian Legislative Decree no. 58 of 24 February 1998. Related and consequent resolutions.					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)	Conf	Rev	F	C	A

6. Report on the Remuneration policy and remuneration paid:					
6.1. approval of the remuneration policy pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of Italian Legislative Decree no. 58/1998;					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)	Conf	Rev	F	C	A
6.2. resolutions on the "second section" of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998;					
Section A – vote for resolution proposed by the Board of Directors (9)			F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)			F	C	A
Section B – vote for unknown circumstances (11)	Conf	Rev	F	C	A

EXTRAORDINARY SESSION

1. Proposal to amend article 5 of the Articles of Association for the introduction of the increasing voting rights. Related and consequent resolutions;							
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A	
Section B – vote for unknown circumstances (11)			Conf	Rev	F	C	A

2. Proposal to attribute the Board of Directors, amending accordingly the Articles of Association, a proxy, pursuant to article 2443 of the Italian Civil Code, for a paid, divisible capital increase, in one or more rounds, with or without a warrant, even excluding optional rights pursuant to article 2441, paragraphs 4 and 5 of the Italian Civil Code, for maximum Euro 100,000,000.00 (one hundred million) including share premium. Amendments to article 5 of the Articles of Association; related and consequent resolutions.							
Section A – vote for resolution proposed by the Board of Directors (9)				F	C	A	
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)				F	C	A	
Section B – vote for unknown circumstances (11)			Conf	Rev	F	C	A

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

DATE

SIGNATURE

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **April 26, 2021 h. 12:00**, using one of the following methods:
 - I. **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficioroma@pecserviziottitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - II. **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficioroma@pecserviziottitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - III. **Common Email address Holders:** as an attachment document (PDF format) sent to ufficioroma@pecserviziottitoli.it In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A., Monte Giberto, 33, 00138 Roma;
 - IV. **Via FAX:** number 06/45417450

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

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
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.tinexta.com. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the event that resolutions are put to the vote that are not envisaged in the published proposals within the terms of the law, the Appointed Representative may not express any vote in the absence of instructions. Therefore, in the event of significant circumstances that modify or supplement the published proposals, unknown at the time of issue of the proxy, which cannot be communicated to the Proxy Grantee and which could change the Proxy Grantee's voting intentions, the Proxy Grantee may advance voting instructions in Section B by choosing between: Conf (confirmation), Rev (revocation) or **F** (in favour), **C** (against) or **A** (abstention) to change the voting instruction already expressed.
12. Indicate the number of the list/proposal (taken from the Company's website) you intend to vote for or vote against or abstain for all the lists/proposals. In the case of a single list/proposal, the expressions of vote shall relate to that single list/proposal.
13. With regard to items 3.1, 3.5 and 4.3 on the agenda of the ordinary part, since the Board of Directors has not made any proposals to the Shareholders' Meeting, Section C is requested.

INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of 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**"), 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)

1. 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.

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.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. 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.