

## NEWLAT FOOD S.p.A.

DELEGATION OF PROXY/SUB-PROXY POWERS TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF ITALIAN LEGISLATIVE DECREE NO. 58/1998 (Consolidated Law on Finance or "TUF")

As permitted by art. 106, paragraph 4 of Italian Legislative Decree no. 18 of 17 March 2020, converted with amendments into Italian Law no. 27 of 24 April 2020 and as extended by effect of art. 6 of Italian Decree Law 105/2021, the participation in the Shareholders' Meeting of those entitled to vote is allowed exclusively through the Designated Representative pursuant to art. 135-undecies of Italian Legislative Decree no. 58/98. Pursuant to the aforementioned Decree, the aforementioned Designated Representative may also be delegated proxy and/or sub-proxy powers pursuant to art. 135-novies of Italian Legislative Decree no. 58/1998 of the TUF, as an exception to art. 135-undecies, paragraph 4 of the TUF, by signing this delegation form.

**Declarations of the Designated Representative:** Spafid states that it has no interest whatsoever in the proposed resolutions submitted to the vote. However, taking into account the (i) existing contractual relationships between Spafid and the Company relating specifically to technical assistance at the meeting and ancillary services, as well as (ii) the existence of fiduciary appointments under which Spafid may hold shareholdings in the Company on behalf of its clients on a fiduciary basis, in relation to which it shall exercise the right to vote in the Shareholders' Meeting on the basis of the specific instructions issued by the grantor, in order to avoid any subsequent disputes related to the alleged presence of circumstances constituting a conflict of interest as referred to in art. 135-decies, paragraph 2, letter f) of the TUF, SPAFID expressly declares that, should unknown circumstances arise at the time of the issuance of the proxy that cannot be communicated to the delegator, or in the event of changes or additions to the proposals presented to the Shareholders' Meeting, it does not intend to cast a vote that differs from what is specified in the instructions. If the delegator does not provide specific instructions for these hypotheses by specifying them in the appropriate boxes, the main instructions will be considered confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain from such items. In any case, in the absence of voting instructions on any items on the agenda, Spafid will not vote on such items.

**Note: This form may be modified following additions to the agenda or the presentation of proposals for resolutions pursuant to art. 126-bis of the TUF or of individual proposals for resolutions under the terms and conditions outlined in the Notice of Convocation.**

With regard to the ordinary and extraordinary Shareholders' Meeting of **NEWLAT FOOD S.P.A.** (hereinafter the "**Company**" or "**Newlat Food**") convened on **11 October 2021 at 11.00 am on first call, and where necessary on second call on 14 October 2021, same place and time, at the registered office of the company Newlat Group S.A. located in Paradiso (Switzerland), Via Geretta 8**, in the manner and within the terms set out in the notice of convocation published on the company's website at the address [www.newlat.it](http://www.newlat.it), "Corporate Governance – Shareholders' Meeting" section, on 10 September 2021 and in the newspaper *Italia Oggi* on 11 September 2021, and having read the documentation made available by the Company (§) herewith

### PROXY DELEGATION FORM (Part 1 of 2)

Complete with the required information based on the notes at the bottom of the form (§)

<b>The undersigned signatory of the proxy delegation</b>	(Full name) (*)	
Born in (*)	On (*)	Tax code_ (*)
Resident in the city (*)	Street address (*)	
Telephone (**)	Email (**)	
Valid ID - type (*) (attach a copy)	Issued by (*)	Number (*)

(§) The Company shall process personal data in accordance with the attached policy.

(\*) Required; (\*\*) Recommended.

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**in the capacity of** (check the box that applies) (\*)

- Shareholder with voting rights** **OR, IF OTHER THAN THE SHAREHOLDER**
- Legal representative or proxy with power to sub-delegate (attach a copy of documentation proving such powers of representation)
- Secured creditor  Beneficial owner  Usufructuary  Custodian  Manager  Other (specify) .....

(to be completed only if the voting rights holder is different from the proxy holder)	Full name/Company name (*)		
	Born in (*)	On (*)	Tax code (*)
	Registered office/Resident in the city (*)		

**relating to**

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**no. (\*)** \_\_\_\_\_ **Newlat Food shares** – ISIN \_\_\_\_\_ Registered in securities account (1) no. \_\_\_\_\_ with the intermediary \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**referred to in the communication (pursuant to art. 83-sexies Italian Legislative Decree no. 58/1998) (2) no.** \_\_\_\_\_ **made by the intermediary:** \_\_\_\_\_

(to be completed with information on 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 attend and vote at the meeting specified above as per the instructions provided to it below.**

**DECLARES**

- That the voting rights shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator.
- To have requested from the custodian intermediary the communication for participation in the Shareholders' Meeting as specified above.
- That there are no grounds for incompatibility or suspension of the exercise of voting rights.
- (In case of sub-delegation) to be in possession of the originals of the powers conferred and to keep them for one year, making them available for checks as needed.

**AUTHORISES** Spafid and the Company to process personal data for the purposes, under the conditions and under the terms specified in the attached policy.



\_\_\_\_\_

*(Place and Date)*                      *(Signatory of the proxy)*

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**VOTING INSTRUCTIONS (Part 2 of 2)**

Section containing information intended for the Designated Representative only - Tick the appropriate boxes

The undersigned (3) signatory of the proxy (Full name) \_\_\_\_\_

(specify the holder of the voting rights only if different full name/company name) \_\_\_\_\_

delegates Spafid to vote according to the following voting instructions at the Ordinary Shareholders' Meeting of NEWLAT FOOD SpA, convened on 11 October 2021 at 11.00 am on first call, and, where necessary, on second call on 14 October 2021, same place and time, at the registered office of the company Newlat Group S.A., located in Paradiso (Switzerland), Via Geretta 8.

**RESOLUTIONS PUT TO THE VOTE**

**1. Authorisation to purchase and dispose of treasury shares. Related and resulting resolutions**

Vote on the Board of Directors' proposal

*Tick only one box*

For

Against

Abstain

In the event of circumstances unknown at the time of the issuance of the proxy or in the event of changes or additions to the proposed resolutions presented to the Shareholders' Meeting, the undersigned

*Tick only one box*

**Changes the instructions** (express a preference)

Confirms the instructions

Revokes the instructions

For: \_\_\_\_\_

Against

Abstain



\_\_\_\_\_  
(Place and Date)

\_\_\_\_\_  
(Signatory of the proxy)

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### NOTES ON COMPLETION AND SUBMISSION

**The designated party must request the intermediary custodian to issue the communication for attendance at the shareholders' meeting pursuant to art. 83-sexies, Italian Legislative Decree 58/1998)**

- The proxy must be dated and signed by the delegator.
  - Representation may be granted only for individual meetings, with effect also for subsequent calls.
  - In the case of co-ownership of shares, the proxy must always be completed with the signatures of all co-owners.
1. Specify the number of the security deposit and the name of the intermediary custodian holding the shares. The information can be found in the account statement provided by the intermediary.
  2. Specify the number of the Communication for participation in the Shareholders' Meeting issued by the custodian intermediary at the request of the party entitled to vote.
  3. Provide the full name/company name of the party having voting rights (and the signatory of the proxy form and voting instructions, if different).

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The proxy with voting instructions must be received together with:

- A copy of a valid identity document of the delegator, or
- If the delegator is a legal person, a copy of an identity document with current validity of the legal representative pro tempore or of another person with appropriate powers, together with documentation certifying their qualification and powers,

(for a sub-proxy, the Designated Representative must also receive: i) the documentation specified in the previous paragraph, referring both to the holder of the voting rights and the delegate; ii) a copy of the proxy issued by the holder of the voting rights to the delegate)

using one of the following alternative methods:

- i) Submission of a copy reproduced electronically (PDF) to the PEC certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy of the NEWLAT FOOD 2021 Shareholders' Meeting") from a PEC certified email address (or, failing that, from an email address of the electronic document signed with qualified or digital electronic signature).
- ii) Submission of the original by courier or registered letter with return receipt to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy of the NEWLAT FOOD 2021 Shareholders' Meeting") **sending a copy in advance reproduced electronically (PDF)** by ordinary email to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy of the NEWLAT FOOD 2021 Shareholders' Meeting").

**The proxy must be received no later than 6 pm on the day before the date of the meeting (and in any case before the opening of the meeting's proceedings). The proxy pursuant to art. 135-novies, Italian Legislative Decree no. 58/1998 and voting instructions can always be revoked within the aforementioned period.**

Note: For any clarifications regarding the granting of a proxy (and in particular regarding the completion of the proxy form and the voting instructions and their submission), the parties entitled to participate in the Shareholders' Meeting may contact Spafid S.p.A. by email at [confidential@spafid.it](mailto:confidential@spafid.it) and at the following telephone numbers (+39) 0280687.319 and (+39) 0280687.335 (on working days, from 9 am to 5 pm).

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### PERSONAL DATA PROTECTION

#### Privacy Policy pursuant to art. 13 and 14 of Regulation (EU) 2016/679

Note that, pursuant to art. 13 and 14 of EU Regulation 2016/679 and current national legislation on the protection of personal data, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – Data Controller – in execution of the obligations relating to representation at the meeting and the expression of the vote of the party who has delegated its proxy to Spafid in its capacity as Designated Representative, in accordance with the instructions given thereby, as well as for the fulfilment of the obligations envisaged by laws, regulations and Community legislation or provisions issued by Authorities and Regulators.

The legal basis is given by the fulfilment of the law (art. 2370 et seq. of the Civil Code) and for the related and consequent obligations.

These data may also become known to the employees and contractors of Spafid S.p.A. specifically authorised to process them, as Data Processors or Authorised Appointees/Employees, for the pursuit of the purposes specified above. Such data may be disseminated or disclosed to specific parties, even those belonging to other subsidiaries of Spafid, in compliance with an obligation of law, regulation or Community legislation, or based on provisions issued by Authorities legitimised to do so by law or by regulatory and control bodies as well as for purposes strictly connected and instrumental to the execution of the contractual obligations inherent in representation at the meeting and the expression of the vote of the party who has delegated its proxy to Spafid in its capacity as Designated Representative. Without the data indicated as required it will not be possible for the Company to allow the proxy to participate in the Meeting.

The processing of personal data or data relating to third parties (e.g. delegated parties or their alternates) provided by you (the "Personal Data") will be carried out in compliance with the provisions of the Privacy Regulations using paper or electronic means, employing a logic closely related to the purposes specified, and in any case using methods that ensure their security and confidentiality in compliance with Privacy Regulations.

With regard to the purpose described above, Spafid processes Personal Data including but not limited to personal data (e.g. name, surname, address, date of birth, identity document, tax code).

At any time, the data subject has the right to obtain confirmation of the existence or non-existence of such data and to be informed of their contents and origin, verify their accuracy or request that they be completed, updated or rectified (art. 15 and 16 of the GDPR). Moreover, the data subject has the right to request the data's erasure, restriction of processing, withdrawal of consent, data portability as well as to lodge a complaint with the supervisory authority and in any case to object to their processing for legitimate reasons (art. 17 et seq. of the GDPR).

These rights can be exercised through a written communication accompanied by a valid identity document of the data subject to be submitted to: [privacy@spafid.it](mailto:privacy@spafid.it).

The Data Controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has designated as Data Protection Officer the Data Protection Officer of the Mediobanca Group.

The Data Protection Officer can be contacted at the following addresses: • [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com) • [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

Note that, pursuant to art. 13 and 14 of EU Regulation 2016/679 and current national legislation on the protection of personal data, the data contained in the proxy form shall be processed by **Newlat Food S.p.A.** – Data Controller – for the purpose of holding the Ordinary Shareholders' Meeting. The legal basis is given by the fulfilment of the law (art. 2370 et seq. of the Civil Code) and for the related and consequent obligations.

These data may also become known to the employees and contractors of Newlat Food S.p.A. specifically authorised to process them, as Data Processors or Authorised Appointees/Employees, for the pursuit of the purposes specified above. Such data may be disseminated or disclosed to specific parties, even those belonging to other parent companies or subsidiaries of Newlat Food S.p.A., in compliance with an obligation of law, regulation or Community legislation, or based on provisions issued by Authorities legitimised to do so by law or by regulatory and control bodies as well as for purposes strictly connected and instrumental to the proceedings of the Ordinary Shareholders' Meeting. Without the data indicated as required it will not be possible to participate in the Meeting.

The processing of personal data or data relating to third parties (e.g. delegated parties or their alternates) provided by you (the "Personal Data") will be carried out in compliance with the provisions of the Privacy Regulations using paper or electronic means, employing a logic closely related to the purposes specified, and in any case using methods that ensure their security and confidentiality in compliance with Privacy Regulations. With regard to the purpose described above, Newlat Food S.p.A. processes Personal Data including but not limited to personal data (e.g. name, surname, address, date of birth, identity document, tax code).

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These rights can be exercised through a written communication accompanied by a valid identity document of the data subject to be submitted to: [privacy@newlat.it](mailto:privacy@newlat.it). The Data Controller is Newlat Food S.p.A. with registered office in Reggio Emilia, Via J.F. Kennedy 16. Newlat Food S.p.A. has designated as Data Protection Officer Paolo Vergnano, who can be contacted at [dpo.newlatfood@newlat.com](mailto:dpo.newlatfood@newlat.com).