

**TECHNOGYM S.P.A.**

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

**and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia")**

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Mediobanca 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 and to art. 106, paragraph 4 of the "Decreto Cura Italia", of Technogym S.p.A. (hereinafter the "**Company**" or "**Technogym**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary and Extraordinary General Meeting of Technogym S.p.A. to be held on **23rd April 2020, in single call, at 10:00 a.m.**, in Cesena, Via Calcinaro n. 2861, as set forth in the notice of the shareholders' meeting published on the Company's website at <http://corporate.technogym.com/it/governance/shareholders-meetings>, with an extract also published in the Italian daily newspaper "Il Sole 24 Ore", on 24th March 2020. 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 21st April 2020**). **The proxies and voting instructions may be revoked within the same deadline (i.e. by 11:59 p.m. of 21st April 2020).**

**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 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, 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.

**PROXY FORM**

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested)(§)

<b>I, the undersigned</b> (party signing the proxy)(1)		Name(*)	Surname(*)
born in (*)	on (*)	Tax identification code or other same document (if foreign) (*)	
resident in(*)	Address (*)		
Phone n° (*)	Email (**)		
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)	
<b>in quality of (tick the box that interests you)</b>			
<input type="checkbox"/> shareholder with the right to vote <input type="checkbox"/> legal representative or subject with appropriate representation powers <input type="checkbox"/> pledge - <input type="checkbox"/> bearer - <input type="checkbox"/> usufructuary - <input type="checkbox"/> custodian - <input type="checkbox"/> manager <input type="checkbox"/> other (specify) ..... (copy of the documentation of the powers of representation enclosed)			
Shareholder (if different)	Name Surname / name of the company: (*)		
	born in (*)	on (*)	
	Registered office / Resident in (*)		
	Tax identification code or other same document (if foreign) (*)		
<b>Related to</b>			
<b>n.</b>	<b>ordinary shares Technogym S.p.A</b> (ISIN _____)	Registered in the securities account <sup>(1)</sup> n.	at the custodian ABI CAB
referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) <sup>(2)</sup> n.		Supplied by the custodian:	

**DELEGATES** the Appointed Representative 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.

**DECLARES** to authorize Spafid 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/Date\* \_\_\_\_\_, \_\_\_\_\_

Signature\* \_\_\_\_\_

(§)The Company will process the personal data of the parties concerned in accordance with the information published on the Company's website at the following address <http://corporate.technogym.com/it/governance/shareholders-meetings>

(\*) Mandatory.

(\*\*)It is recommended to fill in order to better assist the delegating party.

**TECHNOGYM S.P.A.**  
**APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

**VOTING INSTRUCTIONS(3)**

*(Section containing information intended for the Appointed Representative only - Tick the relevant boxes)*

The undersigned(4)(Company Name/Personal details) \_\_\_\_\_  
 Hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary and Extraordinary General Meeting of Technogym S.p.A. to be held on **23<sup>rd</sup> April 2020, in single call, at 10:00 a.m.**

**ORDINARY SESSION**

**Item 1 – Approval of the Separate Financial Statements at December 31, 2019, together with the Board of Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements at December 31, 2019 and the consolidated non-financial statement drafted in accordance with Legislative Decree 254/2016.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

**Item 2 – Allocation of the profit for the year. Related resolutions**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

**TECHNOGYM S.P.A.**

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

**Item 3 – Resolutions relating to the Company’s remuneration policy and to the remuneration paid:**

**Item 3.1 – resolutions relating to the Company’s remuneration policy as per first section of the remuneration report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of February 24, 1998;**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**Item 3.2 – resolutions relating to the second section of the remuneration report pursuant to art. 123- ter, paragraph 6, of Legislative Decree no. 58 of February 24, 1998.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**Item 4 – Proposal to approve a plan for the free award of rights to receive ordinary shares of the Company also known as the “2020-2022 Performance Shares Plan”.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**TECHNOGYM S.P.A.**  
**APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

<b>Item 5 – Proposal to authorize the purchase and disposal of treasury shares. Related resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**EXTRAORDINARY SESSION**

<b>Item 1 – Proposal to confer upon the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, for a period of five years starting from the resolution date, the power to increase the share capital, free of charge, divisible and also in one or more tranches, pursuant to art. 2349 of the Italian Civil Code, by issuing max. no. 900,000 ordinary shares, for a max. Euro 45,000, for an issue value equal to the book value of the shares on the execution date to be fully credited to share capital, to be allocated to the employees of Technogym S.p.A. and its subsidiaries, that are the beneficiaries of the plan for the free award of the rights to receive ordinary shares of the Company also known as the “2020-2022 Performance Shares Plan”. Ensuing amendments of article 6 of the Articles of Association in force.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

<b>Item 2 – Proposal to amend the article 7 of the Articles of Association in force regarding increased voting right. Related and consequent resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**TECHNOGYM S.P.A.**  
**APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

<b>Item 3 – Proposal to amend the articles 17 and 28 of the Articles of Association in force to implement the new legislation on gender balance in the composition of the administrative and control bodies. Related and consequent resolutions.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> <b>revokes the instructions</b>			

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

\_\_\_\_\_  
*(Signature)*

<b>DIRECTORS' LIABILITY ACTION</b>		
<b>In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian 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:</b>		
<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

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

\_\_\_\_\_  
*(Signature)*

**TECHNOGYM S.P.A.**  
**APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

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 21st April 2020**), 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) by sending a copy of this proxy form reproduced electronically (PDF), via certified email box to the following address **assemblee@pec.spafid.it** (Ref "Proxy RD – AGM Technogym 2020") or, if not available, by sending this proxy form, signed with eligible electronic or digital signature;
  - ii) by sending the proxy form, with autograph signature, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, (Ref. Proxy RD – AGM Technogym 2020), **anticipating this proxy form reproduced electronically (PDF)** to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref "Proxy RD – AGM Technogym 2020");
1. Indicate the number of the securities custody account and the name of the custodian. The information can be obtained from the account statement provided by the custodian.
  2. Indicate the Communication reference for the Shareholders' Meeting issued by the custodian 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." Specify name and surname of the signatory of the Proxy and Voting Instructions Form.
  4. Indicate the name and surname of the signatory of the proxy form and the voting instructions.
  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.

N.B. For any 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) 0280687331 and (+39) 0280687319 (during regular office hours from 9:00 a.m. to 5:00 p.m.).

**TECHNOGYM S.P.A.**  
**APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

**PROTECTION OF PERSONAL DATA**  
**INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679**

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by Spafid S.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its 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)

**Legislative Decree no. 58/1998**

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**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);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.



## **TECHNOGYM S.P.A.**

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

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.

#### **DECREE LAW No 18 of 17 March 2020**

##### **Article 106 (Rules for the conduct of shareholders' meetings)**

- [...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.
5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]
7. The provisions of this Article shall apply to assemblies convened by 31 July 2020 or by the date, if later, until the state of emergency on national territory relating to the health risk associated with the outbreak of the COVID-19 epidemic is in force.