

Panariagroup S.p.A.  
Panaria Bassa n. 22/A,  
41034, Finale Emilia (MO)

by means of recorded delivery to the Company's registered office  
or e-mail to [renato.martelli@panariagroup.it](mailto:renato.martelli@panariagroup.it)

SHAREHOLDERS' MEETING  
**PROXY FOR INTERVENTION IN THE ORDINARY SHAREHOLDERS' MEETING**

I, the undersigned, <sup>1</sup>

\*Surname (or business name) .....

\*First ..... name

.....

\*Born in ..... \*Prov. .... \*on .....

\*Tax code ..... Telephone .....

\*Address of residence or registered office

.....

.....

☐ Shareholder of Panariagroup S.p.A.

☐ Subject entitled to exercise rights over shares in Panariagroup S.p.A. as

of ..... <sup>2</sup>

entitled to vote with ..... ordinary shares in Panariagroup S.p.A.

Delegates

.....  
surname and first name or business name

with the faculty to be replaced by .....  
surname and first name or business name

to represent him/her for all the shares for which he/she has voting rights in the Shareholders' Meeting of Panariagroup S.p.A., called for:

<sup>1</sup> Full name of the shareholder, as it appears on the copy of the communication for intervention in the shareholders' meeting pursuant to Art. 83-sexies of Italian Legislative Decree of 24 February 1998.

<sup>2</sup> Specify the title by virtue of which the subject is entitled to exercise voting rights (e.g. pledgee, usufructuary, etc.)

In order to facilitate attendance of the Shareholders' Meeting, you are asked to submit this proxy and all supporting documentation proving the powers of the signatory, in advance, as early as possible. In lieu of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming, under his own responsibility, the conformity of the proxy form to the original and the identity of the delegating party. The documents, including this proxy, must be sent to the Company recorded delivery to the registered office at Panaria Bassa n. 22/A, 41034, Finale Emilia, or notified electronically, by e-mailing [renato.martelli@panariagroup.it](mailto:renato.martelli@panariagroup.it).

- 10:00 am on 27 April 2018, at single call, in an ordinary and extraordinary session, at the offices of Panariagroup Industrie Ceramiche S.p.A. in Finale Emilia (Modena), at Via Panaria Bassa 22/A

with the following agenda:

1. Presentation of the Panariagroup Group consolidated financial statements and approval of the annual financial statements as at 31 December 2018; related and consequent resolutions;
2. Resolutions regarding the report on remuneration; related and consequent resolutions;
3. Appointment of the members and Chairman of the Board of Auditors for the three-year period 2019-2021; determination of the related compensation; related and consequent resolutions;
4. Determination of the compensation of the members of the Board of Directors; related and consequent resolutions;
5. Renewal of the authorisation to purchase and sell own shares; related and consequent resolutions.

conferring upon him/her the necessary powers to exercise voting rights, for and on his/her behalf,

☐ in compliance with the specific instructions given,<sup>3</sup>

☐ at his/her discretion,

fully approving the work at the outcome of the meeting discussion.

Date

Signature/s

---



---



---

<sup>3</sup> Mark a cross in the relevant option

## INSTRUCTIONS FOR FILLING IN THE VOTING PROXY

If unable to attend the Shareholders' Meeting, the shareholder has the faculty to appoint a person of his choosing to represent him.

1. The proxy must be in writing, dated and signed and the name of the representative must be entered by the shareholder and not by third parties;
2. representation may be conferred for single shareholders' meetings, with effect also for subsequent calls, except where it is:
  - (i) a general power of attorney; or
  - (ii) a power of attorney conferred by a company, association, foundation or other collective body or institution (the "**Entity**") on one of its employees;
3. in the cases pursuant to points 2 (i) and 2 (ii) and each time the shareholder is an Entity, a copy of the documentation assigning powers of representation must be attached to the proxy for archiving with the Company's records;
4. if representation is conferred on an Entity, it can only delegate an employee or collaborator;
5. the proxy can also be issued to a subject who is not a shareholder of Panariagroup S.p.A.;
6. in the event of joint ownership of shares, the proxy will always be issued signed by all joint owners, even if the party intervening is the same joint owner;
7. please remember that in the event of a proxy conferred without specific voting instructions given by the delegating party to the representative, the regulation on relevant shareholdings in listed issuers may apply pursuant to Article 118, paragraph 1, letter c) of CONSOB Regulation no. 11971/99;
8. the Shareholders and their representatives are asked to take into account the provisions of Art. 135-*decies* of Italian Legislative Decree no. 58 of 24 February 1998 on conflicts of interest of the representative.

For any additional clarification or information on the method of participation in the shareholders' meeting of Panariagroup S.p.A., please contact the Investors Relation Office (tel.: 0536-915211, e-mail: [renato.martelli@panariagroup.it](mailto:renato.martelli@panariagroup.it))

## **DISCLOSURE**

We would recall, in accordance with Article 13 of Italian Legislative Decree 196/2003, that the data contained in the proxy form will be processed by the Company - the data controller - to manage the operations of the shareholders' meeting, in accordance with the current law on the protection of personal information.

This may be made known to our collaborators who are specifically authorised to process it, as Data Supervisors or Data Processors, for the pursuit of the aforementioned purposes: this data may be disseminated or disclosed to specific persons in fulfilment of an obligation imposed by law, regulation or EC Directive, or based on instructions imparted by Authorities entitled to do so by the law, or by supervisory and control bodies; without the data marked as mandatory (\*), it will not be possible for the proxy to attend the Shareholders' Meeting.

The data subject has the right to know, at any time, what of their data is held by us, the relevant origin and how it is used; the data subject also has the right to have such data updated, rectified, supplemented or erased, to request that it is blocked and object to its processing.

The data subject can exercise these rights by submitting a written request to the Company to this end, writing on the envelope "Italian Legislative Decree no. 196/2003" or "Privacy", or e-mailing [info@panariagroup.it](mailto:info@panariagroup.it).