

BE SHAPING THE FUTURE S.p.A. - Ordinary Shareholders' Meeting of 22 - 23 April 2021

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

Francesca Flego, born in Catania on 16/10/1979, C.F. FLGFNC79R56C351E, domiciled for the purposes of this proxy form in Via Privata Fratelli Gabba 3, Milan, Italy, as **Designated Representative** pursuant to article 135-undecies of Legislative Decree 58/98 (TUF) by **BE SHAPING THE FUTURE S.P.A.** (the **Company**), who may be replaced by persons appointed by her (the **Substitutes**), gathers voting proxies in relation to the ordinary shareholders' meeting called for **22/04/21 at 10:00 a.m.**, on first call, and for **23/04/21 at 10:00 a.m.**, on second call, to be held exclusively by video/teleconference means, in accordance and within the terms set out in the notice of call published on the Company's website www.be-tse.it (Investors Section - Governance System - Shareholders' meetings) on March 12th, 2021.

The proxy and the voting instructions can be revoked up to **11:59 p.m. on 20/04/21** in the same way used for their granting.

The granting of the proxy and the voting instruction by signing and transmitting this form does not imply any expense for the delegating party except for transmission or delivery costs.

In the event of unknown circumstances or in the event of modification or integration to the proposals presented to the shareholders' meeting, **Francesca Flego**, as Designated Representative, or the Substitutes, even if not being in any of the conditions of conflict of interest provided in Article 135-*decies* of TUF, do not intend to request authorisation in order to vote differently from the instructions received.

PROXY FORM

Complete with the information requested on the basis of the Warnings reported at the bottom and notify Francesca Flego (1)

*** required mandatory information**

The undersigned * born in * on * Fiscal Code *
resident in (city) * (road, square) *
phone number * e-mail.....

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holder of the right to vote as: (2) ☐ holder of the shares - ☐ legal representative - ☐ attorney with subdelegating powers - ☐ distressed creditor -

☐ reporting agent - ☐ usufructuary - ☐ custodian - ☐ manager - ☐ other (specify)

for n. *ordinary shares BE SHAPING THE FUTURE S.P.A. (ISIN IT0001479523)

(3) registered in the name ofborn inon.....Fiscal Code.....

resident at /registered office in (city) (road, square)..... .

recorded in the securities account (4) no.at..... ABICAB

as proved by communication no. (5)carried out by (Bank) *.

DELEGATES the aforementioned Designated Representative to participate and vote in the shareholders' meeting indicated above, with reference to the aforementioned shares, as per the instructions provided to the same;

DECLARES to be aware of the possibility that the proxy to the Designated Representative may contain voting instructions even solely on certain of the items on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which instructions are given;

DECLARES to be aware and expressly **ACKNOWLEDGES AND ACCEPTS** that the Designated Representative has the right to be replaced by one of the Substitutes pursuant to article 135-*novies* of the TUF.

DATE.....Identity document (copy to be attached) *(type).....

issued by *

n. *

SIGNATURE

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

VOTING INSTRUCTIONS

(Part addressed solely to the Designated Representative - Tick the boxes selected following the Warnings reported at the bottom)

The undersigned (7).....

DELEGATES the Designated Representative to vote according to the following voting instructions (8) at the shareholders' meeting in question (*):

(*) in the absence of the indication by the shareholder, as well as in the absence of proposals from the given shareholder, the proxy will have no effect pursuant to article 135-undecies of TUF. However, in addition to precise indication by the proposing shareholder, providing solely certain broader criteria in order to identify the very same shareholder is allowed (for example: "proposing shareholder with the lowest number of shares").

(A) RESOLUTIONS SUBJECT TO THE VOTE (9)

AGENDA

1° point

Financial statements as at 31st December 2020 of the Company, including the report of the Board of Directors on management performance, the report of the Board of Statutory Auditors', and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31st December 2020; acknowledgement of the non-financial declaration pursuant to Legislative Decree of 30th December 2016, n. 254; inherent and consequent resolutions ;

☐ FAVORABLE TO THE PROPOSAL

☐ CONTRARY TO THE PROPOSAL

☐ ABSTAINED

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

2° point

Resolutions relating to the allocation of the 2020 result; inherent and consequent resolutions;

☐ IN FAVOUR OF THE DIRECTORS' PROPOSAL

☐ CONTRARY TO THE DIRECTORS' PROPOSAL

☐ ABSTAINED

3° point

Report on the remuneration policy:

- resolution relating to the first section pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 24 February 1998, n. 58;

☐ IN FAVOUR OF THE DIRECTORS' PROPOSAL

☐ CONTRARY TO THE DIRECTORS' PROPOSAL

☐ ABSTAINED

- resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, n. 58;

☐ IN FAVOUR OF THE DIRECTORS' PROPOSAL

☐ CONTRARY TO THE DIRECTORS' PROPOSAL

☐ ABSTAINED

4° point

Appointment of the Company's Board of Statutory Auditors; determination of the duration and related emoluments; inherent and consequent resolutions;

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Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

- Appointment of the Board of Statutory Auditors

☐ FAVORABLE TO THE LIST PRESENTED BY THE SHAREHOLDER INNISHBOFFIN S.R.L.

☐ ABSTAINED

- duration determination

☐ IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER TAMBURI INVESTMENT PARTNERS S.P.A.

☐ CONTRARY TO THE PROPOSAL PRESENTED BY THE SHAREHOLDER TAMBURI INVESTMENT PARTNERS S.P.A.

☐ ABSTAINED

- determination of emoluments

☐ IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER TAMBURI INVESTMENT PARTNERS S.P.A.

☐ CONTRARY TO THE PROPOSAL PRESENTED BY THE SHAREHOLDER TAMBURI INVESTMENT PARTNERS S.P.A.

☐ ABSTAINED

5° point

Appointment of the Independent Auditors in charge of the legal audit of the accounts and assignment of the audit mandate pursuant to Legislative Decree no. 39/2010; related and consequent resolutions;

☐ IN FAVOUR OF THE DIRECTORS' PROPOSAL

☐ CONTRARY TO THE DIRECTORS' PROPOSAL

☐ ABSTAINED

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

6° point

Authorization to purchase and disposal of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 24 February 1998, n. 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on 22 April 2020; inherent and consequent resolutions.

☐ IN FAVOUR OF THE DIRECTORS' PROPOSAL

☐ CONTRARY TO THE DIRECTORS' PROPOSAL

☐ ABSTAINED

(B) UNKNOWN CIRCUMSTANCES (10)

In the event of circumstances unknown at the time of issue of the proxy, the undersigned, with reference to the:

1° point:

Financial statements as at 31st December 2020 of the Company, including the report of the Board of Directors on management performance, the report of the Board of Statutory Auditors', and the report of the Independent Auditors; presentation of the consolidated financial statements as at 31st December 2020; acknowledgement of the non-financial declaration pursuant to Legislative Decree of 30th December 2016, n. 254; inherent and consequent resolutions ;

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

2° point:

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

Resolutions relating to the allocation of the 2020 result; inherent and consequent resolutions;

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

3° point:

Report on the remuneration policy:

- resolution relating to the first section pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 24 February 1998, n. 58;

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- resolution relating to the second section pursuant to art. 123-ter, paragraph 6, of Legislative Decree 24 February 1998, n. 58;

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

4° point:

Appointment of the Company's Board of Statutory Auditors; determination of the duration and related emoluments; inherent and consequent resolutions;

- appointment of the Board of Statutory Auditors

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Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE TO THE LIST PRESENTED BY THE SHAREHOLDER _____

- duration determination

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- determination of emoluments

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

5° point:

Appointment of the Independent Auditors in charge of the legal audit of the accounts and assignment of the audit mandate pursuant to Legislative Decree no. 39/2010; related and consequent resolutions.

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

Proxy Form and Voting Instructions

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6° point:

Authorization to purchase and disposal of treasury shares pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 24 February 1998, n. 58, subject to the revocation of the authorization resolved by the Ordinary Shareholders' Meeting on 22 April 2020; inherent and consequent resolutions.

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

(C) AMENDMENTS OR ADDITIONS (11)

In the event of any votes regarding amendments or additions to the aforementioned resolutions submitted to the meeting, the undersigned authorises the Designated Representative to vote, if necessary, even in a different way compared to the instructions above, according to the following additional indications.

1° point:

- Amendment/integration proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS

Proxy Form and Voting Instructions

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- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

2° point:

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

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3° point:

- resolution relating to the first section pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- resolution relating to the second section pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS

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- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

4° point:

- Appointment of the Board of Statutory Auditors

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS

Proxy Form and Voting Instructions

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- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- Amendment/supplementation proposed by the **minority** shareholder

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- **duration determination**

- Modification/addition proposed **by the administrative body**

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- Amendment/integration proposed by the **majority** shareholder

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

- Amendment/supplementation proposed by the **minority** shareholder

- ☐ CONFIRM INSTRUCTIONS
- ☐ REVOCATE INSTRUCTIONS
- ☐ MODIFIES THE INSTRUCTIONS: ☐ IN FAVOUR ☐ AGAINST ☐ ABSTAINED

- **determination of emoluments**

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- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

5° point:

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS

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- ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

6° point:

- Modification/addition proposed **by the administrative body**
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/integration proposed by the **majority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS
 - ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED
- Amendment/supplementation proposed by the **minority** shareholder
 - ☐ CONFIRM INSTRUCTIONS
 - ☐ REVOCATE INSTRUCTIONS

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- ☐ CHANGE THE INSTRUCTIONS: ☐ FAVORABLE ☐ CONTRARY ☐ ABSTAINED

DATE.....

SIGNATURE

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Notes for filling and transmission

1. The proxy form, to be submitted to the Designated Representative with the relevant voting Instructions, must be received (together with the documentation proving the signing powers referred to in the following point) by 20 April 2021 by **Francesca Flego**, in original, by registered mail to the address elected for this office, in Milan, Via Privata Fratelli Gabba no. 3; or in digital copy, by certified e-mail message to the address **francesca.flego@milano.pecavvocati.it**.
2. Specify the quality of the signatory of the proxy and attach the documentation proving the signatory powers. If the delegating party is a legal person, attach a copy of a currently valid identity document of the pro tempore legal representative or of another person with appropriate powers, together with appropriate documentation proving their status and powers.
3. To be completed only if the holder of the shares is different from the signatory of the proxy, mandatory stating all the related details.
4. Report the number of the securities account, the ABI and CAB codes of the depository intermediary, or anyhow its name, which can be found in the securities dossier.
5. Any reference of the communication made by the intermediary and its name, if different from the custodian of the depository of the securities account referred to in point 4.
6. Report the references of a valid identity document of the signatory of the proxy.
7. Enter the surname and first name of the signatory of the proxy form and voting instructions.
8. Pursuant to article 135-undecies, paragraph 3, of Legislative Decree n. 58/1998, "The shares for which the proxy, even partial, has been submitted are counted for the purposes of the regular constitution of the shareholders' meeting. In relation to proposals for which voting instructions have not been submitted, the shares of the shareholder are not counted for the purposes of calculating the majority and the required share of capital for the approval of the resolutions".
9. The resolutions proposed on the meeting, summarized herein, result from the reports published on the company's website www.be-tse.it, in the section Investors> Governance System> Shareholders' Meetings. In the event of unknown circumstances or in the event of amendments or additions to the proposals presented to the meeting, Francesca Flego, as Designated Representative, or her Substitutes, even though she is not in any of the conditions of the conflict of interests provided for in article 135-decies of Legislative Decree n. 58/1998, do not intend to request authorization to vote differently from the received instructions.
10. If there any significant circumstances, unknown at the time of submission of the proxy, which cannot be communicated to the delegating party, you can choose between: a) confirmation of the voting instructions already expressed; b) revocation of the voting instructions already expressed, c) amendmetns of the voting instructions already expressed. If no choice is made, the voting instructions under A) will be considered as confirmed.
11. In the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting, it is possible to choose between: a) confirmation of voting instructions already expressed; b) revocation of the voting instructions already expressed; c) the amendments (or conferment) of the voting instructions already expressed. If no choice is made, the voting instructions under A) will be considered as confirmed.

BE SHAPING THE FUTURE S.p.A. - Ordinary Shareholders' Meeting of 22 - 23 April 2021

Proxy Form and Voting Instructions

Pursuant to art. 135-undecies of D. Lgs. 58/1998 and of 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 from COVID-19" ("Decree Cura Italia"), converted with amendments into Law no. 27 of 24 April 2020, as subsequently extended by paragraph 6 of art. 3, Decree-Law 183/2020, converted with amendments into Law no. 21 of 26 February 2021.

If a resolution replacing the initial one is put to the vote, presented by the administrative body or made its own by whoever chairs the meeting, regardless of the proponent, the voting instructions provided here replace the previous ones.

If, on the proposal of a shareholder, an alternative resolution to the one previously voted which has not obtained the majority of favorable votes necessary for its approval is put to vote, the voting instructions, if any, supplement the previous ones. The proxy may indicate voting intentions regarding the alternative proposals that were presented and these instructions are binding for the Designated Representative, who will cast the vote only if the proposer holds the qualities indicated in the relevant voting instruction. The various voting intentions expressed in relation to the characteristics of the proposers may also be identical to each other.

Please note that, pursuant to article 135-novies, paragraph 5, of Legislative Decree no. 58/1998, "the representative may, instead of the original, deliver or transmit a copy, also by electronic means, of the proxy, certifying under his own responsibility the conformity of the proxy to the original and the identity of the delegating party. The representative keeps the original of the proxy and keeps tracks of the voting instructions received for a year from the conclusion of the meeting.

N.B. For any clarifications concerning the conferment of proxy (and in particular concerning the completion of the proxy form and the Voting Instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Be S.p.A. by e-mail at be@legalmail.it at the following number Tel. 06.54248624 (on open office days, from 9:00 a.m. to 5:00 p.m.).

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Proxy Form and Voting Instructions

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Legislative Decree No. 58/98 and subsequent amendments and additions. (the TUF)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. The granting of a proxy to a proxy holder with a conflict of interest is permitted provided that the proxy holder informs the shareholder in writing of the circumstances giving rise to the conflict of interest and provided that there are specific voting instructions for each resolution in respect of which the proxy holder is to vote on behalf of the shareholder. The burden of proof of having communicated to the shareholder the circumstances giving rise to the conflict of interest lies with the representative.
2. For the purposes of this Article, a conflict of interests exists in any event where the representative or the substitute:
 - (a) controls, including jointly, the company or is controlled by it or is under common control with it;*
 - (b) is associated with the company or exercises significant influence over it;*
 - (c) is a member of the administrative or supervisory body of the company or of the persons referred to in points (a) and (b);*
 - (d) is an employee or auditor of the company or of the persons referred to in point (a);*
 - (e) is the spouse, relative or relative-in-law to the fourth degree of the persons referred to in points (a) to (c);*
 - f) is bound to the company or to the persons indicated in letters a), b), c) and e) by a relationship of self-employment or employment or by other relationships of a financial nature that compromise his independence.*
3. The replacement of the representative by a substitute with a conflict of interests is permitted only if the substitute has been indicated by the shareholder. In that case, paragraph 1 applies. The duty of disclosure and the burden of proof shall remain with the agent.
4. This Article shall also apply in the case of transfer of shares by proxy.

Article 135-undecies

(Appointed representative of the listed company)

1. Unless the by-laws provide otherwise, listed companies shall designate for each shareholders' meeting a person on whom shareholders may confer, by the end of the second trading day prior to the date set for the shareholders' meeting in first or single call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be effective only for the proposals on which voting instructions are given.
2. Proxy shall be granted by signing a proxy form, the content of which shall be governed by Consob regulations. Conferring proxy shall be free of charge for the shareholder. Proxy and voting instructions may always be revoked within the term indicated in subsection 1.
3. Shares for which a proxy has been conferred, even partially, are counted for the purpose of duly constituting the shareholders' meeting. In relation to proposals for which no voting instructions have been given, the shares of the shareholder shall not be counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

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Proxy Form and Voting Instructions

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4. The person appointed as representative is required to disclose any interest he or she may have on his or her own behalf or on behalf of third parties in relation to the resolution proposals on the agenda. He shall also maintain the confidentiality of the content of voting instructions received until the start of voting, without prejudice to the possibility of communicating such information to his employees and auxiliaries, who shall be subject to the same duty of confidentiality.
5. With the regulation pursuant to subsection 2, Consob may establish the cases in which a representative who is not in any of the conditions pursuant to Article 135-decies may express a vote other than that indicated in the instructions.

Proxy Form and Voting Instructions

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Information pursuant to Art. 13 of European Regulation 679/2016 concerning the processing of personal data

We inform you that, within the scope of the assignment set out in the Proxy Form, it is necessary to collect and process your personal data.

In light of the above, Avv. Francesca Flego, born in Catania on 16/10/1979, C.F. FLGFNC79R56C351E, domiciled for the purposes of the Proxy Form in Via Privata Fratelli Gabba 3, Milan (hereinafter, the Designated Representative), hereby communicates the terms and purposes of the processing of your data, pursuant to Article 13 of the European Regulation (EU) 2016/679 (hereinafter, the "GDPR").

1. Data controller

The Appointed Representative is the controller of your personal data and may be contacted - for matters concerning the processing of personal data - at the office of Orsingher Ortu - Avvocati Associati, Via Privata Fratelli Gabba 3, Milan, or at the following e-mail address: *francesca.flego@milano.pecavvocati.it*.

2. Source and purpose of processing, legal basis and methods of processing.

Personal data are and will be collected by the Appointed Representative directly from you within the framework of the establishment of the relationship between the parties and for the purposes indicated below:

- a) performance of the task set out in the Delegation Form;
- b) purposes related to obligations established by laws, regulations and Community legislation as well as provisions issued by public authorities;
- c) purposes of contract management, statistics, anti-money laundering.

The legal basis for processing for the purposes referred to in points (a), (b) and (c) above is the performance of a contract. The collection and processing of the data shall take place by means of manual, computerised and telematic tools and with logic strictly related to the purposes and, in any case, in such a way as to guarantee the confidentiality and security of the data.

3. Provision of data and consequences of refusal to provide data

The provision of the aforementioned data is not compulsory. Any refusal to provide such data for the purposes (a), (b) and (c) of paragraph 2 will make it impossible for us to carry out the assignment and fulfil the related legal obligations.

4. Duration of processing and place of storage

The personal data collected for the purposes (a), (b) and (c) of paragraph 2 shall be processed until the end of the assignment; thereafter, the data shall be kept for a period of time not exceeding the period of limitation prescribed by law, unless it is exceptionally necessary to keep the data in order to defend or enforce a right in court or on the instructions of public authorities.

The Appointed Representative will store your personal data in *servers* located within the European Union. The Appointed Representative will not transfer such personal data outside the European Union.

5. Recipients of personal data

Your personal data will not be disseminated. In relation to the purposes of the processing indicated above, and within the limits strictly pertinent to the same, personal data may be communicated to collaborators of the Designated Representative specifically authorised to process them.

6. Rights of the data subject

Pursuant to Articles 15-22 GDPR, if the conditions are met, you may exercise the following rights:

- a) access to your personal data;
- b) obtain a copy of the personal data you have provided (so-called portability);
- c) request the rectification of your data held by the Designated Representative;

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- d) limit the way in which your data is processed or object to its processing;
- e) request the deletion of any data for which there is no longer any legal basis for processing by the Designated Representative;
- f) the possibility to lodge a complaint with the Data Protection Authority.

In order to exercise the aforementioned rights, you may send a communication to the Appointed Representative, according to the procedures indicated in paragraph 1 above.