

CELLULARLINE S.p.A. –Shareholders’ Meeting April 24th, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March 17th, 2020 and as stated in the notice of call of CELLULARLINE S.p.A. Shareholders’ Meeting on April 24th, 2020, published on March 14th, 2020 and its integration published on March 26th, 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficiomilano@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 02 46776834 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to ufficiomi@computershare.it.

PROXY FORM

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

* mandatory information

The undersigned * Place of birth * Date of birth*
Tax code *
Resident in (town/city) * at (street / address) *
telephone no * e-mail

(2) entitled to exercise the voting right at **04/15/2020** as: registered share holder - legal representative – attorney/proxy holder with authority to sub-delegate pledgee – Taker in - beneficiary interest holder - official receiver– manager –
 other (specify)
for no* of ordinary shares **CELLULARLINE S.p.A. (ISIN IT0005244618)**

(3) registered in the name ofPlace of birth *

Date of birth * TAX Code

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

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

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

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to the abovementioned general meeting, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

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

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VOTING INSTRUCTION

The undersigned **(7)**

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

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTION						
1. Approval of the Financial Statements for the year ended 31 December 2019, including the Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditor; presentation of the consolidated financial statements at 31 December 2019. Related and consequent resolutions.							
Section A – vote for resolution proposed by the Board of Directors (9) Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	<table border="1" style="border-collapse: collapse;"> <tr> <td style="width: 33.33%; text-align: center;">F</td> <td style="width: 33.33%; text-align: center;">C</td> <td style="width: 33.33%; text-align: center;">A</td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>	F	C	A	F	C	A
F	C	A					
F	C	A					
2. Allocation of the financial year profits and dividend distribution proposal. Related and consequent resolutions.							
Section A – vote for resolution proposed by the Board of Directors (9) Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	<table border="1" style="border-collapse: collapse;"> <tr> <td style="width: 33.33%; text-align: center;">F</td> <td style="width: 33.33%; text-align: center;">C</td> <td style="width: 33.33%; text-align: center;">A</td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>	F	C	A	F	C	A
F	C	A					
F	C	A					
3. Report on the policy regarding remuneration and fees paid:							
a) approval of the remuneration policy pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;							
Section A – vote for resolution proposed by the Board of Directors (9) Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	<table border="1" style="border-collapse: collapse;"> <tr> <td style="width: 33.33%; text-align: center;">F</td> <td style="width: 33.33%; text-align: center;">C</td> <td style="width: 33.33%; text-align: center;">A</td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>	F	C	A	F	C	A
F	C	A					
F	C	A					
b) resolutions on the "second section" of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.							
Section A – vote for resolution proposed by the Board of Directors (9) Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	<table border="1" style="border-collapse: collapse;"> <tr> <td style="width: 33.33%; text-align: center;">F</td> <td style="width: 33.33%; text-align: center;">C</td> <td style="width: 33.33%; text-align: center;">A</td> </tr> <tr> <td style="text-align: center;">F</td> <td style="text-align: center;">C</td> <td style="text-align: center;">A</td> </tr> </table>	F	C	A	F	C	A
F	C	A					
F	C	A					

4. Appointment of the Board of Directors:

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a) Determination of the number of members of the Board of Directors;				
Section A – vote for resolution proposed by the Board of Directors which proposes to set in 10 the numbers of the Directors, as contained in the list presentation (9)		F	C	A

b) Determination of the Board of Directors’ term;				
Section A – vote for resolution proposed by the Board of Directors which proposes to set the term till the approval of the financial statement on 31 December 2022, as contained in the list presentation		F	C	A

c) Appointment of the members of the Board of Directors;				
Section A – vote For the list (motion) with the number to be fill in the side box or vote Contrary/Abstention to all lists (motions) (12)		N...	C	A

d) Appointment of the Chairman of the Board of Directors;				
Section A – vote for resolution proposed by the Board of Directors which proposes to appoint Mr Antonio Tazartes as Chairman of the Board of Directors, as contained in the list presentation		F	C	A

e) Determination of the directors’ remuneration.				
Section A – vote for resolution proposed by the Board of Directors which proposes to set the Directors’ remuneration in a maximum total of € 350,000 per year, including the remuneration of directors with particular offices, as contained in the presentation of the list		F	C	A

5. Appointment of the Board of Statutory Auditors:

a) Appointment of the members of the Board of Statutory Auditors;				
Section A – vote For the list (motion) with the number to be fill in the side box or vote Contrary/Abstention to all lists (motions) (12)		N...	C	A

b) Determination of the Board of Statutory Auditors’ remuneration.				
Section C – vote for resolution proposed by Christian Aleotti who proposes to set the a remuneration for the Chairman of Statutory Auditors of € 30,000 per year, and a remuneration for each standing Auditor of € 22,000 per year, as contained in the presentation of the list		F	C	A

c) Appointment of the Chairman of the Statutory Auditors				
Section C – vote for resolution proposed by Christian Aleotti who proposes to appoint Mr Cristiano Proserpio as Chairman of the Statutory Auditors, as contained in the list presentation		F	C	A

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

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **23rd April 2020**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to ufficiomilano@pecserviziottoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni, 19, 20145 Milano (MI).

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.cellularlinegroup.com or the proposals made by the Board of Directors when filing the list pursuant to art. 11 of the Articles of Association, referred to in the communication available on the company's website <https://www.cellularlinegroup.com/investors/associazione-azionisti/>.

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.
12. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

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INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

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

3. DATA PROCESSING

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

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.