

**SANLORENZO 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 as converted with modifications into the Law 24th April 2020 no. 27 (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 Sanlorenzo S.p.A. (hereinafter the "**Company**" or "**Sanlorenzo**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary General Meeting of Sanlorenzo S.p.A., to be held on 31<sup>st</sup> August 2020, in first call, at 10:30 a.m., at the Company's offices in La Spezia, Viale San Bartolomeo 362, and if necessary, on 1<sup>st</sup> September 2020, in second call, same time and place, as set forth in the notice of the shareholders' meeting published on the Company's website www.sanlorenzoyacht.com, "Corporate Governance/Shareholders Meeting" Section, with an extract also published in the Italian daily newspaper "Il Sole 24 Ore", on 1<sup>st</sup> August 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 27<sup>th</sup> August 2020, in first call, and of 28<sup>th</sup> August 2020, in second call**). **The proxies and voting instructions may be revoked within the same deadline.**

**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 (i) 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, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries, 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> ( <i>party signing the proxy</i> )	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 ( <u>copy of the documentation of the powers of representation enclosed</u> ) <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) .....		
Shareholder (if different)	Name Surname / name of the company: (*)	
	born in (*)	on (*)
	Registered office / Resident in (*)	
<b>Related to</b>		
<b>n.</b>	<b>shares Sanlorenzo S.p.A</b> - ISIN IT0003549422	Registered in the securities account <b>(1)</b> no. _____ at the custodian <b>ABI</b> <b>CAB</b>
referred to the communication ( <i>pursuant to art. 83-sexies Legislative Decree n. 58/1998</i> ) <b>(2)</b> 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 attached.

(\*) Mandatory.

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

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**VOTING INSTRUCTIONS (3)**

**Part 2 of 2**

*(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 General Meeting of Sanlorenzo S.p.A. to be held on 31<sup>st</sup> August 2020, in first call, at 10:30 a.m., at the Company's offices in La Spezia, Viale San Bartolomeo 362, and if necessary, on 1<sup>st</sup> September 2020, in second call, same time and place.

**Item 1 – Authorisation to the 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 Article 132 of Legislative Decree No. 58 of 24 February 1998 and related implementation provisions. Related and consequent 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 **(5)**

<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)

**SANLORENZO S.P.A.**  
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**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 27<sup>th</sup> August 2020, in first call, and of 28<sup>th</sup> August 2020, in second call), 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 to the address of certified email [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object " Proxy Meeting Sanlorenzo 2020 ") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail ,the form in electronic file, signed with eligible electronic or digital signature;
- ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting Sanlorenzo 2020), anticipating this proxy form reproduced electronically (PDF) through ordinary electronic mail to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object " Meeting Sanlorenzo 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."
4. Specify name and surname of the signatory of the Proxy and Voting Instructions Form.
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.).

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**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)

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**PRIVACY STATEMENT**

**Information notice pursuant to artt. 13 and 14 of European Regulation 2016/679 and to the applicable national law related to personal data processing activity.**

Sanlorenzo S.p.A., with registered office in Ameglia, Via Armezzone 3, VAT cod no. 00142240464 (hereinafter, the "Controller"), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) No. 679/2016 – "GDPR" and Legislative Decree no. 196 of June 30, 2003, as amended by Legislative Decree 10 August 2018, No. 101) as well as with this information.

**Data Protection Officer (DPO)**

The Controller appointed a DPO who can be reached at the following email address [corporate.affairs@sanlorenzoyacht.com](mailto:corporate.affairs@sanlorenzoyacht.com).

**Object and Modalities of the Processing of Personal Data**

The Controller will process your identifier personal data (such as name, surname, residence) provided by you or the personal data concerning third parties (e.g., sub-delegated or substitutes of proxy holders) provided by you ("Personal Data") with respect to the right to attend the shareholders' meeting (hereinafter, the "Meeting") and to the further activities related to the latter, for example voting and intervening. Processing of Personal Data under this information means any operation or set of operations, which is performed on Personal Data or on sets of personal data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, comparison or combination, restriction, erasure or destruction. The Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems, in order to guarantee adequate security and confidentiality and to prevent access or unauthorized use of personal data.

**Purposes and legal basis for the processing**

The Controller will process the Personal Data in relation to the conduct of the Meeting, in particular with respect to the attendance to the latter, to the right to add items on the agenda and to ask questions before the Meeting.

The legal basis for the processing is represented by the Controller's obligation deriving from the law to grant the exercise by you – also through the Appointed Representative – of the rights granted by the applicable law in relation to the attendance to the Meeting.

The transmission and the processing of the Personal Data are necessary for the abovementioned purposes.

The failure to transmit such Personal Data determines the impossibility to accept the request made from time to time.

**Recipients of Personal Data**

In compliance with the principle of data minimization, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons that carry out activities on behalf of the Controller and that operate, for example, in the field of: computer or electronic systems, assistance, consultancy, quality, printing and enveloping, financial and insurance services, credit recovery, revision and certification, massive document processing;
- c) SPAFID S.p.A., a company not belonging to the Controller's group, appointed as processor for the purposes of ensuring protection of the shareholders' rights provided for by the applicable laws.

For administrative and accounting purposes, without your consent being required, the Controller may communicate Personal Data to the companies belonging to the Controller's Group. These treatments are connected to the performance of organizational, administrative, financial and accounting activities, regardless of the nature of the data processed.

Furthermore, the Personal Data may be made accessible to Institutions and/or Public Authorities (Courts, Borsa Italiana, Consob, etc.) to fulfil specific legal obligations / regulations.

**Transfer of Personal Data**

Your Personal Data will be processed within the European Union and stored on server cloud located within the European Union.

**Period for which the Personal Data will be stored**

The Personal Data provided will be stored pursuant to the proportionality and necessity principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years.

**Rights of data subjects**

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- i. right to access to and obtain copy;
- ii. right to request rectification;
- iii. right to request erasure;
- iv. right to obtain the restriction of processing;
- v. right to object the processing;
- vi. right to receive the Personal Data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to [corporate.affairs@sanlorenzoyacht.com](mailto:corporate.affairs@sanlorenzoyacht.com).

Please note that it is possible to obtain additional information on Personal Data by the Data Protection Officer, as indicated above, indicating in the subject of the request "Shareholders' Meeting of Sanlorenzo Spa". We remind you that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, using the available contacts on the following website [www.garanteprivacy.it](http://www.garanteprivacy.it) or applying to the appropriate courts.

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**Legislative Decree no. 58/1998**

**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.
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.

**DECREE LAW No 18 of 17 March 2020**  
**as converted with modifications into the Law 24th April 2020 no. 27**

**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 Società per Amministrazioni Fiduciarie SPAFID S.p.A.

**SANLORENZO S.P.A.**

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

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.