

**SANLORENZO S.p.A.**  
**PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998**

**In accordance with Article 106 of Legislative Decree no. 18 of 17 March 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this ordinary proxy form.**

With reference to the Ordinary and Extraordinary Shareholders' Meeting of Sanlorenzo S.p.A., to be held on 21 April 2020, in first call, at 2:30 p.m., at the Company's offices in La Spezia, Viale San Bartolomeo 362, and if necessary, on 22 April 2020, in second call, same time and place, as indicated in the notice of call of the Shareholders' Meeting published on 21 March 2020 on the Company's website [www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" Section, and having read the Reports on the items on the Agenda made available by the Company (§)

**with this form**

<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</b> ( <i>tick the box that interests you</i> )		
<input type="checkbox"/> delegate o attorney with sub-delegation powers <input type="checkbox"/> legal representative ( <i>copy of the documentation of the powers of representation enclosed</i> ) <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other ( <i>specify</i> ) .....		
Shareholder (if different)	Name Surname/name of the company: (*)	
	Born in (*)	on (*)
	Registered office /Resident in (*)	
<b>related to</b>		
<b>No.</b>	<b>shares Sanlorenzo S.p.A</b> - ISIN _____	Registered in the securities account <sup>(1)</sup> No. _____
		At the custodian _____ ABI _____ CAB _____
referred to the communication ( <i>pursuant to Article 83-sexies of D.Lgs. 58/98</i> ) <sup>(2)</sup> No. _____		supplied by the intermediary: _____

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("SPAFID")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

By signing this proxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

(§) 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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SPAFID 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.

**VOTING INSTRUCTIONS**

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

The undersigned Signatory of the proxy(3)(personal details) \_\_\_\_\_  
 hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary and Extraordinary General Meeting of Sanlorenzo S.p.A., to be held on 21 April 2020, in first call, at 2:30 p.m., at the Company's offices in La Spezia, Viale San Bartolomeo 362, and if necessary, on 22 April 2020, in second call, same time and place.

**ORDINARY SESSION**

**Item 1 – Approval of the financial statements and the report on operations for the year ended 31 December 2019. Proposal for allocation of profit. Presentation of the consolidated financial statements of the Sanlorenzo Group at 31 December 2019. 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			
<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 – Report on the policy regarding remuneration and fees paid:**

**Item 2.1 – approval of the policy regarding remuneration pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of 24 February 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"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

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<b>Item 2.2 – resolution on the "Second section" of the report on the policy regarding remuneration and fees paid, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of 24 February 1998.</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>			

<b>Item 3 – Resolutions, pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998, concerning the establishment of a Stock Option Plan. 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>			

**EXTRAORDINARY SESSION**

<b>Item 1 – Increase in share capital, free of charge and divisible, with exclusion of option rights pursuant to Article 2441, paragraph 8 of the Italian Civil Code, for a maximum amount of € 884,615.00;</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>			

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<b>Item 2 – Proposal to amend Articles 3.2, 13.3, 21.2 and 21.3 of the By-laws. 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 of the delegating party)

<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 of the delegating party)

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**ANNEX 1**  
**INSTRUCTIONS FOR THE FILLING AND SENDING**  
**OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 83-sexies, Legislative Decree 58/1998**

- The proxy must be dated and signed by the delegating party.
  - Representation may be conferred only for single meetings, with effect also for subsequent calls.
  - In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.
- 
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. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

**Instructions for sending**

The ordinary proxy with the relating voting instructions shall be received 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 registered mail or courier to the following address: Spafid S.p.A., Foro Buonaparte 10 - 20121 Milan, Italy, (Ref. "Delega Ordinaria - Assemblea Sanlorenzo 2020").

The proxy complete with the voting instructions can also be notified electronically to the certified email address: [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

The sending to the above mentioned certified e-mail address of the proxy, signed with a qualified electronic or digital signature in accordance with the regulations in force, satisfies the requirement of written form, pursuant to Article 21, paragraph 2, of Legislative Decree No. 82/2005.

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

For any clarification or information please 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) 0280687331-02.80687.319 (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.