

**FALCK RENEWABLES 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. 58/1998**

**In accordance with Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020, as extended by effect of paragraph 3 of art. 1, D.L. 125/2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy 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 proxy form.**

With reference to the **Extraordinary Meeting of FALCK RENEWABLES S.p.A.**, to be held in Milan - Corso Venezia 16, on **17<sup>th</sup> November 2020, in first call, at 11:00 a.m.**, and if necessary, on 18<sup>th</sup> November 2020 same place and time, as indicated in the notice of call published on the Company's website on 16<sup>th</sup> October 2020 at <https://www.falckrenewables.com/etica-governance/assemblea-azionisti#17-11-2020> and having read the documentation 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 identification if foreign (*)			
resident in(*)	Address (*)				
Phone no. (**)	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> (1)					
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative <i>(copy of the documentation of the powers of representation to be 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 (specify) .....					
Shareholder (if different)	Name Surname/Denomination: (*)				
	Born in (*)	on (*)	Tax identification code or other identification if foreign (*)		
	Registered office /Resident in (*)				
<b>related to</b>					
<b>No. (*)</b>	<b>shares FALCK RENEWABLES S.p.A - ISIN</b>	Registered in the securities account <b>(1)</b> No.	At the custodian	ABI	CAB
referred to the communication <i>(pursuant to Article 83-sexies of D.Lgs. 58/98)</i> <b>(2)</b> 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 delegate/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/subproxy, 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)*

Spafid declares that it has no own 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 Company will process the personal data of the interested parties in compliance with the provisions of the information provided by the Company itself and published on the Company's website <https://www.falckrenewables.eu/>, in the "Corporate Governance" section – Shareholders' meeting 2020

(\*) Mandatory

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

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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. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

**VOTING INSTRUCTIONS**

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

The undersigned Signatory of the proxy **(3)**  
 (denomination/personal details)

hereby appoints/subappoints Spafid to vote in accordance with the voting instructions given below at the Extraordinary Meeting to be held in Milan - Corso Venezia 16, on 17<sup>th</sup> November 2020, in first call, at 11:00 a.m., and if necessary, on 18<sup>th</sup> November 2020, same place and time, by **FALCK RENEWABLES S.p.A.**.

**1. Authorization for the convertibility, pursuant to Article 2420-bis, paragraph 1 of the Italian Civil Code, of the equity-linked bond, approved by the Board of Directors on 15 September 2020, reserved for institutional investors and with a nominal value of Euro 200,000,000. Consequent increase in share capital pursuant to art. 2420-bis, paragraph 2 of the Italian Civil Code, in one or more tranches, with exclusion of preemptive rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code, to service the conversion of the aforesaid convertible bond. Amendment of Article 6 of the Bylaws. Related and consequent resolutions.**

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings (5)

<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> <b>revokes the instructions</b>	

**2. Amendment of Articles 6 (Share capital), 7 (Capital increase) and 9 (Characteristics of the shares) of the Bylaws. Related and consequent resolutions.**

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
--	------------------------------------	----------------------------------	----------------------------------

In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings (5)

<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against
<input type="checkbox"/> <b>revokes the instructions</b>	

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	<input type="checkbox"/> <b>Abstain</b>
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**3. Amendment of Articles 13 (Convening Shareholders' Meetings), 14 (Attendance and representation at the Shareholders' Meetings) and 16 (Resolutions of the Shareholders' Meeting) of the Bylaws. Related and consequent resolutions.**

Proposal of the board of directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings (5)			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		
<input type="checkbox"/> <b>revokes the instructions</b>			

**4. Amendment of Articles 17 (Composition and appointment - Executive Committee - Chief Executive Officer) and 19 (Convening and meetings of the Board of Directors) of the Bylaws. Related and consequent resolutions.**

Proposal of the board of directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings (5)			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		
<input type="checkbox"/> <b>revokes the instructions</b>			

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

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

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**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 Art. 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 denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
2. Indicate the Communication reference for the Meeting issued by the depositary intermediary 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 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 sending to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) with Ref. "Proxy Extraordinary AGM Falck Renewables S.p.A. 2020" or by courier/received delivery (to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, Ref. " Proxy Extraordinary AGM Falck Renewables S.p.A. 2020").

The sending of the proxy, signed with a qualified electronic or digital signature in accordance with current regulations, to the above-mentioned certified e-mail address satisfies the requirement of written form.

**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 additional clarification or information please contact Spafid S.p.A. by email to the address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open 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 Headquarter 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)