

**Take off S.p.A. - Shareholders' Meeting of 20 December 2021 on first call and, if necessary, of 21 December 2021 on second call
Form for granting proxy/sub-proxy to the Designated Representative exclusively mandated
pursuant to Art. 106, paragraph 4 of Italian Decree Law no. 18 of 17/03/2020**

Pursuant to the Italian Decree Law on measures to strengthen the national health care and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency approved by the Italian Council of Ministers on 16 March 2020 and published in the Italian Official Gazette on 17 March 2020 as well as to that indicated in the notice of call of the Ordinary and Extraordinary Shareholders' Meeting of Take Off S.p.A. of 20 December 2021 on first call, and if necessary, of 21 December 2021 on second call, on the company's website www.takeoffoutlet.com ("Investor relations" section), this proxy may only be issued in favour of Computershare S.p.A.; therefore, it must be sent to the email address ufficioroma@pecserviziotitoli.it. For further information please contact Computershare S.p.A. by calling the phone number +39 06 45417401 from 9:00 a.m. to 6:00 p.m. from Monday to Friday or by e-mail at ufficiorm@computershare.it.

PROXY FORM

Fill with the required information based on the Instructions below and notify the Company through Computershare S.p.A. (1)

*** mandatory information**

The undersigned * born in * on *
Italian Tax Code (or other equivalent code) *
resident in (city) * (street name) *
telephone *, e-mail

(2) entitled to exercise voting rights as at **09/12/2021** as: holder of shares – legal representative – proxy or attorney with power of sub-proxy secured creditor – distributor – usufructuary – custodian – manager – other (please specify)
for **TAKE OFF** ordinary shares (ISIN **IT0005467425**)

(3) in the name of born in * on *
Italian Tax Code (or other equivalent code) *
resident in (city) * (street name) *

(4) held in securities account no. at ABI CAB

(5) as resulting from communication no. made by (Bank) *

GRANTS PROXY/SUB-PROXY to Computershare S.p.A. with registered office at Via Lorenzo Mascheroni 19, in Milan to attend and vote at the aforementioned Shareholders' Meeting, with reference to the aforementioned shares, as per the instructions provided to the same and

DECLARES that there is no cause for incompatibility or suspension of the exercise of voting rights and that they are aware that:

- in the event of sub-proxy, for the purposes of the provisions of Article 135-novies, paragraph 5, of the TUF (Consolidated Law on Finance), the Representative shall certify, under their own responsibility, the conformity of the proxy in their possession to the original and the identity of the delegating party. The original of the proxy must be retained for one year after the conclusion of the Shareholders' Meeting.
- in the event of amendment or additions to the proposals submitted to the Shareholders' Meeting, or in the event of absence of the casting of votes, Computershare S.p.A. shall express a non-vote.
- the proxy/sub-proxy will be validly accepted at the Shareholders' Meeting only on condition that the company has received - by the beginning of the meeting - a notice by the intermediary concerning the shares indicated in this proxy form.

DATE..... ID card (6) * (type) issued by * no. * SIGNATURE

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VOTING INSTRUCTIONS

(Section intended only for the Designated Representative to be sent to Computershare S.p.A. - Tick the boxes following the guidelines in the Instructions)

The undersigned **(7)**

GRANTS PROXY to the Designated Representative to vote in accordance with the following instructions **(8)** at the shareholders' meeting in question:

RESOLUTIONS SUBMITTED FOR VOTING	VOTING INSTRUCTIONS		
	<i>For, Against, Abstained</i>		

ORDINARY PART

1. Appointment of the director Valentino Natale pursuant to Art. 2386 of the Italian Civil Code			
Section A – vote for resolution proposed by the Board of Directors (9)	F	Ag	A
Section A2 – vote for proposal published pursuant to Art. 126-bis of the TUF (10)	F	Ag	A

EXTRAORDINARY PART

1. Amendment of Article 2 of the Articles of Association and consequent relocation of the company headquarters			
Section A – vote for resolution proposed by the Board of Directors (9)	F	Ag	A
Section A2 – vote for proposal published pursuant to Art. 126-bis of the TUF (10)	F	Ag	A

DATE _____

SIGNATURE _____

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Instructions for completion and submission

1. *The Proxy Form to be notified to the Company through the Designated Representative with the Voting Instructions reserved for it, together with an ID card and any other documentation proving the signatory powers, must be received by the Company by 12:00 noon of 17 November 2021 (and 20 December 2021 in the event of a second call) in one of the following ways:*
 - 1) **Owners of Certified E-Mail (PEC):** if the delegating party (also a legal entity) has a PEC inbox, they may send an electronic copy (PDF format) to the e-mail address ufficioroma@pecserviziotitoli.it;
 - 2) **Owners of advanced, qualified or digital electronic signature (FEA):** a delegating party with a FEA can also send a copy of the proxy electronically reproduced with an Advanced Electronic Signature by ordinary e-mail to the e-mail address ufficioroma@pecserviziotitoli.it;
 - 3) **Owners of ordinary e-mail:** the delegating party may send an electronic copy (PDF format) of the proxy to the certified e-mail address ufficioroma@pecserviziotitoli.it. In this case, the original of the proxy, the instructions and a copy of the related documentation shall be sent to Computershare S.p.A.'s registered office in via Monte Giberto, 33 00183 Rome (RM).

Sending of the Proxy Form in a manner and on terms different from those indicated above or sending it exclusively by mail will not guarantee the delegating party with the correct conferral of the proxy to the Designated Representative.

2. *Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.*
3. *To be filled only if the owner of the shares is different from the signatory of the proxy, mandatorily indicating all relevant details.*
4. *Provide the securities account number, the ABI and CAB codes of the depository intermediary, or in any case its name, available in the securities account statement.*
5. *Any reference to the communication made by the intermediary and its name.*
6. *Include references to a valid identification document of the proxy signatory.*
7. *Include the surname and first name of the signatory of the Proxy Form and Voting Instructions.*
8. *Pursuant to Article 106 of Italian Decree Law no. 18 of 17.3.2020 ("Cura Italia" Decree), the sole delegated representative may receive sub-proxy, but it is the responsibility of the sub-delegating party to provide voting instructions that comply with the instructions provided by the original delegating party.*
9. *The resolutions proposed to the Shareholders' Meeting, summarised herein, are contained in the Reports published on the Company's website www.takeoffoutlet.com. Computershare S.p.A., as Designated Representative, has no interest of its own or on behalf of third parties with respect to the aforementioned proposals but, in the event of unknown circumstances or in the event of modification of or additions to the proposals submitted to the meeting, it does not intend to express a vote different from the one indicated in Sections A and C of the instructions. The vote is expressed by ticking the box chosen between **F** (for), **Ag** (against) or **A** (abstained).*
10. *Section A2, if appropriate, shall collect voting instructions if, within the time and in the cases permitted, a proposed resolution is submitted and published as an **alternative, complement or supplement** to that which has been published by the Board of Directors. The Designated Representative shall vote on each of the proposals to be voted on at the meeting in accordance with the instructions provided since it is the sole responsibility of the delegating party to formulate expressions of voting consistent with the proposals (alternative or complementary) that were published.*

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INFORMATION ON THE PROCESSING OF PERSONAL DATA
pursuant to Regulation (EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office at Via Lorenzo Mascheroni, 19, in Milan (hereinafter, "Computershare" or the "Data Controller"), Designated Representative of the issuer pursuant to Art. 135-undecies of Italian Legislative Decree 58/98 (TUF or Consolidated Law on Finance) and Art. 106 of Italian Legislative Decree no. 18 of 17 March 2020, as data controller of "Processing" (as defined in Art. 4 of the Regulation) of Personal Data (as defined below) provides this "Information on the Processing of Personal Data" in accordance with the provisions of the applicable legislation (Art. 13 of the Regulation and subsequent related national legislation). Purpose and methods of Processing

The personal details of the shareholder and of their representative (the "Delegating Party"), as well as residence, tax code, identification document details, e-mail address, telephone number and shareholding (together the "Personal Data") are communicated, including by computer or electronic means, by the Delegating Party to Computershare by means of this form, used for the conferral of representation at the meeting and the expression of the vote on behalf of the Delegating Party, in accordance with the instructions provided by the latter.

The Data Controller shall process the Delegating Party's Personal Data set forth in this proxy form lawfully and fairly and in a manner that ensures its confidentiality and security. Processing - which includes the collection and any other operation contemplated in the definition of "processing" in Art. 4 of the Regulation - is carried out by means of manual, IT and/or telecommunications tools, with organisational methods and logics strictly related to the purposes indicated below.

Purpose and legal basis of the processing

The purpose of the Processing carried out by the Data Controller is to allow the Designated Representative to represent at the Shareholders' Meeting and correctly cast votes on behalf of the Delegating Party, in compliance with the provisions of the cited Art. 135-undecies of the TUF and Art. 106 of Italian Decree Law no. 18 of 17 March 2020.

The legal basis for the Processing is represented by the following obligations:

- **contractual**: i.e. to fulfil the obligations arising from the relationship between the Designated Representative and the Delegating Party;
- **legal**: i.e. to fulfil legal obligations to which the Designated Representative is subject in relation to the issuer and supervisory authorities.

The provision of Personal Data and the Processing of the same is necessary for the purposes indicated above and failure to provide such data will, therefore, make it impossible to establish and manage the aforementioned relationship of representation at the meeting.

Recipients, storage and transfer of Personal Data

Personal Data will be made accessible for the purposes mentioned above, before, during and after the holding of the issuer's shareholders' meeting, to employees and contractors of the Data Controller who are responsible for the Processing, as well as to the issuer itself.

I The Delegating Party's Personal Data will be processed within the European Union and will be stored, also on servers located within the European Union, for a period of at least 1 year, in accordance with applicable law. This will be communicated by Computershare to the issuer for the fulfilment of legal obligations related to the drafting of the minutes of the shareholders' meeting and the updating of the shareholders' book and will possibly be communicated to third parties only in fulfilment of requests by Supervisory Authorities and the judiciary.

Rights of the Delegating Party

II The Delegating party has the right to know, at any time, which of its Personal Data is being processed and how it is being processed; it also has the right to have it updated, supplemented, corrected and the right to have it deleted, restricted or oppose its Processing, but in such cases, it may not be possible to carry out its instructions regarding participation in the meeting. It should also be considered that, following the meeting, the Personal Data and voting instructions of the Delegating party must be kept by the Designated Representative for 1 year, and be at the disposal of the Authorities.

In order to exercise the aforementioned rights, the Delegating Party may contact Computershare, at the address indicated in the proxy form or at the following e-mail address: "dataprotection@computershare.it". The Privacy Policy and the activities of Computershare can be consulted at <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.