

**TAKE OFF S.p.A. – Ordinary Shareholders' Meeting of 28 and 29 April 2022**  
**Proxy Form and Voting Instructions to Computershare S.p.A. as the only party that may attend the Shareholders' Meeting**

**Take Off S.p.A. (the Company) appointed Computershare S.p.A.**, in the person of one of its employees or collaborators with a specific mandate, as Designated Representative pursuant to Art. 135-*undecies* of Italian Legislative Decree 58/98 (TUF or Consolidated Law on Finance) and Art. 106 of Italian Decree-Law no. 18 of 17 March 2020, converted with amendments into Italian Law of 24 April 2020 as last amended by Italian Decree Law no. 228 of 30 December 2021, converted with amendments into Law no. 15 of 25 February 2022, to proceed with the collection of voting proxies relating to the shareholders' meeting convened in Ordinary Session for **28 April 2022 at 11:00 a.m.**, on first call, and if necessary for 29 April 2022 on second call at 11:00 a.m. in accordance with the procedures and terms reported in the notice of call published on the company's website <https://www.takeoffoutlet.com> ([Investor Relations Section](#)). The proxy with voting instructions, to be granted by **26 April 2022**, may be revoked within the time limit and in the same manner as the granting of the proxy.

**The granting of proxy and voting instructions by signing and submitting this form does not entail any expense for the delegating party except for sending or delivery costs.**

**Art. 135-decies of the TUF (Conflict of interest of the representative and substitutes)**

Computershare S.p.A., as Designated Representative, does not fall under any of the conditions of conflict of interest indicated in Art. 135-*decies* of the TUF. However, in the event of unknown circumstances or in case of amendments or additions to the proposals submitted to the shareholders' meeting, **it does not intend** to vote differently from what is indicated in the following voting instructions.

**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 **19/04/2022 (Record Date)** as:  holder of shares -  legal representative –  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/VAT no. (or other equivalent code) .....

resident in/registered office in (city) ..... (street name) .....

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

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

**GRANTS PROXY** to the above Designated Representative to attend and vote at the aforementioned meeting, with reference to the aforementioned shares, as per the instructions given to them and **DECLARES** that there is no cause for incompatibility or suspension of the exercise of voting rights and that they are aware of:

- the possibility that the proxy to the Designated Representative also contains voting instructions for several of the proposals on the agenda and that, in this case, the vote shall be exercised only for the proposals for which voting instructions are provided.
- the 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
	For, Against, Abstained

**ORDINARY PART**

<b>1 - Approval of the financial statements as at 31 December 2021 and presentation of the consolidated financial statements of the group as at 31 December 2021. Related resolutions</b>					
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	Ag	A		
<b>2 - Allocation of the result for the year and proposed dividend distribution. Related and consequent resolutions.</b>					
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	Ag	A		
<b>3 - Appointment of a Board Member. Related and consequent resolutions.</b>					
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	Ag	A		
<b>Section A2 – vote for proposal published pursuant to Art. 126-bis of the TUF (10)</b>	F	Ag	A		
<b>4 - Appointment of the Board of Statutory Auditors. Related and consequent resolutions.</b>					
<b>Section A - vote For the list (or proposal) with the number to be indicated in the box next to it or Against or Abstained for all lists (12)</b>	N...	Ag	A		
<b>Section B – voting due to unknown circumstances (11)</b>	Conf	Rev	F	Ag	A

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<b>5 - Authorisation to purchase and dispose of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code.</b>			
<b>Section A – vote for resolution proposed by the Board of Directors (9)</b>	F	Ag	A

**Possible liability action**

Vote for liability action against Directors that may be proposed by shareholders pursuant to Art. 2393, paragraph 2 of the Italian Civil Code during the discussion on the financial statements <i>(if no voting instructions are provided, the Designated Representative will vote against)</i> .	F	Ag	A
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DATE

SIGNATURE

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**Instructions for completion and submission**

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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 **26 April 2022** for the first call and 27 April 2022 for the second call by one of the following methods:
  - 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) of the proxy to the e-mail address [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.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@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.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@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.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, 00138, Rome (RM) as soon as possible.

**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 completed 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 135-undecies, paragraph 3, of Italian Legislative Decree 58/98, "The shares for which proxy has been granted, even partially, are counted for the purposes of the due constitution of the meeting. In relation to proposals for which no voting instructions have been given, the shares shall not be counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions".
9. The resolutions proposed to the Shareholders' Meeting, summarised herein, are contained in the Reports published on the Company's website: [https://www.takeoffoutlet.com/sezione\\_investor/relations/](https://www.takeoffoutlet.com/sezione_investor/relations/). 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).  
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.
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.
11. In the event a vote is taken on resolutions not provided for in the proposals published within the terms of law, the Designated Representative may not cast any vote in the absence of instructions. Accordingly, in the event that significant circumstances arise that modify or supplement the published proposals, unknown at the time the proxy is granted, that cannot be disclosed to the delegating party and that could change their voting intentions, the delegating party may pre-empt voting instructions in Section B by choosing from: Conf (confirm), Rev (revoke) or **F** (for), **Ag** (against) or **A** (abstained) to change the voting instruction already expressed
12. Indicate the number of the list/proposal (taken from the Company's website) that you intend to vote for, or vote against or abstain for all lists/proposals. In case of only one list/proposal, the voting expressions refer to this single list/proposal.

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**Italian Legislative Decree 58/98 (TUF)**

**Art. 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. The granting of a proxy to a representative with a conflict of interest is permissible provided that the representative notifies the shareholder in writing of the circumstances giving rise to such conflict and provided that there are specific voting instructions for each resolution in respect of which the representative is to vote on behalf of the shareholder. The representative bears the burden of proof that they have disclosed to the shareholder the circumstances giving rise to the conflict of interest. Article 1711, second paragraph, of the Italian Civil Code does not apply.
2. For the purposes of this article, a conflict of interest exists in any case where the representative or substitute:
  - a) controls, including jointly, the company or is controlled by it, also jointly, or is subject to joint control with the company;
  - b) is associated with the company or exercises significant influence over it, or the latter exercises significant influence over the representative;
  - c) is a member of the Board of Directors or the Board of Statutory Auditors of the company or of the parties indicated in letters a) and b);
  - d) is an employee or auditor of the company or of the parties indicated in letter a);
  - e) is the spouse, relative or similar within the fourth degree of the subjects indicated in letters from a) to c);
  - f) is linked to the company or to the parties indicated in letters a), b), c) and e) by independent work or employment relationships or other relationships of a financial nature that compromise independence.
3. Substitution of a representative by a party with a conflict of interest is permitted only if the substitute has been designated by the shareholder. In that case, subsection 1 shall apply. The reporting requirements and associated burden of proof remain with the representative.
4. This article shall also apply in the case of transfer of shares by proxy.

**Art. 135-undecies**

*(Representative designated by the company with listed shares)*

1. Unless otherwise provided for by the Articles of Association, for each shareholders' meeting, listed companies shall designate a party to whom shareholders may grant a proxy with voting instructions on all or some of the proposals on the agenda, by the end of the second trading day prior to the date set for the shareholders' meeting, even on a subsequent call. The proxy shall be effective only in respect of those proposals for which voting instructions have been given.
2. The proxy is granted by signing a proxy form whose content is governed by Consob regulations. The granting of a proxy shall be free of charge for the shareholder. The proxy and voting instructions are always revocable within the period indicated in subsection 1.
3. The shares for which proxy has been granted, even partially, are counted for the purposes of the due constitution of the meeting. In relation to proposals for which no voting instructions have been given, the shares shall not be counted for the purposes of calculating the majority and the share of capital required for the approval of resolutions.
4. The party designated as representative is required to disclose any interest they have on their own behalf or on behalf of third parties with respect to the proposed resolutions on the agenda. They shall also maintain the confidentiality of the content of voting instructions received until the beginning of the poll, without prejudice to the possibility of communicating such information to their employees and auxiliaries, who are subject to the same duty of confidentiality. No proxy may be given to the party designated as the representative except in accordance with this article.
5. With the regulation referred to in paragraph 2, Consob may establish the cases in which a representative who does not meet any of the conditions indicated in Article 135-decies may express a vote other than that indicated in the instructions.

**Italian DECREE LAW no. 18 of 17 March 2020**

**Art. 106**

*(Rules governing the conduct of company's meetings)*

... omissis ...

4. Companies with listed shares may appoint the representative provided for in Art. 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 for ordinary or extraordinary shareholders' meetings, even if the Articles of Association provide otherwise. The same companies may also provide, in the notice of call, that participation in the meeting is carried out exclusively through the designated representative pursuant to Art. 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Art. 135-novies of Italian Legislative Decree no. 58 of 24 February 1998, as an exception to Art. 135- undecies, paragraph 4, of the same decree.
5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading system and to companies with shares widely distributed among the public.

... omissis ...

**Italian Civil Code**

**Art. 2393**

*(Liability action)*

1. Liability action against directors shall be brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. Resolutions concerning the liability of directors may be passed during the discussion of the financial statements, even if they are not indicated in the list of matters to be dealt with, when they concern facts pertaining to the financial year to which the financial statements refer.
3. The liability action can also be brought following a resolution of the Board of Statutory Auditors, passed by a majority of two thirds of its members.
4. The action may be brought within five years after the director's termination of office.
5. The resolution of the liability action implies the removal from office of the directors against whom it is proposed, provided that it is taken with the favourable vote of at least one fifth of the share capital. In this case, the shareholders' meeting itself shall provide for their replacement.
6. The company may waive the right to bring liability action and may settle, provided that the waiver and settlement are approved by an express resolution of the shareholders' meeting, and provided that there is no vote against by a

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minority of shareholders representing at least one-fifth of the share capital or, in companies that have recourse to the venture capital market, at least one-twentieth of the share capital, or the extent provided for in the articles of association for the exercise of liability action pursuant to the first and second paragraphs of Art. 2393-bis.

#### 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.

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

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](mailto: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.