

TAKE OFF S.P.A.

PROXY FORM FOR THE APPOINTED REPRESENTATIVE

Pursuant to Article 135-undecies of Legislative Decree No. 58/1998 and Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020 (the "Cura Italia Decree"), converted with amendments into Law No. 27 of 24 April 2020, the effectiveness of which was last extended by Law No. 15 of 25 February 2022, which converted with amendments Decree-Law No. 228 of 30 December 2021

Avvocato Donatella de Lieto Vollaro, born in Rome on 23 September 1972, domiciled at Studio Legale Grimaldi in Milan, Corso Europa 12, Tax Code DLTDTL72P63H501L, in her capacity as "Designated Representative" pursuant to Article 135-undecies of Legislative Decree no. Lgs. no. 58/1998 and art. 106, paragraph 4, of the Decree Cura Italia, as extended by effect of paragraph 3 of art. 1, L.D. 125/2020, of Svas Biosana S.p.A, possibly replaced by Mr. Paolo Orlando Daviddi, born in Milan on 20 June 1963, with registered office at Studio Legale Grimaldi in Milan, Corso Europa 12, Tax Code DVDPR63H20F205A or by Ms. Monica Ronzitti, born in Atessa (CH) on 18 April 1984, with registered office at Studio Legale Grimaldi in Milan, Corso Europa 12, Tax Code RNZMNC84D58A485G, proxies for the ordinary Shareholders' Meeting of Take Off S.p.A. A. convened for 27 June 2022 at 11.00 a.m. on first call and, if necessary, for 28 June 2022, at the same time, on second call, in accordance with the procedures and terms set forth in the notice of call published on the company's website at www.takeoffoutlet.com (Investor relations section), as well as on the website www.borsaitaliana.it, in the Shares/Documents section, with the following agenda:

Appointment of the statutory auditors. Related and consequent resolutions

The proxy form, together with the relevant voting instructions, must be received by the end of the second trading day prior to the date set for the Shareholders' Meeting, i.e., by 23:59 on 23 June 2022 (or 24 June 2022 on second call), together with

- a copy of a currently valid identity document of the delegating party or

- if the delegating party is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another person with the appropriate powers, together with suitable documentation attesting to his/her qualification and powers,

to the following e-mail addresses: (i) ddelietovollaro@pec.grimaldilex.com; (ii) ddelietovollaro@grimaldilex.com, indicating in the subject line "Proxy RD Shareholders' Meeting Take Off 2022".

The proxy and voting instructions may be revoked by 23:59 on 23 June 2022 (or 24 June 2022 on second call) in the same way they were conferred.

The granting of the proxy and voting instructions by signing this form does not entail any expense for the delegating party.

The Appointed Representative reports that neither he nor his substitutes have any conflict-of-interest situations pursuant to Article 135-decies, paragraph 2, of Legislative Decree No. 58/1998 with respect to the resolution proposals submitted to the vote.

PROXY FORM

(Section to be notified to the company via the designated representative - Complete with the required information)

I, the undersigned

.....

(name/ personal details of the person entitled to vote) born in on residing at (city) in(address)

Tax code

(optional) email and/or telephone/fax

Data to be filled in at the discretion of the delegating party:

communication no. (communication reference provided by the intermediary)

any identification codes

hereby delegate the Appointed Representative to attend and vote at the shareholders' meeting as per the instructions provided to him/her with reference to no. Take Off S.p.A. shares, ISIN code IT0005467425 registered in the securities account no. at (depository intermediary) ABI CAB

I DECLARE that I am aware of the possibility that the proxy to the Designated Representative may contain voting instructions on some of the resolution proposals on the agenda and that, in such case, the vote will be exercised only for the proposals in relation to which voting instructions are given

I, the undersigned (surname and first name of the signatory only if different from the holder of the shares)

I hereby sign this proxy in my capacity as (please tick the relevant box)

pledge holder holder usufructuary custodian manager legal representative or agent with power of sub-delegation

other (specify)

DATE

SIGNATURE

VOTING INSTRUCTIONS

(Section containing information for the Appointed Representative only - Mark the boxes selected)

I, the undersigned (name/ personal details) hereby delegate the Appointed Representative to vote in accordance with the following voting instructions at the Ordinary General Meeting convened for 27 June 2022, at 11.00, on first call and, if necessary, for 28 June 2022, same time, on second call

A} RESOLUTIONS SUBMITTED TO THE VOTE (*)

1. Appointment of the Statutory Auditors. Related and consequent resolutions

IN FAVOUR OF THE PROPOSAL SUBMITTED BY

AGAINST ALL PROPOSALS ABSTAINED ON ALL PROPOSALS

B} In the event of circumstances unknown at the time of issue of the proxy⁽¹⁾ the undersigned, with reference to the

1st resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

AMEND THE INSTRUCTIONS: IN FAVOUR OF THE PROPOSAL SUBMITTED BY

AGAINST ALL PROPOSALS

ABSTAINS ON ALL PROPOSALS

⁽¹⁾In the event of relevant circumstances, unknown at the time of the granting of the proxy, which cannot be communicated to the appointing party, a choice may be made between: a) confirmation of the voting instruction already given; b) amendment of the voting instruction already given; c) revocation of the voting instruction already given. If no choice is made, the voting instruction under A) shall be deemed confirmed. The Appointed Representative and his substitute, in the event of unknown circumstances, shall refrain from casting a vote other than that indicated in Section A) of these instructions.

C} In the event of a vote on amendments or additions to the resolutions submitted to the general meeting⁽²⁾, with reference to the

1st resolution

CONFIRMS THE INSTRUCTIONS REVOKES THE INSTRUCTIONS (*)

AMEND THE INSTRUCTIONS: IN FAVOUR OF THE PROPOSAL TO AMEND/SUPPLEMENT THE INSTRUCTIONS

OPPOSED TO ALL PROPOSED AMENDMENTS/ADDITIONS ABSTAINED ON ALL PROPOSED AMENDMENTS/ADDITIONS

⁽²⁾ In the event of amendments or additions to the resolution proposals submitted to the shareholders' meeting, a choice may be made between: a) confirmation of any voting instruction already given; b) amendment of any voting instruction already given; c) revocation of any voting instruction already given. If no choice is made, the voting instruction under A) shall be deemed confirmed. The Appointed Representative and his substitute in the event of amendments or additions to the proposals submitted to the shareholders' meeting shall refrain from casting a vote other than that indicated in Section A) of these instructions.

Form for granting proxy to the designated representative pursuant to Article 135-undecies of the Consolidated Law on Finance

(*) Pursuant to Article 135-undecies, Section 3, of Legislative Decree No. 58/1998, "Shares for which proxy instructions have been given, even partially, are counted for the purpose of duly constituting the shareholders' meeting. In relation to proposals for which no voting instructions have been given, the shareholder's shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions".

DATE..... SIGNATURE

PRIVACY POLICY

I hereby authorise the processing of my personal data pursuant to Legislative Decree no. 196 of 30 June 2003 ("Personal Data Protection Code") and EU Regulation 2016/679 ("GDPR") and the communication of the same to Take Off S.p.A. for the purposes related to the holding of the Meeting.

Form for granting proxy to the designated representative pursuant to Article 135-undecies of the
Consolidated Law on Finance

LEGISLATION REFERRED TO IN THE PROXY FORM AND THE INSTRUCTION FORM

Legislative Decree No. 58/98 (TUF)

Article 135-decies

(Conflict of Interest of Representative and Substitutes)

1. The granting of a proxy to a representative with a conflict of interest is permitted if the representative informs the shareholder in writing of the circumstances giving rise to such conflict and if there are specific voting instructions for each resolution on which the representative is to vote on behalf of the shareholder. The representative bears the burden of proof of having communicated to the shareholder the circumstances giving rise to the conflict of interest. Article 1711(2) of the Civil Code does not apply.

2. For the purposes of this article, a conflict of interest exists in any event where the representative or the proxy

(a) controls, even jointly, the company or is controlled, even jointly, or is under common control with the company

b) is affiliated with the company or exercises significant influence over it or the latter exercises significant influence over the representative

(c) is a member of the administrative or controlling body of the company or of the persons indicated in points (a) and (b)

d) is an employee or auditor of the company or of the persons indicated in subparagraph a)

e) is the spouse, relative or relative-in-law up to the fourth degree of kinship of the persons indicated in letters a) to c)

f) is linked to the company or to the persons indicated in letters a), b), c) and e) by self-employment or employment relationships or other relationships of a financial nature that compromise their impartiality.

3. The replacement of the representative by a substitute in conflict of interest is only permissible if the substitute has been indicated by the shareholder. Paragraph 1 applies in this case. The disclosure obligations

and the related burden of proof remain with the representative.

4. This Article also applies in the case of a transfer of shares by proxy.

Article 135-undecies

(Representative appointed by the company with listed shares)

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall designate a person on whom shareholders may confer, by the end of the second trading day prior to the date set for the shareholders' meeting, including on a subsequent call, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall only be effective for those proposals in relation to which voting instructions are given.

2. Proxy is conferred by signing a proxy form, the content of which is governed by Consob regulations. The granting of proxy shall be free of charge for the shareholder. The proxy and voting instructions are always revocable within the term indicated in subsection 1.
3. The shares for which proxy has been conferred, even partially, shall be counted for the purpose of duly constituting the shareholders' meeting. With respect 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 proportion of capital required for the approval of resolutions.
4. The person appointed as representative is obliged to disclose any interest he or she may have on his or her own behalf or on behalf of third parties with respect to the resolution proposals on the agenda. He/she shall also maintain the confidentiality of the content of the voting instructions received until the beginning of the voting, without prejudice to the possibility of disclosing such information to his/her employees and auxiliaries, who shall be subject to the same duty of confidentiality. No proxies may be given to the person appointed as representative except in compliance with this Article.
5. With the regulation pursuant to subsection 2, Consob may establish the cases in which the representative who is not in any of the conditions indicated in Article 135-decies may express a vote other than that indicated in the instructions.

Civil Code

Article 2393

(Corporate action for liability)

1. Liability action shall be brought against the directors pursuant to a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution concerning the liability of the directors may be passed at the time of the discussion of the financial statements, even if it is not indicated in the list of matters to be dealt with, when it concerns facts pertaining to the financial year to which the financial statements refer.
3. Liability action may also be brought following a resolution of the board of auditors passed by a two-thirds majority of its members.
4. The action may be brought within five years from the date the director ceases to hold office.
5. The resolution of the liability action shall entail the removal from office of the directors against whom it is brought, provided it is passed with the favourable vote of at least one-fifth of the share capital. In this case, the shareholders' meeting shall replace the directors.

Form for granting proxy to the designated representative pursuant to Article 135-undecies of the Consolidated Law on Finance

6. The company may waive the right to bring the liability action and may settle it, 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 minority of shareholders representing at least one-fifth of the share capital or, in companies that have made use of the capital risk market, at least one-twentieth of the share capital, or the amount envisaged in the bylaws for the exercise of the liability action pursuant to the first and second paragraphs of Article 2393-bis.

Article 106

(Rules on the conduct of company meetings)

... omitted ...

4. Companies with listed shares may appoint a proxy for ordinary or extraordinary shareholders' meetings in accordance with Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, even if the Articles of Association provide otherwise. The same companies may also provide in the notice of call that participation in shareholders' meetings is conducted exclusively through the designated proxy pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998; the designated proxy may also be granted proxies or sub-delegations pursuant to Article 135-novies of Legislative Decree No. 58 of 24 February 1998, as an exception to Article 135-undecies, subsection 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.

... omitted ...