**TAKE OFF S.P.A.**

**PROXY/SUB-DELEGATION FORM FOR THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE MEETING**

**pursuant to Article *135-novies*, Legislative Decree no. 58/1998**

**As permitted by Article 106(4) and (5) of Decree-Law no. 18 of 17th March 2020, converted with amendments into Law no. 27 of 24th April 2020, the effectiveness of which was last extended by Law no. 14 dated 24th February 2023, which converted with amendments Decree-Law no. 198 of 29th December 2022, participation at the Shareholders’ Meeting by those entitled to vote is permitted exclusively through the Appointed Representative pursuant to Article *135-undecies* of Legislative Decree no. 58/98. Pursuant to the aforementioned Decree, the Designated Representative may also be granted Proxies and/or Sub-delegations pursuant to Article *135-novies* of the Consolidated Law on Finance, notwithstanding Article 135-undecies(4) of the Consolidated Law on Finance, by signing this Standard Proxy Form.**

With reference to the **Ordinary Shareholders’ Meeting of Take Off S.p.A.** to be held on 27th April 2023 at 2:00 pm on first call and, if necessary, on 28th April 2023 at the same time on second call, as per the Notice of Call published on 30th March 2023 on the company’s website at www.takeoffoutlet.com (under the Investor Relations section), as well as on the website www.borsaitaliana.it, in the section Shares/Documents and having read the documents made available by the Company,

**with this form**

**the undersigned** *(person signing the Proxy[[1]](#footnote-1)*)

Name\* .......................................................

Surname\* ..............................................

born in\* ...................................................on\* ......................................................

resident in ........................................ at ......................................................

Tax Code ......................................................................................................

**Email ....................................... Telephone no.\* ...................................**

**Valid identity document (*type*)** \****...........................(copy to be attached***) No. ............................

**acting as**

*(please tick the relevant box)*

* person to whom the right to vote is attributed

□ legal representative or person with appropriate powers of representation of *(name of the legal entity holding voting rights[[2]](#footnote-2)*)\* ................................................... with registered office in\* ................................................... street address\* ............................ Tax Code/VAT number .............................................***(copy of documentation proving powers of representation to be attached****)* to which voting rights are attributed

in their capacity as *(please tick the relevant box*)\*:

□ Shareholder □ pledgee □ reporter

 □ usufructuary □ custodian

 □ manager □ other*(specify*) ..................

relative to **no.\* ....................... ordinary shares of Take Off S.p.A.** (ISIN IT0005467425) referred to in the communication *(ex Article 83-sexies Legislative Decree no. 58/1998*) no. .............................. made by the intermediary .......................................................................................... ABI .................. CAB ..................

**delegates/sub-delegates**

**Lawyer Donatella de Lieto Vollaro, born in Rome on 23rd September 1972, with Tax Code DLTDTL72P63H501L, who may be replaced by Lawyer Paolo Orlando Daviddi, born in Milan on 20th June 1963, with Tax Code DVDPRL63H20F205A or by Lawyer Monica Ronzitti, born in Atessa (CH) on 18th April 1984, with Tax Code RNZMNC84D58A485G, or by Lawyer Angelica Codazzi, born in Monza (MB) on 9th May 1994, having Tax Code CDZNLC94E49F704K, or Ms Alessandra Braccio, born in Lecce on 19th May 1997, having Tax Code BRCLSN97E59E506X, all domiciled at the Grimaldi Alliance office in Milan, at Corso Europa 12, to attend and represent them at the Shareholders’ Meeting.**

**The undersigned further declares that the voting right will be exercised by the Delegate/Sub-delegate in accordance with specific voting instructions issued by the undersigned Delegating Party.**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *(Place and Date) (Delegating Party’s Signature)*

By signing this Proxy, the undersigned undertakes to give notice by sending the original or a copy of the original, thereby certifying from this point forth the conformity to the original of the document to be served on the Company.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *(Place and Date) (Delegating Party’s Signature)*

Lawyer Donatella de Lieto Vollaro declares that there is neither on their behalf, nor on the part of their substitutes, situations of conflict of interest pursuant to Article *135-decies*(2) of Legislative Decree no. 58/1998 with respect to the resolution proposals submitted to the vote.

In the event of circumstances unknown at the time of issuing the Proxy, which cannot be communicated to the Delegating Party, or in the event of amendments or additions to the proposals submitted to the Shareholders’ Meeting, the Delegate or their substitute shall refrain from casting a vote other than as indicated in the instructions. If the Delegating Party does not provide specific instructions for such cases by means of marking the appropriate boxes, the instructions provided in the principal are deemed to be confirmed to the extent possible. If it is not possible to vote in accordance with the instructions given, the Delegate shall abstain on such matters. In any event, the Delegate shall not cast a vote on certain items on the Agenda in the absence of voting instructions.

**VOTING INSTRUCTIONS**

*(intended for the Delegate only – please mark the relevant boxes)*

The undersigned *(name/anagrafic data)\* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

delegates Lawyer Donatella de Lieto Vollaro to vote in accordance with the below Voting Instructions at the Ordinary Shareholders’ Meeting of Take Off S.p.A. convened on 27th April 2023 at 2:00 pm on first call and, if necessary, on 28th April 2023 at the same time on second call.

**1. Approval of the Annual Financial Statements as at 31st December 2022 and presentation of the Group’s Consolidated Financial Statements as at 31st December 2022. Relative and consequent resolutions.**

Proposal submitted by the Board of Directors

**🗆 in favour**

**🗆 opposed 🗆 abstaining**

In the event of unforeseen circumstances or upon any amendments or additions to the resolution proposals submitted to the Assembly.

**🗆**  **confirm the instructions**

**🗆 revoke the instructions**

**change the instructions: 🗆 in favour 🗆 against 🗆 abstaining**

**2. Allocation of the result for the year and proposed dividend distribution. Relative and consequent resolutions.**

**🗆 in favour of the proposal submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**🗆 opposed to all proposals 🗆 abstaining on all proposals**

In the event of unforeseen circumstances or upon any amendments or additions to the resolution proposals submitted to the Assembly.

**🗆**  **confirm the instructions**

**🗆 revoke the instructions**

**change the instructions: 🗆 in favour of the proposal submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 **🗆 opposed to all proposals**

 **🗆 abstaining on all proposals**

**3. Appointment of the Board of Directors. Relative and consequent resolutions.**

**🗆 in favour of the proposal submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**🗆 opposed to all proposals 🗆 abstaining on all proposals**

In the event of unforeseen circumstances or upon any amendments or additions to the resolution proposals submitted to the Assembly.

**🗆**  **confirm the instructions**

**🗆 revoke the instructions**

**change the instructions: 🗆 in favour of the proposal submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 **🗆 opposed to all proposals**

 **🗆 abstaining on all proposals**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *(Place and Date) (Delegating Party’s Signature)*

**DERIVATIVE LITIGATION**

**In the event of a vote on the Derivative Litigation proposed pursuant to Section 2393(2) of the Italian Civil Code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Delegate/Substitute to vote in accordance with the following instructions:**

**🗆 in favour 🗆 against 🗆 abstaining**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *(Place and Date) (Delegating Party’s Signature)*

**ANNEX 1**

**INSTRUCTIONS FOR COMPILATION AND TRANSMISSION**

**OF A VOTING PROXY FOR REPRESENTATION AT THE MEETING**

**The authorised person must request the depositary intermediary to issue the notice for participation in the Shareholders’ Meeting referred to in Article 83-sexies, Legislative Decree no. 58/1998)**

* The Proxy must be dated and signed by the Delegating Party;
* Representation may only be conferred for individual meetings, with effect also for subsequent meetings;
* In the case of co-ownership of shares, the Proxy must always be signed by all co-owners.

**Means of Submission**

The Proxy must be received 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 legal representative pro tempore or of another person with the appropriate powers, together with necessary documentation attesting to their qualification and powers.

The above is to be sent to all of the following email addresses:

(i) ddelietovollaro@pec.grimaldialliance.com; (ii) ddelietovollaro@grimaldialliance.com, indicating in the subject line “Proxy Delegation Take Off 2023 Shareholders’ Meeting”.

**Proxies must be received no later than 6:00 pm on the day before the date of the Meeting. The Proxy pursuant to Article *135-novies*, Legislative Decree no. 58/1998 and the relative voting instructions are always revocable within the aforementioned term**.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**PRIVACY POLICY**

**I hereby authorise the processing of my personal data pursuant to Legislative Decree no. 196 dated 30th 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 Meeting being held.**

1. Indicate the name and surname of the Delegating Party (as it appears on the copy of the notice to attend the Shareholders’ Meeting pursuant to Article 83-sexies of Legislative Decree 58/1998) or the Legal Representative of the delegating legal entity. [↑](#footnote-ref-1)
2. Delegating legal person as appears on the copy of the communication for participation in the Shareholders’ Meeting pursuant to Article *83-sexies*, Legislative Decree 58/1998. [↑](#footnote-ref-2)