Introduction

FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as Appointed Representative pursuant to article 135-*undecies*.1 of Italian Legislative Decree no. 58/98 (TUF) and to Article 10.7 of the Company's Articles of Association to the Ordinary Shareholders' Meeting convened on April 17th, 2025 in single call, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company's website www.finefoods.it (section *Governance – Shareholders' Meeting*).

Computershare collects proxy and sub-proxy, together with the voting instructions, to be conferred by April 15th, 2025. The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article **135-*decies*** of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

Conferral of proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

It is not possible to grant this proxy form without the voting instructions. The form should be downloaded from the company's website www.finefoods.it (section *Governance – Shareholders' Meeting*) The proxy and voting instruction form can be requested by phone at 0246776818.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. ***(1)***

**** mandatory information***

The undersigned *(*natural person*)		
place of birth *	date of birth*	tax code*(or equivalent)
resident in *(town/city)* *	at *(street / address)* *	
telephone no *	e-mail	
(2) entitled to the voting right at close business day of **April 8th, 2025 (Record Date)** as: ☐ registered share holder - ☐ legal representative – ☐ pledgee – ☐ taker in - ☐ beneficiary interest holder - ☐ official receiver – ☐ manager – ☐ proxy grantor conferring **sub-proxy**		

In the event that the signatory is a ***sub-proxy****, information on all proxies with voting instructions given by each proxy shall be set out in a list attached to this Proxy Form.*

(3) for no*	of shares **FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A.**		
(4) as resulting from communication no.		sent by (*Bank*)	
registered in the securities account no.	at	bank code (ABI)	branch code (CAB)
(5) registered in the name of (*natural person* or legal entity if different from the signing person)			
place of birth *	date of birth *	tax code *(or equivalent)*	
resident in *(town/city)* *	at *(street / address)* *		

DELEGATES/SUBDELEGATES

Computershare to attend and vote at the abovementioned shareholders' general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6);**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

STATES in case of sub-proxy, under his/her own liability as proxy holder, pursuant article 135-novies, par. 4 and 5, TUF, the compliance of the list enclosed to the proxies received and the identity of the proxy grantors.

DATE	Form of identification **(7)** *(type)**	Issued by *	no. *	SIGNATURE

VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the Instructions for filling in)

The undersigned ***(8)***

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follow

RESOLUTIONS TO BE VOTED	***VOTING INSTRUCTIONS***
	F*(for),* ***C*** *(against),* ***A*** *(abstain)*
NOTE *This voting instructions form could be integrated or amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until April 2nd, 2025, in line with the notice of call.* *In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on.*	

ORDINARY SESSION

1. 31 December 2024 Financial Statements; related and consequent resolutions:

(0010)	**1.1 Approval of the 31 December 2024 Company Financial Statements and the Board of Directors' Annual Report on Operations; Acknowledgement of the Board of Statutory Auditors and Auditing Company Reports; Presentation of Consolidated Financial Statements as of 31 December 2024 including the Consolidated Sustainability Report under Legislative Decree no. 125/2024;**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

(0020)	**1.2 Allocation of the result for the year.**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

(0030)	**2. Dividend distribution. Related and consequent resolutions.**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

3. Report on remuneration policy and compensation under Article 123-*ter*, paragraphs 3-*bis* and 6 of Legislative Decree no. 58/1998:

(0040)	**3.1 First Section: report on remuneration policy. Binding resolution;**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

(0050)	**3.2 Second Section: report on remuneration paid. Non-binding resolution.**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

(0060)	**4. Authorisation to buy and dispose of treasury shares under articles 2357 and 2357-*ter* of the Civil Code, subject to the revocation of the unexecuted part of a previous Shareholders' Meeting authorisation dated 29 May 2024. Related and consequent resolutions.**			
	Section A – vote for resolution proposed by the Board of Directors ***(9)***	**F**	**C**	**A**
	Section A2 – vote for proposal published pursuant to article 135, undecies.1 par. 2, of TUF ***(10)***	**F**	**C**	**A**

Derivative action against Directors			
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (*If no voting instruction are indicated, the Appointed Representative will vote **C** – against)*	**F**	**C**	**A**

DATE SIGNATURE

Instructions for filling in and submitting the form

1. ***The Proxy form*** *must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the* ***Voting Instructions*** *reserved to him within the term indicated in the Introduction using one of the following methods:*

   1) ***Registered Email Holders (PEC)****: as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. 2025) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;*
   2) ***Digital Signature Holders (FEA)****: as an attachment document with digital signature sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. 2025) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;*
   3) ***Common Email address Holders****: as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it (Reference: Shareholders Meeting FINE FOODS & PHARMACEUTICALS N.T.M. S.p.A. 2025). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in Via Lorenzo Mascheroni,19, 20145 Milan (MI), Italy, as soon as possible.*

   The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy*.*
2. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
3. *Ensure that the number and type of shares for which proxy is conferred matches with the number and type of shares attested by the intermediary in its communication to the Company which details are to be indicated in point (4) below*
4. *Reference to the communication made by the intermediary and its name. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
5. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
6. *Pursuant article 135-undecies, par. 3, TUF "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."*
7. *Provide details of a valid form of identification of the proxy signatory.*
8. *Provide the name and surname of the signatory of the Proxy form and Voting instructions.*
9. *The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.finefoods.it (section Governance – Shareholders' Meeting)*

   Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

   The vote is expressed by ticking the relevant box between the following: ***F*** *(for),* ***C*** *(against) or* ***A*** *(abstention).*
10. *There is the Section A2 to receive instructions when an* ***alternative, complementary or additional*** *resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.*

    In case of approval of the proposal contained in Section A, the vote on the alternative proposal, as contained in section A2, will not take place.

Italian Legislative Decree no.58/98 (T.U.F)

***Article 135*-decies**

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

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
d) is an employee or auditor of the company or of the persons indicated in paragraph a);
e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(*Appointed representative of a listed company*)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 135-undecies.1

(*Participation in the shareholders' meeting by the designated representative)*

1. The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or subproxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4.
2. Submission of resolution proposals at a shareholders' meeting is not allowed. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting's agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimization to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-sexies to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
3. The right to ask questions referred to in Article 127-ter is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.

Italian Civil Code
Art. 2393
(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director's term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the " **Controller**"), Appointed Representative of the company pursuant to article 135-*undecies.1* of Italian Legislative Decree no. 58/98 (TUF), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies.1* of TUF.

The legal basis of the Processing is represented by:
- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.
Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.
For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website https://www.computershare.com/it/policy .

Computershare S.p.A.