

**SHAREHOLDERS' MEETING OF GRUPPO MUTUIONLINE S.P.A**  
**PROXY FOR PARTECIPATION IN THE MEETING**

The undersigned<sup>1</sup>

\* Surname or company name \_\_\_\_\_

\* Name \_\_\_\_\_

\* Born \_\_\_\_\_ \*Prov \_\_\_\_ \*on \_\_\_\_\_

\*Fiscal Code \_\_\_\_\_

\* Residence or registered office \_\_\_\_\_

\* Surname or company name \_\_\_\_\_

\* Name \_\_\_\_\_

\* Born \_\_\_\_\_ \*Prov \_\_\_\_ \*on \_\_\_\_\_

\*Fiscal Code \_\_\_\_\_

\* Residence or registered office \_\_\_\_\_

Person/s eligible/s to exercise the right to the shares of Gruppo MutuiOnline S.p.A. as

- |                                                   |                                                             |                                   |
|---------------------------------------------------|-------------------------------------------------------------|-----------------------------------|
| <input type="checkbox"/> shareholder <sup>2</sup> | <input type="checkbox"/> pledgee                            | <input type="checkbox"/> restorer |
| <input type="checkbox"/> usufructuary             | <input type="checkbox"/> caretaker                          | <input type="checkbox"/> manager  |
| <input type="checkbox"/> legal representatives    | <input type="checkbox"/> prosecutor with power of sub-proxy |                                   |

Delegate

\_\_\_\_\_  
Surname and Name or company name

with the right to be replaced by

\_\_\_\_\_  
Surname and Name or company name

to represent him/her at the Shareholders' Meeting of Gruppo MutuiOnline S.p.A. in a single call, convened in ordinary and extraordinary session on 29 April 2024, at 8.30 a.m. at the administrative offices of Gruppo MutuiOnline S.p.A., in Milan - Via Desenzano, No. 2,

- with reference to n. \_\_\_\_\_ ordinary shares of Gruppo MutuiOnline S.p.A.;
- with reference to all ordinary shares of Gruppo MutuiOnline S.p.A. for which he/she has/have requested the communication for participation in the Shareholders' Meeting.

---

<sup>1</sup> Full name of the person eligible as it appears on the copy of the notice to attend the shareholders' meeting referred to in Art.83-sexies del D.Lgs. 58/1998 (record date).

<sup>2</sup> The holder of the shares on the date of Art. 83-sexies del D.Lgs. 58/1998.

---

**Gruppo MutuiOnline S.p.A. (in breve Gruppo MOL S.p.A. o MOL Holding S.p.A.)**

Sede Legale: Via F. Casati, 1/A - 20124 Milano, Italy

Sede Operativa: Via Desenzano, 2 - 20146 Milano, Italy

Tel +39.02.8344.1 - Fax +39.02.91.39.08.63 - internet: www.gruppomol.it

C.F. e P.I. 05072190969 - REA 1794425 - CCIAA 05072190969

Capitale Sociale Euro 1.012.354,01 Interamente Versato

---

with the following **agenda**:

### **Ordinary session**

1. Financial statements as of 31 December 2023. Report of the Board of Directors on operations. Report of the Board of Statutory Auditors pursuant to Article 153 of D.Lgs.58/1998 and Report of the Independent Auditors. Presentation of the Consolidated Financial Statements as of 31 December 2023; related and consequent resolutions.
2. Allocation of the result for the year; related and consequent resolutions.
3. Report on remuneration policy and compensation paid:
  - a) examination of Section I prepared pursuant to Article 123-ter, paragraph 3, of D. Lgs. No. 58/1998. Resolutions pursuant to Article 123-ter, Section 3-bis, of D. Lgs. No. 58/1998;
  - b) examination of Section II prepared pursuant to Article 123-ter, paragraph 4, of D. Lgs. No. 58/1998. Resolutions pursuant to Article 123-ter, paragraph 6, of D. Lgs. No. 58/1998.
4. Ordinary items Stock Options Plan concerning the ordinary shares of Gruppo MutuiOnline S.p.A. reserved to the executive directors of society and the subsidiary enterprises of the same;
5. Appointment of the Board of Statutory Auditors for the financial years 2024-2026; related and consequent resolutions:
  - a. appointment of the members;
  - b. appointment of the Chairman;
  - c. determination of the relevant remuneration.
6. Appointment of the independent auditors for the financial years 2025-2033 and determination of their remuneration; related and consequent resolutions.
7. Authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Codice Civile, as well as Article 132 of D.Lgs. 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 27 April 2023 for the portion not executed. Related and consequent resolutions.

### **Extraordinary session**

1. Proposal to amend the Articles 1 (constitution and name) and 2 (duration) of the Articles of Association; related and consequent resolutions.

---

**Completely approving their actions at the outcome of the meeting's discussion.**

Date

Signature

---

**INSTRUCTIONS FOR FILLING THE PROXY FORM**

In the event of inability to attend the Shareholders' Meeting, the person eligible has the right to appoint a person of his or her choice as proxy to attend and vote.

1. The proxy must be in writing, dated and signed, and the name of the proxy must be entered by the shareholder and not by a third party;
2. the proxy may only be conferred for individual meetings, with effect also for subsequent meetings, except in the case of:
  - (i) general power of attorney or
  - (ii) power of attorney granted by a company, association, foundation or other collective body or institution ("Entity") to one of its employees;
3. in the cases referred to in points 2.(i) and 2.(ii) and whenever the person eligible to exercise the right to intervene and vote is an Entity, a copy of the documentation attributing the powers of representation must be attached to the proxy to be kept on file in the Company's records;
4. if the representation is granted to an Entity, the latter may only delegate one of its employees or collaborators;
5. the proxy may also be granted to a person who is not a shareholder of Gruppo MutuiOnline S.p.A;
6. in the case of co-ownership of shares, the proxy must always be issued with the signatures of all the co-owners even if the intervener is himself a co-owner;
7. please note that in the event of a proxy conferred in the absence of specific voting instructions from the delegating party to the proxy, the rules on significant holdings in listed issuers pursuant to Article 118, paragraph 1, letter c) of CONSOB Regulation No. 11971/99 may apply;
8. eligible persons and their proxies are invited to take into account the provisions of Article 135-*decies* D.Lgs 58/1998 on the subject of the representative's conflict of interest.

In order to facilitate your participation in the Shareholders' Meeting, you are invited to bring forward this proxy and any supporting documentation, proving the signatory's powers, as soon as possible. The proxy may, in lieu of the original, deliver or transmit a copy, also in electronic form, of the proxy, certifying under its own responsibility the conformity of the proxy to the original and the identity of the delegating party. The documents, including this proxy, must be sent to the Company by registered mail to the Company's registered office in Milan - Via F. Casati, no. 1/A, or by electronic notification to the certified mail address [gruppomutuonline@legalmail.it](mailto:gruppomutuonline@legalmail.it).

---

## PRIVACY POLICY

**Gruppo MutuiOnline S.p.A.** (the "Company"), in its capacity as independent data controller, provides certain information regarding the processing of the personal data of the persons entitled to participate in the shareholders' meeting of the Company convened from time to time. This information is also addressed to the subjects whose personal data have been communicated by you, and will be made available to them by you, guaranteeing the truthfulness and correctness of such data. The following information is provided in compliance with the regulations in force and with particular reference to EU Regulation 2016/679 (hereinafter referred to as the "EU Regulation"), and where applicable to D.Lgs. no. 196 of 30 June 2003 (the "Privacy Code").

### 1. DATA CONTROLLER

1.1 The data controller is Gruppo MutuiOnline S.p.A., P.IVA 05072190969, with registered office in Via Felice Casati, 1/A, 20124 Milan (Italy), in the person of its legal representative *pro tempore*.

### 2. PURPOSE AND LEGAL BASIS OF THE PROCESSING

2.1 The data collected will be processed by the Company, without the need for explicit consent pursuant to Article 6, paragraph 1, letter c) of the EU Regulation, in order to fulfil the obligations relating to representation at shareholders' meetings, the expression of the vote of the person who has conferred proxy and, more generally, to fulfil legal obligations.

### 3. PROVISION OF DATA

3.1 We inform that the communication of the personal data necessary to achieve the purposes indicated in point 2 is compulsory and any refusal to provide such data will make it impossible to achieve the purposes described.

### 4. PERSONAL DATA PROTECTION OFFICER

4.1 The Data Protection Officer can be contacted at the following e-mail address: [dpo@gruppomol.it](mailto:dpo@gruppomol.it).

### 5. SCOPE OF COMMUNICATION AND DISSEMINATION OF DATA

5.1 The data shall be communicated to the notary's office appointed by the Company to record the minutes of the shareholders' meeting and to the Public Institutions and/or Authorities to which the communication is required by law.

### 6. TRANSFER OF DATA ABROAD

6.1 The data you provide will not be transferred outside the European Union.

### 7. DATA PROCESSING METHODS

7.1 The data may be processed using manual, automated, computerized or telematic means for storing, managing, and transmitting the data.

7.2 The data subject shall not be subject to any decision based solely on automated processing, including profiling, which produces legal effects concerning him/her or significantly affects him/her in a similar way.

### 8. DATA RETENTION PERIOD

8.1. Personal data processed for the purposes indicated in point 2 shall be kept for as long as necessary for the purposes of the processing, considering the provisions of law and regulations.

### 9. DIRITTI DELL'INTERESSATO

9.1. The Company, in full compliance with the provisions of Articles 15, 16, 17, 18, 20 and 21 of the EU Regulation, informs you that you have the right:

- to request access to your personal data (art. 15) and rectification (art. 16) or erasure (art. 17), or restriction of processing (art. 18) concerning you, or to object to their processing (art. 21), in addition to the right to data portability (art. 20);
- to revoke consent at any time without prejudice to the lawfulness of the processing based on the consent given before revocation;
- the right to lodge a complaint with the "Garante per la protezione dei dati personali".

9.2 To exercise the rights summarized above, the Company's contact details are:

Gruppo MutuiOnline S.p.A.

Head Office: Att.ne "Privacy Data Processing"- Via Desenzano 2, 20146 Milano

Privacy Policy update to 20/03/2024