

**PROXY FOR THE ATTENDANCE TO THE SHAREHOLDERS' MEETING OF ITALIAN WINE BRANDS S.P.A.**

The Undersigned (<sup>1</sup>)

\*Surname \_\_\_\_\_ \*Name \_\_\_\_\_ or

\*Company name \_\_\_\_\_

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

\*Tax Code \_\_\_\_\_ Telephone no. \_\_\_\_\_

\*Address of residence or registered office \_\_\_\_\_

\*Surname \_\_\_\_\_ \*Name \_\_\_\_\_ or

\*Company name \_\_\_\_\_

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

\*Tax Code \_\_\_\_\_ Telephone no. \_\_\_\_\_

\*Address of residence or registered office \_\_\_\_\_

Person/s entitled to exercise the right on shares of Italian Wine Brands S.p.A. as:

- |   |  |                                   |
|---|--|-----------------------------------|
| <input type="checkbox"/> shareholder <sup>(2)</sup> | <input type="checkbox"/> pledgee                                 | <input type="checkbox"/> assignee |
| <input type="checkbox"/> usufructuary               | <input type="checkbox"/> custodian                               | <input type="checkbox"/> manager  |
| <input type="checkbox"/> legal representative       | <input type="checkbox"/> attorney with authority to sub-delegate |                                   |

Delegate/s to, severally \_\_\_\_\_

[surname and name or company name]

with the right to be substituted by, severally \_\_\_\_\_

[surname and name or company name]

to represent he/she in the **Extraordinary Shareholders' Meeting of Italian Wine Brands S.p.A.** called for the days:

- 15 December 2022, at 9 a.m., at the law firm Gatti Pavesi Bianchi Ludovici, Studio Legale Associato, Milan offices, Piazza Borromeo no. 8, Milan, on first call;
- 16 December, at 11 a.m., same place, on second call.
  - with reference to no. \_\_\_\_\_ ordinary shares of Italian Wine Brands S.p.A.
  - with reference to all ordinary shares of Italian Wine Brands S.p.A. for which he/she has requests the communication for attending the Shareholders' meeting,

with the following **agenda**:

- "1. Increase of the share capital, against payment, in inseparable form and without entitlement to the option right pursuant to article 2441, paragraph 5, of the Italian Civil Code, for a total amount of EUR 26,316,240.00 (including share premium), through the issue of No. 657,906 ordinary shares of the Company without indication of nominal value, at a subscription price of EUR 40.00 per share (including share premium) reserved in subscription to Paolo \_\_\_\_\_

<sup>(1)</sup> Full name of the entitled person as it appears on the copy of the communication for attending the shareholders' meeting referred to Article 83-sexies of Legislative Decree 58/1998 (record date).

<sup>(2)</sup> For this purpose, the person holding the shares on the date referred to in Article 83-sexies of Legislative Decree 58/1998.

In order to facilitate the attendance to the Shareholders' Meeting, you are invited to send in advance this proxy and any supporting documentation proving the signatory powers as soon as possible. The delegate may, in place of the original, deliver or transmit a copy, including on an electronic medium, of the proxy, certifying under his/her own responsibility the conformity of the proxy to the original and the identity of the delegator. The documents, including this proxy, must be sent to the Company by sending a registered mail to the Company's registered office in Milan, Viale Abruzzi No. 94, or by electronic notification to the certified email address iw@legalmail.it.

*Barbanera through a corporate vehicle wholly controlled by him, and to Holding Marco Barbanera S.r.l., to be paid in cash also by means of compensation; consequent amendments to Article 5 of the Bylaws. Related and consequent resolutions”.*

Place, date

Signature/s

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### **Instructions for compiling the voting proxy**

In the event of being unable to attend in the Shareholders' Meeting, the entitled person has the right to appoint a person of their choice as a delegate for the attendance and the vote.

- (a) The proxy must be in writing, must be dated and signed and the name of the delegate must be entered by the shareholder and not by third parties;
- (b) representation can only be given for individual Shareholders' Meetings, with effect also for subsequent calls, except for:
  - (i) general power of attorney; or
  - (ii) power of attorney conferred by a company, association, foundation or other collective body or institution ("Entity") to an employee;
- (c) in the cases referred to in points (b)(i) and (b)(ii) and whenever the person entitled to exercise the right to attend and vote is an Entity, a copy of the documentation that grants the powers of representation must be attached to the proxy to be kept in the records of Italian Wine Brands S.p.A.;
- (d) if the representation is conferred upon an Entity, the latter may only delegate it to an employee or collaborator;
- (e) the proxy may also be issued to a person who is not a shareholder of Italian Wine Brands S.p.A.;
- (f) in the case of co-ownership of shares the proxy must always be issued with the signatures of all co-owners, even if who attends is also a co-owner;
- (g) it should be noted that, in case of a proxy granted in the absence of specific voting instructions from the delegator to the delegate, the regulations regarding significant shareholdings in listed issuers pursuant to Article 118, paragraph 1, letter c) of Consob Regulation no. 11971/99, as referred to in Article 8 of the Bylaws of Italian Wine Brands S.p.A., may be applied;
- (h) the granting of a proxy to a representative with a conflict of interest is permitted provided that the representative discloses in writing to the shareholder the circumstances giving rise to the conflict of interest and that there are specific voting instructions for each resolutions in respect of which the representative have to vote on behalf of the shareholder.
- (i) Shareholders are invited to read Article 2372 of the Italian Civil Code, which set forth the limits to the granting of proxies.

For any further clarification or information on how to participate in the Shareholders' Meeting of IWB S.p.A., please contact the Company at the following telephone number: +39. 02 30 516 516 - e-mail: [investors@italianwinebrands.it](mailto:investors@italianwinebrands.it).

### **DISCLOSURE**

We remind you, pursuant to Article 13 of Regulation no. 679/2016 (GDPR), that the data contained in the proxy form will be processed by IWB S.p.A. - the Data Controller - to manage the proceedings of the Shareholders' Meeting, in compliance with current legislation on the protection of personal data. In addition to the above-mentioned purposes, the aforementioned data may be processed in order to comply with the obligations provided for by law, regulations or European Union legislation. The legal basis for the processing is, therefore, the relationship of shareholder (or the delegate) of IWB S.p.A. and the necessity to comply with a legal obligation. IWB S.p.A. keeps the data for a period of time that does not exceed the fulfilment of the purposes for which it was collected and subsequently processed, as well as for the period of time required by law, for administrative purposes and for the management of any complaints/disputes.

Processing is carried out manually and/or by means of computerised and telematic tools with logic related to the above-mentioned purposes and, in any case, in such a way as to guarantee security and confidentiality.

Personal data can be known by our collaborators who are specifically authorised to process them, as Data Processors or Persons in Charge, for the pursuit of the above-mentioned purposes; such data may be disclosed (in particular, some personal data may be disclosed to the financial market, in accordance with current legislation and CONSOB regulations) or communicated to specific persons in fulfilment of a legal obligation, regulation or European Union legislation, or, on the basis of instructions issued by Authorities legitimated to do so by law or by supervisory and control bodies (including, for example, Directors, Statutory Auditors, External Auditor, etc.); without the data indicated as mandatory (\*) it shall not be possible to allow the delegate to attend the Shareholders' Meeting.

The data subject has the right to know, at any time, what data of theirs are held by us, their origin and how they are used; also has the right to have them updated, corrected, supplemented or cancelled such data, request their block and oppose

their processing (within the limits and under the conditions laid down in Articles 15-21 of the GDPR) by contacting IWB S.p.A. (telephone no. +39. 02 30 516 516).