

*Form for granting the proxy to the designated representative
pursuant to art. 135-undecies of Legislative Decree no. 58/1998 (“TUF”)*

PROXY FORM

Dr. Cecilia Mastelli born in TERRACINA (LT) on 22/08/1978, residing in Milan in Via Marco Ulpio Traiano 35 / F, Tax Code MSTCCL78M62L120G,

as “Designated Representative” pursuant to article 135-undecies of Legislative Decree no. 58/1998 by PLC S.p.A., if need be replaced by Dr. Luana Zanotti born in Magenta (MI) on 7/04/1992 and residing in Sedriano (MI) in Via A. De Gasperi 9, Tax Code ZNTLNU92D47E801T,

will collect voting proxies relating to the shareholders’ meeting called for 28 April 2020 in the manner and within the terms set out in the notice of call published on the company’s website on 27 March 2020.

The proxy and the voting instructions can be conferred within 6 pm on 24 April 2020.

The proxy and the voting instructions can be revoked, in the same way as for the conferral, within 6 pm on 24 April 2020.

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

(Indication of any conflicts of interest of the Designated Representative and of her possible substitutes):

It is specified that: (i) the Designated Representative, Dr. Cecilia Mastelli, is in the position provided for by art. 135-decies, paragraph 2, letter f) of Legislative Decree 58/1998 being an executive in PLC S.p.A.; (ii) the replacement of the Designated Representative, Dr. Luana Zanotti, is in the position provided for by art. 135-decies, paragraph 2, letter f), of Legislative Decree 58/1998 as an employee in PLC S.p.A..

PROXY FORM

(Section for notifying to the company through the designated representative - Complete with the requested information)

Mr./Ms. **[name / personal data of the person who has the right to vote]**

born in on, resident in **[town]** in
..... **[address]** Tax Code **[Tax Code]**

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

- communication no. **[reference of the communication provided by the intermediary]**

- any identification codes

DELEGATES the Designated Representative to participate and vote in the meeting indicated above as per the instructions provided with reference to no. shares registered in the securities account (*conto titoli*) no. with **[depository intermediary]** ABI (Italian Bank Association Code) CAB (Branch Code)

DECLARES to be aware of the possibility that the proxy to the Designated Representative contains voting instructions just on some of the proposed resolutions on the agenda and that, in this case, the vote will only be exercised for the proposals in relation to which voting instructions have been conferred.

The undersigned **[surname and name of the signatory only if different from the owner of the shares]**

.....

signs this proxy as **[tick the letter concerned]:**

- a. pledgee
- b. receiver of contango
- c. usufructuary
- d. guardian
- e. manager
- f. legal representative or proxy with sub-delegation power

DATE

SIGNATURE

I authorize the use of my personal data pursuant to Legislative Decree 30 June 2003, no. 196 ("Personal Data Code") and EU Regulation 2016/679 ("GDPR") and their communication to PLC S.p.A. for purposes related to the meeting.

DATE

SIGNATURE

* * *

VOTING INSTRUCTIONS

*(Section containing information intended for the Designated Representative only -
Please tick the selected boxes)*

The undersigned delegates the Designated Representative to vote according to the following voting instructions at the shareholders' meeting convened by PLC S.p.A. for 28 April 2020.

A) RESOLUTIONS PUT TO THE VOTE (*)

1. Financial statements at 31 December 2019; Directors' management report; report of the Board of Statutory Auditors and of the company in charge of the statutory audit of the accounts; presentation of the consolidated financial statements as at 31 December 2019. Related and / or consequent resolutions.

FAVOURABLE CONTRARY ABSTAINING

2. Proposal for the allocation of profit for the year. Related and / or consequent resolutions.

FAVOURABLE CONTRARY ABSTAINING

3. Resolutions relating to the report on the remuneration policy and the remuneration paid pursuant to Article 123-ter of Legislative Decree 58/1998 and art. 84-*quater* of Consob Regulation no. 11971/1999.

- (i) binding vote on the remuneration policy for the year 2020 illustrated in the first section of the report. Related and / or consequent resolutions

FAVOURABLE CONTRARY ABSTAINING

- (ii) consultation on the second section of the report concerning the remuneration paid in or relating to 2019. Related and / or consequent resolutions.

FAVOURABLE CONTRARY ABSTAINING

**B) IF UNKNOWN CIRCUMSTANCES OCCUR UPON ISSUING THE PROXY¹,
THE UNDERSIGNED, WITH REFERENCE TO**

1st Resolution (Financial statements at 31/12/2019)

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING

2nd Resolution (Profit allocation)

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING

3rd Resolution (Report on the remuneration policy and the remuneration paid):

(i) binding vote on the remuneration policy for the year 2020 illustrated in the first section of the report. Related and / or consequent resolutions.

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING

(ii) consultation on the second section of the report concerning the remuneration paid in or relating to 2019. Related and / or consequent resolutions.

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING

¹ If significant circumstances arise, unknown at the time of issuing the proxy, which cannot be communicated to the delegating party, it is possible to choose between: a) confirming the voting instruction already given; b) changing the voting instruction already given; c) cancelling the voting instruction already given; d) authorizing the Designated Representative to cast a vote different to that indicated in section A) of these instructions if the circumstances that occurred reasonably suggest that the delegator, if he had known them, would have changed the voting instructions in this regard. If no choice is made, the voting instructions under A) will be considered confirmed.

C) IN THE EVENT OF A VOTE ON CHANGES OR ADDITIONS TO THE RESOLUTIONS SUBMITTED TO THE MEETING² WITH REFERENCE TO

1st Resolution (Financial statements at 31/12/2019)

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING

2nd Resolution (Profit allocation)

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING³

3rd Resolution (Report on the remuneration policy and the remuneration paid):

- (i) binding vote on the remuneration policy for the year 2020 illustrated in the first section of the report. Related and / or consequent resolutions.

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING³

- (ii) consultation on the second section of the report concerning the remuneration paid in or relating to 2019. Related and / or consequent resolutions.

- CONFIRM THE INSTRUCTIONS
- REVOKE THE INSTRUCTIONS (*)
- CHANGE THE INSTRUCTIONS: FAVOURABLE CONTRARY ABSTAINING³

² In the event of changes or additions to the proposed resolutions submitted to the meeting, it is possible to choose between: a) confirming the voting instruction already given; b) changing the voting instruction already given; c) cancelling the voting instruction already given; d) authorizing the Designated Representative to cast a vote different to that indicated in section A) of these instructions if the circumstances that occurred reasonably suggest that the delegator, if he had known them, would have changed the voting instructions in this regard. If no choice is made, the voting instructions under A) will be considered confirmed.

³ The Designated Representative can allow the choice to be differentiated depending on the person who proposes the changes or additions (e.g. administrative body; majority shareholder; minority shareholder or other).

In the event of a vote on the liability action proposed pursuant to art. 2393, paragraph 2, of the civil code by shareholders on the occasion of the approval of the financial statements, the undersigned delegates the Designated Representative to vote according to the following indication:

FAVOURABLE

CONTRARY

ABSTAINING

(*) Pursuant to article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, *“The shares for which the proxy, even partial, has been conferred, are counted for the purpose of the regular establishment of the meeting. In relation to the proposals for which voting instructions have not been conferred, the shares of the shareholder are not counted when calculating the majority and the share of capital required for the approval of the resolutions”*.

DATE

SIGNATURE

In compliance with the provisions of Annex 5A of Regolamento Emittenti of Consob, the text of the provisions of Legislative Decree 58/1998 mentioned in these instructions is shown

Art. 135-*decies*

(Conflict of interests of the representative and substitutes)

1. The granting of a proxy to a representative in conflict of interest is allowed provided that the representative communicates in writing to the shareholder the circumstances from which this conflict arises and provided that there are specific voting instructions for each resolution in relation to which the representative will have to vote on behalf of the shareholder. The burden of proof that the circumstances giving rise to the conflict of interest has been disclosed is the responsibility of the representative. The second paragraph of Article 1711 of the Civil Code does not apply.
2. For the purposes of this article, there is in any case a conflict of interest where the representative or substitute:
 - a) controls, also jointly, the company or is controlled, even jointly, or is subject to joint control with the company;
 - b) is connected 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 control body of the company or of the subjects indicated in letters a) and b);
 - d) is an employee or auditor of the company or of the subjects indicated in letter a);
 - e) is a spouse, relative or similar within the fourth degree of the subjects indicated in letters a) to c);
 - f) is linked to the company or to the subjects indicated in letters a), b), c) and e) through self-employment or subordinate employment relationships or other financial relationships that compromise their independence.
3. The replacement of the representative with a substitute in conflict of interest is allowed only if the substitute has been indicated by the shareholder. In this case, paragraph 1 applies. The reporting obligations and the relative burden of proof remain with the representative.
4. This article also applies in the case of transfer of shares by proxy.

Art. 135-*undecies*

(Designated Representative by the company with listed shares)

1. Unless otherwise provided for in the articles of association, companies with listed shares designate one person for each meeting to which the shareholders can confer, by the end of the second open market day preceding the date set for the meeting, also in a call after the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy only has effect for proposals in relation to which voting instructions have been given.
2. The proxy is conferred by signing a proxy form the content of which is regulated by Consob. The conferral of the proxy does not involve any expense for the shareholder. The proxy and the voting instructions can always be revoked within the term indicated in paragraph 1.
3. The shares for which the proxy, even partial, has been conferred, are counted for the purposes of the proper constitution of the meeting. In relation to the proposals for which voting instructions have not been conferred, the shares of the shareholder are not counted when calculating the majority and the share of capital required for the approval of the resolutions.
4. The person designated as the representative is required to communicate any interests that he / she has or on behalf of third parties with respect to the proposed resolutions on the agenda. He / she also maintains confidentiality on the content of the voting instructions received up to the start of the count, without prejudice to the possibility of communicating this information to their employees and auxiliaries, who are subject to the same duty of confidentiality. Proxy cannot be conferred on the person designated as a representative if not in compliance with this article.
5. With the regulation referred to in paragraph 2, Consob can establish the cases in which the representative who is not in any of the positions referred to in article 135-*decies* can cast a vote different from that indicated in the instructions.