

Sanlorenzo S.p.A.

PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as last extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law no. 15/22, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

Declaration of the Designated Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

With reference to the **Ordinary Shareholders' Meeting of Sanlorenzo S.p.A.** to be held on **28 April 2022, at 10:30 a.m.** at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 29 April 2022 at 10:30 a.m., in second call, as set forth in the notice of the shareholders' meeting published on the Company's website at www.sanlorenzoyacht.com, in the section "Corporate Governance/Shareholders' Meeting" section, and, in abridged form, in the Italian daily newspaper "Il Sole 24 Ore" on 18 March 2022 and having regard to the Reports on the items on the Agenda made available by the Company (§)

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached.

(*) Mandatory. (**) It is recommended to fill.

Sanlorenzo S.p.A.

PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

VOTING INSTRUCTIONS

intended for the Designated Representative only - Tick the relevant boxes

The undersigned (3) *(Personal details)* _____

(indicate the holder of the right to vote only if different - name and surname / denomination) _____

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary Shareholders' Meeting of Sanlorenzo to be held on 28 April 2022, at 10:30 a.m. at the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 29 April 2022 at 10:30 a.m., in second call.

RESOLUTIONS SUBJECT TO VOTING

1. Financial statements for the year ended 31 December 2021. Related and consequent resolutions:

1.1 approval of the financial statements and report on operations for the year ended 31 December 2021. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2021. Presentation of the consolidated non-financial statement for financial year 2021;

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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1.2 Proposal for allocation of profit;

Proposal of the Board of Directors

*Tick only one
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

1.3 reduction of restriction on the extraordinary reserve up to a maximum amount of €7,850,000 pursuant to Article 110, paragraph 8, of Italian Law Decree no. 104 of 14 August 2020, converted into law with amendments by the Italian Law no. 126 of 13 October 2020.

Proposal of the Board of Directors

*Tick only one
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

2. Report on the policy regarding remuneration and fees paid:

2.1 approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree no. 58 of 24 February 1998;

Proposal of the Board of Directors

*Tick only one
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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2.2 resolution on the "Second section" of the report on the remuneration policy and fees paid, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58 of 24 February 1998.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

3. Appointment of the Board of Directors. Related and consequent resolutions:

3.1 determination of the number of members of the Board of Directors:

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

Tick only one box

In Favour

Against

Abstain

(Shareholders' name) _____

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

Sanlorenzo S.p.A.

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3.2 determination of the term of office of the members of the Board of Directors;

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)
(Shareholders' name) _____

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

3.3 appointment of the members of the Board of Directors;

Indicate the number of the chosen list or against / abstained with reference to all the lists

Tick only one box

List No.

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

3.4 determination of the remuneration of the members of the Board of Directors.

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)
(Shareholders' name) _____

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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4. Appointment of the Board of Statutory Auditors. Related and consequent resolutions:

4.1 appointment of the members of the Board of Statutory Auditors;

Indicate the number of the chosen list or against / abstained with reference to all the lists

Tick only one box

List No. _____

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

4.2 appointment of the Chairperson of the Board of Statutory Auditors;

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

(Shareholders' name) _____

Tick only one box

In Favour

Against

Abstain

(Possible resolution as it will proceed only in case of presentation of only one list)

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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4.3 determination of the remuneration of the members of the Board of Statutory Auditors.

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)

Tick only one box

In Favour

Against

Abstain

(Shareholders' name) _____

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

5. Proposal for integration of the fee for audit activities in light of the ESEF Regulation: ratification. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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6. Authorisation for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, and its implementing legislation. Related and consequent resolutions.

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain



*(Place and Date) **

*(Signature) **

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:

Tick only one box

In Favour

Against

Abstain



*(Place and Date) **

*(Signature) **

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INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified e-mail (PEC) address assemblee2022@pec.spafid.it (subject line "Proxy for Sanlorenzo 2022 Shareholders' Meeting") from one's own certified e-mail (PEC) address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered letter with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for Sanlorenzo 2022 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee2022@pec.spafid.it (subject line: "Proxy for Sanlorenzo 2022 Shareholders' Meeting")

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, together with GDPR, "**Privacy Legislation**"), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the "**Company**" or "**the Controller**") as data controller, is required to an information notice on the use of personal data.

a) Purpose of the processing and why your personal data is required

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Designated Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

b) Legal ground

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

c) Processing logics

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

d) Categories of data processed

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

e) Communication and dissemination of data

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfillment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at www.spafid.it - "Privacy" section. Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses). Personal data processed by the Company are not subject to dissemination.

f) Data retention

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they where processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

g) Rights of the data subject

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR). Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: privacy_emittenti@spafid.it. The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

h) Controller and Data Protection Officer

The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

Società per Amministrazioni Fiduciarie

" SPAFID" S.p.A.

Sanlorenzo S.p.A.

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Sanlorenzo S.p.A., with registered office in Ameglia, Via Armezzone 3, VAT cod no. 00142240464 (hereinafter, the "Controller"), in its capacity as Controller, will process Personal Data (as defined hereinafter) in compliance with the provisions of the applicable laws on protection of personal data (articles 13 and 14 of the Regulation (EU) No. 679/2016 – "GDPR" and Legislative Decree no. 196 of June 30, 2003, as amended by Legislative Decree 10 August 2018, No. 101) as well as with this information.

Data Protection Officer (DPO)

The Controller appointed a DPO who can be reached at the following email address corporate.affairs@sanlorenzoyacht.com.

Object and Modalities of the Processing of Personal Data

The Controller will process your identifier personal data (such as name, surname, residence) provided by you or the personal data concerning third parties (e.g., sub-delegated or substitutes of proxy holders) provided by you ("Personal Data") with respect to the right to attend the shareholders' meeting (hereinafter, the "Meeting") and to the further activities related to the latter, for example voting and intervening. Processing of Personal Data under this information means any operation or set of operations, which is performed on Personal Data or on sets of personal data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, comparison or combination, restriction, erasure or destruction. The Processing of Personal Data will be carried out manually and/or with the use of computerized mechanisms and by means of information technology systems, in order to guarantee adequate security and confidentiality and to prevent access or unauthorized use of personal data.

Purposes and legal basis for the processing

The Controller will process the Personal Data in relation to the conduct of the Meeting, in particular with respect to the attendance to the latter, to the right to add items on the agenda and to ask questions before the Meeting.

The legal basis for the processing is represented by the Controller's obligation deriving from the law to grant the exercise by you – also through the Appointed Representative – of the rights granted by the applicable law in relation to the attendance to the Meeting.

The transmission and the processing of the Personal Data are necessary for the abovementioned purposes.

The failure to transmit such Personal Data determines the impossibility to accept the request made from time to time.

Recipients of Personal Data

In compliance with the principle of data minimization, the Personal Data, for the purposes described above, may be disclosed to:

- a) employees and partners of the Controller which are entrusted with the data processing before, during and after the Meeting;
- b) third companies or other persons that carry out activities on behalf of the Controller and that operate, for example, in the field of: computer or electronic systems, assistance, consultancy, quality, printing and enveloping, financial and insurance services, credit recovery, revision and certification, massive document processing;
- c) SPAFID S.p.A., a company not belonging to the Controller's group, appointed as processor for the purposes of ensuring protection of the shareholders' rights provided for by the applicable laws.

For administrative and accounting purposes, without your consent being required, the Controller may communicate Personal Data to the companies belonging to the Controller's Group. These treatments are connected to the performance of organizational, administrative, financial and accounting activities, regardless of the nature of the data processed.

Furthermore, the Personal Data may be made accessible to Institutions and/or Public Authorities (Courts, Borsa Italiana, Consob, etc.) to fulfil specific legal obligations / regulations.

Transfer of Personal Data

Your Personal Data will be processed within the European Union and stored on server cloud located within the European Union.

Period for which the Personal Data will be stored

The Personal Data provided will be stored pursuant to the proportionality and necessity principle until the purposes of the processing are pursued and, in any case, for a period not exceeding 10 years.

Rights of data subjects

Under the applicable laws, with reference to the Personal Data provided, it is possible to exercise the following rights:

- i. right to access to and obtain copy;
- ii. right to request rectification;
- iii. right to request erasure;
- iv. right to obtain the restriction of processing;
- v. right to object the processing;
- vi. right to receive the Personal Data in a structured, commonly used and machine-readable format and have the right to transmit those data to another controller.

For the exercise of the above-mentioned rights please refer to corporate.affairs@sanlorenzoyacht.com.

Please note that it is possible to obtain additional information on Personal Data by the Data Protection Officer, as indicated above, indicating in the subject of the request "Shareholders' Meeting of Sanlorenzo Spa". We remind you that the applicable laws provide for the right to lodge a complaint with the Italian Data Protection Authority, using the available contacts on the following website www.garanteprivacy.it or applying to the appropriate courts.