

**PROXY FORM FOR THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE  
DECREE 58/1998**

\_\_\_\_\_<sup>(1)</sup>, in  
my capacity as the \_\_\_\_\_<sup>(2)</sup>,  
owner of n. / voting rights related to n. \_\_\_\_\_ ordinary shares in *Immobiliare Grande  
Distribuzione Società di Investimento Immobiliare Quotata S.p.A.*

**APPOINT**

\_\_\_\_\_<sup>(3)</sup>  
with the possibility of being substituted by \_\_\_\_\_<sup>(4)</sup>  
as my proxy agent to attend and vote at the Ordinary and Extraordinary Annual General Meeting  
convened at 10:00 a.m. on 1 June 2018 at IGD SIIQ S.p.A.'s headquarters in Bologna, Via Trattati  
Comunitari Europei 1957-2007, 13, in first call, and, if necessary, in second call, on 4 June 2018 at the  
same time and place, to resolve on the following agenda:

**Ordinary session**

1. Separate financial statements at 31.12.2017; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2017; related and consequent resolutions;
2. Allocation of the net income and distribution of the dividend to Shareholders; related and consequent resolutions;
3. Report on compensation in accordance with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
4. Authorization to purchase and dispose of treasury shares; related and consequent resolutions;
5. Appointment of the Board of Directors
  - 5.1. Determination of the number of directors
  - 5.2. Determination of the Board of Directors' term of office
  - 5.3. Appointment of the Board of Directors
  - 5.4. Determination of the Board of Directors' remuneration

<sup>1</sup>Provide first and last name, or name of the company (as it appears in the notice received regarding attendance of the Annual General Meeting pursuant to art. 83-sexies of Legislative Decree 58/1998), Tax ID number or VAT number, complete address of the principal's domicile or registered office.

<sup>2</sup>Specify in which capacity the principal is signing the proxy (for example, shareholder, legal representative of the shareholders, party holding voting rights; in this instance, specify under what title – guarantee, usufruct, etc. – the voting right has been granted to a party other than the owner of the shares).

<sup>3</sup>Specify the first and last name or name of the company, Tax ID number or VAT number, complete address of the proxy agent's domicile or registered office.

<sup>4</sup>Specify the first and last name or name of the company, Tax ID number or VAT number, complete address of the proxy agent's substitute's domicile or registered office.

6. Appointment of the Board of Statutory Auditors
  - 6.1. Appointment of three standing and two alternate auditors
  - 6.2. Appointment of the Chairman of the Board of Statutory Auditors
  - 6.3. Determination of the Board of Statutory Auditors' remuneration

granting the necessary powers to exercise voting rights in his/her name and on his/her behalf<sup>56</sup>.

Date and place

Signature of the principal

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<sup>5</sup> Please note that pursuant to Art. 118, paragraph 2 (c), of the regulation approved by Consob in Resolution n. 11971/1999, as subsequently amended, equity interests which must be disclosed for the purposes of Art. 120 of Legislative Decree n. 58 dated 24 February 1998 involve shares with respect to which *"voting rights are granted via proxy, to the extent that this right may be exercised on a discretionary basis and without specific instructions from the principal"*.

<sup>6</sup> We advise those parties entitled to attend and vote at the annual general meeting, and their proxy agents, to take into account the provisions of Art. 135-*decies* Legislative Decree n. 58 dated 24 February 1998 regarding conflict of interest of the representative and substitutes.

## INSTRUCTIONS – HOW TO ADVISE IGD SIIQ S.P.A. OF THE PROXY

Pursuant to Art. 135-*novies* of Legislative Decree. 58/1998, the designated representative may substitute the original proxy with a copy, including digital, declaring, under his/her responsibility, that the proxy conforms with the original and the identity of the principal.

The proxy and the above mentioned declaration may be sent to the Company via certified e-mail to [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it), or by mail to IGD's headquarters in Bologna - Via Trattati Comunitari Europei 1957-2007, n. 13.

In this instance the envelope containing the proxy and the declaration must contain the following notation "*contains a proxy for attendance at the annual general meeting pursuant to Art. 135-novies of Legislative Decree. 58/1998*".

The designated representative must keep the original proxy and any voting instructions received for one year, as of the conclusion of the annual general meeting.

## TREATMENT OF PERSONAL DATA

### Controller of the data processed

Immobiliare Grande Distribuzione SIIQ S.p.A., with registered offices in Ravenna, Via Agro Pontino n.13 (hereinafter referred to as "**IGD**" or the "**Controller**") as controller of the data treated, will process personal data (as described herein) in accordance with the applicable law relating to protection of personal data (Articles 13 and 14 of EU Regulation n. 679/2016 – "**GDPR**" and subsequent domestic legislation) and this declaration.

### Reasons for the data treatment and means used

The Controller will process your personal data (name, surname or company name, Tax ID code or VAT number, complete address of your domicile or registered office) provided to us or personal data relating to third parties (i.e. proxy agents or sub-proxy agents) disclosed by you ("**Personal data**") for the purposes of attending IGD's Annual General Meeting (hereinafter the "**AGM**") and other activities relating to the meeting of the shareholders.

For the purposes of this declaration processing of personal data refers to any and all transactions, completed with or without the use of automated processes used to treat personal data, such as the gathering, registration, organization, compiling, filing, changing or amending, extraction, consultation,

use, disclosure through transmission, distribution or any other means available, the comparison, restriction, elimination or destruction of the data.

These Personal Data will be processed manually and/or with the support of computerized or digital devices.

### **Purpose and legal basis for the processing**

IGD will process the Personal Data for the purposes of the AGM, with regard particularly to attendance both directly and via proxies, making changes to the agenda and submitting questions prior to the AGM. Based on the law, the Controller of the data, as well as proxy and sub-proxy agents, must guarantee that the rights recognized in the law relating to the AGM are respected.

Providing Personal Data and the relative processing is necessary for the purposes above. The failure to provide these Personal Data could also compromise our ability to comply with any requests.

### **Recipients of the Personal Data**

For the purposes above the Personal Data may be made available to the following:

- a) employees and staff members of the Controller charged with processing the data before, during and after the Annual General Meeting;
- b) Computershare S.p.A., a company outside the IGD Group, appointed to guarantee that the data is processed in accordance with the shareholders' legal rights;
- c) the Supervisory Board;
- d) the Bodies or Public Authorities contemplated under the law.

### **Transfer of the Personal Data**

The Personal Data will be processed within the European Union and stored on servers found inside the European Union.

### **Length of time Personal Data will be stored**

The Personal Data provided will be stored for a period of not less than 5 years and will not in any instance be shared with third parties, unless it becomes necessary in order to comply with the law or regulations. This period of time is consistent with the Regulation issued by CONSOB in resolution n. 11971 of 14 May 1999 which requires companies to publish the regulated information on company websites and make it available for at least five years.

### **Rights of interested parties**

You may at any time, freely and without any charges or having to adhere to specific formalities:

- obtain confirmation that data was processed by the Controller;
- access personal data and know where the data came from, in what situation and the reason for which the data was processed, information about the parties with whom the data was shared, the amount of time the data will be stored or how this time period will be determined;

- withdraw consent for the processing of the data at any time. Withdrawal of consent does not, however, prejudice the lawfulness of the data processing carried out prior to the time the termination took effect;
- update or change the Personal Data to ensure the data is always precise and accurate;
- eliminate the Personal Data from the Controller's databases and/or backup systems in the event, among other things, the purpose for which the data was processed no longer exists or if this may be viewed as illicit as long as the conditions provided for under the law exist; and, at any rate, if the processing is no longer justified by another, equally legitimate reason;
- suspend the treatment of the Personal Data under certain circumstances like, for example, when the accuracy is disputed, for the amount of time it takes the Controller to verify the accuracy. The Controller will inform, in a timely manner, when the suspension is over or the reason for the suspension no longer exists, and, therefore, when the restriction has been eliminated;
- obtain the Personal Data, if received and/or processed by the Controller with consent and/or if the data is processed based on a contract and automatically using digital means including for the purposes of transmitting the data to another data controller.

The Controller must comply with the request as soon as possible and, at any rate, not later than one month from the day on which the request was received by the Controller. The term may be extended by two months, if necessary, as warranted by the complexity and number of requests received from the Owner. In these instances the Controller must advise you of and the reasons for the delay within one month of having received your request.

In order to exercise the rights above and to request more information about the Personal Data you may write [info@gruppoigd.it](mailto:info@gruppoigd.it) by putting "*IGD's Annual General Meeting*" in the subject line.

Please note that based on the law you are entitled to file complaints with the Guarantor of the Protection of Personal Data located in Rome on Via di Monte Citorio, 121; Tel. (+39) 06.696771, email: [garante@gpdp.it](mailto:garante@gpdp.it).