

CAIRO COMMUNICATION S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED 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, of Law Decree no. 18 of March 17, 2020, 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 Appointed 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.

With reference to the **Ordinary Meeting of CAIRO COMMUNICATION S.p.A.**, to be held **on 6th May 2020, at 10:00 a.m., on single call**, in Milan, Via Rizzoli 8, as indicated in the notice of call published on the Company's website at www.cairocommunication.it, in the section "Assemblea 2020" and with an extract also published in the Italian daily newspapers "Corriere della Sera", on 28th March 2020 and having read the documentation made available by the Company(§)

with this form

I, the undersigned (party signing the proxy)		Name (*)	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 (*)	
in quality of (tick the box that interests you)			
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative (copy of the documentation of the powers of representation to be enclosed) <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify)			
Shareholder (if different)	Name Surname/Denomination: (*)		
	Born in (*)	on (*)	Tax identification code or other identification if foreign (*)
	Registered office /Resident in (*)		
related to			
No.	shares CAIRO COMMUNICATION S.p.A - ISIN _____	Registered in the securities account (1) No. _____	At the custodian ABI CAB _____
referred to the communication (pursuant to Article 83-sexies of D.Lgs. 58/98) (2) No. _____		supplied by the intermediary: _____	

Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid"), with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

(Place and date)

(Signature of the delegating party)

By signing this proxy/subproxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

(Place and date)

(Signature of the delegating party)

Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of 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, 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.

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

(*) Mandatory

(**) It is recommended to fill in order to better assist the delegating party.

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VOTING INSTRUCTIONS <i>(intended for the Delegate only - Tick the relevant boxes)</i>	
The undersigned Signatory of the proxy (3) <i>(personal details)</i>	
hereby appoints/subappoints Spafid to vote in accordance with the voting instructions given below at the Ordinary Meeting to be held on 6 th May 2020, at 10:00 a.m., on single call, in Milan, Via Rizzoli 8, on single call, by CAIRO COMMUNICATION S.p.A.	

1. Financial statements at 31.12.2019; Directors' Report on Operations; Independent Auditors' Report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2019;

a) Approval of the financial statements; related and consequent resolutions

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

b) allocation of profit for the year; related and consequent resolutions

Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

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2. Appointment of the Board of Directors:

a) 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) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

b) determination of the term of office of the Board of Directors

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

c) appointment of the members of the Board of Directors

Indicate the number of the chosen list or Against /Abstain with reference to all lists	<input type="checkbox"/> List No. _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

d) appointment of the Chairman of the Board of Directors

Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting

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<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

e) 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) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

f) derogations to the noncompetition clause under Article 2390 of the Italian Civil Code			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

3. Appointment of the Board of Statutory Auditors:

a) appointment of the members and the Chairman of the Board of Statutory Auditors			
Indicate the number of the chosen list or Against /Abstain with reference to all lists	<input type="checkbox"/> List No. _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> In favour: _____		
<input type="checkbox"/> revokes the instructions			

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	<input type="checkbox"/> Against <input type="checkbox"/> Abstain
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b) determination of relevant fees			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (express preference)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

4. Report on the Remuneration Policy and compensation paid pursuant to Article 123-ter of Legislative Decree 58/1998:
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a) Binding resolution on the 2020 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree no. 58/1998			
Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (express preference)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

b) Non-binding resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998			
Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (express preference)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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5. Authorization to purchase and dispose of treasury shares pursuant to Article 2357 et seq. of the Italian Civil Code, subject to revocation of the prior shareholders' resolution. Related and consequent resolutions			
Proposal of the board of directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meeting			
<input type="checkbox"/> confirms the instructions	modify the instructions (express preference)		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

(Place and date)

(Signature of the delegating party)

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 Appointed Representative to vote as follows:		
<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

(Place and date)

(Signature of the delegating party)

INSTRUCTIONS FOR THE FILLING AND SENDING OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
<u>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</u>
<ul style="list-style-type: none"> - 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.

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2. Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

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,

by one of the following alternative methods:

- (i) by sending to the address of certified email assemblee@pec.spafid.it (Object "Proxy Meeting Cairo 2020") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail, the form in electronic file, signed with eligible electronic or digital signature;
- (ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting Cairo 2020), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Proxy Meeting Cairo 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

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.

For any additional clarification or information please contact Spafid S.p.A. by email to the address confidential@spafid.it or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

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The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR). Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

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

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PRIVACY STATEMENT
PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

Pursuant to Article 13 of Regulation (UE) 2016/679, please note that the data contained in the proxy form shall be processed by Cairo Communication S.p.A. – the data controller – to manage meeting operations, in accordance with the personal data protection laws in force. The data shall be processed primarily by automatic means and with the assistance of computer instruments, being recorded on electronic devices and/or stored in paper format using appropriate security measures and using exclusively those methods and procedures required for participation in the Annual General Meeting.

The data may be made known to employees and associates of Cairo Communication S.p.A., or, if necessary, to companies providing core technical or organizational services on behalf of this company for the aforementioned purposes, who are specifically authorized to process such data, in their capacity as Data Controllers or Processors, to achieve the same purposes; such data may be disseminated or communicated to specific parties in pursuance of a legal, regulatory or EU obligation, or based on provisions issued by authorities so authorized by law or by supervisory and control bodies.

The party concerned is entitled to know, pursuant to Article 15 of Regulation (UE) 2016/679, at any time, what personal data of theirs is processed, their source and how they are used, as well as the Data Controller. The party concerned also has the right to have this data updated, amended, supplemented or erased and to request the blocking or objecting to the processing of such data. Such rights may be exercised by submitting a written application to the Company to be addressed to the registered office of Cairo Communication S.p.A., Data Protection Officer.