

*This document has been translated into English solely for the convenience of the international reader. In case of discrepancies, the Italian language document is the sole authoritative and universally valid version.*

**PROXY FORM AND VOTING INSTRUCTIONS**

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

*(This proxy and voting instruction form is provided by Italian Wine Brands S.p.A. (the "Company"), for the sole purpose of facilitating shareholders' participation to the Company's Ordinary and Extraordinary Shareholders' Meeting convened for April 24, 2025, at 7.30 a.m., at the Company headquarter Viale Abruzzi n. 94, in Milan, on first call; May 12, 2025, at 10. a.m., at Gatti Pavesi Bianchi Ludovici Law Firm, in Milan, Piazza Borromeo no. 8, on second call).*

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:

☐ shareholder<sup>(2)</sup> ☐ pledgee ☐ assignee

<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 94, or by electronic notification to the certified email address [iwb@legalmail.it](mailto:iwb@legalmail.it).

- ☐ usufructuary                      ☐ custodian                      ☐ manager  
☐ legal representative              ☐ 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 him/her (for the purposes of intervention and voting) at the **Ordinary and Extraordinary Shareholders' Meeting of Italian Wine Brands S.p.A.** called for the days:

- 24 April 2025, at 7:30 a.m., at the Company headquarter Viale Abruzzi n. 94, in Milan, on first call;
- **12 May 2025, at 10:00 a.m.**, at Gatti Pavesi Bianchi Ludovici, Piazza Borromeo n. 8, Milano (MI), 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**:

*Ordinary part*

1. *Financial statements of Italian Wine Brands S.p.A. as of 31 December 2024 and allocation of the profit for the financial year.*
  - 1.1 *Approval of the Financial statements as of 31 December 2024, after examination of the Reports of the External Auditor and the Board of Statutory Auditors; presentation of the consolidated financial statements of the IWB Group as of 31 December 2024.*
  - 1.2 *Allocation of the profit for the financial year.*
2. *Proposal to authorise the purchase and disposal of ordinary treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the Shareholders' Meeting of 30 April 2024 for the portion not executed.*
3. *Assignment for the assurance of sustainability reporting and determination of the fee, pursuant to Legislative Decree 39/2010. Related and consequent resolutions.*

*Extraordinary part*

1. *Amendment of articles 14 ('Intervention and voting'), 15 ('Conduct of the Shareholders' Meeting and minutes'), 17 ('Resolutions of the Board of Directors') and 22 ('Board of Statutory Auditors') of the Articles of Association. Related and consequent resolutions.*

as per the instructions provided to the same, fully endorsing its work on completion of the shareholders' meeting discussion and declares to be aware of the possibility that this proxy contains voting instructions even on only some of the proposals on the agenda and that, in such a case, the vote will be exercised only for the proposals on which voting instructions are given.

\_\_\_\_\_

Place, date

Signature/s

---

---

**VOTING INSTRUCTIONS**

**(RESERVED FOR THE DELEGATE / NOT TO BE HANDED OVER TO THE COMPANY)**

***(Tick the chosen boxes)***

The undersigned proxy signatory(s)<sup>(3)</sup>

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

**DELEGATES** the delegate to vote in accordance with the following instructions

to the **Ordinary and Extraordinary Shareholders' Meeting of Italian Wine Brands S.p.A.** convened for April 24, 2025, at 7.30 a.m., at the Company headquarter Viale Abruzzi n. 94, in Milan, on first call; **May 12, 2025, at 10. a.m.**, at Gatti Pavesi Bianchi Ludovici Law Firm, in Milano, Piazza Borromeo no. 8, on second call:

**RESOLUTIONS SUBMITTED TO THE VOTE**

**FIRST ITEM ON THE AGENDA OF THE ORDINARY PART:**

- "1. *Financial statements of Italian Wine Brands S.p.A. as of 31 December 2024 and allocation of the profit for the financial year.*
- 1.1. *Approval of the Financial statements as of 31 December 2024, after examination of the Reports of the External Auditor and the Board of Statutory Auditors; presentation of the consolidated financial statements of the IWB Group as of 31 December 2024.*
- 1.2. *Allocation of the profit for the financial year*".

- **Proposed resolution on agenda item 1.1:** *(please tick only one box)*

- ☐ **IN FAVOUR OF THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
- ☐ **AGAINST THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
- ☐ **ABSTAINED**

***Unknown circumstances or changes or additions***

In the event of unknown circumstances at the time in which the proxy is issued or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting, the undersigned: *(please cross only one box)*

- ☐ **CONFIRM the instructions**
- ☐ **REVOKES instructions**

---

<sup>(3)</sup> Full name of the legitimated party as it appears on the copy of the communication for participation in the shareholders' meeting pursuant to Article 83-sexies of Legislative Decree 58/1998 (record date).

☐ **AMEND the instructions as follows:** ☐ in favour ☐ against ☐ abstained

- **Proposed resolution on agenda item 1.2:** *(please tick only one box)*

☐ **IN FAVOUR OF THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**

☐ **AGAINST THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**

☐ **ABSTAINED**

***Unknown circumstances or changes or additions***

In the event of unknown circumstances at the time in which the proxy is issued or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting, the undersigned: *(please cross only one box)*

☐ **CONFIRM the instructions**

☐ **REVOKES instructions**

☐ **AMEND the instructions as follows:** ☐ in favour ☐ against ☐ abstained

\* \* \* \* \*

**SECOND ITEM ON THE AGENDA OF THE ORDINARY PART:**

*“Proposal to authorise the purchase and disposal of ordinary treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the Shareholders' Meeting of 30 April 2024 for the portion not executed”.*

- **Proposed resolution on agenda item 2:** *(please tick only one box)*

☐ **IN FAVOUR OF THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**

☐ **AGAINST THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**

☐ **ABSTAINED**

***Unknown circumstances or changes or additions***

In the event of unknown circumstances at the time in which the proxy is issued or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting, the undersigned: *(please cross only one box)*

☐ **CONFIRM the instructions**

☐ **REVOKES instructions**

☐ **AMEND the instructions as follows:** ☐ in favour ☐ against ☐ abstained

\* \* \* \* \*

**THIRD ITEM ON THE AGENDA OF THE ORDINARY PART:**

*“Assignment for the assurance of sustainability reporting and determination of the fee, pursuant to Legislative Decree 39/2010. Related and consequent resolutions”.*

- **Proposed resolution on agenda item 3:** *(please tick only one box)*
  - ☐ **IN FAVOUR OF THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
  - ☐ **AGAINST THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
  - ☐ **ABSTAINED**

***Unknown circumstances or changes or additions***

In the event of unknown circumstances at the time in which the proxy is issued or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting, the undersigned: *(please cross only one box)*

- ☐ **CONFIRM the instructions**
- ☐ **REVOKES instructions**
- ☐ **AMEND the instructions as follows:** ☐ **in favour** ☐ **against** ☐ **abstained**

\* \* \* \* \*

**ONLY ITEM ON THE AGENDA OF THE EXTRAORDINARY PART:**

*“Amendment of articles 14 ('Intervention and voting'), 15 ('Conduct of the Shareholders' Meeting and minutes '), 17 ('Resolutions of the Board of Directors') and 22 ('Board of Statutory Auditors') of the Articles of Association. Related and consequent resolutions”.*

- **Proposed resolution on the only item on the agenda:** *(please tick only one box)*
  - ☐ **IN FAVOUR OF THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
  - ☐ **AGAINST THE RESOLUTION PROPOSAL OF THE ADMINISTRATIVE BODY**
  - ☐ **ABSTAINED**

***Unknown circumstances or changes or additions***

In the event of unknown circumstances at the time in which the proxy is issued or in the event of amendments or additions to the resolution proposals submitted to the Shareholders' Meeting, the undersigned: *(please cross only one box)*

☐ **CONFIRM the instructions**

☐ **REVOKES instructions**

☐ **AMEND the instructions as follows:** ☐ **in favour** ☐ **against** ☐ **abstained**

\* \* \* \* \*

**LIABILITY ACTION:**

In the event of a vote on the liability action proposed pursuant to Section 2393, par. 2, of the Italian Civil Code by any shareholder on the occasion of the approval of the financial statements, the undersigned gives the following voting instructions: *(please tick only one box)*

☐ **IN FAVOUR**

☐ **AGAINST**

☐ **ABSTAINED**

\* \* \* \* \*

Place, date

Signature(s)

---

---

### Instructions for filling in the form

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 10 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 resolution 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;
- (j) the proxy **(and not the voting instructions)** must be delivered **in original to the Company**, together with the documentation proving the signatory powers, through its proxy holder, before the beginning of the meeting proceedings, or it must be received by the Company by means of certified electronic email no later than 2 hours prior to the starting time of the meeting in order to facilitate the accreditation operations of the delegating party and its delegate by the Company and to guarantee the correct legitimation of the shareholder, without prejudice to the validity of the proxy sent after this deadline, but before the beginning of the meeting proceedings (in such case of delay in the electronic transmission, it is not possible to guarantee the registration of the intervention at the opening of the meeting proceedings);
- (k) voting instructions **do not** have to be delivered to the Company, but only to delegated person(s).

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: +39.02.30516516 - 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. (tel. +39.02.30516516).

Privacy policy for shareholders of ITALIAN WINE BRANDS available at:  
<https://www.italianwinebrands.it/en/information-shareholders/>.