

I.M.A. Industria Macchine Automatiche S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

VOTING INSTRUCTIONS (3)

Part 2 of 2

(intended for the Appointed Representative only - Tick the relevant boxes)

The undersigned (4) (Denomination /Personal details)	
Hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting to be held at the premises of the Company in Ozzano dell'Emilia (BO), Via Emilia no. 428/442 on single call, on 27 October 2020, at 10:30 a.m. by I.M.A. Industria Macchine Automatiche S.p.A..	

1. Appointment of the Board of Directors, upon the condition precedent of the closing of the sale and purchase transaction of SO.FI.M.A. S.p.A. shares, communicated to the market on 28 July 2020:

(i) decision of the number of the members of the Board of Directors;			
Resolution proposal by SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A.	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<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		

(ii) appointment of the Directors;				
Indicate either the chosen list or against/abstain with reference to both lists	<input type="checkbox"/> SOFIMA List filed by SO.FI.M.A. Società Finanziaria Macchine Automatiche S.p.A.	<input type="checkbox"/> AMC List filed by Studio Legale Trevisan on behalf of a group of AMCs	<input type="checkbox"/> Against	<input type="checkbox"/> 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				
<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			

(iii) decision of the term of the office of the Board of Directors;			
Resolution proposal by the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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			
<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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(iv) decision of the annual remuneration for the Directors.				
Resolution proposal by the Board of Directors		<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> 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				
<input type="checkbox"/> confirms the instructions	Modify the instructions (<u>express preference</u>)			
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain			

(Place and Date)

(Signature)

<p style="text-align: center;">INSTRUCTIONS FOR THE FILLING AND SUBMISSION</p> <p>The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 23 October 2020), together with:</p> <ul style="list-style-type: none">- 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 <p>by one or other of the following two methods:</p> <ul style="list-style-type: none">i) by sending a copy of this proxy form reproduced electronically (PDF), via certified email box to the following address assemblee@pec.spafid.it (Ref "Proxy RD – AGM IMA 2020") or, if not available, by sending this proxy form, signed with eligible electronic or digital signature;ii) by sending the proxy form, with autograph signature, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, (Ref. Proxy RD – AGM IMA 2020), anticipating this proxy form reproduced electronically (PDF) to the certified email address assemblee@pec.spafid.it (Ref "Proxy RD – AGM IMA 2020"); <p>(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.</p> <p>(2) Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.</p> <p>(3) Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."</p> <p>(4) Specify name and surname of the signatory of the Proxy and Voting Instructions Form.</p>
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(5) With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choice is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Spafid will abstain on these matters.

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) 0280687331 and (+39) 0280687319 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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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.

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

PRIVACY STATEMENT PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679

We inform you, pursuant to Art. 13 of the Regulation (EU) 2016/679 on the protection of personal data ("GDPR") that your personal data could be processed according to the current legislative provisions.

In particular, in relation to the above, we inform you that:

The Data Controller, that is whoever determines the purposes and means of the processing of personal data, is IMA S.p.A. (hereinafter "IMA" or "Company"), and can be contacted by registered mail to be sent to the Company's headquarters in Via Emilia, 428-442 Ozzano dell'Emilia (BO), or by mail to: privacy@ima.it.

The Company has appointed a data protection officer ("DPO") who can be contacted to obtain clarifications on the processing of your personal data at the following address: DATAPROTECTIONIT@ima.it.

The personal data processed by the Company are those listed by you in this proxy ("Personal Data").

Personal Data will be processed exclusively for the purpose of allowing the exercise of your rights as IMA shareholder in the ordinary Shareholders' Meeting of IMA of June 10, 2020, to be held in Via Emilia, 428-442 Ozzano dell'Emilia (BO).

The processing of your Personal Data for the purposes mentioned above is based on Art. 6, para. 1 lett. c) of the GDPR: i.e. the processing is necessary for compliance with a legal obligation to which the controller is subject.

Your Personal Data may be processed by paper-based or IT instruments and the processing shall be based on principles of correctness, lawfulness, transparency and protection of your privacy and your rights, in accordance with the principles set forth by the GDPR. The Company, moreover, guarantees the logical and physical security of the Personal Data and, in general, the

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confidentiality of the Personal Data, by implementing all the appropriate technical and organisational measures required to avoid the loss of Personal Data, the unlawful use or, in any event, the incorrect use of the same, and unauthorized access by third parties.

The Company, for the purposes described above, could communicate your Personal Data to:

- employees and collaborators of IMA, who shall act in their capacity as authorized data processing personnel and/or consultants appointed by the data controller who need to process the Personal Data for the performance of their duties;
- to the members of the Board of Directors and statutory and auditing bodies of the Company;
- judicial or supervisory authorities, public administrations, public (national or foreign) bodies, in compliance with the provisions of the law and conforming to a previous formal request from such subjects.

The aforementioned Personal Data will be stored at the Company registered office for the period of time as prescribed by the applicable law.

You can exercise the rights recognized by Articles 15-21 of the GDPR, by sending a specific request by email, to the address privacy@ima.it, or by registered mail at the Company Headquarters.

The Company, moreover, informs you that it is possible to lodge a complaint pursuant to Art. 77 with the competent supervisory authority based on your residence, workplace or place of infringement of your rights; in Italy, the supervisory authority responsible for monitoring application of the GDPR is the Italian Data Protection Authority ("DPA"). The contact details of the national DPA are available on the website: <http://www.garanteprivacy.it/>.

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Legislative Decree no. 58/1998

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

DECREE LAW No 18 of 17 March 2020

as amended by art. 1, paragraph 3, Decree Law no. 125 of 7 October 2020

Article 106 (Rules for the conduct of shareholders' meetings)

[...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the Bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.

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5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]

7. The provisions of this Article shall apply to assemblies convened by 31 July 2020 [*] or by the date, if later, until the state of emergency on national territory relating to the health risk associated with the outbreak of the COVID-19 epidemic is in force.

[*] As per art. 1, paragraph 3, Decree Law no. 18 of 17 March 2020 such term is now 31 December 2020.