

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

**Computershare S.p.A.**, represented by one of its own employee with specific power of attorney, as Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree No. 58/98 (TUF) by **Leonardo S.p.a. (the Company)**, shall collect the voting proxies relating to the Ordinary and Extraordinary Shareholders' Meeting convened on **9 May 2019** (I Ordinary and Extraordinary Call), on **15 May 2019** (II Extraordinary Call) and on **16 of May 2019** (II Ordinary and III Extraordinary Call), at **10:30 a.m.**, under the conditions and within the deadlines reported in the Notice of Call of the Meeting published on the Company's website [www.leonardocompany.com](http://www.leonardocompany.com) within the section "Shareholders' Meeting 2019". The extract of the Notice of Call has been published on the newspapers "Il Sole 24 Ore" e "Italia Oggi".

The proxy form with voting instructions, to be conferred within the second trading day prior the date the Meeting will be held, thus within 7 May 2019, relating to the I Ordinary and Extraordinary Call, within 13 May 2019, relating to the II Extraordinary Call and within 14 May 2019 relating to the II Ordinary Call and the III Extraordinary Call may be cancelled within the same deadlines and with the same procedures used for their conferral.

**Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.**

**Article 135-*decies* of Legislative Decree n. 58/98 (Conflict of interest of the representative and substitutes)**

Computershare S.p.A., as Appointed Representative, is not involved in any of the situations that give rise to a conflict of interest as contemplated in article 135-*decies* of Legislative Decree n. 58/98. Nevertheless, the Appointed Representative does not intend to exercise the right, under art. 134 of the Issuers Regulation (Regulation adopted by Consob under Resolution No. 11971 of 14 May 1999), to express a vote other than that indicated in the voting instructions in case significant events occur that were not known at the time the proxy was issued, and that cannot be communicated to the delegating party, or in the event of changes or additions to the proposals submitted to the Shareholders' Meeting.

**PROXY FORM**

Fill in the required information, taking into account the "Instructions for filling in and submitting the form" (available at the bottom of this document) and notify to Leonardo S.p.a. through Computershare S.p.A. (1)

**\* mandatory information**

The undersigned\*.....place of birth\*..... date of birth\*..... Tax Code (or other equivalent code)\*..... residing in/registered office in (town/city)\*.....address

\*.....State\*.....

telephone no\* ..... e-mail\* .....

entitled to vote at the end of the business day of **29 April 2019 (record date)** as (2):  person in whose name the shares are registered  legal representative  proxy holder with power of sub-delegation  pledgee  contango broker  usufructuary  depositary  manager  other (specify) ..... for no \*..... ordinary shares (Leonardo S.p.a.)

**(3)** registered in favour of .....place of birth \*.....date of birth.....Tax Code (or other equivalent code).....

residing in/ registered office in (town/city)\*..... (address\*)..... State\*.....

registered in the securities account **(4)** no..... at ..... Bank code ..... Sorte code ..... as resulting from communication no **(5)** ..... made by (Bank) \*.....

**DELEGATES**

the above Appointed Representative to attend and exercise the right to vote at the above mentioned Meeting, with reference to the above shares, as per the instructions provided and

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

**DECLARES**

that he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of items on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the voting instructions given to Appointed Representative could be executed only at the condition that Leonardo S.p.a. has received, within the beginning of Shareholders' Meeting, the notice of the authorised intermediary regarding the shares indicated in the proxy form.

DATE	Form of Identification <b>(6)</b> (type)*	issued by*	no*	SIGNATURE/STAMP
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Leonardo S.p.a. – Ordinary and Extraordinary Shareholders’ Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

**VOTING INSTRUCTIONS**

*(For the use of the Appointed Representative only to be sent to Computershare S.p.A. – Tick or fill in the relevant boxes according to the “Instructions for filling in and submitting the form” available at the bottom of this document)*

The undersigned **(7)**

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders’ Meeting as follow **(8)**:

Be aware that this proxy form is subject to any modification in order to consider the integration of the agenda of the Shareholders’ Meeting and the presentation of new proposed resolutions, pursuant the art. 126**bis** Legislative Decree no. 58/98, within ten days of the publication of the notice of the Meeting, i.e. within **18 April 2019**. In this case, this proxy form shall promptly replace on the Company’s website [www.leonardocompany.com](http://www.leonardocompany.com) within the section “Shareholders Meeting 2019”.

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b>
	<i>Section A: F (for), C (against), A (abstain) Section B/C: Confirm, Cancel, Modify previous instructions</i>

**Ordinary Session**

<b>1. Financial Statements at 31 December 2018 and relevant Report of the Board of Directors, Report of the Board of Statutory Auditors and Report of the Independent Auditors. Resolutions related thereto. Presentation of the Consolidated Financial Statements at 31 December 2018 (9)</b>					
<b>Section A</b>			<i>Voting Instructions</i>		
<b>A</b> – vote for resolution proposed by the Board of Directors			F	C	A
<b>Sections B and C</b>			Conf	Canc	Mod Voting Instructions
<b>B</b> – vote for unknown circumstances <b>(10)</b>			Conf	Canc	F C A
<b>C1</b> – vote for amendment/integration proposed during the Meeting by the Chairman of the Meeting <b>(11)</b>			Conf	Canc	F C A
<b>C2</b> – vote for amendment/integration proposed by holder of majority or significant shareholding <b>(12)</b>			Conf	Canc	F C A
<b>C3</b> – vote for amendment/integration proposed by holder of minority shareholding <b>(12)</b>			Conf	Canc	F C A
<b>2.1. Appointment of a Statutory Auditor (13) <sup>i ii</sup></b>					
<b>Section C</b>			<i>Voting Instructions</i>		
<b>C1</b> – vote for amendment/integration proposed during the Meeting by the Chairman of the Meeting <b>(11)</b>			F	C	A
<b>C2</b> – vote for amendment/integration proposed by holder of majority or significant shareholding <b>(12)</b>			F	C	A
<b>C3</b> – vote for amendment/integration proposed by holder of minority shareholding <b>(12)</b>			F	C	A

<sup>i</sup> It should be noted here that the Board of Directors hasn’t submitted any proposal of candidature

<sup>ii</sup> It should be noted here that the appointment should be referred to Auditors representing minorities

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders’ Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

2.2. Appointment of an Alternate Auditor (13) <sup>i</sup> <sup>ii</sup>					
Section C			MoD Voting Instructions		
C1 – vote for amendment/integration proposed during the Meeting by the Chairman of the Meeting (11)			F	C	A
C2 – vote for amendment/integration proposed by holder of majority or significant shareholding (12)			F	C	A
C3 – vote for amendment/integration proposed by holder of minority shareholding (12)			F	C	A

2.3. Appointment of the Chairman of the Board of Statutory Auditors (13)					
Section C			Voting Instructions		
C1 – vote for amendment/integration proposed during the Meeting by the Chairman of the Meeting (11)			F	C	A
C2 – vote on the proposal to appoint the Statutory Auditor expression of minority and marked with progressive No. 1			F	C	A
C3 – vote on the proposal to appoint the Statutory Auditor expression of minority and marked with progressive No. 2			F	C	A

3. Remuneration Report: resolution pursuant to Article 123-ter, paragraph 6, of the Legislative Decree No. 58/98 (9) <sup>iii</sup>					
Section A			Voting Instructions		
A – vote for resolution proposed by the Board of Directors			F	C	A
Sections B and C			Conf	Canc	Mod Voting Instructions
B – vote in the event of unknown circumstances (10)			Conf	Canc	F C A
C1 – vote in the event of amendment/integration submitted during the Meeting by the Chairman of the Meeting (11)			Conf	Canc	F C A
C2 – vote for amendment/integration proposed by holder of majority or significant shareholding (12)			Conf	Canc	F C A
C3 – vote for amendment/integration proposed by holder of minority shareholding (12)			Conf	Canc	F C A

**Extraordinary Session**

1. Amendment of Leonardo's Articles of Association on gender balance in the composition of the management and control bodies (9)					
Section A – vote for resolution proposed by the Board of Directors			F	C	A
Sections B and C			Conf	Canc	Mod voting instructions
B – vote for unknown circumstances (10)			Conf	Canc	F C A
C1 – vote in the event of amendment/integration submitted during the Meeting by the Chairman of the Meeting (11)			Conf	Canc	F C A
C2 – vote for amendment/integration proposed by holder of majority or significant shareholding (12)			Conf	Canc	F C A
C3 – vote for amendment/integration proposed by holder of minority shareholding (12)			Conf	Canc	F C A

DATE

SIGNATURE

<sup>i</sup> It should be noted here that the Board of Directors hasn't submitted any proposal of candidature

<sup>ii</sup> It should be noted here that the appointment should be referred to Auditors representing minorities

<sup>iii</sup> It should be noted here that, according to the Article 123-ter, paragraph 6, of Legislative Decree no. 58/98, that the resolution on item 6 is not binding

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

**Instructions for filling in and submitting the form**

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1. The **Proxy form**, together with **Voting Instructions** reserved to the Appointed Representative, shall be provided in original version (together with documentation providing proof of the signatory powers as point below) to Computershare S.p.A., Rif. - Proxy Form of Leonardo S.p.a. Shareholders' Meeting, Via Monte Giberto 33, 00138 Rome within the end of the second trading day before the meeting, within the 7 of May 2019, relating to the I Ordinary and Extraordinary call, and the 13 of May 2019, relating to the II Extraordinary call and the 14 May 2019 relating to the II Ordinary and to the III Extraordinary call, possibly sending in advance a copy of the proxy within the same date, with a statement attesting the compliance to the original, using one of the following alternative methods:
  - fax: no.+39 0645417450
  - attached to an e-mail message sent to: [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it)
2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
5. Possible reference to the communication made by the intermediary and his/her name, if other than the depository of the securities account as per point 4 above.
6. Provide details on a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting Instructions.
8. Pursuant to article 135-undecies, paragraph 3, of the of the Legislative Decree No. 58/98, "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 of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the Shareholders' Meeting are reported in the Explanatory Reports ex art. 125-ter of the Legislative Decree No. 58/98 and are published on the Company's website [www.leonardocompany.com](http://www.leonardocompany.com), section "Shareholders' Meeting 2019" within the terms provided by the existing provisions of law. Computershare S.p.A., as Appointed Representative, has not personal interest in the mentioned proposals. However, in the event of unknown circumstances or in the event of amendment or integration to the proposals submitted to the Meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C of the voting instructions.
10. In the event of a new proposal not published within the deadline required by law is submitted to the Meeting, the Appointed Representative shall not express any vote without instructions. Nevertheless, should significant events occur concerning the proposed resolutions, that were not known at the time the proxy was issued and that cannot be communicated to the delegating party, provided that it could be reasonably inferred that, had the delegating party known of these significant events, it would have given its approval, one of the following options may be chosen: a) confirm the voting instruction already expressed; b) cancel the voting instruction already expressed; c) amend the voting instruction already expressed. If no choice is made, the voting instructions expressed in Section A are confirmed.
11. Should a resolution replacing the initial resolution, submitted by the Board of Director or endorsed by the Chairman of the Meeting, regardless of the proponent, the voting instructions provided in the Section C shall replace the previous ones in the Section A. In the absence of a proposal by the Board of Directors, the Shareholders' Meeting will be called to approve the proposals presented during the Meeting. Therefore, the voting instructions are collected by the Appointed Representative in Section C as the only expression to vote on the proposals submitted by the persons mentioned in this paragraph.
12. In the event of a resolution submitted by a Shareholder alternative of one of those already voted that has not obtained the majority of favorable votes necessary for its approval, the voting instruction will integrate the previous ones, if presented. The delegator may indicate voting intentions regarding the alternative proposals presented and such instructions will be binding for the Appointed Representative who will vote just in case the proponent has the characteristics indicated in the related voting instructions. The various voting intentions expressed in relation to the characteristics of the proponents can be identical to each other.
13. **Regarding the points n. 2.1., 2.2. and 2.3., as the Board of Directors hasn't submitted any proposal to the Shareholders' Meeting, it is required to complete section C).**

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

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**Italian Regulation mentioned in the Proxy form and voting instructions**

***Italian Legislative Decree No. 58/98 (TUF)***

***Article 126-bis***

**Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

***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.
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;
  - 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.

Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.

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 otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. 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 of the shareholder concerned 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.

**Article 134 of the Issuers Regulation (Regulation adopted by Consob under Resolution 11971 of 14 May 1999)**

(Representative appointed by the company with listed shares)

1. The proxy form provided under Article 135-undecies of the Consolidated Law shall contain at least the information provided by the schedule set out in Annex 5A.
2. The representative that does not have any conflicts of interest as set out under Article 135-decies of the Consolidated Act, where expressly authorised by the delegating party, may express a vote not aligned to the instructions in case significant events occur that were not known at the time the proxy was issued, and that cannot be communicated to the delegating party, provided that it could be reasonably inferred that, had the delegating party known of these significant events, it would have given its approval, or in the event of changes or additions to the proposals submitted to the shareholders' meeting.
3. When sub-paragraph 2 applies, the representative will state at the meeting:
  - a) the number of votes not expressed in accordance with the instructions received, or, in the event of a new proposal, expressed without instructions, with respect to the total number of votes exercised, distinguishing between abstentions, votes against and votes in favour;
  - b) the reasons behind the vote not expressed in accordance with the instructions received or in the absence of instructions.

**Leonardo S.p.a. – Ordinary and Extraordinary Shareholders' Meeting of 9 May 2019 (I Ordinary and Extraordinary Call), 15 May 2019 (II Extraordinary Call) and 16 May 2019 (II Ordinary Call and III Extraordinary Call) - Proxy Form and Voting Instructions for the Appointed Representative Computershare S.p.A.**

**PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA  
INFORMATION NOTICE EX ART. 13 OF GENERAL DATA PROTECTION REGULATION NO. 679 OF 27 APRIL 2016**

Pursuant to article 13 of General Data Protection Regulation no. 679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (hereafter: "the Regulation" or "GDPR"), Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19 (hereafter: "Computershare") as data controller of the personal data (hereafter: "Data") intends informing you of the following.

**1. PURPOSE OF DATA PROCESSING**

The Data provided will be processed by Computershare with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Computershare;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Computershare for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Computershare from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Computershare on account of the activities and tasks they carry out. These persons, whose number shall be as limited as possible, process data as "Data Processors", are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Computershare in the person of the Director appointed for this function.

**2. COMMUNICATION OF DATA TO THIRD PARTIES**

Computershare may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and Control Bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

**3. DATA PROCESSING METHODS**

Computershare processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of "processing" pursuant to article 4 of the Regulation (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the applicable law and with any provisions laid down by the Authority.

**4. EXERCISING OF RIGHTS**

Interested parties may exercise their rights under Chapter III of the GDPR; it provides that at any time the Signatory shall have the right to obtain confirmation as to the existence and the portability of the Data and be informed of their content and origin, verify their accuracy or require addition, updating, rectification or erasure along with the expected period for which the personal Data will be stored, except the cases referred to in Article 15.4 of the GDPR, and shall have also the right to obtain a copy and to object the processing. Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

Computershare S.p.A.