

VOTING PROXY FOR THE BONDHOLDERS' MEETING

"Prestito Obbligazionario Grestone Bond a Tasso Fisso - Scadenza 2026"

The undersigned _____ born in _____ on _____, fiscal code _____, [to be added in case of entity: as legal representative of the company _____ with registered seat at _____, register with the Companies' Register _____] (the "**Bondholder**"), owner of No. _____ dematerialized notes representing the bond named "*Prestito Obbligazionario Grestone Bond a Tasso Fisso - Scadenza 2026*", ISIN code IT0005418436 (the "**Bond**"), issued by Saxa Gres S.p.A. (the "**Issuer**") hereby

DELEGATES

_____, born in _____ on _____, fiscal code _____, (the "**Delegate**") to represent the Bondholder for all means and purposes and to exercise the voting rights in the name and on behalf of the undersigned in the Bondholders' Meeting of the bond "*Prestito Obbligazionario Grestone Bond a Tasso Fisso - Scadenza 2026*", which be held on 5 March 2021 at 5:00 PM (CET) for the first call, and on 6 March 2021 at 5:00 PM for the second call, in Rome, Via Giovanni Nicotera n. 4, having the following

AGENDA:

- 1) Waiver to the provisions of the Terms and Condition of the Bond in order to release the mortgage over certain lands of the Issuer and of its subsidiary Saxa Grestone S.p.A., and the consequent transfer of such lands to affiliate companies to the Issuer or Saxa Grestone S.p.A., whose corporate capital is, or could eventually be, also held by A2A Ambiente S.p.A.;
- 2) Execution of an agreement among all Issuer's creditors (including the Bondholders and the lenders that will make available to the Issuer financings secured pari passu by the same security interests granted in favor of the Bondholders);
- 3) Granting of the powers to the Common Representative of the Bondholders to execute and perform the items above of the Agenda;
- 4) Related and consequent resolutions;
- 5) Miscellaneous.

To this end, the Bondholder grants the aforementioned Delegate with each and every right related to the Agenda above.

The Bondholder undertakes to hold harmless the Delegate from any responsibility in which he may incur in good faith by performing the proxy hereby.

With this proxy, the Bondholder ratifies and confirms as of now each action or declaration validly made by the Delegate by virtue of this proxy.

_____, _____ 2021

[In the name and on behalf of

_____]