

## PHARMANUTRA S.p.A.

### PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Article 3, paragraph 14-sexies, of Law no. 15 of 21 February 2025, containing urgent provisions regarding regulatory deadlines.

In accordance with Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by virtue of Article 3, paragraph 14-sexies, of Law n. 15 of 21 February 2025, 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 "Cura Italia" Decree, the Designated 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.

**Declaration of the Designated Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli 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, Monte Titoli 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, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary and Extraordinary General Meeting of **PHARMANUTRA S.p.A.** to be held at the Notary's office Jacopo Sodi in Florence, via dei Della Robbia n. 38 on 16 April 2025, at 11:00 a.m., single call, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.pharmanutra.en](http://www.pharmanutra.en) in the section "Governance / Shareholders' Meetings" on 4 March 2025 as well as by excerpt in the newspaper "Sole24ore" of 7 March 2025 and having regard to the Reports on the items on the Agenda made available by the Company with this

### PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form

I, the undersigned (party signing the proxy)	(Name and 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. (*)

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

**PHARMANUTRA S.p.A.**

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

**in quality of** (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

<b>No. (*)</b> _____ <b>shares</b> _____ <small>e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</small> <small>(to be filled in with information regarding any further communications relating to deposits)</small>	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>No. (*)</b> _____ <b>shares</b> _____	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>No. (*)</b> _____ <b>shares</b> _____	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____

**DELEGATES/SUBDELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details)(3)

(indicate the holder of the right to vote only if different - name and surname / denomination)(3)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of PHARMANUTRA to be held at the Notary's office Jacopo Sodi in Florence, via dei Della Robbia n. 38 on 16 April 2025, at 11:00 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

**Ordinary Part**

1 Financial statements of Pharmanutra S.p.A. as of 31 December 2024 and allocation of profit for the year:			
1.1 Approval of the Financial Statements as of 31 December 2024, subject to review of the Independent Auditors' Report and the Board of Statutory Auditors Report. Presentation of the Consolidated Financial Statements as of 31 December 2024 of the Pharmanutra Group. Related and consequent resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

1.2 Allocation of profit for the year. Related and consequent resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**2 Report on remuneration policy and remuneration paid:**

**2.1 Resolutions on the "second section" of the report, pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**3 Appointment of the Board of Statutory Auditors.**

**3.1 Appointment of Regular Auditors and Alternate Auditors;**

*Shareholders are invited to check the lists of candidates on the Issuer's website within the legal deadlines.*

<p><b>SECTION A</b> Indicate the number of the chosen list or against / abstained with reference to all the lists</p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">List no. _____</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**3.2 Appointment of the Chairman of the Board of Statutory Auditors;**

<p><b>SECTION A</b> Proposer: _____</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**3.3 Determination of compensation.**

<p><b>SECTION A</b> Proposer: _____</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p> <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**4 Proposal to authorize the purchase and disposal of own ordinary shares pursuant to Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions, following the revocation of the authorization granted by the Ordinary Shareholders' Meeting on April 16, 2024, for the portion not executed. Related and consequent resolutions.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<div style="border: 1px solid black; padding: 5px; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100%;">Abstain</div>
<p><b>SECTION B and C</b></p>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<p>Modify the instructions:</p>

<i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>			<input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
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**5 Appointment of the firm to attest the compliance of the sustainability reporting and determination of the compensation, pursuant to Legislative Decree 39/2010. Related and consequent resolutions.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain	

**Extraordinary Part**

**1 Amendment of Articles 9 (“Convocation”), 10 (“Intervention and Voting”), 16 (“Resolutions”) and 22 (“Composition, Duration, and Meetings of the Board of Statutory Auditors”) of the Corporate Bylaws. Related and consequent resolutions.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain	



\_\_\_\_\_  
*(Place and Date) \**

\_\_\_\_\_  
*(Signature) \**

**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 Designated Representative to vote as follows:*

**In Favour**

**Against**

**Abstain**

*(Place and Date) \**

*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**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)**

- (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.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

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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,

*(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for PHARMANUTRA April 2025 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for PHARMANUTRA April 2025 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for PHARMANUTRA April 2025 Shareholders' Meeting")

**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.**

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 Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/corporate-data-and-legal-info)

**PHARMANUTRA's privacy policy:**

In reference to the Ordinary and Extraordinary Shareholders' Meeting of PHARMANUTRA S.p.A. convened for 16 April 2025, at 11:00 AM, in a single call at the office of Notary Jacopo Sodi in Florence, via dei Della Robbia No. 38, with the methods and terms indicated in the notice of convocation published on the company's website at [www.pharmanutra.it](http://www.pharmanutra.it), Section "Governance / Shareholders' Meetings," on 6 March 2025, and in an excerpt in the newspaper "Il Sole 24 Ore" on 7 March 2025, we need to process the data of the PARTICIPANTS IN THE SHAREHOLDER MEETING in compliance with Articles 13 and 14 of EU Regulation 2016/679 and current regulations.

For this purpose, we provide the following information regarding the processing and protection of your personal data:

**DATA CONTROLLER**

The Data Controller is Pharmanutra S.p.A., via Campodavola 1 - (56122) Pisa – VAT number 01679440501, which can also be reached by calling +39 050 7846500 or by email at [privacy@pharmanutra.it](mailto:privacy@pharmanutra.it). The Data Controller is responsible for providing this notice regarding the use of personal data.

**DATA PROTECTION OFFICER (DPO)**

The Data Controller has appointed a Data Protection Officer (DPO), who can be contacted for any information and requests via email at [privacy@pharmanutra.it](mailto:privacy@pharmanutra.it).

**PURPOSE OF THE PROCESSING AND PROVISION OF DATA**

The provision of all personal data requested in the "PHARMANUTRA S.p.A. DELEGATION/SUBDELEGATION FORM FOR THE APPOINTED REPRESENTATIVE FOR SHAREHOLDER MEETING REPRESENTATION pursuant to Article 135-novies, Legislative Decree No. 58/1998" is necessary in order to correctly register the participant in the meeting, including through delegation, as required under Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, as last extended by Article 3, paragraph 14-sexies, of Law No. 15 of February 21, 2025, containing urgent provisions concerning legal terms. Under the aforementioned Decree, participation in the meeting by those entitled to vote is only permitted through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58/98. Under this Decree, such Appointed Representative may also be granted delegations and/or subdelegations pursuant to Article 135-novies of Legislative Decree No. 58/1998 ("TUF"), in derogation of Article 135-undecies, paragraph 4, of the TUF. The data will also be necessary for verifying the proper constitution of the shareholders' meeting and the execution of other mandatory meeting and corporate requirements.

The provision of data for these purposes is mandatory in order to comply with legal and statutory obligations.

**RECIPIENTS OF THE DATA**

The data will be communicated to recipients in relation to the fulfillment of legal obligations arising from European legislation; to those authorized to process data for the corporate secretariat, as well as to the administrative and control bodies of the Data Controller.

**DATA RETENTION PERIOD**

The personal data you provide will be stored along with the documents produced during the Meeting to document what has been transcribed in the minutes. Personal data will be kept in a form that allows the identification of data subjects for no longer than necessary to achieve the purposes.

**RIGHTS OF THE DATA SUBJECT**

You have the right to request access to your personal data from the Data Controller to confirm its existence, learn about its content and origin, verify its accuracy, or request its integration or update, rectification, and, where applicable, its deletion, or request limitation of the processing. You can always request a full specification of the processing and your rights by writing to the contacts provided by the Data Controller and indicated at the beginning of this notice.

**RIGHT TO COMPLAIN**

If you believe that the processing of your personal data violates GDPR Regulation EU-2016/679, you have the right to lodge a complaint with the Italian Data Protection Authority via the contact details available on their website <https://www.garanteprivacy.it/>



**PHARMANUTRA S.p.A.**

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998