

De' Longhi S.p.A. –Shareholders' Meeting April 22, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call of De' Longhi S.p.A. Shareholders' Meeting on April,22 2020, published on April,23 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficiomilano@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 02 46776818 from 9:00 a.m. to 6 p.00 pm from Monday to Friday or by e-mail to ufficiomi@computershare.it.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* **mandatory information**

The undersigned *..... Place of birth *..... Date of birth*.....

Tax code *.....

Resident in (town/city) *..... at (street / address) *.....

telephone no *....., e-mail

(2) entitled to exercise the voting right as: · registered share holder - · legal rapresentative – · attorney/proxy holder with authority to sub-delegate · pledgee –

· Taker in - · beneficiary interest holder - · official receiver– · manager – · other (specify)

for no*..... of ordinary shares **De' Longhi S.p.A.**.....

(3) registered in the name ofPlace of birth *.....Date of birth *.....

C. F./ Partita IVA (o altro codice equivalente)

Resident in (town/city) *..... at (street / address) *.....

(4)Registered in the securities account no.....At..... Bank code (ABI)..... Branch code (CAB).....

(5)as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **De' Longhi S.p.A.**

Ordinary and Extraordinary called for **April 22, 2020** with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by **De' Longhi S.p.A.** before the start of the works of the meeting works

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

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VOTING INSTRUCTION

RESOLUTIONS TO BE VOTED (7)	VOTING INSTRUCTION
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Ordinary Part

1. Annual Financial Report at 31 December 2019:

1.1 presentation of the Statutory Financial Statements at 31 December 2019 accompanied by the Report on Operations, the Report by the Board of Statutory Auditors, the External Auditors' Report and the Certification by the Financial Reporting Officer. Resolutions thereon;				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

1.2 proposed allocation of the profit for the year and distribution of the dividend. Resolutions thereon.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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F	C	A		

2. Annual report on the remuneration policy and compensation paid:

2.1 approval of the "2020 Remuneration Policy" contained in Section I, in accordance with Art. 123-ter(3-bis) of Legislative Decree No. 58/98;				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
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F	C	A		

2.2 advisory vote on the "Compensation paid in 2019" indicated in Section II, in accordance with Art. 123-ter(6) of Legislative Decree No. 58/98.				
Section A – vote for resolution proposed by the Board of Directors	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

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3. Proposal of an equity-based incentive Plan concerning the ordinary shares of De' Longhi S.p.A called the "Stock Options Plan 2020-2027" for the Company's Chief Executive Officer and for a limited number of top managers of the De' Longhi Group. Resolutions thereon.	
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Section A – vote for resolution proposed by the Board of Directors	F	C	A
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A

4. Enlargement of the Board of Directors:

4.1 increase the number of directors from 11 (eleven) to 12 (twelve). Resolutions thereon.	
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Section A – vote for resolution proposed by the Board of Directors	F	C	A
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A

4.2 appointment of new director and determination of remuneration. Resolutions thereon.	
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Section A – vote for resolution proposed by the Board of Directors	F	C	A
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A

5. Proposal to authorise the purchase and disposal of treasury shares, after revoking the resolution taken by the Shareholders' Meeting of 30 April 2019, for the portion not executed. Resolutions thereon.	
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Section A – vote for resolution proposed by the Board of Directors	F	C	A
Sections A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A

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Extraordinary Part

1. Share capital increase by payment, in one or more tranches, with the exclusion of pre-emption rights pursuant to Article 2441, paragraphs 4, second subparagraph, and 8 of the civil code, Article 5-bis, paragraph 3, of the Articles of Association, by issuing, even on more than one occasion, a maximum of 3,000,000 ordinary shares with a nominal value of €1.50 each and for a total maximum amount of €4,500,000.00, reserved for the beneficiaries of the "Stock Options Plan 2020-2027". Consequent integration of Art. 5-quarter of the Articles of Association. Resolutions thereon.

Section A – vote for resolution proposed by the Board of Directors

F	C	A
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Derivative action against Directors

Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (*If no voting instruction are indicated, the Appointed Representative will vote C – against*)

F	C	A
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DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. The **Proxy form** must be notified to the Company (together with a valid ID document and the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him**, using one of the following alternative methods:
 - as an attachment in PDF format to an e-mail sent to ufficiomilano@pecserviziotitoli.it provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian "digital code law" or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person;
 - by e-mail to ufficiomi@computershare.it

If the delegating party do not have a its own secure (certified) e-mail, the original version of the proxy, of the instructions and a copy of the related documentation must be sent to Computershare S.p.A.'s registered office at via Lorenzo Mascheroni 19, 20145 Milan, as soon as the COVID-19 (CoronaVirus) health emergency containment measures issued by the competent authorities will no longer be effective.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website "www.delonghigroup.com" (sezione "Governance" – "Organi Sociali" – "Assemblea 2020").

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

8. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

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INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;

- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it.

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.