

FORM TO APPLY (\*)

FOR THE OFFER ON OPTION RELATING TO **2,937,655** ORDINARY SHARES

(pursuant to Article 2441 of the Italian Civil Code)

**THE UNDERSIGNED (Natural Person):**

NAME:
SURNAME:
TAX CODE:
PLACE OF BIRTH:
DATE OF BIRTH:
RESIDENT IN:

**THE UNDERSIGNED (Legal Person):**

COMPANY NAME:
HEAD OFFICE ADDRESS:
TAX CODE:
VAT NUMBER:
REGISTERED IN THE REGISTER OF COMPANIES OF:

represented by the person named below (**SIGNATORY**) vested with the necessary powers:

NAME:
SURNAME:
TAX CODE:
PLACE OF BIRTH:
DATE OF BIRTH:
DOMICILED FOR THE PURPOSES HERETO IN:

**Whereas:**

The Board of Directors of **Expert System S.p.A.** with registered office in Rovereto (TN) - Via F. Zeni 8, Tax Code/VAT No. 02608970360 (hereinafter, “**ES**” or “**Company**”) held on July 8, 2020 in partial execution of the power granted to it, also pursuant to Art. 2443 of the Italian Civil Code, by the extraordinary shareholders’ meeting of ES held on 29 June 2020, has approved an increase in share capital for cash, severable, for a maximum amount of Euros **7,931,668.50**, including share premium, by issuing **2,937,655** ordinary shares, with no indication of par value, having the same characteristics as the outstanding shares, to be offered to shareholders as an option pursuant to Art. 2441 of the Italian Civil Code.

Now, therefore, the undersigned:

**DECLARES:**

1. to be a shareholder in the Company;
2. to be aware of the offer on option, under art. 2441 Italian Civil Code, of the Company’s ordinary shares (the “**Option Offer**”), the notice of which has been filed, under Art. 2441, paragraph 2, Italian Civil Code, on July 9, 2020 at the Trento Companies' Register and posted on the Company’s website [www.expertsystem.com/it](http://www.expertsystem.com/it), and to fully accept its terms and condition, in particular, that each ordinary share held confers 1 option right (the “**Option Rights**”), and that for every 14 Option Rights held it will be possible to subscribe 1 new ordinary share of the Company at the price per share of Euros 2.70 (“**Offer Price**”);
3. to have a total number of \_\_\_\_\_ Option Rights giving the right to subscribe ES shares resulting from the Capital Increase

**EXERCISES:**

No. \_\_\_\_\_ Options Rights in order to subscribe No. \_\_\_\_\_ new ES ordinary shares at the price of EUR 2.70 per share, for a total value of Euros \_\_\_\_\_ ( \_\_\_\_\_ // \_\_\_\_\_ ) (“**Exercise of the Option Right**”).

**REQUESTS TO PURCHASE UNDER PRE-EMPTION RIGHTS**

under article 2441, paragraph 3, of the Italian Civil Code, a maximum No. of \_\_\_\_\_ new ordinary ES shares that were to remain available at the end of the Option Offer period, for a total value of Euro \_\_\_\_\_ ( \_\_\_\_\_ // \_\_\_\_\_ ), acknowledging that, should the number of remaining ordinary ES shares be less than the total number of ordinary shares requested under pre-emption rights, the shares will be distributed according to the procedures indicated in the Option Offer.

**UNDERTAKES TO PAY**

their value in exchange for the purchase of the ES shares for which the option has been exercised and for those requested under pre-emption rights, or a lower value in the event of a distribution.

**REQUESTS**

that the shares purchased be centralized in securities deposit No. \_\_\_\_\_, held at \_\_\_\_\_ CAB \_\_\_\_\_ ABI \_\_\_\_\_ through the intermediary receiving this form.

The intermediary’s account with Monte Titoli S.p.A. is account No. \_\_\_\_\_.

**CONFERS**

onto the intermediary an irrevocable mandate to pay to ES the total value, as established above, for the purchase of the above ES ordinary shares, it being acknowledged that: (a) the payment of said total value to ES must take place within the expiry of the Option Offer period; (b) the payment of the total value of the shares requested under pre-emption rights must be made by the value date of the settlement date; (c) the transfer of ES ordinary shares will take place once the procedure for their settlement is completed.

**DECLARES**

- to be aware that this acceptance of the Offer is irrevocable;
- (i) to have independently evaluated the possibility of subscribing to the Shares in the Placement; (ii) not to be (a) domiciled in the United States of America, (b) a “U.S. Person” as defined in Regulation S under the United States Securities Act of 1933, as subsequently amended, and (iii) not to be acting on behalf of or for the benefit of a “U.S. Person”; and
- to be aware that any deficiencies in this application form will result in its annulment.

**CONFIRMS**

- under his/her own responsibility, for all legal purposes, the accuracy of the data contained in this application form.

**UNDERTAKES**

- to maintain absolute confidentiality on any information or data concerning the transaction, the Exercise of the Option Right and on any document related and/or connected to them, refraining from disclosing them to third parties, except when required by law and regulations, or in response to requests from Borsa Italiana S.p.A. and any other competent Authority;
- also pursuant to and for the purposes of Article 1381 of the Italian Civil Code, to ensure that the obligations of confidentiality set forth herein are respected by any third parties who, due to their duties and functions, should become aware of such confidential information; and
- to provide, as soon as possible, any further documentation requested by the Company, for the completion and execution of the commitments contained in this letter and for the subscription of the shares that were to be assigned (including, by way of example, the documentation necessary to verify the requirements of adequacy and/or suitability), and to confirm the truthfulness of the declared data;

hereby authorizing the Company to disclose to the public, or to the competent Authorities, the contents of this document, if deemed appropriate or necessary in accordance with applicable laws and regulations.

-----

(place and date)

-----

(Signature of the person subscribing to the offer or his/her specifically empowered representative)

-----

(Stamp and signature of the Intermediary)

---

(\* ) This application form must be completed in three copies, one for the issuing company, one for the Intermediary and one for the shareholder.

## PRIVACY NOTICE

In accordance with Articles 13 and 14 of EU Regulation 2016/679 (GDPR), we provide you with the following information.

This information is provided by the Company in its capacity as Data Controller. The data contained in the subscription form will be processed by the Company in accordance with the principles of fairness, lawfulness, transparency and protection of your privacy and your rights, as well as in compliance with current legislation on the protection of personal data. The processing of data is carried out by manual, electronic and computerized methods; security measures are adopted to avoid the risks of unauthorized access, destruction or loss, unauthorized processing, or processing that does not comply with the purposes of the collection of data.

The data provided are processed for purposes relating to the fulfilment of legal obligations and the subscription of new shares. The legal basis on which the processing is based is the status as shareholder of the Company.

For the subscription of new shares and the fulfilment of legal obligations, the data may be disclosed to the following categories of persons: (i) contractors of the Company specifically authorized to process them, in their capacity as Data Controllers or Processors, for the pursuit of the purposes indicated above; and (ii) specific subjects in fulfilment of a legal, regulatory or European legislation obligation, or on the basis of provisions issued by Authorities empowered to do so by law, or by supervisory and oversight bodies.

The provision of personal data is a prerequisite for the subscription of new shares. Failure to provide such data implies the impossibility to subscribe new shares.

The data will be processed only for the time necessary for the purposes listed and, in any case, within the limits provided by law. We inform you that, with regard to your data, you may exercise your rights at any time under the limits and conditions set out in Articles 15-21 of GDPR.

In detail, the Data Subject has the right to: (i) ask the Data Controller for access to, rectification or deletion of personal data or to object to the processing of personal data concerning him/her; (ii) obtain the portability of the data; (iii) lodge a complaint to a supervisory authority. To exercise these rights, please contact the Data Controller at the email address [ir@expertsystem.com](mailto:ir@expertsystem.com).

The exercise of these rights is free of charge. The Data Controller of your data is Expert System S.p.A. with registered office in Rovereto (TN) - Via F. Zeni 8, in the person of its current legal representative. The updated list of Processors is available from the Company and can be obtained through a specific request sent in the manner indicated above.

The undersigned gives his/her consents so that the Data Controller may, for the sole purpose of carrying out the operation described above, or where required by law, disclose the data in question to third parties.

**I expressly provide the mandatory consent**, in the context of the purposes of the data processing, to the disclosure of my personal data to third parties as explained in the Information Notice.