

GUALA CLOSURES S.p.A.
PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING
pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

In accordance with Article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, 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. 58/98. Pursuant to the abovementioned Decree, the Appointed 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.

With reference to the **Ordinary Meeting of Guala Closures S.p.A.**, to be held on **30th April 2020 at 10:30 a.m., in single call**, at the registered office of the Company, at frazione Spinetta Marengo, via Rana 12, ZI D6, 15122 Alessandria - Italy, as indicated in the notice of call of the Shareholders' Meeting published on 3rd March 2020 on the Company's website at www.gualaclosures.com in the Investor Relations/Shareholders' Meeting section and having read the documentation made available by the Company(§)

with this form

I, the undersigned <i>(party signing the proxy)</i>	Name (*)	Surname (*)
Born in (*)	on (*)	Tax identification code or other same document if foreign (*)
resident in(*)	Address (*)	
Phone n° (*)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)
in quality of <i>(tick the box that interests you)(*)</i>		
<input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative <i>(copy of the documentation of the powers of representation enclosed with the right to vote)</i> <input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other <i>(specify)</i>		
Shareholder (if different)	Name Surname/Denomination: (*)	
	Born in (*)	on (*) Tax identification code or other same document (if foreign) (*)
	Registered office /Residentin(*)	
related to		
No. (*)	shares Guala Closures S.p.A – ISIN _____	Registered in the securities account ⁽¹⁾ No. _____ At the custodian _____ ABI _____ CAB _____
referred to the communication <i>(pursuant to Article 83-sexies of D.Lgs. 58/98)</i> ⁽²⁾ No. _____		supplied by the intermediary: _____

Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid"), with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

(Place and date)

(Signature of the delegating party)

By signing this proxy/subproxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

(Place and date)

(Signature of the delegating party)

(§) The Company will process the personal data of the parties concerned in accordance with the attached information.

(*) Mandatory

(**) It is recommended to fill in order to better assist the delegating party.

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Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries 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, Spafid 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 delegator does not provide specific instructions for these hypotheses by indicating them in the appropriate boxes, the instructions provided in the main will be considered as far as possible. If it is not possible to vote according to the instructions provided, Spafid will declare itself abstained for these matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not cast any votes for these items.

VOTING INSTRUCTIONS

(Intended for the Delegate only - Tick the relevant boxes)

The undersigned Signatory of the proxy(3)(personal details) _____
 hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting of Guala Closures S.p.A. to be held on **30th April 2020 at 10:30 a.m., in single call**, at the registered office of the Company, at Frazione Spinetta Marengo, via Rana 12, ZI D6, 15122 Alessandria – Italy.

Item 1 – Financial statements relating to fiscal year ended 31 December 2019, Operations Directors' Report, the Board of Statutory Auditors and the Independent Auditors' reports. Presentation of the Consolidated Financial Statements as of 31 December 2019 and the Non-Financial information as of 31 December 2019, prepared pursuant to Legislative Decree of 30 December 2016, no. 254.

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

Item 2 – Resolutions concerning the allocation of the results for fiscal year 2019.

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings

<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> revokes the instructions	

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Item 3 – Report concerning the remuneration policy and remunerations paid pursuant to art. 123-ter, paragraph 3-bis and 6, Legislative Decree 24 February no. 58:

Item 3.1 – Binding resolution on the first section on the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree February 24, 1998, n. 58;

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

Item 3.2 – Non-binding resolution on the second section on remunerations paid prepared pursuant to art. 123-ter, paragraph 4, of Legislative Decree February 24, 1998, n. 58.

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	modify the instructions (<u>express preference</u>) <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

(Place and date)

(Signature of the delegating party)

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 Appointed Representative to vote as follows:

<input type="checkbox"/> in favour	<input type="checkbox"/> against	<input type="checkbox"/> abstain
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(Place and date)

(Signature of the delegating party)

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ANNEX 1
INSTRUCTIONS FOR THE FILLING AND SENDING
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING

The person entitled to do so must request the depository intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 83-sexies, Legislative Decree 58/1998)

- The proxy must be dated and signed by the delegating party.
 - Representation may be conferred only for single meetings, with effect also for subsequent calls.
 - In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.
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1. Indicate the number of the securities custody account and the denomination of the depository 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 depository intermediary upon request from the person entitled to vote.
 3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

Instructions for sending

The ordinary 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,

by one of the following alternative methods:

- (i) by sending to the address of certified email assemblee@pec.spafid.it (Object "Proxy Meeting Guala Closures 2020") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail, the form in electronic file, signed with eligible electronic or digital signature;
- (ii) in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting Guala Closures 2020), **anticipating this proxy form reproduced electronically (PDF)** through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Proxy Meeting Guala Closures 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

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.

For any additional clarification or information please contact Spafid S.p.A. by email to the address confidential@spafid.it or by phone at the following telephone numbers (+39) 0280687331-02.80687.319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

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PROTECTION OF PERSONAL DATA
INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

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PRIVACY STATEMENT

PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

Information notice pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 and the existing national regulations on the protection of personal data Pursuant to Regulation (EU) 2016/679 (the "GDPR Regulation", or the "GDPR") and the existing national regulations on personal data protection (jointly with the GDPR, the "Privacy Regulations"), Guala Closures S.p.A., with registered office in Via Rana 12, Spinetta Marengo, Alessandria, in its capacity as data controller, is bound to provide disclosure on its use of personal data.

a) Purpose on the processing and why your personal data is required.

All personal data is processed and collected, in compliance with the provisions of the law and obligations to confidentiality, in order to ensure that the general meeting is regularly constituted, to ascertain the identity of the parties concerned and establish the legitimacy of their participation, and to meet any additional statutory obligations and formalities with respect to the meeting and to the company obligations. The provision of such data for these purposes is mandatory. Failure to provide such data shall result in not being admitted to participate in the meeting.

b) Legal ground

The legal ground is compliance with the law (in particular Articles 2370 et seq. of the Italian Civil Code) and the obligations deriving from and/or relating to it.

c) Means of processing

Your personal data, or the personal data referring to third parties (such as proxies or their replacements) provided by you (the "Personal Data"), shall be processed in accordance with the Privacy Regulations, using paper-based, IT or electronic tools, based on criteria which are strictly related to the purposes described, and without prejudice to the foregoing, via methods which are suitable to ensure the security and confidentiality of the data as required by the Privacy Regulations. In the course of the general meeting, data is also processed by means of an audio/video recording system for the sole purpose of facilitating the drawing up of the minutes for the meeting itself.

d) Data categories processed

In relation to the purposes described above, the Company processes your personal data, (such as your name, surname, address, date of birth, ID card and tax registration number).

e) Disclosure and transmission of data

In order to pursue the purposes described under the foregoing letter a), your Personal Data will be known by those of the Company's employees who operate as persons appointed and/or authorized to process Personal Data. Your Personal Data may also be disclosed to: 5 a) the required parties, in order to meet the obligations incumbent on the Company under legal and/or regulatory requirements and/or otherwise deriving from EU regulations; b) the persons appointed and/or authorized to process Personal Data employed in the Corporate Affairs area, and to the Company's management and supervisory bodies; c) the persons appointed and/or authorized to process Personal Data employed by Spafid S.p.A., the company operating as Processor.

f) Data retention

All Personal Data shall be retained, together with the documents produced in the general meeting, by the Company for the purpose of documenting the events recorded in the minutes. In accordance with the principles of proportionality and necessity, Personal Data shall be stored in a form that allows the Data Subject to be identified for a period of time not exceeding the purposes for which they are being processed. The audio/video recordings referred to above shall be destroyed once the minutes of the meeting have been completed.

g) Rights of Data Subjects

The parties to which the Personal Data refers are entitled at any time to obtain confirmation of the existence or otherwise of such data and to know its content and origin, to check its accuracy or ask for it to be supplemented, updated or rectified (Articles 15 and 16 of the GDPR). Furthermore, Data Subjects are entitled to request that their data be erased, its processing limited, to request data portability and make complaints to the regulatory authority or oppose the processing of their data for legitimate reasons (cf. Articles 17 et seq. of the GDPR). Such rights may be exercised by sending notice in writing to the following email address: irgualaclosures@legalmail.it. The Data Controller, inter alia through the appointed units, shall take steps to deal with your request and provide you with information regarding the action taken in response to your request without undue delay.

h) Controller and Data Protection Officer

The Controller for the data processing is Guala Closures S.p.A., with registered office in Via Rana 12, Spinetta Marengo, Alessandria, on its legal representative.