



To the Attention of the Group Legal Service and Corporate Affairs Department
1, Via Matteo Civitali
20148 MILAN

Please compile with the requested information, sign it and send it to the Company in accordance with the instructions given at the foot of this form.

FORM TO AUTHORISE PARTICIPATION BY PROXY IN A SHAREHOLDERS' MEETING

I/we the undersigned¹

Last name or registered name of organisation _____

First name _____

Place of birth _____ Date of birth _____

Address where resident or Registered office _____

Town/City _____ Province _____

Fiscal code number _____

Holder of _____ Recordati shares (number)

deposited in securities custody No. _____ with _____

Bank code _____ Branch code _____ as results from the communication²

_____ made by _____

Identity document _____ issued by _____

Last name or registered name of organisation _____

First name _____

Place of birth _____ Date of birth _____

Address where resident or Registered office _____

Town/City _____ Province _____

Fiscal code number _____

Holder of _____ Recordati shares (number)

deposited in securities custody No. _____ with _____

Bank code _____ Branch code _____ as results from the communication

_____ made by _____

Identity document _____ issued by _____

The holder/s of voting rights

Authorise/s _____

Last name and first name or registered name of organisation holding the proxy

who may be substituted by _____

¹ Full name of the shareholder as it appears in the copy of the communication for participation in the shareholders' meeting in accordance with Art. 83-sexies of the Consolidated Finance Act.

² Details of the communication made by the intermediary and the name of the intermediary may be given if it is different from that of the securities account depository.



Last name and first name or registered name of organisation

to represent me/us for all the shares for which I/we have the right to vote in the ordinary shareholders' meeting of the company RECORDATI S.P.A. convened to be held in Milan at 1 Via Matteo Civitali at the registered offices of the company in a single call on **11th April 2017** at 10:00 a.m.

with the following agenda:

Ordinary session

1. Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31st December 2016; relative and consequent resolutions.
2. Appointment of the Board of Directors:
 - a) Determination of the number of the members of the Board of Directors.
 - b) Determination of the length of the term of office of the Board of Directors.
 - c) Appointment of the members of the Board of Directors; relative and consequent resolutions.
 - d) Determination of the remuneration of the members of the Board of Directors.
3. Appointment of the Board of Statutory Auditors:
 - a) Appointment of the members of the Board of Statutory Auditors and the relative Chairman.
 - b) Determination of their remuneration.
4. Remuneration policies in accordance with article 123-ter of Legislative Decree No. 58 of 24th February 1998; relative and consequent resolutions.
5. Proposal to authorise the purchase and utilisation of treasury stock; relative and consequent resolutions.

Extraordinary session

1. subject to preliminary revocation of the authorization granted by the Shareholders meeting on 19 April 2012, grant of an authorisation to the Board of Directors in accordance with articles 2420-ter and 2443 of the Italian Civil Code for maximum amounts of Euro 80,000,000 and Euro 50,000,000 respectively; consequent amendment to Art. 6 of the Corporate By-Laws, relative and consequent resolutions.

with full approval of his/her actions on conclusion of the discussion in the shareholders' meeting.

(Date)

(Signature)

Instructions for compilation and delivery

If a shareholder is unable to participate in the shareholders' meeting, he or she may nominate a person to act as a proxy to participate and vote for them.

1. The authorisation must be issued in written form, compiled in full (a proxy will not be able to take part in the meeting without the above information), dated and signed and the name of the proxy must be inserted by the shareholder and not by third parties. The shareholder may indicate substitutes for the proxy;



2. The proxy may not then issue a second proxy nor appoint a substitute, unless the shareholder has expressly granted that right.
3. If the proxy is issued to an organisation, the organisation may only appoint one of its employees or associate workers as the proxy.
4. The authorisation may be issued even to a person who is not a shareholder of RECORDATI S.p.A..
5. If shares are owned jointly then the authorisation must be signed by all the joint owners even if the proxy is in fact one of those joint owners.
6. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder.

The voting proxy may be notified to the Company by registered mail to the registered offices of the Company (via Matteo Civitali 1, Milano 20148) marked to the attention of the Legal Service and Corporate Affairs Department, or by electronic mail to the certified email address recordati@pec.recordati.it. The proxy may be sent in advance to the Company by sending it to the email address recordati@pec.recordati.it or by fax to 02 48787507.

The proxy must hand in the completed original proxy form to the Company when he/she is accredited to attend the meeting. If the proxy holder sends a copy of the proxy to the Company in place of the original, that person must certify under their own responsibility that it is a true copy of the original proxy and to the identity of the principal. Any advance notification does not therefore exempt the proxy holder from the obligation of certifying that it is a true copy of the original proxy and to the identity of the principal, when permission is given to access the proceedings of the Shareholders Meeting.

It should be remembered that on the basis of the current legislation in force, a proxy holder is required to conserve the original of the proxy and to keep a record of any voting instructions received for one year following the conclusion of the proceedings of the Shareholders' Meeting.

Please contact the Group Legal Service and Corporate Affairs Department (email: recordati@pec.recordati.it) for any further information you may require on participation in the Shareholders' Meeting of RECORDATI S.p.A..

Information on Privacy

In accordance with Art. 13 of Legislative Decree No. 196/2003 the personal data contained in the proxy form will be processed by the Company – the data controller – in order to manage operations in relation to shareholders' meetings, in compliance with the laws in force on the protection of personal data.

This data may be known by our workers who are specifically authorised to process it in their capacity as persons responsible for or appointed to pursue the above aims: this data may be distributed or communicated to specific parties 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.

Persons concerned have the right to know at any time what data concerning them we have, its origin and how it is used. They also have the right to have it updated, rectified, added to or deleted, to ask for it to be frozen and to oppose processing of the data by contacting the officer responsible pursuant to Art. 7 (Chief of the Group Legal Service and Corporate Affairs Department – RECORDATI S.p.A. – Via Matteo Civitali 1 MILAN 20148 - recordati@pec.recordati.it).