

To the Attention of the Group Legal Service and Corporate Affairs Office  
Via Matteo Civitali n. 1  
20148 MILANO

By registered letter or to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it)

### FORM TO AUTHORISE PARTICIPATION BY PROXY IN A SHAREHOLDERS' MEETING

I the undersigned<sup>1</sup>

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 \_\_\_\_\_  
Holder/s of n. \_\_\_\_\_ RECORDATI shares  
Held in share account n. \_\_\_\_\_ issued by (*depository bank*) \_\_\_\_\_  
Bank Code \_\_\_\_\_ Branch Code \_\_\_\_\_  
pursuant to communication<sup>2</sup> no \_\_\_\_\_ issued by \_\_\_\_\_  
Identity Document (*type*) \_\_\_\_\_ issued by \_\_\_\_\_ n. \_\_\_\_\_

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 \_\_\_\_\_  
Holder/s of n. \_\_\_\_\_ RECORDATI shares  
Held in share account n. \_\_\_\_\_ issued by (*depository bank*) \_\_\_\_\_  
Bank Code \_\_\_\_\_ Branch Code \_\_\_\_\_  
pursuant to communication no \_\_\_\_\_ issued by \_\_\_\_\_  
Identity Document (*type*) \_\_\_\_\_ issued by \_\_\_\_\_ n. \_\_\_\_\_

shareholder/s of RECORDATI S.p.A.  
authorise

\_\_\_\_\_ Last name and first name or registered name of organisation

who may be substituted by

\_\_\_\_\_ 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 shareholders' meeting of the company RECORDATI S.P.A. convened to be held in Milan at number 1 Via Matteo Civitali n. 1 at the registered offices of the company on **17<sup>th</sup> April 2013**, at 10.00 a.m. in a single call

<sup>1</sup> 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.

<sup>2</sup> Details of communication sent by authorized intermediary and name of the intermediary, if different from institution where share account is held.

with the following agenda:

1. Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31<sup>st</sup> December 2012; relative and consequent resolutions.
2. Remuneration policies in accordance with article 123-ter of Legislative Decree No. 58/98; relative and consequent resolutions.
3. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.
4. Proposal to approve regulations for shareholders' meetings.
5. Appointment of a new Director after first changing the number of directors. Relative and consequent resolutions.

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

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(Date)

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(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. It is permitted to appoint a proxy who holds a conflict of interest provided the proxy informs the shareholder in writing of the circumstances from which that conflict arises and provided that specific voting instructions are given for each resolution in relation to which the proxy must vote on behalf of the shareholder.

The proxy must hand in the completed original proxy form to the Company when he/she is accredited to attend the meeting. The proxy may be anticipated to the Company to the email address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it) or via fax to 02 48787507.

Please contact the Group Legal Service and Corporate Affairs Office (email: [reports.azionisti@recordati.it](mailto:reports.azionisti@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.

These data may be known by our workers who are specifically authorised to process them in their capacity as persons responsible for or appointed to pursue the above aims: these 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, their origin and how they are used. They also have the right to have them updated, rectified, added to or deleted, to ask for them to be frozen and to oppose processing of the data by contacting the privacy officer pursuant to Art. 7 (Privacy Officer – Group Legal Service and Corporate Affairs Office – RECORDATI S.P.A. – Via Matteo Civitali n. 1, 20148 MILANO - [reports.azionisti@recordati.it](mailto:reports.azionisti@recordati.it)).