

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

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 _____

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 _____

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 the following days:

- 13th April 2011, at 10.00 a.m. in ordinary and extraordinary session in first call; and if necessary on
- 14th April 2011, at 10.00 a.m. in ordinary and extraordinary session in second call;

with the following agenda:

Extraordinary session

1. Amendments to articles 9, 10 and 12 of the Corporate By-Laws in relation, amongst other things, to Legislative Decree No. 27 of 27th January 2010.

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.

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 2010; relative and consequent resolutions.
2. Appointment of the Board of Directors after first deciding the number of members and the relative remuneration.
3. Appointment of external auditors for the separate financial statements, the consolidated financial statements and the condensed interim financial statements for the financial years 2011-2019 and determination of the relative fees; relative and consequent resolutions.
4. Appointment of the Board of Statutory Auditors and the relative Chairman; determination of the relative remuneration.
5. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.
6. Proposal to amend the 2006-2009 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 *bis* of Legislative Decree No. 98 of 24th February 1998.

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

(Date)

(Signature)

Instructions for compilation and delivery

1. 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.
2. 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.
3. The proxy may not then issue a second proxy nor appoint a substitute, unless the shareholder has expressly granted that right.
4. If the proxy is issued to an organisation, the organisation may only appoint one of its employees or associate workers as the proxy.
5. The authorisation may be issued even to a person who is not a shareholder of RECORDATI S.p.A..
6. 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.
7. 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 may be sent to the Company by registered letter to the registered offices of the Company at 1 Via M. Civitali Milan or it may be sent to the email address recordati@pec.recordati.it. The proxy must hand in the completed original proxy form to the Company when he/she is accredited to attend the meeting.

Please contact the Group Legal Service and Corporate Affairs Office (email: 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).