

Spettabile **DAMIANI S.P.A.**

Piazza Damiano Grassi Damiani n. 1

15048 – Valenza (AL)

For the attention of the Head of Legal and Corporate Affairs

PROXY FOR PARTICIPATION IN THE SHAREHOLDERS' MEETING ¹

The undersigned

_____, born in _____ (___), on ___/___/_____, tax code _____, resident at _____, _____ (___),

(if appropriate) for and on behalf of _____, based at _____, _____ (___), tax code/VAT Number _____, entered in the Register of Businesses of _____, at No. _____ as legal representative of the above company.

ENTITLED TO PARTICIPATE

in voting with _____ ordinary shares issued by Damiani S.p.A., with registered office at Piazza Damiano Grassi Damiani n. 1, Valenza (AL), tax code and enrolment number in Register of Businesses of Alessandria 01457570065, as

(put a cross in the appropriate box)

- Shareholder of Damiani S.p.A.
- Legal representative of _____, shareholder of Damiani S.p.A.
- _____²

HEREBY DELEGATES

Mr/Mrs/ Miss/ Ms _____

¹ The proxy can be notified to the company by registered letter with return receipt sent to the registered office of the company (for the attention of the Head of Legal and Corporate Affairs) or by certified e-mail, forwarded to the following address damiani@damiani.postecert.it. Those eligible are invited to take into consideration the provisions of Art. 135-decies, Legislative Decree 58/98 on the conflict of interest of the representative and replacements.

² Specify the position which entitles you to exercise the right to vote (e.g. secured creditor, usufructuary, custodian, contango, manager, proxy with power to sub-delegate, etc.).

If the legitimacy to vote is due as a result of legal representation, full power of attorney, proxy conferred by a company, association, foundation or other body to its employee, proxy with power of further delegation to other parties, etc., copies of the documentation attributing the powers od representation should be attached to the proxy to be kept with the Company's deeds.

Born in _____ (___), on ___/___/_____

Tax code: _____

Domiciled for the purpose at _____, _____, (___),

with the right to be replaced by Mr/Mrs/Miss/Ms _____

Born in _____ (___), on ___/___/_____

Tax code: _____

Domiciled for the purpose at _____, _____, (___),

so that he/she has the widest powers to represent the person delegating for the relevant _____ Damiani S.p.A. shares at the Shareholders' Meeting of Damiani S.p.A. to be held at the registered office of the company at Piazza Damiano Grassi Damiani 1, Valenza (AL), first call for 26 July 2013 at 15:00 and, if necessary, second call for 29 July 2013, at the same place and time, to decide on the following

Agenda

- 1. Annual Financial Statements as on March 31, 2013 and presentation of the Consolidated Financial Statements; Report of the Board of Directors on management; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.*
- 2. Authorisation for acquisition and disposal of treasury shares, further to revocation of the resolution approved by the Shareholders' Meeting on July 26, 2012 as to the non-executed part; related and consequent resolutions.*
- 3. Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 of February 24, 1998; related and consequent resolutions.*
- 4. Appointment of the new Board of Statutory Auditors; determination of their remuneration; related and consequent resolutions.*
- 5. Redetermination of the number of members of the Board of Directors; related and consequent resolutions.*

* * *

Put a cross in the appropriate box:

- Specific voting instructions are **not** given to the above-named proxy and all the necessary rights for the purpose are conferred, with promise of full ratification and approval. The right to vote may be exercised at the proxy's discretion³.
- The above-named proxy conferred with all the rights necessary, in respect of the specific voting instructions given by the person delegating.

³ Remember that, if the proxy is conferred without specific voting instructions to the proxy, the legislation on significant holdings in listed issuers may apply (Art. 118, sub-para. 1(c), of CONSOB Regulation 11971/99 and subsequent amendments and integrations).

If the entitled person is unable to take part in the Shareholder's Meeting, he/she has the right to be represented for the participation and vote by a person of their choice.

INFORMATION ON PRIVACY

Remember that, pursuant to Article 13 of Legislative Decree 196/2003, the data in the delegation form will be processed by Damiani S.p.A., data controller, to manage the operations of the meeting, respecting the legislation in force on the protection of personal data. This data may be made known to co-workers of the company specifically authorised to handle it, as people in charge, for the above purposes; this data may be diffused or advised to specific people in compliance with a legal or regulatory duty or Community legislation, i.e. based on provisions of the Authority entitled by law or supervisory and control bodies; the delegate shall not be allowed to take part in the Shareholders' Meeting without the data requested. The person concerned has the right to know which of their data is held by the company, its origin and how it is used at any time, pursuant to Article 7 of Legislative Decree 196/2003; he/she also has the right to have it updated, rectified, integrated or cancelled, ask for it to be made anonymous or block the data held in breach of the law by contacting the Data manager (Damiani S.p.A., in the person of the managing director, Piazza Damiano Grassi Damiani 1, Valenza).
Having read the above Information, the undersigned authorises the processing of their personal data.

(Date) _____, ____ _____ 2013

On behalf of the person delegating _____

(Signature) _____

[Example of form with instructions for the representative]

The undersigned _____ as

(put a cross in the appropriate box)

- Shareholder of Damiani S.p.A.
- Legal representative of _____, shareholder of Damiani S.p.A.
- _____⁴

in relation to the proxy issued to _____, born in _____ (___), on ___/___/____, tax code _____, domiciled for the purpose at _____, _____, (___), with the right to be replaced by Mr/Mrs/Miss/Ms _____, born in _____ (___), on ___/___/____, tax code _____, domiciled for the purpose at _____, _____, (___),

gives the following voting instructions:

Point 1: (Annual Financial Statements as on March 31, 2013 and presentation of the Consolidated Financial Statements; Report of the Board of Directors on management; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions): _____
_____;

Point 2: (Authorisation for acquisition and disposal of treasury shares, further to revocation of the resolution approved by the Shareholders' Meeting on July 26, 2012 as to the non-executed part; related and consequent resolutions): _____
_____;

Point 3: (Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 of February 24, 1998; related and consequent resolutions): _____
_____;

⁴ Specify the position which entitles you to exercise the right to vote (e.g. secured creditor, usufructuary, custodian, contango, manager, proxy with power to sub-delegate, etc.).

Point 4: (*Appointment of the new Board of Statutory Auditors; determination of their remuneration; related and consequent resolutions*): _____
_____;

point 5: (*Redetermination of the number of members of the Board of Directors; related and consequent resolutions*): _____
_____.

(Date) _____, _____ 2013

On behalf of the person delegating _____

(Signature) _____