

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 <sup>1</sup>**

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.
- \_\_\_\_\_<sup>2</sup>

### **HEREBY DELEGATES**

Mr/Mrs/ Miss/ Ms \_\_\_\_\_

<sup>1</sup> 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](mailto: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.

<sup>2</sup> 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 24 July 2014 at 18:00 and, if necessary, second call for 25 July 2014, at the same place and time, to decide on the following

### Agenda

- 1. Annual Financial Statements as on March 31, 2014 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; 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, 2013 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. Proposal to adopt plans based on financial instruments pursuant to article 114-bis of Legislative Decree no. 58 of February 24, 1998; 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 discretion<sup>3</sup>.
- The above-named proxy conferred with all the rights necessary, in respect of the **specific** voting instructions given by the person delegating.

<sup>3</sup> 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) \_\_\_\_\_, \_\_\_\_ \_\_\_\_\_ 2014

On behalf of the person delegating \_\_\_\_\_

(Signature) \_\_\_\_\_

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.
- \_\_\_\_\_<sup>4</sup>

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, 2014 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; 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, 2013 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):* \_\_\_\_\_  
\_\_\_\_\_;

<sup>4</sup> 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: *(Proposal to adopt plans based on financial instruments pursuant to article 114-bis of Legislative Decree no. 58 of February 24, 1998; related and consequent resolutions):* \_\_\_\_\_

\_\_\_\_\_ .

*(Date)* \_\_\_\_\_, \_\_\_\_\_ 2014

On behalf of the person delegating \_\_\_\_\_

*(Signature)* \_\_\_\_\_