

**DAMIANI S.P.A.**

Piazza Damiano Grassi Damiani, 1

15048 Valenza (AL)

For the attention of Ms Silvia Gualtieri, 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 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 Ms Silvia Gualtieri, 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 of 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 2012 at 18:00 pm and, if necessary, second call for 30 July 2012, at the same place and time, to decide on the following

### Agenda

1. *Financial Statements to 31 March 2012 and presentation of the Consolidated Financial Statements; Management Report, Reports of the Board of Auditors and External Auditors; inherent and consequent resolutions.*
2. *Authorisation for the purchase and disposal of treasury shares subject to revocation of the resolution taken by the Shareholders' Meeting of 27 July 2011 as not used; inherent and consequent resolutions.*
3. *Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58 dated 24 February 1998; inherent and consequent resolutions.*
4. *Appointment of the Board of Directors subject to determination of the number of its members; determination of the duration of the position and the recompense; inherent 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>.

<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).

- The above-named proxy conferred with all the rights necessary, in respect of the specific voting instructions given by the person delegating.

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 196/03, 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 196/03; 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) \_\_\_\_\_, \_\_\_\_\_ 2012

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

in relation to the proxy issued to \_\_\_\_\_, born in \_\_\_\_\_ (\_\_\_), on \_\_\_/\_\_\_/\_\_\_\_, tax code \_\_\_\_\_, domiciled for the purpose at \_\_\_\_\_, \_\_\_\_\_ (\_\_\_), gives the following instructions:

Point 1: (Financial Statements to 31 March 2012 and presentation of the Consolidated Financial Statements; Management Report, Reports of the Board of Auditors and External Auditors; inherent and consequent resolutions):

\_\_\_\_\_  
\_\_\_\_\_;

Point 2: (Authorisation for the purchase and disposal of treasury shares subject to revocation of the resolution taken by the Shareholders' Meeting of 27 July 2011 as not used; inherent and consequent resolutions): \_\_\_\_\_

\_\_\_\_\_;

Point 3: (Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58 dated 24 February 1998; inherent and consequent resolutions): \_\_\_\_\_

\_\_\_\_\_;

Point 4: (Appointment of the Board of Directors subject to determination of the number of its members; determination of the duration of the position and the recompense; inherent 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.).