



Shareholders' Meeting of Tesmec ("TESMEC" or "Company") 30 April 2015 – Proxy Form¹

Complete with the required information, sign and send to the Company on the basis of the Warnings at the foot of the page

The undersigned²
born in on T.C.
residing in (city) in (address)
id document (name document)³ no. (copy enclosed)
as (check whichever applies)

shareholder of TESMEC, owner of no. TESMEC ordinary shares registered in the securities account⁴
no. with the following intermediary ABI
..... CAB as resulting from communication no.⁵ carried out by
.....;

subject with the right to vote in its quality of ⁶ owner of no. TESMEC ordinary
shares registered in the securities account⁷ no. with the following intermediary
..... ABI CAB as resulting from
communication no.⁸ carried out by

subject vested with appropriate powers of representation of
with registered office in, tax identification number
....., by way of (copy enclosed), owner
of / subject with the right to vote as relative to no. TESMEC
ordinary shares registered in securities account⁹ no. with the following intermediary
..... ABI CAB as resulting from communication no.¹⁰
..... carried out by

DELEGATES

¹¹
.....
.....
with the power to be replaced by
.....
.....

to step in and represent him/her in the shareholders' meeting of TESMEC S.p.A. convened on 30 April 2015 at 10:30 a.m., within the premises of Tesmec S.p.A. (Grassobbio, Via Zanica, 17/O, Bergamo) in single call.

¹ Anyone legitimated to attend the Shareholders' Meeting may grant powers of representation through written proxy pursuant to the law, by signing this proxy form to be issued to the person assigned and engaged by the legitimate principal (to grant proxy to the Appointed Representative of the Company pursuant to article 135-undecies, Italian Legislative Decree no. 58/1998, a different proxy form must be used as drawn up for this purpose by the company and published on its website at www.tesmec.com).

² Indicate the name and surname or the name of the holder of the shares, which result from the notification carried out by the intermediary of the Company.

³ Indicate the references of a valid id document of the proxy signatory.

⁴ Indicate the number of the securities account, the ABI and CAB codes of the custodian intermediary, or its name, available from the extract of the securities portfolio.

⁵ Any reference of the notification carried out by the intermediary and its name, if different from the custodian of the securities account.

⁶ Indicate the legal title (pledge, usufruct, etc.) by which the vote is given.

⁷ Please refer to footnote 4.

⁸ Please refer to footnote 5.

⁹ Please refer to footnote 4.

¹⁰ Please refer to footnote 5.

¹¹ Indicate the surname and name/company name, tax code/VAT number and registered office/home address of the proxy holder and his/her substitute.



The undersigned also declares that the voting right (*tick the appropriate box*):

- is exercised in compliance with specific voting instructions given by the undersigned appointer
- is exercised discretionarily by the proxy¹²

DATE SIGNATURE

¹² We point out that, pursuant to Article 118, paragraph 1, let. c), of the Regulation approved by Consob with resolution no. 11971/1999, as subsequently amended and supplemented, the shares in relation to which “*the voting right is due in virtue of a proxy, provided that such right can be exercised discretionarily in the absence of specific instructions from the appointer*” are considered equity investments, for the purposes of the notification requirements regulated by Article 120 of Italian Legislative Decree no. 58/1998.



Instructions for filling-in and sending

The original copy of the Proxy form must be sent to the representative and delivered to the company at the time of accreditation. Pursuant to Article 135-novies of Italian Legislative Decree no. 58/1998, that (i) *“the representative can, instead of the original, deliver or send a copy, on a medium or otherwise, of the proxy, certifying under his/her own responsibility the conformity of the proxy with the original and the identity of the appointer. The representative keeps the original of the proxy and keeps track of the voting instructions possibly received for one year from the conclusion of the meeting”*, and (ii) *“the appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, subsection 2 of Italian Legislative Decree no. 82/2005”*; therefore the proxy may be subscribed with a digital signature or other electronic qualified signature¹³.

The Proxy form can be notified to the company by e-mail to TESMECSPA@PEC.IT. If the representative delivers or sends to the Company a copy of the proxy, he/she must certify under his/her own responsibility the conformity of the proxy with the original and the identity of the appointer.

¹³ At the time of subscription, the electronic certificate must be valid and in force. Should the certificate be revoked, expired or suspended the subscription shall be considered void and the document invalid.



PRIVACY POLICY

The data on this statement will be processed by TESMEC S.p.A.– Data Controller – for the purposes of managing the shareholders' meeting operations, in compliance with the applicable personal data protection laws.

Such data may be disclosed to collaborators of TESMEC S.p.A. who, as Managers or Persons in charge, are duly authorised to process the data for the purposes indicated above: such data may be disseminated or communicated to specific persons in compliance with EU directives, regulations and laws, or as ordered by Authorities vested with the legal power for this or by supervisory and control bodies.

Pursuant to Article 7 of Italian Legislative Decree no. 196/2003, the party concerned is entitled to obtain confirmation, at any time, of which personal data of his/her is held at TESMEC S.p.A., its source and how it is used; the party concerned is also entitled to update, correct, integrate or cancel the data, or to request their block and to object to the processing of such data by contacting TESMEC S.p.A.

TESMEC S.p.A.

Registered office

Piazza Sant'Ambrogio, 16 – 20123 Milan

Fully paid up share capital Euro 10,708,400

Milan Register of companies no. 314026

Tax and VAT code 10227100152

Internet site: "www.tesmec.com"