

**FORM FOR GRANTING PROXY TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

STUDIO SEGRE S.r.l., with registered office on Via Valeggio 41, Turin, in its capacity as Designated Representative pursuant to Article 135-*undecies* of Legislative Decree 58/98 (“Consolidated Finance Act”), collects the voting proxies from the company Reno De Medici S.p.A. for the meeting of savings shareholders with the agenda listed below, called for May 26, 2015 at 3:00 p.m. at the law office of Notary Condò in Milan, Via Manzoni No. 14 at first call, for May 27, 2015 at second call and for May 28, 2015 at third call, same time and location, with the procedures and by the deadlines set forth in the notice of call published on the company’s website, an extract of which was published in the daily newspaper Milano & Finanza April 25, 2015.

- 1. Approval of the actions of the Common Representative of Savings Shareholders leaving office due to expiry of term of office.**
- 2. Appointment of the Common Representative of Savings Shareholders for the period 2015-2017 and any measures regarding expenses.**
- 3. Determination of the compensation of the Common Representative of Savings Shareholders.**

The proxy and voting instructions may be withdrawn in the same manner by which they were granted by 12:00 a.m. on May 22, 2015, the second trading day prior to the date scheduled for the shareholders’ meeting at first call, or by 12:00 a.m. on May 25, 2015, for the meeting at second call, or by 12:00 a.m. on May 26, 2015, for the meeting at third call.

**The delegating party shall bear no cost to assign the proxy and voting instructions by signing
this form.**

Should unknown circumstances arise or if the proposals submitted to the shareholders’ meeting are revised or amended, although STUDIO SEGRE S.r.l. as the Designated Representative has no personal interest with regard to such proposals, it shall vote in accordance with the instructions as a precautionary measure since, in consideration of existing contractual relations, particularly regarding keeping the shareholders’ register and technical support during the meeting and the relative accessory services, it could be considered to fulfill one of the conditions set forth in Article 135-*decies*, paragraph 2, letter f) of the CFA.

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PROXY FORM

Section to be sent to the Company via the Designated Representative – fill in the requested information

Mr/Ms (*personal details/ name of the party entitled to vote*), born in,
on....., resident of/with registered office in, Via,
tax ID code, email address (*optional*)....., notification no. (*reference no. of
the notification provided by the intermediary - to be provided at the discretion of the delegating party*),
any identifying codes (*to be provided at the discretion of the delegating party*)

DESIGNATES

The Designated Representative to take part and vote in the shareholders' meeting set forth above in
accordance with the instructions provided with reference to shares registered in securities
account no., held at (*depository intermediary*), ABI, CAB
(branch identification code)

Hereby states that he/she is aware of the possibility for the proxy to the Designated Representative to
contain voting instructions, even on only some of the proposals for resolution set out in the agenda, and
that, in that case, the vote shall be cast only for the proposals for which voting instructions have been
provided.

The undersigned (*first and last name of the signatory other than the shareholder*)signs this
proxy in the capacity of:

secured creditor

contango broker

usufructuary

receiver

asset manager

legal representative or attorney with the power to sub-delegate

Date.....

Signature.....

VOTING INSTRUCTIONS

Section containing confidential information for the Designated Representative only - Check the appropriate boxes

The undersigned (company name/personal details) designates the Designated Representative to vote according to the following voting instructions at the shareholders' meeting called for May 26/27/28, 2015 by the Company RDM S.p.A.

A) Resolutions submitted for voting (*)

1 Approval of the actions of the Common Representative of Savings Shareholders leaving office due to expiry of term of office.

IN FAVOR AGAINST ABSTAIN

If applicable, statement to justify the vote against or abstention
.....

2 Appointment of the Common Representative of Savings Shareholders for the period 2015-2017 and any measures regarding expenses.

- APPOINTMENT OF THE COMMON REPRESENTATIVE

IN FAVOR AGAINST ABSTAIN

If applicable, statement to justify the vote against or abstention
.....

- MEASURES REGARDING EXPENSES

IN FAVOR AGAINST ABSTAIN

If applicable, statement to justify the vote against or abstention
.....

3 Determination of the compensation of the Common Representative of Savings Shareholders.

IN FAVOR AGAINST ABSTAIN

If applicable, statement to justify the vote against or abstention
.....

B) Should circumstances unknown when the proxy is assigned take place⁽¹⁾, the undersigned, with reference to the

Resolutions pursuant to point 1 of the Agenda

CONFIRM INSTRUCTIONS

**FORM FOR GRANTING PROXY TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-
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- WITHDRAW INSTRUCTIONS (*)
 - CHANGE INSTRUCTIONS: IN FAVOR AGAINST ABSTAIN
- If applicable, statement to justify the vote against or abstention
-

Resolutions pursuant to point 2 of the Agenda

- APPOINTMENT OF THE COMMON REPRESENTATIVE

- CONFIRM INSTRUCTIONS
 - WITHDRAW INSTRUCTIONS (*)
 - CHANGE INSTRUCTIONS: IN FAVOR AGAINST ABSTAIN
- If applicable, statement to justify the vote against or abstention
-

- MEASURES REGARDING EXPENSES

- CONFIRM INSTRUCTIONS
 - WITHDRAW INSTRUCTIONS (*)
 - CHANGE INSTRUCTIONS: IN FAVOR AGAINST ABSTAIN
- If applicable, statement to justify the vote against or abstention
-

Resolution pursuant to point 3 of the Agenda

- CONFIRM INSTRUCTIONS
 - WITHDRAW INSTRUCTIONS (*)
 - CHANGE INSTRUCTIONS: IN FAVOR AGAINST ABSTAIN
- If applicable, statement to justify the vote against or abstention
-

C) If there is a vote on revisions or amendments to the resolutions submitted to the shareholders' meeting⁽²⁾, with reference to the

Resolutions pursuant to point 1 of the Agenda

- CONFIRM INSTRUCTIONS
 - WITHDRAW INSTRUCTIONS (*)
 - CHANGE INSTRUCTIONS:
 - IN FAVOR of the proposal of the Management Body
 - IN FAVOR of the proposal of the Majority Shareholder
 - IN FAVOR of the proposal of another Shareholder
 - AGAINST
 - ABSTAIN
- If applicable, statement to justify the vote against or abstention
-

Resolutions pursuant to point 2 of the Agenda

- APPOINTMENT OF THE COMMON REPRESENTATIVE

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- CONFIRM INSTRUCTIONS
- WITHDRAW INSTRUCTIONS (*)
- CHANGE INSTRUCTIONS:
 - IN FAVOR of the proposal of the Management Body
 - IN FAVOR of the proposal of the Majority Shareholder
 - IN FAVOR of the proposal of another Shareholder
 - AGAINST
 - ABSTAIN

If applicable, statement to justify the vote against or abstention

- MEASURES REGARDING EXPENSES

- CONFIRM INSTRUCTIONS
- WITHDRAW INSTRUCTIONS (*)
- CHANGE INSTRUCTIONS:
 - IN FAVOR of the proposal of the Management Body
 - IN FAVOR of the proposal of the Majority Shareholder
 - IN FAVOR of the proposal of another Shareholder
 - AGAINST
 - ABSTAIN

If applicable, statement to justify the vote against or abstention

Resolution pursuant to point 3 of the Agenda

- CONFIRM INSTRUCTIONS
- WITHDRAW INSTRUCTIONS (*)
- CHANGE INSTRUCTIONS:
 - IN FAVOR of the proposal of the Management Body
 - IN FAVOR of the proposal of the Majority Shareholder
 - IN FAVOR of the proposal of another Shareholder
 - AGAINST
 - ABSTAIN

If applicable, statement to justify the vote against or abstention

(*) Pursuant to Article 135-*undecies*, paragraph 3, of the CFA, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.”

(1) Should significant circumstances occur, which were unknown when the proxy was assigned and cannot be communicated to the delegating party, it is possible to do one of the following: a) confirm the voting instruction previously given; b) change the voting instruction previously given; c) withdraw the voting instruction previously given. If no choice is made, the voting instructions under letter A) shall be deemed confirmed.

(2) If revisions or amendments are made to the proposals for resolution submitted to the shareholders’ meeting, it is possible to do one of the following: a) confirm the voting instruction previously given; b) change the voting instruction previously given; c) withdraw the voting instruction previously given. If no choice is made, the voting instructions under letter A) shall be deemed confirmed.

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**Protection of people and other parties with respect to the “processing of personal information”
Disclosure pursuant to Article 13 of Legislative Decree 196 of 06.30.2003**

Pursuant to Article 13 of Legislative Decree 196 of 06.30.2003, containing the personal data protection code (henceforth referred to as “the Code”), STUDIO SEGRE S.r.l., in its capacity as the controller of personal data (“the Data”), intends to inform you of the following:

1. PURPOSE OF PROCESSING

STUDIO SEGRE S.r.l. shall process the data provided with the support of electronic and/or paper media, for the following purposes:

- a) To fulfill requirements concerning representation at the shareholders’ meeting and to express the vote of the party represented in compliance with the instructions provided to STUDIO SEGRE S.r.l. by that party;
- b) To satisfy obligations set forth by law, regulations and EU legislation, or provisions issued by the Authorities and Supervisory Bodies or administrative practices.

The provision of the data and the processing of such data by STUDIO SEGRE S.r.l. for these purposes, necessary to manage the contractual relationship or related to the fulfillment of regulatory obligations, is mandatory and therefore does not require explicit consent. Otherwise, it would be impossible for STUDIO SEGRE S.r.l. to establish and manage that relationship.

The data are only accessible to those parties within STUDIO SEGRE S.r.l. who need them due to the activities and tasks they carry out.

Those parties, the number of which shall be limited to the minimum necessary, process the data as “data processing officers”, are appointed for that purpose and are appropriately instructed to avoid the loss, destruction, unauthorized access to or undue processing of the data.

The data controller is STUDIO SEGRE S.r.l., registered office in Turin, Via Valeggio 41 - 10129, represented by the director appointed to this function.

The data processor for STUDIO SEGRE S.r.l. is Mr. Massimo Segre, who has the role of responding to any requests submitted concerning personal data processing. He is domiciled for this activity at the registered office of STUDIO SEGRE S.r.l., and he keeps the updated list of any other internal or external Processors.

2. DISCLOSURE OF DATA TO THIRD PARTIES

STUDIO SEGRE S.r.l. can disclose the data for the same purposes as those for which they were collected, to the Authority and to the Control and Supervisory Bodies, or to other parties that they may indicate, on the basis of measures issued thereby or set forth by law, including EU law, regulations or administrative practices.

3. DATA TRANSFER ABROAD

The data of the party concerned may also be transferred abroad, within the EU, for the purposes listed in point 1 above, with or without the support of electronic or in any case computerized means.

4. PROCESSING PROCEDURES

STUDIO SEGRE S.r.l. processes the data of the parties concerned legally, properly and in a manner which ensures that they remain confidential and secure. Processing - which includes data collection and any other operation contemplated in the definition of “processing” pursuant to Article 4 of the Code (including, for example but not limited to, recording, organizing, processing, communicating, storing and distributing data) - is carried out with manual, computerized and/or electronic tools, with organizational procedures and processes that are strictly correlated with the purposes set forth.

5. EXERCISE OF RIGHTS

The parties concerned may enforce their rights on the basis of Article 7 of the Code: this establishes that, inter alia, the parties concerned may request to access their data, obtain a copy of the information processed and, when circumstances so allow, have them updated, adjusted, supplemented, deleted or blocked, as well as fully or partially object, on legitimate grounds, to the processing of their data.

The party concerned may enforce the aforementioned rights by contacting, in accordance with procedures set forth by law, STUDIO SEGRE S.r.l., Via Valeggio 41 - 10129 Turin, for the attention of the Data Controller or Data Processor, as identified above.

This disclosure was updated in January 2011.

STUDIO SEGRE S.r.l.

The undersigned also acknowledges and makes no objection to the disclosure concerning the protection of personal data by the Designated Representative.

DATE.....

SIGNATURE.....

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Legislative Decree 58 of February 24, 1998: “Consolidated Finance Act”

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, paragraph 2 of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in letters a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in letter a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in letters a) to c);
 - f) is bound to the company or to persons indicated in letters a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, paragraph 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the By-laws decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, assign a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in paragraph 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.
4. The person appointed as representative shall report any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to paragraph 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.