

PROXY FORM AND VOTING INSTRUCTIONS

In accordance to article 135-undecies of the Consolidated Financial Law Leg. Decree 58/98

Ms Taisia Vanzetto, born in Gemona del Friuli (UD) on January, 24, 1985, domiciled in Rome, Via Marcello Prestinari n. 15, Fiscal Code VNZ TSA 85A 64D 962W, of Studio Torresi e Associati, in her capacity as “Appointed Representative” of Aeffe S.p.A., in accordance with Article 135-undecies of Legislative Decree no. 58/1998, replaced if necessary by the following Mr Federico Torresi, born in Rome on February, 23rd 1980, Tax Code TRR FRC 80B 23H 501Y, of Torresi e Associati, is gathering proxies for the shareholders’ meeting set for Wednesday April 13, 2016 at 09:30 a.m. in Montegrolfo at the conference center of “Palazzo Viviani” Hotel, Via Roma 38, on in the manner and time-frames set out in the notice convening the meeting published on the Internet site of the company on March 11, 2016.

The proxy and voting instruction may be revoked by the end of the second business day prior to the date set for the shareholders’ meeting) in accordance with the notice convening the meeting published on the Internet site of the company.

The delegating part will not have to pay anything for granting this proxy and voting instructions

The Appointed Representative, informs the shareholders that it has no direct or third parties interest in respect of the deliberation proposals submitted to the meeting.

The Appointed Representative declares that, in case of unknown circumstances or in case of modification or addition to the proposals submitted to the shareholders’ meeting, it shall not express a vote different than that indicated in the voting instructions

PROXY FORM

Part 1 of 2

(Section to use to notify the company through the Appointed Representative - Please Complete)

Mr./Ms. _____ (*party with the voting rights*) born in _____ on _____
Resident in _____ (*town*) in _____ (*address*)
Tax Code _____

Information to include at the discretion of the delegating party:

Disclosures nr. _____ (*reference to the disclosure provided by the intermediary*)

Any identification code _____

APPOINTS the Appointed Representative, to take part and vote at the abovementioned Shareholders' Meeting, as per instructions provided with in reference to no. _____ shares registered in the securities account no. _____ at (depository intermediary) _____
ABI _____ CAB _____

STATES that he/she is aware that the proxy voting powers given to the Appointed Representative ma only contain voting instructions for some of the motion proposals on the agenda if this is the case, the vote will only be exercised for the proposals that the voting instructions were given for.

ATTACHES to this proxy form a copy of a valid identity document and copy of the statement from the intermediary pursuant to art. 83-sexies, legislative decree 58/98.

The undersigned _____ (*surname and name of the signing party only if different from the share owner*) signs this proxy in his/her capacity as (*thick the appropriate box*)

pledgee taker-in beneficial interest holder receiver manager legal representative or agent with authority to sub-delegate

Date _____

Signature _____

VOTING INSTRUCTIONS

Part 2 of 2

(section containing information for the Appointed Representative only – Tick the boxes that apply)

I the undersigned _____ *(name/personal details)*
appoints the Appointed Representative to vote in accordance to the following voting instructions at the shareholders' meeting convened by Aeffe S.p.A., for Wednesday April 13, 2016 at 09:30 a.m.

A) RESOLUTIONS SUBMITTED FOR VOTING

1°

Approval of the financial statements of Aeffe S.p.A. as of 31st December 2015 and the report of the Board of Directors on operations; reception of the reports of the Independent Auditors and the Board of Statutory Auditors. Presentation to the Shareholders' Meeting of the consolidated financial statements as of 31st December 2015

IN FAVOUR AGAINST ABSTEINING

2°

Resolutions regarding the results for the year ended 31st December 2015.

IN FAVOUR AGAINST ABSTEINING

3°

Compensation Report pursuant to art. 123-ter, para. 6, of Decree 58/98; resolutions regarding the first section of the Compensation Report.

IN FAVOUR AGAINST ABSTEINING

4°

Conferment, pursuant to Legislative Decree no . 39/2010, of the appointment of the complete auditing of the annual financial and consolidated reports of Aeffe S.p.A. concerning the years from 2016 to 2024, of the limited auditing of the half year consolidated financial report from 2016 to 2024, and for the verification of the correct company's general accounting as well as the correct evaluation of the management activities in the accounting books for the years from 2016 to 2024. Decision on the fee due to the accounting company.

IN FAVOUR AGAINST ABSTEINING

B) If events should occur that were **not known** when issuing the proxy (1) the undersigned, with reference to the:

1° Resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

CHANGES THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING

2° Resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

CHANGES THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING

3° Resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)
CHANGES THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING

4° Resolution

CONFIRMS THE INSTRUCTIONS
 REVOKES THE INSTRUCTIONS (*)
CHANGES THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING

(1) If significant events should occur that were not known when issuing the proxy, that cannot be communicated to the delegating party, it is possible to choose between: a) confirmation of the voting instructions already given; b) change in the voting instructions already given; c) revocation of the voting instructions already given; d) authorization of the Appointed Representative to express a vote that is different from the one indicated in section A) of these instructions if the intervening events make it seem reasonable to infer that if the delegating party had known of them, he/she would have changed the voting instructions to that effect. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.

C) In the event of any voting on changes or additions to the motions submitted to the shareholders' meeting (2), with reference to the

1° Resolution

CONFIRMS THE INSTRUCTIONS
 REVOKES THE INSTRUCTIONS (*)
MODIFY THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING (3)

2° Resolution

CONFIRMS THE INSTRUCTIONS
 REVOKES THE INSTRUCTIONS (*)
MODIFY THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING (3)

3° Resolution

CONFIRMS THE INSTRUCTIONS
 REVOKES THE INSTRUCTIONS (*)
MODIFY THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING (3)

4° Resolution

CONFIRMS THE INSTRUCTIONS
 REVOKES THE INSTRUCTIONS (*)
MODIFY THE INTRUCTIONS: IN FAVOUR AGAINST ABSTEINING (3)

(2) In the event there are changes or additions to the motions proposed to the shareholders' meeting, it will be possible to choose between: a) confirmation of the voting instructions already given if any; b) change in the voting instructions already given or giving voting instructions; c) revocation of the voting instructions already given; d) authorization of the Appointed Representative to express a vote that is different from the one indicated in section A) of these instructions if it would be reasonable to infer that the delegating party would have changed the voting instructions to that effect if he or she had known about the changes or additions. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.

(3) The Appointed Representative may allow for differentiation of the choices due to the party that proposes the changes or additions (for example the board of directors, majority shareholders, minorities, or other).

(*) In accordance with Article 135-undecies, sub-paragraph 3 of Legislative Decree no. 58/1998, "The shares for which the proxy is being conferred, including partially, will be counted for the purposes of reaching quorum at the shareholders' meeting. With respect to the proposals for which no voting instructions were given, the shareholder's shares will not be counted for the purpose of calculating majorities or the portion of capital required to approve the resolutions"

Date _____

Signature _____

REGULATIONS CITED IN THE PROXY FORM AND FORM INSTRUCTIONS

Article 135-novies

Representation at the shareholders' meeting

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements 639.
2. As an exception to subsection 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.
3. As a further exception to subsection 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.
4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies subsection 3 and to the right of the person represented to indicate one or more substitutes 640.
5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.
6. 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 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy 641.
7. Subsections 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.
8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second subsection of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting 642.

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, second subsection of the Italian Civil Code does not apply 643.
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 644;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);

f) is bound to the company or to persons indicated in paragraphs 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, subsection 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 Articles of Association 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, 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 645 .

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 subsection 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 resolutions to be carried 646.

4. The person appointed as representative shall 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 647.

5. By regulation pursuant to subsection 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.