

PROXY FORM¹

for representation in the ordinary shareholders' meeting of NICE S.p.A. (the "Company"), which is scheduled for 22 April 2016, at first call, and if necessary, for 26 April 2016 at second call, as stated in the notice of shareholders' meeting published on the Company's website on 11 March 2016, an excerpt of which was published in the newspaper *La Repubblica* on 12 March 2016 (and as it may be amended, pursuant to article 126-bis of Legislative Decree 58/1998, the "Consolidated Law of Financial Intermediation" or "CLFI").

With respect to the ordinary shareholders' meeting called for 22 April 2016 at first call, at the Company's offices in Oderzo (Treviso), at Via Callalta 1, at 11:00 am, and if necessary, for 26 April 2016 at second call, in the same place and at the same hour

HEREBY

The undersigned, (given name)²* (surname)* born in* on* and resident in.....* at*, taxpayer reference* identity document (nature of document)..... No.* (please enclose a copy),

in light of the content of the reports regarding the items on the agenda that have been prepared by the Directors and in my capacity as:³

- shareholder of NICE S.p.A.**, as the holder of (number)* ordinary shares, registered in the securities account, No.....* at the following financial intermediary..... ABI..... CAB.....;

- legal representative of** ⁴*, a company with registered office in*, taxpayer reference*, holding the powers required herefor under a* (enclose a copy), as the holder of (number)* ordinary shares, registered in the securities account,

* Required information

¹ Any person entitled to attend the shareholders' meeting may be represented therein by granting a proxy in writing in accordance with the law, either by executing a proxy form issued at their request by their intermediary, or by executing this proxy form, which must be supplied to the person they designate and appoint hereunder.

² State name and surname of the individual granting the proxy (as it appears on the copy of the notice of shareholders' meeting issued pursuant to article 83-sexies CLFI), or the legal representative of the entity with legal personality that is granting the proxy, as the case may be.

³ Tick as appropriate.

⁴ State the name of the entity with legal personality (as it appears on the copy of the notice of shareholders' meeting issued pursuant to article 83-sexies CLFI).

No..... at the following financial intermediary.....
 ABI..... CAB, being the person holding the voting rights in relation
 to * ordinary shares, registered in the securities account,
 No..... at the following financial intermediary..... ABI
 CAB in its capacity as
*,⁵

the person with the voting rights in relation to* ordinary shares of NICE
 S.p.A., registered in the securities account, No..... at the following financial
 intermediary..... ABI..... CAB
 as*;

APPOINTS

[Mr/Ms] (given name)* (surname)* born in
* on* and
 resident in....., taxpayer
 reference.....* with the ability (where applicable) to be in turn substituted by
 [Mr/Ms] (given name) (surname)
* born in* on
* and resident in..... at
*, taxpayer reference.....* to attend the
 shareholders' meeting and act as proxy therein.

DATE _____ 2016, SIGNATURE.....

The undersigned further declares that the voting rights are: ⁶

- exercised by the proxy at their discretion**⁷
- not exercised by the proxy at their discretion, but in accordance with specific voting instructions that the undersigned has provided.**

DATE _____ 2016, SIGNATURE.....

You are reminded that pursuant to article 135-*novies* CLFI, "a proxy may in place of the original deliver or supply a copy of the proxy, which may also be a digital copy, certifying under their own responsibility that it is a true copy of the original, and as to the identity of the person who has granted the proxy. The proxy retains

⁵ State the nature of the legal basis of entitlement to the voting rights (pledge, usufruct, etc). where the voting rights are not held by the shareholder.
⁶ Tick as appropriate.
⁷ Pursuant to article 118(1)(c) of the Regulations approved by CONSOB under its Resolution No. 11971/1999, as amended, for the purposes of notice obligations governed by article 120 CLFI, "equity interests" are shares in relation to which "the voting rights that are the subject of a proxy, provided that right may be exercised on a discretionary basis in the absence of specific instructions from the person by whom they were delegated."

the original grant and a record of any voting instructions they have received, for one year from the meeting's conclusion." The proxy may also be granted under a document executed in electronic form, pursuant to article 21(2) of Legislative Decree No. 82 of 7 March 2005, or by any equivalent document.

DATA PROTECTION AND PRIVACY

Pursuant to article 13 of Legislative Decree 196/2003, NICE S.p.A. in its capacity as data controller hereby notifies the proxy that their personal information, as contained in this proxy form (the "**Data**"), will be processed by NICE S.p.A. for the purpose of the shareholders' meeting and related purposes. The Data will be processed by means appropriate to those purposes, manually and/or through the use of electronic or automated systems, in a manner that assures that they remain as confidential and secure as possible. The Data do not include sensitive data or data relating to court business and proceedings, as defined by article 4 of Legislative Decree 196/2003.

The submission of the Data is not mandatory. However, if the proxy or the principal should decide not to provide the Data indicated as required (identified on the form by an asterisk, *), it would not be possible for NICE S.p.A. to allow the proxy to participate in the shareholders' meeting. The information may be processed by those staff members and other service providers who are specifically authorised to do so, acting either as authorised individuals in charge of processing or as processors, in pursuit of the aforementioned purposes. The information may also be released or communicated to specific persons where that is necessary in order to discharge any obligations contemplated by the law, regulations or European legislation, or pursuant to an instruction from an authority entitled to demand them under the law, or by regulatory or supervisory bodies.

The data subject has the rights afforded under article 7 of Legislative Decree 196/2003, including a right to obtain confirmation of Data that regards them and the communication of the Data in intelligible form; a right to obtain an indication of their origin, and the purposes and manner of the processing; a right to update, rectify, and supplement the Data (where they so wish); and a right to have the Data destroyed or blocked (where the Data have been processed in breach of the law). To exercise such rights, the data subject may contact the Administrative Office, Via Callalta 1, Oderzo (Treviso), or by email to info@niceforyou.com.