

CERTIFICATION TO BE PROVIDED BY RECIPIENT OF A PROXY
WHEN DELIVERING OR TRANSMITTING A COPY PROXY FORM
(pursuant to 135-novies, fifth paragraph, of Legislative Decree 58/1998)

The undersigned (given name)(*) (surname)(*) born in(*) on(*) and resident in..... at , taxpayer reference (*) identity document (nature of document)..... No., ¹ [if relevant] legal representative of (company name) with registered office in at , taxpayer reference..... ²

acting in the capacity of: ³

proxy

person deputising for proxy

in connection with the attendance of 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, on 26 April 2016 at second call, in the same place and at the same hour, under my own responsibility pursuant to article 135-novies, fifth paragraph of Legislative Decree 58/1998, as amended (the "Consolidated Law of Financial Intermediation" or "CLFI")

CERTIFIES

1. the copy of the proxy granted in connection with attendance of the aforementioned shareholders' meeting delivered or transmitted to NICE S.p.A., is a true copy of the original;
2. with respect to the identity of the person granting the proxy, ⁴

¹ State details of the proxy/person deputising for the proxy. Where the proxy or the person deputising for the proxy is an entity with legal personality, state the details of its legal representative.
² Complete only if the proxy, or the person deputising for the proxy, is an entity with legal personality.
³ Tick as appropriate.

3. the person who executed the proxy was fully and validly entitled to sign.

I acknowledge that, pursuant to article 135-*novies*, fifth paragraph, of Legislative Decree 58/1998, as amended, the person granted the proxy must retain the original grant and a record of any voting instructions they have received, for one year from the meeting's conclusion.

Finally, I declare that the voting rights under the proxy annexed hereto:⁵

is exercised by the proxy at their discretion

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

DATE _____ 2016, SIGNATURE.....

⁴ State the details of the person making the grant (if an individual, their given name, surname, place and date of birth, taxpayer reference; if an entity with legal personality, its company name, complete registered office, taxpayer reference), as they appear in the notice of shareholders' meeting issued pursuant to article 83-*sexies* of Legislative Decree 58/1998;

⁵ Tick as appropriate.

DATA PROTECTION AND PRIVACY

pursuant to article 13 of Legislative Decree 196/2003, NICE S.p.A. - 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 its handling of the work in 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, 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.