

**PROXY FOR EXTRAORDINARY AND SHAREHOLDERS' MEETING**

The undersigned \_\_\_\_\_  
Born in \_\_\_\_\_ on \_\_\_\_\_ Taxpayer code. \_\_\_\_\_  
Residing / with registered office in \_\_\_\_\_  
Legal representative of \_\_\_\_\_  
with voting rights on (number) \_\_\_\_\_ ordinary shares of RENO DE  
MEDICI S.p.A. lodged c/o intermediary \_\_\_\_\_

**HEREBY DELEGATES**

Mr./Ms. \_\_\_\_\_  
born in \_\_\_\_\_ on \_\_\_\_\_ Taxpayer code \_\_\_\_\_  
residing in \_\_\_\_\_  
with right to be replaced by \_\_\_\_\_  
born in \_\_\_\_\_ on \_\_\_\_\_ Taxpayer code \_\_\_\_\_

to represent me at the Ordinary and Extraordinary Shareholders' Meeting of RENO DE MEDICI S.p.A. to be held on April 27, 2017 at 10.30 a.m., at the registered office at 25 Viale Isonzo, Milan, at first call and, if necessary, on April 28, 2017 at 9.30 a.m. at Borsa Italiana at 6 Piazza degli Affari, Milan, at second call, to discuss and resolve upon matters relating to the following

Agenda

**1. Annual financial statements for the year ended December 31, 2016.**

- 1.1. Approval of the annual financial statements for the year ended December 31, 2016, based on the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, having acknowledged the presentation of the consolidated financial statements for the year ended December 31, 2016.
- 1.2. Allocation of profit (loss) for 2016.

**2. Appointment of the Board of Directors:**

- 2.1. Appointment of the Board of Directors and its Chairman after establishing the number of its members and their term of office.
- 2.2. Determination of the annual compensation of members of the Board of Directors.

**3. Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98 as subsequently amended and supplemented (the Consolidated Finance Act, or "CFA").**

**Extraordinary Meeting**

**Proposal of Merger Plan relating to the merger by absorption of R.D.M. Marketing S.r.l with and into Reno De Medici S.p.A**

Date \_\_\_\_\_

Signature \_\_\_\_\_

I authorise the processing of by personal data for purposes of Italian Legislative Decree no. 196 of 30 June 2003 (“Personal Data Protection Code”) and the communication of same to RENO DE MEDICI S.p.A. for purposes related to conducting the Meeting.

Date \_\_\_\_\_

Signature \_\_\_\_\_