

PROXY FORM¹

for representation in the ordinary Shareholders' Meeting of NICE S.p.A. (the "Company"), scheduled for 26 April 2017 on first call and 27 April 2017 on second call if necessary, as stated in the notice of Shareholders' Meeting published on the Company's website on 24 March 2017, an excerpt of which was published in the newspaper La Repubblica on 24 March 2017 (subsequent amendments and integrations pursuant to article 126-bis of Legislative Decree 58/1998, the "Italian Consolidated Law on Finance").

With respect to the ordinary Shareholders' Meeting called for 26 April 2017 at 11:00 am on first call, at the Company's registered offices in Oderzo (Treviso) at Via Callalta 1, and for 27 April 2017 on second call if necessary, at the same time and place

WITH THIS FORM

the undersigned (name)²(*) (surname)(*)
born in(*) on(*)
and resident in..... Via.....,
Tax Code (*) photo ID (type)..... no.
..... (copy to be attached),

having noted the content of the report on agenda items prepared by the Directors and in their capacity as³:

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

- legal representative of⁴**
(*), with registered office in
..... (*), tax code
..... (*), holding the powers required herefor under (copy to be attached), as the holder of (no.) (*) ordinary shares registered in securities account no. with the following intermediary

* Required information

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

² State the name and surname of the person granting the proxy (as it appears on the copy of the notice of Shareholders' Meeting issued pursuant to article 83-sexies of the Italian Consolidated Law on Finance), or the legal representative of the entity with legal personality granting the proxy.

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 of the Italian Consolidated Law on Finance).

ABI..... CAB being the person holding the voting rights in relation to (no.)
..... (*) ordinary shares registered in securities account no.
with the following intermediary..... ABI
..... CAB in their capacity as
.....(*)⁵;

person with voting rights in relation to (no). (*) ordinary shares registered in securities
account no. with the following intermediary.....
ABI..... CAB..... of NICE S.p.A in their capacity as
..... (*);

APPOINTS

Mr./Ms (name)(*) (surname)(*) born in
.....(*) on(*) and
resident in..... Via.....,
Tax Code.....(*) with the option (where applicable) to be in turn replaced by
Mr./Ms (name) (surname)
born inon and
resident in..... Via....., Tax
Code..... to attend and represent them at the Shareholders' Meeting.

DATE _____ 2017, SIGNATURE.....

The undersigned further declares that the voting rights⁶:

- are exercised by the proxy at their discretion⁷**
- are not exercised by the proxy at their discretion, but in accordance with specific voting instructions that the undersigned has provided.**

DATE _____ 2017, SIGNATURE.....

Note that, pursuant to article 135-novies of the Italian Consolidated Law on Finance, "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 its compliance with the original, and the identity of the person who has granted the proxy. The proxy retains the original grant and a record of any voting instructions they have received, for one year from the conclusion of the works of the meeting. The proxy may also be granted under a document executed

⁵ State the nature of the legal basis of entitlement to the voting rights (pledge, usufruct, etc) where the voting rights are held by someone other than the shareholder.

⁶ Tick as appropriate.

⁷ Note that, pursuant to article 118, paragraph 1, letter c of the Regulations approved by CONSOB with Resolution No. 11971/1999, as amended, equity interests, for the purposes of notice obligations governed by article 120 of Legislative Decree no. 58 of 24 February 1998, are considered to be shares in relation to which "voting rights are assigned by proxy, provided that such rights may be exercised on a discretionary basis in the absence of specific instructions from the person by whom they were delegated".

in electronic form, pursuant to article 21, paragraph 2 of Legislative Decree No. 82 of 7 March 2005, or to any equivalent document.

PRIVACY POLICY

Pursuant to article 13 of Legislative Decree 196/2003, NICE S.p.A. - as data controller - hereby notifies both the person granting the proxy and 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 handling the works of the Shareholders' Meeting and related purposes. The Data will be processed by means appropriate to those purposes, manually or through the use of electronic or automated systems, in a manner that assures maximum confidentiality and security. The Data does 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 will not be possible for NICE S.p.A. to allow the proxy to participate in the Shareholders' Meeting. The Data may be processed by NICE S.p.A. employees or contractors, specifically authorised either as managers or assignees in charge of processing, for the achievement of the aforementioned purposes. The Data may also be released or communicated to specific persons when required for the fulfilment of obligations provided by law, regulations or European legislation, or pursuant to instructions from a legally entitled authority, 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 regarding them and the communication of the Data in intelligible form; a right to obtain an indication of its 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 has been processed in breach of the law). The data subject may exercise such rights by contacting the Administrative Office, Via Callalta 1, Oderzo (Treviso), or by email at info@niceforyou.com: info@niceforyou.com.