

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

the undersigned (name)(*) (surname)(*)
 born in(*) on(*)
 and resident in..... Via.....
 Tax Code (*) photo ID (type)..... no.
,¹

[if relevant] legal representative of (company name)
 with registered office in Via..... no., Tax.
 Code.....²

in the capacity as³:

proxy

person deputising for proxy

in connection with the attendance of the ordinary Shareholders' Meeting called for 26 April 2017 on first call, at the Company's registered offices in Oderzo (Treviso), at Via Callalta 1, at 11:00 am, and on 27 April 2017 on second call if necessary, at the same time and place, under my own responsibility pursuant to article 135-novies, fifth paragraph of Legislative Decree 58/1998, as amended,

CERTIFIES

1. that 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. identity of the person granting the proxy
⁴
3. that the person who executed the proxy was fully and validly entitled to sign.

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.

⁴ State the details of the person granting the proxy (if an individual, their name, surname, place and date of birth, and tax code; if an entity with legal personality, the company name, complete registered office address, tax code), as they appear in the notice of Shareholders' Meeting issued pursuant to art. 83-sexies of Legislative Decree 58/1998,

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

Finally, I declare that the voting rights under the proxy annexed hereto⁵

- are exercised by the proxy at their discretion
- are not exercised by the proxy at their discretion, but in accordance with specific voting instructions imparted by the person granting the proxy.

DATE _____ 2017, SIGNATURE.....,

⁵ Tick as appropriate.

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.