

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

Ordinary Meeting:

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 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 "TUF").

4. Approval pursuant to article 114 – bis of Legislative Decree n. 58/1998 of Incentive Stock Grant Plan for years 2017-2019 up to the maximum amount of n. 2.262.857 Reno De Medici's ordinary shares in favour of CEO to be appointed.

5. Authorization to dispose of treasury shares: proposal to modify the resolution adopted on 2nd November 2015.

**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 _____