

**FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

STUDIO SEGRE S.r.l., with its registered office at Via di Valeggio, 41, Turin, as the Designated Representative, pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 (“CFA”), of the company RENO DE MEDICI S.p.A., collects voting proxies relating to the Shareholders’ Meeting called for September 2, 2013, at 11:00, at first call, at the registered office at Via Durini 16/18, Milan, and **for September 3, 2013, at 12:00, at second call**, at Borsa Italiana, Piazza degli Affari 6, Milan, in accordance with the procedures and terms set out in the notice of meeting published in extract form in the daily newspaper

and on the company’s website on August 2, 2013, with the following agenda:

**1. Amendment of Articles 5, 6, 8, 12, 14, 19, 22 and 24 of the By-Laws: resolutions pertaining thereto and resulting therefrom.**

The proxy and the voting instructions may be revoked before 24:00 on August 29, 2013, the second trading day before the date fixed for the meeting at first call, or before 24:00 on August 30, 2013 in relation to the meeting at second call, according to the same procedures by which they were conferred.

**The conferral of the proxy and the voting instructions by signing this form does not involve any expense for the the delegating party.**

In the event of any unknown circumstances arising or in the event of an amendment or addition to the resolutions proposed to the meeting, STUDIO SEGRE S.r.l., as Designated Representative, by way of precaution, despite not having any self-interest with respect to the said resolutions, will not cast a vote differing from that indicated in the instructions because, in view of the contractual relations in existence concerning, in particular, the keeping of the register of shareholders and the provision of technical assistance at the shareholders’ meeting, as well as of related ancillary services, it could be regarded as meeting one of the conditions specified in Article 135-*decies*, paragraph 2, letter f) of the CFA.

FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT

PROXY FORM

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*Section to be notified to the Company through the the Designated Representative – fill in the required information*  
..... (details/ name of the person holding the voting right), born in ..... on  
....., resident / having offices in ....., Street ....., Taxpayer ID  
....., e-mail address ( optional) ....., communication no. (reference of the  
*communication provided by the intermediary – to be supplied at the discretion of the delegating party*) .....,  
any identification codes (to be supplied at the discretion of the delegating party) .....,

**APPOINTS AS PROXY**

The Designated Representative to participate in and vote at the shareholders’ meeting indicated above as  
per the instructions issued to him/her with reference to ..... shares registered in securities  
account no..... at (custodian intermediary)....., ABI ....., CAB  
.....

Declares that he/she is aware of the possibility that the proxy given to the Designated Representative may  
contain voting instructions relating only to some of the proposals on the agenda, and that in this case the  
vote will be exercised only for those proposals for which voting instructions are issued.

The undersigned (first and last names of the signatory, other than the owner of the shares)  
.....signs this proxy form as:

- secured creditor
- contango broker
- beneficial owner
- custodian
- manager
- legal representative or attorney with power of subdelegation

Date .....

Signature .....

**VOTING INSTRUCTIONS**

*Section containing confidential information for the Designated Representative only – Check the relevant boxes*

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The undersigned ..... (name/details) appoints the Designated Representative to vote according to the following instructions at the shareholders' meeting of the company RENO DE MEDICI S.p.A. called for September 2-3, 2013.

**A) RESOLUTIONS PUT TO THE VOTE (\*)**

**1. Amendment of Articles 5, 6, 8, 12, 14, 19, 22 and 24 of the By-Laws: resolutions pertaining thereto and resulting therefrom.**

a) amendment of Article 5.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

b) amendment of Article 6.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

c) amendment of Article 8.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

d) amendment of Article 12.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

e) amendment of Article 14.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder

**FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
f) amendment of Article 19.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
g) amendment of Article 22.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
h) amendment of Article 24.

- IN FAVOR of the proposal of the Board of Directors
- IN FAVOR of the proposal of the majority Shareholder
- IN FAVOR of the proposal of another Shareholder
- AGAINST
- ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....

**B) In the event of any circumstances arising that were unknown at the time of issuing the proxy<sup>(1)</sup>, the undersigned, with reference to the resolutions concerning the sole agenda item**

a) amendment of Article 5.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
b) amendment of Article 6.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
c) amendment of Article 8.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....

**FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

d) amendment of Article 12.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

e) amendment of Article 14.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

f) amendment of Article 19.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

g) amendment of Article 22.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

h) amendment of Article 24.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:  IN FAVOR  AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

**C) In the event of any voting on changes or additions to the resolutions submitted to the meeting<sup>(2)</sup>, with reference to the resolutions concerning the sole agenda item**

a) amendment of Article 5.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

b) amendment of Article 6.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder

**FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

- IN FAVOR of the proposal of another Shareholder
- AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
c) amendment of Article 8.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
d) amendment of Article 12.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
e) amendment of Article 14.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
f) amendment of Article 19.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....  
g) amendment of Article 22.

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (\*)
- AMENDS THE INSTRUCTIONS:
  - IN FAVOR of the proposal of the Board of Directors
  - IN FAVOR of the proposal of the majority Shareholder
  - IN FAVOR of the proposal of another Shareholder
  - AGAINST  ABSTENTION

**FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-  
UNDECIES OF THE CONSOLIDATED FINANCE ACT**

Any statement of reasons for the vote against or the abstention .....

.....

h) amendment of Article 24.

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (\*)

AMENDS THE INSTRUCTIONS:

IN FAVOR of the proposal of the Board of Directors

IN FAVOR of the proposal of the majority Shareholder

IN FAVOR of the proposal of another Shareholder

AGAINST  ABSTENTION

Any statement of reasons for the vote against or the abstention .....

.....

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(\*) Pursuant to Article 135-*undecies*, paragraph 3, of the CFA, “Shares for which full or partial proxies have been given shall be counted for the purpose of establishing the due constitution of the shareholders’ meeting. In relation to proposals for which no voting instructions have been issued, the shares are not counted for the purpose of calculating the majority or the proportion of share capital required for the adoption of resolutions”

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(1) If significant circumstances arise that were unknown at the time of issuing the proxy and cannot be communicated to the delegating party, one of the following options may be chosen: (a) confirmation of the voting instruction already issued; (b) amendment of the voting instruction already issued; or (c) revocation of the voting instruction already issued. If no choice is made, the voting instructions shown in A) will be deemed to be confirmed.

(2) In the event that changes or additions are made to the resolution proposals submitted to the meeting, one of the following options may be chosen: (a) confirmation of the voting instruction already issued; (b) amendment of the voting instruction already issued; or (c) revocation of the voting instruction already issued. If no choice is made, the voting instructions shown in A) will be deemed to be confirmed.

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THE CONSOLIDATED FINANCE ACT**

**Protection of individuals and other parties with respect to the “processing of personal data”  
Notice pursuant to Article 13 of Legislative Decree no. 196 of 06.30.2003**

Pursuant to Article 13 of Legislative Decree no. 196 of 06.30.2003, containing the code on the processing of personal data (hereinafter “the Code”), STUDIO SEGRE S.r.l., as the controller of personal data (the “Data”) informs you as follows:

**1. PURPOSES OF THE PROCESSING**

The data provided will be processed by STUDIO SEGRE S.r.l. using computerized and/or paper means for the following purposes:

- a) Performance of formalities relating to the representation at the shareholders’ meeting and the casting of the represented party’s vote in accordance with the instructions given by him/her to STUDIO SEGRE S.r.l.;
- b) Compliance with the obligations imposed by laws, regulations and EU rules, or with provisions issued by supervisory authorities and bodies, or with administrative practices.

The supply of the data and its processing by STUDIO SEGRE S.r.l. for these purposes, as necessary for management of the contractual relationship or in relation to compliance with statutory obligations, is obligatory and does not require explicit consent, since it would otherwise be impossible for STUDIO SEGRE S.r.l. to establish and manage the said relationship.

The data is accessible only to those who, within STUDIO SEGRE S.r.l., need it for the performance of their activities and the duties carried out.

These parties, whose number will be limited to the essential minimum, process the data as “persons in charge of processing”. They are appointed for this purpose and suitably trained to avoid any loss, destruction, unauthorized access or non-permitted processing of the said data.

The data controller is STUDIO SEGRE S.r.l., with its registered office at Via Valeggio 41, Turin 10129, in the person of the director with responsibility for this function.

The person in charge of processing for STUDIO SEGRE S.r.l. is Dr Massimo Segre, who is responsible for responding to any requests submitted in relation to the processing of personal data, and from whom – domiciled for this purpose at the registered offices of STUDIO SEGRE S.r.l. – an up-to-date list of any other internal or external persons in charge of processing can be obtained.

**2. COMMUNICATION OF DATA TO THIRD PARTIES**

STUDIO SEGRE S.r.l. may communicate the data, for the same purposes for which it was collected, to supervisory and regulatory bodies or authorities or to any other parties indicated by those bodies, in compliance with measures issued by them or prescribed by laws, including EU laws, or by regulations or administrative practices.

**3. TRANSFER OF DATA TO OTHER COUNTRIES**

The data of the person concerned may also be transferred abroad, within the EU, for the same purposes listed in point 1, which precedes, with or without the assistance of electronic means or otherwise automated.

**4. MANNER OF PROCESSING**

STUDIO SEGRE S.r.l. processes the data of interested parties in a lawful and correct manner and in such a way as to ensure its confidentiality and security. The processing – which includes collection and any other operation provided for in the definition of “processing” pursuant to Article 4 of the Code (including, but not limited to, the recording, organization, computing, communication, conservation and distribution of data) – is carried out using manual, computerized and/or telematic means, with organizational procedures and systems strictly correlated with the indicated purposes.

**5. EXERCISE OF RIGHTS**

Interested parties may exercise their rights on the basis of Article 7 of the Code: this provides, among other things, that the interested party may request access to his/her data, obtain copies of the processed information and, if the necessary requirements are met, have such data updated, modified, supplemented, cancelled or blocked, and object in full or in part, on legitimate grounds, to the processing of the data that concerns him/her.

The interested party may exercise these rights by contacting, in accordance with the legal procedures, STUDIO SEGRE S.r.l., Via Valeggio 41 – Turin 10129, for the attention of the Data Controller or the Person in Charge of Processing, as identified above.

This notice was last updated in January 2011.

STUDIO SEGRE S. r.l.

The undersigned also acknowledges and fully accepts the notice concerning the protection of personal data provided by the Designated Representative.

DATE .....

SIGNATURE .....



FORM TO CONFER PROXY ON THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135-*UNDECIES* OF  
THE CONSOLIDATED FINANCE ACT

**Legislative Decree no. 58 of February 24, 1998: “Consolidated Law on Financial Intermediation”**

Article 135-*undecies*

(Designated representative of a listed company)

1. Unless otherwise stated in the By-Laws, for each shareholders’ meeting, listed companies shall appoint a person upon whom shareholders may confer proxy with voting instructions for all or some of the items on the agenda, by the end of the second trading day preceding the date established for the first or subsequent call of the shareholders’ meeting. The proxy shall be valid only for those proposals for which voting instructions are conferred.
2. The proxy shall be conferred by signing a proxy form, the content of which is governed by a Consob regulation. The conferral of the proxy shall be free of charge to the shareholder. The proxy and voting instructions may be revoked within the time limit indicated in paragraph 1.
3. The shares for which full or partial proxies have been conferred shall be counted for the purpose of establishing the due constitution of the shareholders’ meeting. In relation to proposals for which no voting instructions have been issued, the shares shall not be counted for the purpose of calculating the majority or the proportion of share capital required for the adoption of resolutions.
4. The person designated as representative shall communicate any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain the confidentiality of the content of the voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to the same obligation of confidentiality. No proxies may be conferred upon the person designated as representative that do not comply with the provisions of this article.
5. With the regulation referred to in paragraph 2, Consob may establish cases in which a representative who does not satisfy the conditions set out in Article 135-*decies* may express a vote differing from that indicated in the voting instructions.

Article 135-*decies*

(Conflict of interests of the representative and substitutes)

1. A proxy may be conferred upon on a representative having a conflict of interests provided that the representative notifies the shareholder, in writing, of the circumstances giving rise to the said conflict, and provided that there are specific voting instructions for each resolution for which the representative must vote on the shareholders’ behalf. The representative is responsible for providing proof that he/she has informed the shareholder of the circumstances giving rise to the conflict of interests. Paragraph 2 of Article 1711 of the Civil Code does not apply.
2. For the purposes of this article, a conflict of interests exists in any case where the representative or the substitute:
  - a) controls, including jointly, the company or is controlled by it, including jointly, or is subject to joint control with the company;
  - b) is associated with the company or exerts significant influence over it, or the company exerts significant influence over the representative;
  - c) is a member of the administrative or supervisory body of the company or of the parties indicated in letters a) and b);
  - d) is an employee or auditor of the company or of the parties indicated in letter a);
  - e) is the spouse or relative of, or related within the fourth degree to, the parties indicated in letters a) to c);
  - f) is linked to the company or to the parties indicated in letters a), b), c) and e) by self-employment or subordinated employment relationships or by other financial relationships that could compromise his or her independence.
3. The replacement of the representative with a substitute having a conflict of interests is permitted only if the substitute has been indicated by the shareholder. In this case, paragraph 1 applies. The representative continues to remain responsible for the disclosure requirements and continues to bear the related burden of proof.
4. This article also applies if shares are transferred by power of attorney.