

**Proxy form with voting instructions for
the Designated Representative, Omniservizi F&A S.r.l.,
pursuant to Art. 135-undecies of Legislative Decree 58/1998**



Bondholders Meeting convened, in first call, at 3:00 p.m. on 18 February 2014 in Milan, at the conference room of Intesa Sanpaolo, Piazza Belgioioso, 1, and, if necessary, in second call on 11 March 2014, same place and time

Omniservizi F&A S.r.l. with registered offices in Banchette (Turin), via Circonvallazione n. 5, Tax ID n. 08756410018 (hereinafter also referred to as **%Omniservizi+**), in its capacity as **%Designated Representative+**, pursuant to Art. 135-undecies of Legislative Decree 58/98 (TUF), of **Mittel S.p.A.** (hereinafter also referred to as the **%Company+**), is gathering proxies relative to the Bondholders Meeting convened, on 18 February 2014, and if necessary, in second call on 11 March 2014 in accordance with the modalities indicated in the notice of call published on the Company's website and in the daily newspaper *%Italia Oggi+* in the time required by law.

The Proxy Form, along with the voting instructions for the Designated Representative, must be sent to **Omniservizi F&A S.r.l., Via Circonvallazione n. 5, 10010 Banchette (Turin)**, by the end of the second marketing trading session prior to the day in which the Bondholders Meeting is to be held, therefore, by 12:00 p.m. of **14 February 2014** in one of the following ways:

~ via certified registered mail;

~ via a pdf file attached to a message sent to the certified e-mail address:

assemblea@legalmail.it.

The proxy and the voting instructions may be voided by the above mentioned deadline in the same manner.

In accordance with to Art. 135-undecies, second paragraph, of Legislative Decree 58/1998, the granting of the proxy and the voting instructions by signing and submitting this form does not involve any expense for the principal with the exception of those related to submitting the proxy.

Omniservizi, in its capacity as Designated Representative, notes that it has no vested interest in the proposed agenda that is to be voted on. However, in light of the contractual relationship existing between Omniservizi and the Company relating to, in particular, the assistance provided during the shareholders meeting and other services, in order to avoid any objections regarding conflict of interest as per Art. 135-decies, second paragraph, lett. f), of Legislative Decree n. 58/1998, Omniservizi expressly declares that, in the event of unforeseeable circumstances or if the proposed Agenda submitted to the Meeting is changed, does not intend to vote other than in accordance with the voting instructions provided.

PROXY FORM

(Section to be used to notify the Company through the Designated Representative . please provide the information requested as per the instructions below)

The undersigned
born in on Tax ID n.
resident in (street address)
telephone number , e-mail
holder of voting rights (1)

APPOINT the Designated Representative to attend and vote at the above mentioned of Bondholders Meeting as per the instructions provided with regard to n° bonds arising from bonds denominated %Mittel S.p.A. 2013-2019+of Mittel S.p.A.
deposited in the securities account n°
at
ABI CAB (2);

Reference to the certification issued by the intermediary:
- notice n.
- issued by
- identification codes, if any

DECLARE to be aware that the proxy granted the Designated Representative may contain voting instructions only for some of the items included in the agenda and votes will be cast only for the proposals for which voting instructions have been provided;

AUTHORIZE Omniservizi to process my personal data for the purposes herein in accordance with the terms and conditions indicated in the information circular attached.

I, the undersigned, *(last and first name of the signer only if different than the owner of the shares)*
.....
hereby sign this proxy form in my capacity as

- secured creditor
- assignee
- beneficial owner
- custodian
- asset manager
- legal representative or agent with power to sub-delegate
- other (please specify).....

..... on Signature

(1) Specify in what capacity the signor is signing the proxy and attach:
a) for individuals, copy of valid form of identification;
b) for corporations, in addition to the valid form of identification of the person signing in name of and on behalf of the Company or entity entitled to attend and vote at the Meeting, proof of powers as the representative of said party such as, for example, a copy of the certificate issued by the corporate registrar or the equivalent for foreign companies, powers of attorney, minutes from Board of Directors meetings.
(2) Indicate the securities account number, the ABI and CAB codes of the intermediary where the securities are deposited or, at any rate, the name of same as per the securities account statement.

VOTING INSTRUCTIONS

(Section containing information for the Appointed Representative only, to be forwarded to Omniservizi F&A S.r.l.)

The undersigned hereby appoints the Appointed Representative to vote in accordance with the following voting instructions at the bondholders' meeting of Mittel S.p.A called in first call on 18 February 2014, and, if necessary, in second call on 11 March 2014

A) RESOLUTION PROPOSALS

AGENDA	IN FAVOR of the proposal X X X X X X X X X X .. (cross)	AGAINST (cross)	ABSTAIN (cross)
1. Setting-up of the mutual fund for the necessary expenses for the protection of common interests and determination of the fee of the common representative: inherent and consequent resolutions.			

B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of granting of the proxy (1) the undersigned with reference to:

AGENDA	CONFIRM THE INSTRUCTIONS (cross)	REVOKES THE INSTRUCTIONS (*) (cross)	MODIFIES THE INSTRUCTIONS		
			In favour (cross)	Against (cross)	Abstain (cross)
1. Setting-up of the mutual fund for the necessary expenses for the protection of common interests and determination of the fee of the common representative: inherent and consequent resolutions.					

⁽¹⁾ In case of significant circumstances, unknown at the time when the proxy was granted, and that cannot be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A).

⁽²⁾ Pursuant to Article 135-undecies, 3rd alinea, of Legislative Decree n. 58/1998, shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.+

C) MODIFICATIONS OR ADDITIONS

In case of significant circumstances, unknown at the time when the proxy was granted, and that cannot be communicated to the person who conferred the proxy ⁽²⁾:

AGENDA	CONFIRM THE INSTRUCTIONS (cross)	REVOKES THE INSTRUCTIONS (*) (cross)	MODIFIES THE INSTRUCTIONS		
			In favour (cross)	Against (cross)	Abstain (cross)
1. Setting-up of the mutual fund for the necessary expenses for the protection of common interests and determination of the fee of the common representative: inherent and consequent resolutions.					

⁽²⁾ In case of modifications or additions of the proposals submitted to the shareholders' meeting it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification (or granting) of the expressed voting instruction. Should no choice be expressed the voting instructions under a) shall be considered as confirmed.

⁽³⁾ Pursuant to Article 135-undecies, 3rd alinea, of Legislative Decree n. 58/1998, shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.+

In accordance with Addendum 5A of Consob's Issuer Regulations (as amended in Consob Resolution n. 17592 on 28 December 2010) below please find below the text of the provisions of Legislative Decree n. 58/98 mentioned in these instructions

Art. 135-decies

(Conflict of interest of the representative and the substitutes)

1. The granting of a proxy to a representative with an apparent conflict of interest will be allowed as long the representative advises the shareholder in writing of the circumstances underlying said conflict of interest and as long as specific voting instructions are provided for each resolution which the representative must vote on behalf of the shareholder. The representative must provide proof that the shareholder has been advised of the reasons for the conflict of interest.
2. For the purposes herein, conflict of interest exists when the representative or the substitute:
 - a) controls, even jointly, the company or is subject to the control of, even jointly, the company;
 - b) is related to or exercises a significant influence over the company;
 - c) is a member of the company's administrative or control bodies or is among the parties listed in letters a) and b);
 - d) is an employee or auditor of the parties indicated in letter a);
 - e) is the spouse, a 4th degree family member or similar of the parties indicated in a) and c);
 - f) is an employee or consultant hired by the parties indicated in letters a), b), c) and e) such that he/she is not considered independent;
3. A representative may only be substituted by a substitute in conflict of interest if appointed by the shareholder. In this instance, paragraph 1 is applied. The representative will be, however, responsible for all communications and will have the burden of proof.
4. This article will be applied including when shares are transferred pursuant to a power of attorney.

Art. 135-undecies

(Representative appointed by a listed company)

1. Unless the by-laws provide otherwise, a listed company may, for each shareholders' meeting, assign a party to which the shareholders may grant, by the end of the second trading session prior to the day in which the meeting is to be held in first or only call, a proxy with voting instructions relating to some or all items found on the agenda. The proxy is considered valid only for the resolutions for which voting instructions were provided.
2. The proxy may be granted in writing in a proxy form which is subject to Consob regulations. Shareholders will not incur any expenses for granting a proxy and the voting instructions may be voided by the deadlines referred to in paragraph 1 above.
3. The proxy, even partial, is being granted in order to ensure the regular constitution of the Shareholders' Meeting. With regard to the resolutions for which voting instructions were not provided, the shareholders' shares will not be considered when calculating the majority of the share capital needed to approve the resolution.
4. The party appointed to act as representative must advise as to any direct or indirect interests he/she may have in the proposed resolutions included in the agenda. The information received and the voting instructions will remain confidential until the meeting is actually held. If any employees or staff members have access to the same information they are bound by the same confidentiality clause.
5. Pursuant to paragraph 2 above, Consob may establish situations in which the representative, to which Article 135-decies does not apply, may vote differently than the voting instructions.

PROTECTION OF DATA AND PERSONAL INFORMATION
Í TREATMENT OF PERSONAL DATAÍ
INFORMATION PROVIDED PURSUANT TO ART. 13 OF LEGISLATIVE DECREE 196 OF 30.6.2003

Pursuant to Legislative Decree n. 196 of 30 June 2003 (Privacy Code), we would like to explain to you how your data will be processed by Omniservizi F&A S.r.l. and your rights in this regard.
Owner of the treatment is Omniservizi F&A S.r.l., with legal offices in Banchette (Turin) . Via Circonvallazione n. 5.

PURPOSE OF THE TREATMENT

The data provided will be processed by Omniservizi F&A S.r.l. via paper and/or electronic means, for the following:

- a) to fulfil the requirements relating to representation during the meetings of shareholders and casting votes on behalf of the party represented in accordance with the instructions received by Omniservizi F&A S.r.l.;
- b) to comply with any legal obligations, as well as EC norms and regulations, or directives received from the Authorities and Supervisory Bodies or for administrative purposes.

The transmission of said data to and the treatment of same by Omniservizi F&A S.r.l. for these purposes makes it possible for Servizio Titoli to fulfil its contractual and legal obligations and for these purposes express consent is not, therefore, required. Moreover, failure to do so will make it impossible for Omniservizi F&A S.r.l. to establish and manage the relationship.

The data may be accessed solely by members of Omniservizi F&A S.r.l. staff in order to fulfil their duties, with the exception of Item 3, second paragraph, below. These parties will process the data in their capacity as %processing officers+and will be properly instructed in order to prevent the data from being lost, destroyed or subject to unauthorized access or treatment.

DISCLOSURE TO THIRD PARTIES

The Data may be shared with:

- certain parties in order to comply with legal obligations, regulations or EC norms and regulations;
- companies, entities or consortiums who carry out, on behalf of Omniservizi F&A S.r.l. activities related to, instrumental to or which facilitate complying with contractual obligations (such as, for example, the company involved in the delivery, transport and sorting of the notices). These parties operate as Officers or independent Owners and have provided adequate guarantees; a list of these parties is available at the registered office of Omniservizi F&A S.r.l..

Under no circumstances will the Data be subject to general circulation.

MEANS OF TREATMENT AND PROCESSING

Omniservizi F&A S.r.l. will treat the data of the interested parties fairly and correctly while safeguarding the privacy and security of the data. The treatment . which includes the gathering and any and all transactions which may be considered part of the %treatment+ pursuant to Art. 4 of the Code (including, as a mere example, the registration, organization, processing, disclosure, storage, destruction of the Data) . is done manually, using electronic or automatic devices in order to organize the data strictly for the purposes herein. The data are stored solely for the period deemed necessary to the purposes for which same were gathered, in accordance with the law and any other provisions issued by the Privacy Guarantor.

EXERCISE OF RIGHTS

Pursuant to Art. 7 of the Privacy Code, anyone who provides personal data may request: a) access to the personal data; b) to know why and how the data are being treated; c) to understand why data were processed with electronic devices; d) to know the identity of the Owner and the officers; e) to know to whom or to which category of persons the personal data will be provided or may have access in their capacity as supervisor or officer.

Furthermore, the interested party is entitled to request that the personal data be a) updated or amended; b) eliminated or transformed into anonymous information or block entirely if the treatment violates the law.

Lastly, the interested party may object entirely or in part, for legitimate reasons, to the treatment of his/her personal data even if it is still deemed necessary for the purposes herein.

For additional information, as well as to exercise the above mentioned rights, please contact Omniservizi F&A S.r.l., in Via Circonvallazione n. 5 . 10010 Banchette (Turin), Telephone +39 0125 621410, Fax +39 0125 621499.