

**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**



Ordinary Shareholders Meeting convened on 27 January 2017 at 10:00 a.m. CET, in single call in Milan, at the ASSOLOMBARDA Servizi, Via Chiaravalle 8.

**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 Ordinary Shareholders Meeting convened, on 27 January 2017, in single call, 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 Extraordinary Shareholders Meeting is to be held, therefore, by 12:00 p.m. of **24 January 2017** 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](mailto: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 Shareholdersq Meeting as per the instructions provided with regard to n° ..... shares arising of Mittel S.p.A.  
Code ISIN IT0001447348  
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, in this case, 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 .....

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(1) Specify in what capacity the signer 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 Directorsq 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 securitiesqaccount 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 Ordinary Shareholders' Meeting of Mittel S.p.A called on 27 January 2017.

### A) RESOLUTION PROPOSALS

AGENDA	IN FAVOR of the proposal Ä Ä Ä Ä Ä Ä Ä Ä Ä Ä ..	AGAINST	ABSTAIN
1. Directors' Report on Operations, Report of the Board of Statutory Auditors, Financial statements as at 30 September 2016: related resolutions;	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123 of Italian Legislative Decree no. 58 of 24 February 1998;	(cross)	(cross)	(cross)
3. Appointment of the board of directors upon establishing the number of the Board members and their fees;	(cross)	(cross)	(cross)
4. Proposal to authorise the disposal of other ordinary treasury shares pursuant to Article 2357-ter of the Italian Civil Code: related resolutions.	(cross)	(cross)	(cross)

### 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	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
1. Directors' Report on Operations, Report of the Board of Statutory Auditors, Financial statements as at 30 September 2016: related resolutions;	(cross)	(cross)	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123 of Italian Legislative Decree no. 58 of 24 February 1998;	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of the board of directors upon establishing the number of the Board members and their fees;	(cross)	(cross)	(cross)	(cross)	(cross)
4. Proposal to authorise the disposal of other ordinary treasury shares pursuant to Article 2357-ter of the Italian Civil Code: related resolutions.	(cross)	(cross)	(cross)	(cross)	(cross)

(1) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not 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) are valid.

(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 the case of voting amendments to the resolutions submitted to the Shareholders' Meeting (2), with reference to the items on the agenda:

AGENDA	CONFIRM THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
1. Directors' Report on Operations, Report of the Board of Statutory Auditors, Financial statements as at 30 September 2016: related resolutions;	(cross)	(cross)	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123 of Italian Legislative Decree no. 58 of 24 February 1998;	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of the board of directors upon establishing the number of the Board members and their fees;	(cross)	(cross)	(cross)	(cross)	(cross)
4. Proposal to authorise the disposal of other ordinary treasury shares pursuant to Article 2357-ter of the Italian Civil Code: related resolutions.	(cross)	(cross)	(cross)	(cross)	(cross)

(2) In the event amendments or additions to the proposed resolutions are submitted, you can choose from: a) confirm the voting instruction already expressed; b) revocation of the expressed voting; c) modification of the expressed voting instruction or the conferring of the voting. If it has not made any choice you are confirmed voting instructions under A).

(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 Annex 5A of Consob's Issuers' Regulations (as amended in Consob Resolution n. 17592 on 28 December 2010) 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 INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE TREATMENT OF PERSONAL DATA INFORMATION PROVIDED PURSUANT TO ART. 13 OF LEGISLATIVE DECREE N. 196 OF 30<sup>th</sup> JUNE 2003**

Pursuant to Legislative Decree n. 196 of 30 June 2003 (Privacy Code, hereinafter "CP"), we would like to inform you about the mode of treatment of the data effected by Omniservizi F&A S.r.l., and about the rights that . as interested subject . you are vested with.

Holder of the treatment is Omniservizi F&A S.r.l., with legal offices in Banchette (Turin) . Via Circonvallazione n. 5.

### **SCOPE OF THE TREATMENT**

The data supplied shall be treated by Omniservizi F&A S.r.l., with data processing or paper means, for following scopes:

- a) execution of fulfilments connected with the representation at shareholders meeting and vote expression on behalf of the person granting the proxy in accordance with the instructions given by the same to Omniservizi, as Appointed Representative;
- b) fulfilment of the obligations set forth by laws, regulations and EC legislation or order of Authorities or Control Bodies or administrative practices.

The supply and the treatment of the data by Omniservizi for the said scope, necessary for the execution of the contractual relation or connected with the fulfilment of obligations set forth by law, is compulsory and does not require an expressed consent, otherwise it would be impossible to start and manage the said relation. The data are accessible exclusively to the person that, in Omniservizi organisation, need to have access to them due to their activity or tasks, save as indicated under point 3, second paragraph of this information. The said persons, the number of which shall be restricted to the minimum, shall effect the treatment as Responsible subjects entrusted with the treatment; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorised access or treatment of the same data.

### **COMMUNICATION OF THE DATA THIRD PARTIES**

The Data might be communicated to:

- subjects entitled to their disclosure due to provisions of laws, regulations or EC legislation;
- companies, bodies or subjects entrusted by Omniservizi with the performance of connected, ancillary or support activities required by the contractual fulfilments (such as companies carrying out transmission or delivery activities).

The said subjects act as independent Responsible subjects or Holders and have given us adequate guarantees; their list is available in Omniservizi offices.

In no event the Data will be propagated.

### **MEANS OF TREATMENT**

Omniservizi treats the data in a legal manner and in good faith in order to ensure their confidentiality and safety. The treatment . including the collection and any other action included in the definition of "treatment" pursuant to Art. 4 of the CP (among which, for instance but without limitation, the registration, the organization, the processing, the communication, the storage, the destruction of the Data) . is effected by hand, data processing, on line, by way of organisational and logic means strictly connected to the indicated scopes. The data are stored for the period of time strictly necessary in respect of the scopes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

### **EXERCISE OF RIGHTS**

Pursuant to Art. 7 CP, the interested subjects has the right to obtain the following information: a) origin of personal data; b) scopes and means of treatment; c) logic adopted in case of treatment effected by data processing; d) names of the Holder and Responsible subject; e) subjects and categories of subjects to whom the personal data might be communicated or to whom they might be disclosed as Holders or responsible subjects.

In addition, the interested subject is entitled to obtain: a) the updating and rectification or integration of the data; b) the cancellation, transformation in an anonymous way or the block of the data treated in violation of the law. The interested subject has, finally, the right to oppose, in whole or in part, for legal reasons, the treatment of his personal data, although pertinent to the scope of their collection.

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 1902024.