

PROXY FORM FOR THE DESIGNATED REPRESENTATIVE

The proxy may also be given to Computershare S.p.A., with office in Turin, Via Nizza 262/73, as the Representative designated by the Company pursuant to Article 135-undecies of the Italian Consolidated Law on Finance.

A proxy granted to the designated proxy holder must contain voting instructions and it has effect only for those proposals for which instructions have been granted.

It is underlined that the shares for which a proxy has been granted to the designated proxy holder are calculated for the purpose of determining the proper constitution of the Shareholders' Meeting. On the other hand, with regard to proposals for which no voting instructions have been given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be approved.

The grant of a proxy to the designated proxy holder is free of charge for the shareholder, except possibly those for mailing the proxy itself.

No proxies may be granted to Computershare S.p.A., except in its capacity as a designated proxy holder by means of the procedures indicated in Art. 135-undecies of Legislative Decree No. 58 of 24th February 1998.

Furthermore, for the purposes of participation and the exercise of voting rights, granting a proxy to the designated proxy holder does not exempt persons entitled from the obligation to request authorised intermediaries to send a communication to the Company certifying the legitimate entitlement to take part in the Shareholders' Meeting and to exercise voting rights, in accordance with Art. 83-sexies of Legislative Decree No. 58 of 24th February 1998.

The proxy can be granted to the designated proxy holder by using the special [web app](#) provided and managed directly by Computershare S.p.A., which allows guided compilation of the proxy form for the designated proxy holder.

[Guided compilation of the proxy form for the Designated Proxy Holder](#)

<https://servizi.comptershare.it/eRD/index.aspx?nos=726805114>

Alternatively, a printable version of the proxy form for the designated proxy holder can be downloaded by clicking on the link below.

[Proxy form for the designated proxy holder](#)

https://www.bper.it/c/document_library/get_file?uuid=9d6850fa-b7dd-a63e-c63f-24a091d1ca15&groupId=133577364

The proxy, with all fields complete and duly signed, must be sent to the designated proxy holder by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. **15 April 2019**), using one of the following alternative methods:

- as an attachment in PDF format to an e-mail sent to bper@pecserviziotitoli.it provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian "digital code law" or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person, or
- by fax: no. +39 011 0923202, or
- in original to Computershare S.p.A., Via Nizza 262/73, 10126, Turin, Italy.

The proxy and the voting instructions may be revoked by that same deadline following the procedures indicated above.

Furthermore, if for technical reasons the proxy form for the designated proxy holder cannot be made available in electronic form, it may be sent in hardcopy form, free of charge, on simple request of the shareholder by telephoning the number +39 011 0923200 (from Monday to Friday, from 9:00 a.m. to 6:00 p.m.).

Information on granting a proxy to the designated proxy holder may be obtained by contacting Computershare S.p.A. on the number +39 011 0923200.