

## PROXY FORM<sup>1</sup>

for representation at ordinary Shareholders' Meeting of Elica S.p.A. which will take place, in single call, on April 28, 2016.

In relation to the ordinary Shareholders' Meeting of Elica S.p.A. in Fabriano, via E. Casoli, No. 2, on April 28, 2016 at the time of 9.00 AM in single call, to resolve upon the following

### Agenda<sup>2</sup>

1. Approval of the 2015 Annual Accounts:
  - 1.1 Approval of the Financial Statements for the year ended December 31, 2015; Directors' Report; Board of Statutory Auditors' Report; Independent Auditors' Report. Presentation of the Consolidated Financial Statements at December 31, 2015;
  - 1.2 Resolutions concerning the distribution of dividends.
2. Approval of the Phantom stock & voluntarily co-investment Plan 2016-2022, in favour of certain directors and employees of Elica S.p.A. and/or its controlled companies; granting of proxies and powers;
3. Remuneration Report; resolutions on the first section of the Report, in accordance with paragraph 6 of Article 123-ter of Legs. Decree No. 58/1998 (CFA).
4. Authorisation of the purchase and utilisation of treasury shares.

with the present form,

The undersigned <sup>3</sup> \_\_\_\_\_ \*

*Name and Surname*

Born in \_\_\_\_\_ \*

on \_\_\_\_\_ \*

Tax No. \_\_\_\_\_ \*

Telephone \_\_\_\_\_ \*

Fax \_\_\_\_\_

Residential address \_\_\_\_\_ \*

e.mail \_\_\_\_\_

aware of the content of the Directors' Report on the matters on the agenda drafted by the Directors, as well as of the slates in case filed with the Company, and as a<sup>4</sup>:

ELICA S.p.A. shareholder, owner of \_\_\_\_\_ \* ELICA S.p.A. ordinary shares, bank account n. \_\_\_\_\_, \* Bank name \_\_\_\_\_, ABI \_\_\_\_\_, CAB \_\_\_\_\_;

person having appropriate powers of representation of \_\_\_\_\_, \*<sup>5</sup> with register office at \_\_\_\_\_, \* VAT \_\_\_\_\_, \* on the basis of \_\_\_\_\_ (to be attached in copy), owner / person to which is ascribed the right to vote, in its \_\_\_\_\_

(<sup>1</sup>) As per article 135- novies D.Lgs. 58/1998, paragraph 5, the representative can consign or deliver a copy of this proxy, instead of the original, also by electronic support, certifying under its responsibility that the copy of the proxy is a true copy and the identity of the principal. The representative keeps the original copy of the proxy and evidence of the instructions, in case, received for one year as from the end of the business of the Shareholders' Meeting.

Further, as per paragraph 6 of the above mentioned article, this proxy may be also granted through a disclosure document signed electronically as per art. 21, paragraph 2, D.Lgs. 82/2005, and notified to the electronic address indicated in the notice of Shareholders' Meeting.

(<sup>2</sup>) NB: The proposals to the Shareholders' Meeting are outlined in the Reports published in accordance with applicable regulations on the internet site of ELICA S.p.A. (<http://corporation.elica.com>) and on the Storage mechanism 1Info ([www.1info.it](http://www.1info.it)) and filed at the registered office of Elica S.p.A. (Via Ermanno Casoli n. 2- 60044 Fabriano AN).

(<sup>3</sup>) Name and surname of the principal as it appears on a copy of the communication for attendance at the Shareholders' Meeting as per Article 83-sexies D.Lgs. 58/1998 and Article 22 of the Regulation enacting the governance of centralised management services provision approved by the Bank of Italy and Consob of February 22, 2008.

(<sup>4</sup>) Place a cross in the relevant box

(<sup>5</sup>) Fill in the company name (as it appears on the copy of the communication for the attendance at the Shareholders' AGM as per art. 83-sexies D.Lgs. 58/98),

quality of \* \_\_\_\_\_,<sup>6</sup> with reference to nr. \_\_\_\_\_ \* of ELICA S.p.A. ordinary shares, bank account n. \_\_\_\_\_,\* Bank name \_\_\_\_\_, ABI \_\_\_\_\_, CAB \_\_\_\_\_;

[ ] person with voting rights<sup>7</sup> concerning \_\_\_\_\_\* ELICA S.p.A. ordinary shares as a \_\_\_\_\_,\* Bank account n. \_\_\_\_\_,\* Bank name \_\_\_\_\_, ABI \_\_\_\_\_, CAB \_\_\_\_\_

**APPOINTS**

Mr./Ms. \_\_\_\_\_,\* born in \_\_\_\_\_ \* on \_\_\_\_\_ \* residential address \_\_\_\_\_ Tax no. \_\_\_\_\_

\_\_\_\_\_,\* with possibility (if the case may be) to be replaced by Mr./Ms. \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_ residential \_\_\_\_\_ Tax no. \_\_\_\_\_

\_\_\_\_\_ to attend and represent him/her at the Shareholders' Meeting.  
*(the stars indicate the obligatory information to be inserted)*

DATE \_\_\_\_\_ SIGNATURE \_\_\_\_\_

**The undersigned declares also that the right to vote:**

[ ] is exercised by the proxy at their own discretion

[ ] is not exercised by the proxy at their own discretion but in accordance with the specific voting instructions of the undersigned principal

DATE \_\_\_\_\_ SIGNATURE \_\_\_\_\_

<sup>(6)</sup> Delete the item which does not interest and, in case of person to which the voting right is ascribed, indicate the title (pledge, usufruct, etc.) on the basis of which the voting right is ascribed.  
<sup>(7)</sup> Indicate the legal form (lien, usufruct etc.) based on which the right to vote is attributed to a party other than the holder of the shares.

## PRIVACY STATEMENT

The data contained in the present proxy form will be treated by ELICA S.p.A – holder of the information handled – to manage the shareholders' meeting operations, in accordance with the applicable regulation concerning personal data protection.

This data may be shared with partners of ELICA S.p.A specifically authorised to handle such data or those employed by such parties for the above-indicated purposes: This data can be relayed or communicated to specific parties to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the Authorities or the Supervisory or Control Boards. Without the above data the proxy will not be allowed to attend the Shareholders' Meeting.

The interested party has the right, in accordance with Article 7 of Legs. Decree 196/2003 to know – at all times – which data is held by ELICA S.p.A, its origin and how it is being utilised; he/she also has the right to update, adjust, add to or cancel data or request it not to be used by referring to Mr. Emilio Zampetti, *Chief of Human Resources*.