# IGD Immobiliare Grande Distribuzione SIIQ S.p.A. **Ordinary and Extraordinary Annual General Meeting** of 19<sup>th</sup> April 2012 in first call and of 20<sup>th</sup> April 2012 in second call

# Proxy form and voting instructions for SERVIZIO TITOLI S.p.A.

Servizio Titoli S.p.A., in the person of one of its employees or specially assigned staff members, in its quality as the Designated Representative pursuant to Art. 135-undecies of Legislative Decree 58/98 (TUF) of IGD- Immobiliare Grande Distribuzione SiiQ S.p.A. (the Company), is gathering prozie relative to the Annual General Meeting, to be held in Ordinary and Extraordinary session on 19/04/2012, in first call and on 20/04/2012, in second call in accordance with the modalities and deadlines indicated in the notice of call published on the Company's website www.gruppoigd.it on 09/03/2012.

The proxy and the voting instructions may be voided up until 12 midnight of 17/04/2012 in accordance with the same modalities used to grant the proxy.

The granting of the proxy and the voting instructions by signing and submitting this form does not involve any expense for the delegating party with the exception of those related to mailing or transmitting the proxy.

In the event unforeseeable circumstances should develop or in the event the proposals presented to the Annual General Meeting should be changed, Servizio Titoli S.p.A., in its quality as Designated Representative, while not in a situation of potential conflict of interest under Article 135-decies of TUF, does not intend to request authorization to vote other than indicated in the voting instructions received.

## PROXY FORM

Please fill out the form by providing the information requested as per the instructions below and notify the company through

, and the same and	Servizio Titoli S	5.p.A. (1)	,	pany an eagn
	* required info			
The undersigned *		Born	ı in*	
on*	Tax ID n.*			
Resident in (city) * (street address) *				
Telephone n. *	E-mail *			
Holder of voting rights on 10/04/2012 (re owner of record of the shares legal representative of authorized agent with poker to subdele other (please specify)			todian □ asset manager	
for n. * ordinary shares	of IGD SiiQ S.p.A.			
(3) In the name of		Born	in	
on	Tax ID n.			
Resident in/ registered office in (city) (street address)				
Deposited in security account (4) n. at As per notice n. (5) Made by ( <i>Bank</i> ) *		ABI	CAB	
APPOINT the above Designated Representioned AGM, in accordante with the interest of the control	entative to partecipate in and vonstructions provided and	ote as my proxy, on the	basis of the shares owne	ed, at the above
<b>DECLARE</b> to be aware that the proxy gincluded in the agenda and votes will be	ranted the Designated Repres cast only for the proposals for w	entative contains voting which voting instructions	g instructions only for sor have been provided.	me of the items
dentification (6) *(type)	Issued by*		n. *	
PLACE	DATE	SIGN	NATURE	

# **VOTING INSTRUCTIONS**

(Part to be used solely by the Designated Representative to be sent to Servizio Titoli SpA). – Check the appropriate box as per the instructions found below

The undersigned (7)		

**GRANTS** the Designated Representative the power to vote on my behalf in accordante with the following instructions (8) at the above referenced AGM:

# A) RESOLUTIONS SUBMITTED FOR APPROVAL (9)

# ORDINARY SESSION

1° resolution			
Separate financial statements at 31.12.2011; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2011; Allocation of the net profit for the year; Report on compensation in accordante with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions.	□ FOR	☐ AGAINST	□ VOTE WITHHELD
2° resolution  Authorization to buy and sell treasury shares; related and consequent resolutions.	□ FOR	☐ AGAINST	□ VOTE WITHHELD
3° resolution  Determination of the number of directors.	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
4° resolution  Determination of the Board of Directors' term of office.	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
5° resolution (10)  Appointment of the Board of Directors.	☐ FOR LIST N	☐ AGAINST (all the lists)	☐ VOTE WITHHELD (all the lists)
6° resolution  Determination of the Board of Directors' remuneration.	□ FOR	□ AGAINST	UOTE WITHHELD

7° resolution (10)  Appointment of three standing and two alternate Auditors.	☐ FOR LIST N	☐ AGAINST (all the lists)	☐ VOTE WITHHELD (all the lists)		
8° resolution  Appointment of the Chairman of the Board of Statutory Auditors.	□ FOR	□ AGAINST	□ VOTE WITHHELD		
9° resolution  Determination of the Board of Statutory Auditors' remuneration.	□ FOR	□ AGAINST	□ VOTE WITHHELD		
EXTRA	AORDINARY SESSIO	N			
1° resolution  Amendment of Articles 6, 16 and 26 of the corporate by-laws; related and consequent resolutions.	□ FOR	☐ AGAINST	□ VOTE WITHHELD		
2° resolution  Proposal to increase the share capital for cash, pursuant to art. 2441, fourth paragraph, second sentence, of the Italian Civil Code; related and consequent resolutions.	□ FOR	□ AGAINST	□ VOTE WITHHELD		
B) UNFORESEEN CIRCUMSTANCES (11)					
In the event of circumstances unforeseeable a to:	t the time this proxy w	vas granted, the unders	igned, with renard		
OR	DINARY SESSION				
1° resolution:  CONFIRMS THE INSTRUCTIONS VOIDS THE INSTRUCTIONS AMENDS THE INSTRUCTIONS FO	R	☐ AGAINST	□ VOTE WITHHEL		

2° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
3° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
4° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
5° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
6° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
7° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD
8° resolution:			
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	☐ AGAINST	□ VOTE WITHHELD

9° resolution:				
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD	
	EXTRAORDINARY SESSION	ON		
1° resolution:				
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS				
AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	☐ VOTE WITHHELD	
2° resolution:				
☐ CONFIRMS THE INSTRUCTIONS				
□ VOIDS THE INSTRUCTIONS				
☐ AMENDS THE INSTRUCTIONS	☐ FOR	AGAINST	□ VOTE WITHHELD	
C) A	MENDEMENTS OR ADDITION	ONS (12)		
In the event amendments or addition approval, the undersigned authorizes way indicated in the instructions above	the Designated Representati	ive to vote, if necessary, o	other than in the	
	ORDINARY SESSION			
1° resolution:				
Amendment/addition propose     CONFIRMS THE INSTRUCTIONS	d by the <b>Administrative bod</b>	l <b>y</b> (13)		
☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD	
Amendment/addition propose	d by the <b>majority sharehold</b>	ors (14)		
<ul> <li>Amendment/addition proposed by the majority shareholders (14)</li> <li>CONFIRMS THE INSTRUCTIONS</li> </ul>				
□ VOIDS THE INSTRUCTIONS				
☐ AMENDS THE INSTRUCTIONS	☐ FOR	AGAINST	☐ VOTE WITHHELD	
Amondment/addition propose				
	d by the <b>minority sharehold</b>	lers (14)		
☐ CONFIRMS THE INSTRUCTIONS ☐ VOIDS THE INSTRUCTIONS	d by the <b>minority sharehold</b>	lers (14)		

2° resolution:			
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the <b>Administra</b>	tive body (13)	
□ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the <b>majority sh</b>	nareholders (14)	
UVOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
■ Amendment/addition propos     □ CONFIRMS THE INSTRUCTIONS     □ VOIDS THE INSTRUCTIONS	sed by the <b>minority sh</b>	nareholders (14)	
			NOTE WITH HELD
AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
3° resolution:			
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the <b>Administra</b>	tive body (13)	
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the majority sh	areholders (14)	
☐ VOIDS THE INSTRUCTIONS			
$\ \square$ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the minority sh	nareholders (14)	
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
4° resolution:			
<ul> <li>Amendment/addition propos</li> </ul>	and by the Administra	tive body (13)	
☐ CONFIRMS THE INSTRUCTIONS	sed by the <b>Administra</b>	live body (13)	
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	□ FOR	AGAINST	☐ VOTE WITHHELD
Amendment/addition propos     CONFIRMS THE INSTRUCTIONS	sed by the <b>majority s</b> h	areholders (14)	
□ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	AGAINST	□ VOTE WITHHELD
■ Amendment/addition propos     □ CONFIRMS THE INSTRUCTIONS     □ VOIDS THE INSTRUCTIONS	sed by the minority sh	nareholders (14)	

☐ AGAINST

□ VOTE WITHHELD

FOR

 $\hfill\square$  AMENDS THE INSTRUCTIONS

5° resolution:			
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>Administrative boo</b>	dy (13)	
AMENDS THE INSTRUCTIONS	FOR	AGAINST	□ VOTE WITHHELD
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>majority sharehold</b>	lers (14)	
$\ \square$ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>minority sharehold</b>		
AMENDS THE INSTRUCTIONS	FOR	AGAINST	□ VOTE WITHHELD
6° resolution:			
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	d by the <b>Administrative boo</b>	dy (13)	
☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>majority sharehol</b> d	lers (14)	
☐ AMENDS THE INSTRUCTIONS	FOR	AGAINST	□ VOTE WITHHELD
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>minority sharehol</b> d	lers (14)	
☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
7° resolution:			
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS	d by the <b>Administrative boo</b>	dy (13)	
☐ VOIDS THE INSTRUCTIONS ☐ AMENDS THE INSTRUCTIONS	□ FOR	AGAINST	□ VOTE WITHHELD
Amandmant/addition propaga	d by the majority charehold	lore (14)	
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	a by the <b>majority snarenol</b> d	lers (14)	
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition proposed     CONFIRMS THE INSTRUCTIONS     VOIDS THE INSTRUCTIONS	d by the <b>minority sharehold</b>	ders (14)	

$\square$ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
8° resolution:			
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>Administrative body</b>	7 (13)	
$\ \square$ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>majority shareholde</b>	rs (14)	
☐ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>minority shareholde</b>	ers (14)	
☐ AMENDS THE INSTRUCTIONS	FOR	AGAINST	□ VOTE WITHHELD
9° resolution:			
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>Administrative body</b>	(13)	
☐ AMENDS THE INSTRUCTIONS	☐ FOR	AGAINST	□ VOTE WITHHELD
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>majority shareholde</b>	rs (14)	
$\ \square$ AMENDS THE INSTRUCTIONS	☐ FOR	☐ AGAINST	□ VOTE WITHHELD
<ul> <li>Amendment/addition proposed</li> <li>CONFIRMS THE INSTRUCTIONS</li> <li>VOIDS THE INSTRUCTIONS</li> </ul>	by the <b>minority shareholde</b>	ers (14)	
☐ AMENDS THE INSTRUCTIONS	FOR	AGAINST	☐ VOTE WITHHELD

# **EXTRAORDINARY SESSION**

# 1° resolution:

<ul> <li>Amendment/addition propose</li> <li>CONFIRMS THE INSTRUCTIONS</li> </ul>	ed by the <b>Adminis</b>	strative body (13)	
□ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
A			
<ul> <li>Amendment/addition propose</li> <li>CONFIRMS THE INSTRUCTIONS</li> </ul>	ed by the <b>majority</b>	y shareholders (14)	
□ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
Amendment/addition propose	ed by the <b>minority</b>	v sharaholdars (14)	
☐ CONFIRMS THE INSTRUCTIONS	ca by the minority	y silarenolaers (14)	
☐ VOIDS THE INSTRUCTIONS			
AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
2° resolution:			
Amendment/addition propose	ed by the <b>Adminis</b>	strative body (13)	
☐ CONFIRMS THE INSTRUCTIONS			
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	□ VOTE WITHHELD
Amendment/addition propose	ed by the majority	y shareholders (14)	
CONFIRMS THE INSTRUCTIONS			
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
Amendment/addition propose	ed by the <b>minority</b>	y shareholders (14)	
CONFIRMS THE INSTRUCTIONS			
☐ VOIDS THE INSTRUCTIONS			
☐ AMENDS THE INSTRUCTIONS	FOR	☐ AGAINST	☐ VOTE WITHHELD
In the event shareholders propose the			
the Italian Civil Code in relation to the Designated Representative votes as		inancial statements, the undersign	ed requests that the
		☐ FOR ☐ AGAINST	□ VOTE WITHHELD
DATE		SIGNATURE	

## Instructions on how to complete and send the form

- 1. The original copy of the **Proxy Form**, to be forwarded to the Company by way of the Designated Representative with the relative **voting instructions** must be sent by mail (along with the proof of signatory poker referred to below) by **17/04/2012** to Servizio Titoli S.p.A Via Lorenzo Mascheroni, 19 20145 Milan. A fax copy may be sent by the same date along with a declaration stating that is an authentic copy of the original via one of the following means:
  - fax +39 02 46776850
  - attached to an e-mail sent to ufficiomilano@pecserviziotitoli.it
- 2. Specify the role of the party signing the proxy and attach, if necessary, proof of signatory powers.
- 3. To be completed if the owner of the share is different from the party signing the proxy, relative details must be provided.
- 4. List the Securities account number, the bank coordinates of the where the Securities are deposited (ABI and CAB codes), or the name found on the statement relative to the Securities account.
- 5. Any reference to the notice sent by the intermediary and name, if different from the bank where the Securities are deposited as per point 4 above.
- 6. A valid form of identification of the party signing the proxy must be provided.
- 7. First and last name of the party signing the proxy and the voting instructions must be provided.
- 8. Pursuant to Art. 135-undecies, paragraph 3, of Legislative Decree n. 58/1998, "The shares subject to proxy, including partial, will be calculated for the purposes of the regular constitution of the shareholders' meeting. If no voting instructions are provided for a proposed resolution the shares will not be considered for the purposes of calculating the majority or the quorum needed for approval".
- 9. The resolutions submitted to the shareholders for approval, summarized herein, can be found in the reports published on the website of the company <a href="www.gruppoigd.it">www.gruppoigd.it</a>. In the event unforeseen circumstances should develop or if amendments or addition to the resolutions are submitted to the shareholders, Servizio Titoli S.p.A., in its quality as Designated Representative, while not in a situation of potential conflict of interest, does not intend to request authorization to vote other than indicated in the voting instructions received.
- 10. As of the publication of this form no proposals (lists) have been presented, insofar as the Annual General Meeting will be called upon to resolve on those proposals (lists) submitted subsequent to the publication of the notice of call made available to the public, in accordance with the law, on the company's website "www.gruppoigd.it" listing them, if necessary, in numerical order.
- 11. In the event circumstances, unforeseeable at the time the proxy was issued, should develop, of which the delegating party cannot be apprised, it's possible to: a) confirm the voting instructions already provided; b) void the voting instructions already provided; c) amend the voting instructions already provided. If no choice is made it will be understood that the voting instructions in sub A) are confirmed.
- 12. In the event amendments or additions to the resolutions are proposed, it's possible to: a) confirm the voting instructions already provided; b) void the voting instructions already provided; c) amend the voting instructions already provided. If no choice is made it will be understood that the voting instructions in sub A9 are confirmed.
- 13. In the event an administrative body or who is chairing the AGM submits substitute resolution for approval, independent of who is proposing the substitute resolution, the voting instructions provided herein substitute the prior instructions..
- 14. In the event a resolution does not obtain the majority necessary to be approved and a shareholder submits an alternative resolution, the prior voting instructions, if provided, will be considered for the purposes of the alternative proposals. The delegating party may indicate how he/she would like to vote on the alternative resolutions if submitted and these instructions are binding for the Designated Representative who will vote only if the alternative resolution reflects the voting instructions. The voting instructions for each item may be the same.

### Legislative Decree n. 58/98 (TUF)

### 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 provided 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):
- b) 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 bylaws 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 County.
- 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.
- Instructions may be volded by the deadmines related to in paragraph i 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, any action taken by the shareholder 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 in direct 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.

### Civil Code

### Art. 2393

### (Derivative action)

- 1. Actions taken against the directors may be brought pursuant to a resolution approved by the shareholders, even if the company is in the process of being liquidated.
- 2. Shareholders may resolve to take action against the directors in relation to the examination and discussion of the year-end financial statements, even if said discussion is not one of the items on the agenda, when the facts in question relate to that period.
- 3. Derivative action may also be taken on the basis of a resolution approved by the Board of Statutory Auditors with a two-thirds majority.
- 4. The action may be taken within five years from the time a director is no longer in office.
  5. The approval of the derivative action results in the termination of the office held by those directors party to the action, as long the resolution is approved by at least one-fifth of the
- share capital. In this instance, the shareholders will appoint substitute directors.

  6. In accordance with the first and second paragraphs of Article 2393-bis the company may choose not to proceed with the derivative action as long as the shareholders approve the motion and as long as, in the case of joint stock company, a minority of the shareholders representing at least one-fifth of the share capital or, in the case of a listed company, one-twentieth of the share capital, does not object."

### PROTECTION OF DATA AND PERSONAL INFORMATION "TREATMENT OF PERSONAL DATA" INFORMATION PROVIDED PURUSANT TO ART. 13 OF LEGISLATIVE DECREE 196 OF 30.6.2003

Pursuant to Article 13 of Legislative Decree n. 196 of 30 June 2003, containing the regulations for the treatment of personal data (hereinafter referred to as "the Code") Servizio Titoli S.p.A. (hereinafter referred to as "ServizioTitoli") in its capacity as owner and responsible for the treatment of the personal data (the "Data") would like to inform you of the following:

## PURPOSE OF THE TREATMENT

data. The updated list of other internal and external treatment officers will be kept at Servizio Titoli's registered offices.

- The data provided will be processed by Servizio Titoli 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 Servizio Titoli;
  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 Servizio Titoli 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 Servizio Titoli to establish and manage the relationship.

The data may be accessed solely by members of Servizio Titoli's staff in order to fulfil their duties, with the exception of Item 4, 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. The owner of the treatment is Servizio Titoli, in the person of the executive director, with registered offices in Milan, via Mantegna, 6, postal code 20154.

Servizio Titoli's Head of Data Treatment is Massimo Zirulia, Esq., who is responsible for complying with any and all requests relating to the treatment and processing of personal

## DISCLOSURE TO THIRD PARTIES

Servizio Titoli may share the data provided for the same purposes above with:

- a) Authorities and supervisory bodies or other entities indicated by the former pursuant to provisions issued by them or legal obligations, including EC, regulations or administrative procedure
- TRANSER OF DATA ABROAD

The data provided may also be transferred abroad, within the European Union, for the same purposes listed in Item 1. above, with or without the use of electronic or automatic devices.

## MEANS OF TREATMENT AND PROCESSING

Servizio Titoli 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.

As Servizio Titoli is part of the London Stock Exchange Group, the Data provided may also be stored on electronic devices housed at LSE plc, its subsidiaries and affiliates. 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.

## 5. EXERCISE OF RIGHTS

S. EXERCISE OF RIGHTS

Pursuant to Art. 7 of the Code the parties who provide data have certain rights which include the ability to request access to his/her data, to obtain a copy of the data treated, as well as request that the data be updated, amended, eliminated or blocked and object entirely or in part, for legitimate reasons, to their treatment.

The interested party may exercise the rights above by contacting, in accordance with the law, the Owner or Head of Data Treatment indicated above at Servizio Titoli S.p.A., via Mantegna, 6, 20154 Milan.

This information was updated in January 2011.

Servizio Titoli S.p.A