

**PROXY FORM FOR THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE  
DECREE 58/1998**

\_\_\_\_\_<sup>(1)</sup>, in  
my capacity as the \_\_\_\_\_<sup>(2)</sup>,  
owner of n. / voting rights related to n. \_\_\_\_\_ ordinary shares in *Immobiliare Grande  
Distribuzione Società di Investimento Immobiliare Quotata S.p.A*

**APPOINT**

\_\_\_\_\_<sup>(3)</sup>  
with the possibility of being substituted by \_\_\_\_\_<sup>(4)</sup>  
as my proxy agent to attend and vote at the Ordinary and Extraordinary Annual General Meeting  
convened at 10:00 a.m. on 19 April 2012 at IGD SIIQ S.p.A.'s headquarters in Bologna, Via Trattati  
Comunitari Europei 1957-2007, 13, in first call, and, if necessary, in second call, on 20 April 2011 at  
the same time and place, to resolve on the following agenda:

**Ordinary session**

1. 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 accordance with Art. 123-ter, paragraph 6, of Legislative Decree n. 58/98; related and consequent resolutions;
2. Authorization to buy and sell treasury shares; related and consequent resolutions;
3. Appointment of the Board of Directors
  - 3.1. Determination of the number of directors
  - 3.2. Determination of the Board of Directors' term of office
  - 3.3. Appointment of the Board of Directors
  - 3.4. Determination of the Board of Directors' remuneration
4. Appointment of the Board of Statutory Auditors

<sup>1</sup> Provide first and last name, or name of the company (as it appears in the notice received regarding attendance of the Annual General Meeting pursuant to art. 83-sexies of Legislative Decree 58/1998), Tax ID number or VAT number, complete address of the principal's domicile or registered office.

<sup>2</sup> Specify in which capacity the principal is signing the proxy (for example, shareholder, legal representative of the shareholders, party holding voting rights; in this instance, specify under what title – guarantee, usufruct, etc. – the voting right has been granted to a party other than the owner of the shares).

<sup>3</sup> Specify the first and last name or name of the company, Tax ID number or VAT number, complete address of the proxy agent's domicile or registered office.

<sup>4</sup> Specify the first and last name or name of the company, Tax ID number or VAT number, complete address of the proxy agent's substitute's domicile or registered office.

- 4.1. Appointment of three standing and two alternate auditors
- 4.2. Appointment of the Chairman of the Board of Statutory Auditors
- 4.3. Determination of the Board of Statutory Auditors' remuneration

**Extraordinary session**

- 1. Amendment of Articles 6, 16 and 26 of the corporate by-laws; related and consequent resolutions;
- 2. 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.

granting the powers necessari to exercise voting rights in his/her name and on his/her behalf<sup>56</sup>.

Date and place

Signature of the principal

---

---

---

<sup>5</sup> Please note that pursuant to Art. 118, paragraph 2 (c), of the regulation approved by Consob in Resolution n. 11971/1999, as subsequently amended, equity interests which must be disclosed for the purposes of Art. 120 of Legislative Decree n. 58 dated 24 February 1998 involve shares with respect to which "voting rights are granted via proxy, to the extent that this right may be exercised on a discretionary basis and without specific instructions from the principal".

<sup>6</sup> We advise those parties entitled to attend and vote at the annual general meeting, and their proxy agents, to take into account the provisions of Art. 135-decies Legislative Decree n. 58 dated 24 February 1998 regarding conflict of interest of the representative and substitutes.

## **INSTRUCTIONS – HOW TO ADVISE IGD SIIQ S.P.A. OF THE PROXY**

Pursuant to Art. 135-*novies* of Legislative Decree. 58/1998, the designated representative may substitute the original proxy with a copy, including digital, declaring, under his/her responsibility, that the proxy conforms with the original and the identity of the principal.

The proxy and the above mentioned declaration may be sent to the Company via certified e-mail to [legal\\_ig-dsiiqspa@pec.gruppoigd.it](mailto:legal_ig-dsiiqspa@pec.gruppoigd.it), or by mail to IGD's headquarters in Bologna - Via Trattati Comunitari Europei 1957-2007,# 13. In this instance the envelope containing the proxy and the declaration must contain the following notation "*contains a proxy for attendance at the annual general meeting pursuant to Art. 135-novies of Legistlative Decree. 58/1998*".

The designated representative must keep the original proxy and any voting instructions received for one year, as of the conclusion of the annual general meeting.

## **TREATMENT OF PERSONAL DATA**

Please note that pursuant to Art. 13 of Legislative Decree 196/2003, the data contained in the proxies will be treated by IGD SIIQ S.p.a. solely for purposes connected to the annual general meeting in accordance with the law governing personal data protection.

This data may be distributed or disclosed to specific parties in order to comply with obligations under the law, regulations or EU norms or any measures mandated by legitimate Authorities or supervisory and control bodies.

The parties who provide data are entitled to know, at any time, what data IGD SIIQ S.p.a. possesses, the origin and how this information is being used; the parties may also request that the data be updated, changed, substituted or eliminated and object to their treatment by contacting the responsible parties in accordance with Art. 7 of Legislative Decree 196/2003.