

Annexes to the regulation implementing Italian Legislative Decree 58 of 24 February 1998, concerning the discipline of issuers (adopted by Consob under resolution No. 11971 of 14 May 1999 and subsequently amended by resolutions No. 12475 of 6 April 2000, No. 13086 of 18 April 2001, No. 13106 of 3 May 2001, No. 13130 of 22 May 2001, No. 13605 of 5 June 2002, No. 13616 of 12 June 2002, No. 13924 of 4 February 2003, No. 14002 of 27 March 2003, No. 14372 of 23 December 2003, No. 14692 of 11 August 2004, No. 14743 of 13 October 2004, No. 14990 of 14 April 2005, No. 15232 of 29 November 2005, No. 15510 of 20 July 2006, No. 15520 of 27 July 2006, No. 15586 of 12 October 2006, No. 15915 dated 3 May 2007, No. 15960 dated 30 May 2007, No. 16515 of 18 June 2008, No. 16709 of 27 November 2008, No. 16840 of 19 March 2009, No. 16850 of 1 April 2009, No. 16893 of 14 May 2009 and no. 17002 of 17 August 2009, 17221 of 12 March 2010, 17326 of 13 May 2010 and no. 17389 of 23 June 2010 and no. 17592 of 14 December 2010 17679 of 1 March 2011 and 17730 of 31 March 2011)¹.

¹ Resolution 11971 and the attached Regulation are published in Ordinary Supplement 100 to Official Gazette 123 of 28 May 1999, and in CONSOB, Monthly Bulletin, 5/99. Resolution 12475 of 6 April 2000 is published in Ordinary Supplement 69 to Official Gazette 105 of 8 May 2000, and in CONSOB, Monthly Bulletin, 4/2000. Resolutions 13086 of 18 April 2001, 13106 of 3 May 2001 and 13130 of 22 May 2001 are published in Ordinary Supplement 150 to Official Gazette 137 of 15 June 2001, and in CONSOB Special Bulletin 1/2001. Resolution 13605 of 5 June 2002 is published in the Official Gazette, 137 of 13 June 2002 and in CONSOB Fortnightly Bulletin 6.1, June 2002. Resolution 13616 of 12 June 2002 is published in Official Gazette 148 of 26 June 2002 and in CONSOB Fortnightly Bulletin 6.1, June 2002. Resolution 13924 of 4 February 2003 is published in Official Gazette 36 of 13 February 2003 and in CONSOB Fortnightly Bulletin 2.1, February 2003. Resolution 14002 of 27 March 2003 is published in Official Gazette 90 of 17 April 2003 and in CONSOB Fortnightly Bulletin 3.2, March 2003. Resolution 14372 of 23 December 2003 is published in Official Gazette 301 of 30 December 2003 and in CONSOB Fortnightly Bulletin 12.2, December 2003; it entered into force on the day of its publication in the Official Gazette. Resolution 14692 of 11 August 2004 is published in Official Gazette 195 of 20 August 2004 and in CONSOB Fortnightly Bulletin 8.1, August 2004; it entered into force on the day after its publication. Resolution 14743 of 13 October 2004 is published in Official Gazette 243 of 15 October 2004 and in CONSOB Fortnightly Bulletin 10.1, October 2004; it entered into force on the day of its publication in the Official Gazette. Resolution 14990 of 14 April 2005 is published in Ordinary Supplement 81 to Official Gazette 103 of 5 May 2005 and in CONSOB Fortnightly Bulletin 4.2, April 2005; it entered into force on the day after its publication in the Official Gazette. Resolution 15232 of 29 November 2005 is published in Ordinary Supplement 201 to Official Gazette 290 of 14 December 2005 and in CONSOB Fortnightly Bulletin 11.2, November 2005; it entered into force on 1 January 2006, except for certain provisions indicated in the footnotes, which entered into force on 1 April 2006. Resolution 15232 also envisaged that the amendments to the rules on offering and listing prospectuses apply to applications for authorisation to publish prospectuses reaching Consob after 1 January 2006. Resolution 15510 of 20 July 2006 is published in Official Gazette 174 of 28 July 2006 and in CONSOB Fortnightly Bulletin 7.2, July 2006. Resolution 15520 of 27 July 2006 is published in Official Gazette 184 of 9 August 2006 and in CONSOB Fortnightly Bulletin 7.2, July 2006; it entered into force on the day after its publication in the Official Gazette. Resolution 15586 of 12 October 2006 is published in Official Gazette 246 of 21 October 2006 and in CONSOB Fortnightly Bulletin 10.1, October 2006; it entered into force on the day after its publication in the Official Gazette. Resolution 15915 of 3 May 2007 is published in Ordinary Supplement 115 to Official Gazette 111 of 15 May 2007 and in CONSOB Fortnightly Bulletin 5.1, May 2007; it entered into force on the day after its publication in the Official Gazette, except for the matters envisaged by the transitional provisions. Resolution 15960 of 30 May 2007 is published in the Official Gazette 134 of 12 June 2007 and in CONSOB, Fortnightly Bulletin 5.2, May 2007; it entered into force on the day after its publication in the Official Gazette. Resolution 16515 of 18 June 2008 is published in Official Gazette 146 of 24 June 2008 and in CONSOB Fortnightly Bulletin 6.2, June 2008; it entered into force on the day after its publication in the Official Gazette. Resolution 16709 of 27 November 2008 is published in Official Gazette 288 of 10 December 2008 and in CONSOB Fortnightly Bulletin 11.2, November 2008; it entered into force on the day after its publication in the Official Gazette. Resolution 16840 of 19 March 2009 is published in Ordinary Supplement 43 to Official Gazette 81 of 7 April 2009 and in CONSOB Fortnightly Bulletin 3.2, March 2009; it entered into force as from 1 July 2009, except for matters indicated under point II of the resolution relating to Articles 34-ter, 34-terdecies, 57 and 144-duodecies. Resolution 16850 of 1 April 2009 is published in Ordinary Supplement 45 to Official Gazette 83 of 9 April 2009 and in CONSOB Fortnightly Bulletin 4.1, April 2009; it entered into force on the fifteenth day following its publication in the Official Gazette, except for matters indicated in point IV of the resolution (see note to Article 65-bis). Resolution 16893 of 14 May 2009 is published in Official Gazette 115 of 20 May 2009 and in CONSOB Fortnightly Bulletin 5.1, May 2009; it entered into force on the day after its publication in the Official Gazette. Resolution 17002 of 17 August 2009 was published in Official Gazette 192 of 20 August 2009 and in CONSOB Fortnightly Bulletin 8.2, August 2009; it entered into force on the day after its publication in the Official Gazette. Resolution no. 17221 of 12 March 2010 is published in Official Gazette no. 70 of 25 March 2010 and in CONSOB Fortnightly Bulletin no. 3.1, March 2010; it entered into force from the fifteenth day following its publication in the Official Gazette except where otherwise dictated by the provisions of point IV.2 of the resolution. Resolution no. 17326 of 13 May 2010 was published in Official Gazette no. 116 of 20 May 2010 and in CONSOB Fortnightly Bulletin no. 5.1, May 2010; it entered into force from the fifteenth day following its publication in the Official Gazette except where otherwise dictated by the provisions of point III of the resolution. Resolution no. 17389 of 23 June 2010 was published in Official Gazette no. 152 of 2 July 2010 and in CONSOB Fortnightly Bulletin no. 6.2, June 2010, with regard to entry into force of the provisions of Resolution no. 17221 of 12 March 2010 as amended by Resolution no. 17389 of 23 June 2010. Resolution no. 17592 of 14.12.10 is published in the Official Gazette no. 4 of 7 January 2011 and in CONSOB Fortnightly Bulletin no. 12.2, December 2010; It will come into effect from the fifteenth day after its publication in the Official Gazette, unless otherwise provided in point II.1 of the resolution. Resolution 17679 of 1 March 2011 is published in Official Gazette 58 of 11 March 2011 and in CONSOB, Fortnightly Bulletin 3.1, March 2011, in force since 1 July 2011. Resolution 17730 of 31 March 2011 is published in Ordinary Supplement 95 to Official Gazette 81 of 8 April 2011 and in CONSOB Fortnightly Bulletin 3.2, March 2011; this has been in force since the day after its publication in the Official Gazette and also applies to voting proxy solicitations for which the notice required by article 136 of the Issuers' Regulation has been published.

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ANNEX 5
PROXY VOTING

ANNEX 5A^(*)**Form to confer proxy on the appointed representative
in accordance with Article 135-undecies of the Consolidated Law**

Part 1 of 2

PROXY FORM AND VOTING INSTRUCTIONS**(N.B.: the text of the regulations referred to on the form should be printed on the back of the form)**

Mr./Ms. (name/personal details)
 in his/her capacity as "Appointed Representative" in accordance with Article 135-undecies of Legislative Decree no. 58/1998 of (name of issuing company)
 replaced if necessary by the following (name/personal details of any replacement)
 is gathering proxies for the shareholders' meeting set for (date) in the manner and time-frames set out in the notice convening the meeting published on the Internet site of the company on

The proxy and voting instructions may be revoked by (time) (date)..... (by the second business day prior to the date set for the shareholders' meeting) in accordance with the following

The delegating party will not have to pay anything for granting this proxy and voting instructions

Indication of any conflicts of interest of the Appointed Representative (and any replacements)

.....

PROXY FORM*(Section to use to notify the company through the appointed representative- Please complete)*

Mr./Ms. (name/personal details of the party with the voting rights)
 born in on, resident in (town)
 in (address) Tax Code.....

Information to include at the discretion of the delegating party:

- disclosure no. (reference to the disclosure provided by the intermediary)
 - any identification codes.....

APPOINTS the Appointed Representative to take part and vote at the above mentioned shareholders' meeting as per the instructions provided with reference to no. shares registered in security account no. at (depository intermediary) ABI CAB

STATES that he/she is aware that the proxy voting powers given to the Appointed Representative may only contain voting instructions for some of the motion proposals on the agenda and if this is the case, the vote will only be exercised for the proposals that the voting instructions were given for.

The undersigned (surname and name of the signing party only if different from the share owner)

.....
 signs this proxy in his/her capacity as (tick the appropriate box)

pledgee taker-in beneficial interest holder receiver manager
 legal representative or agent with authority to sub-delegate

DATE

SIGNATURE

^(*) Annex replaced in this manner by resolution no. 17592 of 14.12.2010.

Part 2 of 2

VOTING INSTRUCTIONS*(Section containing information for the Appointed Representative only – Tick the boxes that apply)*

The undersigned..... *(name/personal details)* appoints the Appointed Representative to vote in accordance with the following voting instructions at the shareholder's meeting convened for by *(name of issuing company)*

A) RESOLUTIONS SUBMITTED FOR VOTING (*)

1st IN FAVOUR AGAINST ABSTAINING

(indication of any personal interests or third party interests of the Appointed Representative or his/her replacements with respect to the proposed resolution).....

2nd IN FAVOUR AGAINST ABSTAINING

(indication of any personal interests or third party interests of the Appointed Representative or his/her replacements with respect to the proposed resolution).....

3rd (in the event of list vote) LIST No.. ... [AGAINST ABSTAINING]⁽¹⁾

(indication of any personal interests or third party interests of the Appointed Representative or his/her replacements with respect to the proposed resolution).....

(1) Against or abstaining for all the lists

B) If events should occur that were **not known when issuing the proxy⁽²⁾ the undersigned, with reference to the**

1st resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING

AUTHORISES the Appointed Representative to vote differently from the instructions received⁽³⁾

2nd resolution

CONFIRMS THE INSTRUCTIONS

Revokes THE (*)

CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING

AUTHORISES the Appointed Representative to vote differently from the instructions received⁽³⁾

3rd resolution.....

(2) If significant events should occur that were not known when issuing the proxy, that cannot be communicated to the delegating party, it is possible to choose between: a) confirmation of the voting instructions already given; b) change in the voting instructions already given; c) revocation of the voting instructions already given; d) authorisation of the Appointed Representative to express a vote that is different from the one indicated in section A) of these instructions if the intervening events make it seem reasonable to infer that if the delegating party had known of them, he/she would have changed the voting instructions to that effect. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.

(3) This option may be put on the form only if the Appointed Representative and his or her replacements do not have any conflicts of interest as noted under Article 135-*decies* of Legislative Decree no. 58/1998

C) In the event of any voting on **changes or **additions** to the motions submitted to the shareholders' meeting⁽⁴⁾, with reference to the**

1st resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING

AUTHORISES the Appointed Representative to vote differently from the instructions received⁽⁶⁾

2nd resolution

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS (*)

CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING

AUTHORISES the Appointed Representative to vote differently from the instructions received⁽⁶⁾

3rd resolution

(4) In the event there are changes or additions to the motions proposed to the shareholders' meeting, it will be possible to choose between: a) confirmation of the voting instructions already given if any; b) change in the voting instructions already given or giving voting instructions; c) revocation of the voting instructions already given; d) authorisation of the Appointed Representative to express a vote that is different from the one indicated in section A) of these instructions if it would be reasonable to infer that the delegating party would have changed the voting instructions to that effect if he or she had known about the changes or additions. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.

(5) The Appointed Representative may allow for differentiation of the choices due to the party that proposes the changes or additions (for example the board of directors, majority shareholders, minorities, or other).

(6) This option may be put on the form only if the Appointed Representative and his or her replacements do not have any conflicts of interest as set out under Article 135-*decies* of Legislative Decree no. 58/1998.

In the event the shareholders vote on a **liability action** proposed in accordance with Article 2393.2 of the Italian Civil Code at approval of the financial statements, the undersigned will appoint the Appointed Representative to vote in accordance with the following: IN FAVOUR AGAINST ABSTAINING

(* In accordance with Article 135-*undecies*, sub-paragraph 3 of Legislative Decree no. 58/1998, “*The shares for which the proxy is being conferred, including partially, will be counted for the purposes of reaching quorum at the shareholders' meeting. With respect to the proposals for which no voting instructions were given, the shareholder's shares will not be counted for the purpose of calculating majorities or the portion of capital required to approve the resolutions*”

DATE

SIGNATURE

ANNEX 5B^(*)***Model proxy statement to be distributed when soliciting proxies¹***

Cover – Include the following notice

“The solicitation of proxies is governed by Articles 136 *et seq.* of Legislative Decree no. 58 of 24 February 1998 and Articles 135 *et seq.* of Consob Resolution no. 11971 of 14 May 1999 as amended (Issuers’ Regulations)”.

Section I – Information regarding the issuer and the shareholders’ meeting

1 – Name and registered office of the issuer.

2 – Day, time and place of the shareholders’ meeting.

3 – Items on the agenda.

4 – List of documents prepared by the issuer for the shareholders’ meeting referred to in the notice convening the meeting in accordance with Article 125-*bis*, sub-paragraph 4, letter d) of the Consolidated Law and indication of the Internet site where said document can be found or will be available.

5 – Specify that the aforesaid documents are available to the public, at their registered office, on the Internet site of the issuer, and with the other means indicated in Chapter I, Title II, Part III of the Issuers’ Regulations. Specify that the shareholders, in accordance with Article 130 of the Consolidated Law, will have the right to view all the records filed at the registered office of the issuer on previously convened shareholders’ meetings and can get copies at their own expense.

Section II – Information about the promoter

1 – Name and legal status of the promoter or name and surname (for natural persons).

2 – Registered office or domicile (for natural persons).

3 – If the promoter is a legal entity, indicate the owners of the significant shareholdings and the parties that control the company, including jointly. Description of the contents of any shareholders’ agreements regarding the company.

4 – Description of the business.

5 – Indication of the number and categories of securities owned by the promoter and the companies belonging to the group (parent, subsidiary and or jointly controlled parties) that the promoter belongs to, specifying the securities owned and what percentage they make up of the share capital. Indication of the securities with voting rights.

6 – If the promoter has a beneficial interest or pledge on the securities of the issuer, or has agreed loan contracts or repurchase agreements for these securities, indicate the quantity of securities and the party who has the voting rights.

^(*) Annex first replaced with resolution 17592 of 14 December 2010 and then amended with resolution 17730 of 31 March 2011 within the terms set forth in the following notes.

¹ The proxy statement must contain all the information indicated in this model, even if the information and notices are in the negative.

7 – If the promoter or a company belonging to its group has acquired financial positions through instruments or derivative contracts with the issuer's securities as the underlying asset:

– indication of the number and category of the issuer's securities underlying the instruments and derivative contracts that give the promoter or the company belonging to its group the unconditional right or discretionary power to acquire these securities, through physical delivery or by settling the differential in cash;

– indication of the number and category of the issuer's securities underlying the instruments and derivative contracts that give the promoter or the company belonging to its group the unconditional right or discretionary power to sell these securities, through physical delivery or by settling the differential in cash;

8 – Description of any conflicts of interest as provided under Article 135-*decies* of the Consolidated Law, or of any other conflict of interest that the promoter has, directly or indirectly, with the issuer, specifying the subject matter and extent of these interests.

9 – Indication of any financing received to promote the solicitation.

10 – Without prejudice to the provisions of Article 135-*decies*, sub-paragraph 3 of the Consolidating Act, indication of any replacement.

Section III – Information on the vote

1 – Specification of the motion proposals (if the solicitation concerns proposals regarding the appointment of corporate bodies, the proxy statement will contain the identifying details of the persons that the customer wishes to vote for, along with their CVs) or any recommendations, declarations or other indications that they wish to accompany the request for conferring the proxy.

2 – Detailed explanation of the reasons why the promoter proposes to exercise the vote in the manner stated in the proxy statement and proxy form. Indication of any programs on the issuer related to the solicitation.

3 – Note whether the promoter intends to exercise the vote only if the proxy is issued in accordance with the proposals noted at item 1 of this section. If the proxy solicitation has been promoted by the issuing company, note whether it must exercise the vote, even if the proxy has not been issued in accordance with its proposals.

4. Note of any other information needed for the solicited party to make an informed decision regarding conferral of the proxy.

Section IV – Information on the granting and revocation of the proxy

1 – Specification that the form must be signed and dated by the party with the voting right in order for the proxy to be valid.

2 - Indication of the final date by which the form must arrive to the promoter ^(*).

^(*) Point amended with resolution 17730 of 31 March 2011 which took out the words: "indication of the possibility that that document arrives to the broker through the most recent intermediary".

3 - Indication of the fact that, where expressly authorised by the party requested, if significant circumstances occur which are unknown when the proxy is issued and which may not be notified to that party, and may make it reasonable to deem that if that party had known them, he would have provided approval, the broker that is not the issuer may exercise the vote not in accordance with the one proposed. Indication of the fact that if the aforementioned significant circumstances occur and the proxy was not authorised to exercise the non-compliant vote, the mandate is understood as confirmed ^(*).

4 - Indication that the proxy may always be revoked through a written statement submitted to the intermediary by the day before the shareholders' meeting ^(**).

Include the following declaration of responsibility

“Without prejudice to the information on the agenda made available by the issuer in accordance with prevailing law, the promoter declares that the information contained in this proxy statement and form is sufficient to permit the solicited party to make an informed decision regarding conferral of the proxy. The promoter will also be responsible for the completeness of the information provided during the course of the solicitation”.

Include the following specification

“This proxy statement was sent to Consob at the same time as it was provided to the solicitation recipients”.

Date

Signature of the promoter

^(*) Point amended with resolution 17730 of 31 March 2011 which replaced the words: "and the delegating party" with the words: "and the delegate".

^(**) Point amended with resolution 17730 of 31 March 2011 which added the words: "the shareholders' assembly".

ANNEX 5C(*)
Proxy solicitation form

PROXY FORM

(N.B.: the text of the regulations referred to on the form should be printed on the back of the form)

Mr./Ms. (name/personal details of the Promoter), replaced if necessary by..... (name/personal details of any replacements) intends to promote a solicitation of proxies for voting at the shareholders' meeting.....of..... (name of issuing company) convened for the(date) in the manner and time-frames set out in the notice convening the meeting published on the Internet site of the company on

The proxy may always be revoked by written statement made known to the promoter at least (the day before the shareholders' meeting) using the following means.....

The delegating party will not have to pay anything for signing this form

Mr./Ms. (name/personal details of the party holding the voting rights).
born in on, resident in (town)
in (address) Tax Code.....

Information to include at the discretion of the delegating party:
- disclosure no. (reference to the disclosure provided by the intermediary)
- any identification codes.....

ACKNOWLEDGING the possibility that the proxy to the Promoter may only contain voting instructions for some of the motion proposals on the agenda
HAVING VIEWED the proxy statement regarding the solicitation, with special regard to the existence of any conflicts of interest

APPOINTS the promoter to take part and vote at the above mentioned shareholders' meeting as per the instructions provided below with reference to no. shares registered in security account no. at (depository intermediary) ABI CAB

A) RESOLUTIONS SUBJECT TO SOLICITATION (*)

1st proposal of the Promoter..... ISSUE THE PROXY
 NO PROXY ISSUE

2nd proposal of the Promoter..... ISSUE THE PROXY
 NO PROXY ISSUE

3rd

If events should occur that were not known(1) when granting the proxy, that may not be communicated, the undersigned, with reference to the

1st proposal of the Promoter
 AUTHORISES the Promoter to vote differently to the proposal(2) (3)

2nd proposal of the Promoter
 AUTHORISES the Promoter to vote differently to the proposal(2) (3)

3rd

(1) The vote may be exercised differently only if the intervening events make it reasonable to infer that the delegating party would have given his/her approval if he/she had known about them
(2) This indication may be put on the form only if the Promoter is different from the issuing company
(3) If this authorisation is not given, the proxy will be understood to be confirmed

(*) Annex replaced in this manner by resolution no. 17592 of 14.12.2010.

B) If the promoter, who is not the issuing company, intends to exercise the vote even if not in accordance with its proposals, specify the proxy instructions regarding each resolution (*)

1st IN FAVOUR AGAINST ABSTAINING

2nd IN FAVOUR AGAINST ABSTAINING

3rd

C) OTHER RESOLUTIONS (not subject to solicitation) (*)

1st IN FAVOUR AGAINST ABSTAINING

2nd IN FAVOUR AGAINST ABSTAINING

3rd (in the event of list vote) LIST No.. ... [AGAINST ABSTAINING]⁽⁴⁾

(4) Against or abstaining for all the lists

For the resolutions indicated in sections B) and C), if events should occur that were **not known** when issuing the proxy⁽⁵⁾ the undersigned, with reference to the

1st resolution

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (*)
- CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING
- AUTHORISES the Promoter to vote differently from the instructions received⁽⁶⁾

2nd resolution

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (*)
- CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING
- AUTHORISES the Appointed Representative to vote differently from the instructions received⁽⁶⁾

3rd resolution

(5) If significant events should occur that were not known when issuing the proxy, that cannot be communicated to the delegating party, it is possible to choose between: a) confirmation of the voting instructions already given; b) change in the voting instructions already given; c) revocation of the voting instructions already given; d) authorisation of the Promoter to express a vote that is different from the one indicated in sections B) and C) of this form if the intervening events make it reasonable to infer that if the delegating party had known of them, he/she would have changed the voting instructions to that effect. If no choice is made, the voting instructions pursuant to sub-paragraphs B) and C) will be understood to be confirmed.

(6) This indication may be put on the form only if the Promoter is different from the issuing company

For the resolutions specified in sections B) and C), in the event of any voting on **changes** or **additions** to the motions submitted to the shareholders' meeting⁽⁷⁾, with reference to the

1st resolution

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (*)
- CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING
- AUTHORISES the Promoter to vote differently from the instructions received⁽⁹⁾

2nd resolution

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS (*)
- CHANGES THE INSTRUCTIONS: IN FAVOUR AGAINST ABSTAINING
- AUTHORISES the Promoter to vote differently from the instructions received⁽⁹⁾

3rd resolution

(7) In the event there are changes or additions to the motions proposed to the shareholders' meeting, it will be possible to choose between: a) confirmation of the voting instructions already given if any; b) change in the voting instructions already given or giving voting instructions; c) revocation of the voting instructions already given; d) authorisation of the Promoter, if different from the issuing company, to express a vote that is different from the one indicated in sections B) and C) of this form if it would be reasonable to infer that the delegating party would have changed the voting instructions to that effect if he or she had known about the changes or additions. If no choice is made, the voting instructions pursuant to sub-paragraphs B) and C) will be understood to be confirmed.

(8) The Promoter may allow for differentiation of the choices due to the party that proposes the changes or additions (for example the board of directors, majority shareholders, minorities, or other).

(9) This indication may be put on the form only if the Promoter is different from the issuing company

(*) In accordance with Article 138.6 of the Issuers' Regulations, in relation to the proposals for motions for which voting instructions were not given, the shares will in any case be used to calculate whether a quorum has been reached to form the shareholders' meeting; however these shares will not be counted for the purpose of calculating majorities or the portion of capital required to approve the resolutions

The undersigned (*surname and name of the signing party only if different from the share owner*)
signs this proxy form in his/her capacity as (*tick the appropriate box*)

- pledgee taker-in beneficial interest holder receiver manager
 legal representative or agent with authority to sub-delegate

DATE

SIGNATURE

ANNEX 5D^(*)
Proxy collection form

^(*) Annex repealed by resolution no. 17592 of 14.12.2010.