



Registered office: Milan, Via Cartesio 2 — Fully paid-in share capital Euro 68,000.00
Milan Register of Companies No. 07731860966, R.E.A No. MI – 1978319

GENERAL SHAREHOLDERS' MEETING ATTENDANCE PROXY FORM¹

With reference to the **Ordinary and Extraordinary General Shareholders' Meeting** of **axélero S.p.A.** convened on April 29, 2016 at 11:30am CET (first call) at Banca Popolare di Vicenza in Milan, via Turati 12 (Luzzati room), and, where necessary, on May 2, 2016 at the same place and time (second call), as announced in the notice of calling published on the company's website www.axelero.it/en/governance/shareholders-meeting and on the daily newspaper *Milano Finanza* on April 12, 2016;

Having acknowledged the Reports on the Items on the Agenda made available by the Company;

with this proxy form

I, the undersigned, (person signing the proxy form²)

Surname* Name*
Born in* on*
Resident in at
Tax code Valid identity
document (a copy must be attached hereto) No.....

in my capacity as
(tick the relevant box)

the party holding the voting rights arising from No.* ordinary shares of axélero S.p.A., in my capacity as (tick the relevant box)*

- | | | |
|--|----------------------------------|--|
| <input type="checkbox"/> shareholder | <input type="checkbox"/> pledgee | <input type="checkbox"/> contango broker |
| <input type="checkbox"/> usufructuary | <input type="checkbox"/> manager | <input type="checkbox"/> custodian |
| <input type="checkbox"/> other (specify) | | |

legal representative or another party vested with the suitable powers of representation of (indicate the legal person who is the Proxy Granter³)*

Registered office in* at* Tax
code (a copy of documents certifying the powers of
representation must be attached) holding the voting rights arising from No.* ordinary
shares of axélero S.p.A., in my capacity as (tick the relevant box)*:

- | | | |
|--|----------------------------------|--|
| <input type="checkbox"/> shareholder | <input type="checkbox"/> pledgee | <input type="checkbox"/> contango broker |
| <input type="checkbox"/> usufructuary | <input type="checkbox"/> manager | <input type="checkbox"/> custodian |
| <input type="checkbox"/> other (specify) | | |

as per notice (pursuant to Article 83-sexies of TUF) No. served by the
intermediary ABI CAB

(*) Mandatory field.

¹ Each person or party entitled to attend the Shareholders' Meeting may be represented by a person of his or her choice pursuant to written proxy in accordance with the applicable statutory provisions, by signing this proxy form.

² Indicate name and surname of the Proxy Granter (as it appears in the copy of the notice for attending the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree No. 58/1998), or of the legal representative if the Proxy Granter is a legal person.

³ Full name of the legal person as it appears in the copy of the notice for attending the Shareholders' Meeting, pursuant to Article 83-sexies of TUF.



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hereby appoint as my proxy

Mr/Ms (*Proxy Holder*)

Surname* Name* Born
in* on* Resident in
..... at Tax code
.....

to attend and represent me at the General Shareholders' Meeting

with faculty to be in turn replaced by⁴:

Mr/Ms (*substitute appointed by the Proxy Granter*)

Surname Name
Born in on
Resident in at
Tax code

(Place and date)

(Signature of the Proxy Granter)

I, the undersigned, further declare that the representative will exercise the right to vote (*tick a box*):

- at her/his own discretion in the absence of instructions imparted by the undersigned Proxy Granter
- in accordance with specific instructions imparted by the undersigned Proxy Granter

(Place and date)

(Signature of the Proxy Granter)

⁴ The Proxy Granter may indicate one or more substitutes of the representative pursuant to Article 2372, paragraph 3, of the Italian Civil Code. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder.



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NOTICE ON PRIVACY POLICY

As required under Article 13 of Legislative Decree No. 196/2003, shareholders are hereby reminded that the data contained in the Proxy Form shall be processed by the Company – the data controller – for the purposes of completing the formalities related to the Shareholders' Meeting, in strict compliance with applicable data protection regulations.

The data in question may be disclosed to those of Company collaborators who are specifically authorised to process the same for the purposes specified above, either as Data Processors or Persons in Charge of the Data Processing. The data may also be disclosed or notified to specific persons or parties in performance of statutory or regulatory obligations including those arising pursuant to EU requirements, or instructions issued by oversight and supervisory bodies or other authorities empowered for such purpose under law. Failure to provide the mandatory data (*) will entail the impossibility for the Company to allow the Proxy Holder to attend the Shareholders' Meeting.

The data subject is entitled to be informed, at any time, of which of his or her data are stored by the Company, the origin of the said data and the manner, form and purposes of the uses to which the data are put, as well as to request and require the data in question to be updated, rectified, extended, cancelled or blocked, and to object to the processing thereof, by contacting the Data Processor within the meaning of Article 7 of Legislative Decree No. 196/2003 via e-mail to privacy@axelero.it.