

TAMBURI INVESTMENT PARTNERS S.P.A.  
VIA PONTACCIO N. 10  
20121 MILAN

**FORM FOR THE ASSIGNMENT OF PROXY**

*(to be completed if subject who hold the vote right is an individual)*

The undersigned <sup>(1)</sup>

\*Surname \_\_\_\_\_ \*Name \_\_\_\_\_

\*Born in \_\_\_\_\_ \*County \_\_\_\_\_ \*On \_\_\_\_\_

\*Fiscal code \_\_\_\_\_

\*Address of residence \_\_\_\_\_

\*Surname \_\_\_\_\_ \*Name \_\_\_\_\_

\*Born in \_\_\_\_\_ \*County \_\_\_\_\_ \*On \_\_\_\_\_

\*Fiscal code \_\_\_\_\_

\*Address of residence \_\_\_\_\_

*(to be completed if subject who hold the vote right is an entity)*

\*Company name \_\_\_\_\_

\*Town/city of registered office \_\_\_\_\_ Postal code \_\_\_\_\_

\*Street \_\_\_\_\_

\*Fiscal code \_\_\_\_\_

Shareholder/s of Tamburi Investment Partners S.p.A.

**Delegates/delegate**

Mr./Ms. \_\_\_\_\_ Born in \_\_\_\_\_

On \_\_\_\_\_ Resident in \_\_\_\_\_

Street \_\_\_\_\_ (address),

Postal code \_\_\_\_\_, Fiscal code \_\_\_\_\_

With the power to be replaced by

Mr./Ms. \_\_\_\_\_ Born in \_\_\_\_\_

On \_\_\_\_\_ Resident in \_\_\_\_\_

Street \_\_\_\_\_ (address),

Postal code \_\_\_\_\_, Fiscal code \_\_\_\_\_

to represent him/her/them for all his/her/their shares entitled to vote at the Ordinary and Extraordinary Shareholders' Meeting of Tamburi Investment Partners S.p.A. convened at the premises of the Company in Via Pontaccio 10 Milan, in first call on April 29, 2015 at 17.00 (CET) and, if necessary, in second call on April 30, 2015 at 17.00 (CET), in order to discuss and deliberate the following

agenda

Ordinary session.

1. Approval of the Statutory Financial Statements for the year-ended December 31, 2014, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditor's Report. Allocation of the result for the year. Resolutions thereon.
  - 1.1 Approval of the Statutory Financial Statements for the year-ended December 31, 2014, accompanied by the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditor's Report;
  - 1.2 Deliberations on the result for the year.
2. Appointment of the Board of Statutory Auditors for the 2015-2017 period, appointment of the Chairman and fixing of the annual remuneration of the Statutory Auditors. Resolutions thereon.
  - 2.1 Appointment of the Board of Statutory Auditors for the 2015-2017 period and appointment of the Chairman;
  - 2.2 Fixing of the Statutory Auditors' remuneration.
3. Appointment of a Director following co-option and fixing of remuneration. Resolutions thereon.
  - 3.1 Appointment of a Director;
  - 3.2 Fixing of the Directors' remuneration.
4. Authorisation of the Board of Directors to purchase and utilise treasury shares, in accordance with Articles 2357 and 2357-ter of the Civil Code, with prior revocation of the preceding authorisation of April 9, 2014. Resolutions thereon.
5. Renewal of the D&O, Professional TPL policies and Accident and Health policy. Resolutions thereon.
6. Remuneration Report as per Article 123 *ter* of Legislative Decree No. 58 of February 24, 1998 and Article 84-*quater* of the Consob Issuers' Regulation. Deliberations on the remuneration policy of the Company outlined at section one of the Remuneration Report as per Article 123-*ter*, paragraph 6 of Legislative Decree No. 58 of February 24, 1998.

Extraordinary session.

1. Issue and free allocation to shareholders of warrants, in the ratio of 1 (one) warrant for every 4 (four) shares held, granting the right to subscribe (in the periods specified by the applicable regulation, over a 5 year period and however by June 30, 2020) 1 (one) ordinary Company share - with the same features as ordinary shares in circulation - for every 1 (one) warrant granted and approval of the relative divisible paid-in share capital increase, for a maximum Euro 200,000,000, including share premium, reserved to holders of such warrants and consequent amendment to Article 6 of the By-Laws. Resolutions thereon.

giving full approval to his/her actions as result of the meeting debate.

Date

Signature/s

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The undersigned hereby declares that the right to vote is not exercised by the delegate discretion but in accordance with specific instructions issued by the delegating undersigned.

Date

Signature/s

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*(1) Full name of the shareholder as it appears on the copy of the certificate for shareholder meeting attendance as at art. 2370 of the Civil Code.*

## INSTRUCTIONS FOR COMPLETING THE PROXY FORM

If unable to attend the Shareholders' Meeting, shareholders are entitled to grant a person of their choice a proxy to attend and vote on their behalf.

1. The proxy must be issued in a written form, it must be dated and signed and the name of the proxy holder must be entered by the shareholder and not by third parties;
2. Representation may be permitted only for individual shareholders' meetings, with effect for subsequent calls, except in case of:
  - i. general power of attorney or
  - ii. power of attorney granted by a company association, foundation or other collective entity or institution ("Entity") to one of its employees;
3. In the cases referred to points 2 i. and 2 ii. and whenever the shareholder is an Entity, a copy of the documentation granting powers of attorney must be attached to the proxy form in order to be kept on record of the Company;
4. The proxy holder cannot sub-delegate or be replaced, unless the shareholder has explicitly granted such power, mentioning also the name of the substitute;
5. If the proxy is granted to an Entity, this may delegate only a person who is one of its own employees or staff;
6. The proxy can be issued to a person who is not a shareholder of Tamburi Investment Partners S.p.A.;
7. Representation can not be granted to directors, statutory auditors or employees of Tamburi Investment Partners S.p.A. or to companies controlled by it, and directors, statutory auditors or employees of the latter; furthermore the representation may not be given to the appointed auditing firm, or the shareholders, directors, statutory auditors and employees thereof, or finally to the company having the central management of securities;
8. The holder of the proxy can not represent more than 200 shareholders (if no operation of solicitation or of collection of proxies is underway);
9. In the case of joint ownership of shares, the proxy form must always be signed by all joint owners even if the intervener is one of the joint owners;
10. in case of power of attorney conferred in absence of specific voting instructions by who delegates to the delegated, rules on major holdings in listed issuers as at art. 118, par. 1, of CONSOB Regulation no. 11971/99 could be applied.

For more details or information on procedures for attending the shareholders' meeting of Tamburi Investment Partners S.p.A., please contact the Corporate Affair Department (phone 02 – 88 58 801).

### NOTICE

You are reminded that, in accordance with article 13 of Italian Legislative Decree 196/2003, the information contained in the proxy form will be used by the Company - the data holder - for the purposes of running the shareholders' meeting, in compliance with current personal data protection laws.

Such information may be learned by our staff specifically authorized to process it, in quality of Responsible or of person in charge, in pursuit of the above-mentioned objectives: such information may be published or communicated to specific parties to comply with a legal, regulatory or EU requirement, or under instructions from authorities so permitted by the law or by supervisory and audit bodies; unless the information specified as compulsory (\*) is provided, it will not be possible to admit the proxy to the meeting.

With reference to art. 7 of the D.lgs June 30, 2003, no. 196 the interested person is entitled to know at any time what data we have, its origin and how it is used; this person is also entitled to have such data updated, amended, integrated or cancelled by addressing to the personal data responsible (Ms. Alessandra Gritti – Tamburi Investment Partners S.p.A. – Via Pontaccio n. 10 – Milan, phone 02 – 88 58 801, fax. no. 02 – 89 00 421).