DeA Capital S.p.A.- Ordinary and Extraordinary Shareholders' Meeting

of April,19,2013 on first call and of April, 29, 2013 on second call

Proxy form and Voting instructions to Servizio Titoli S.p.A.

Servizio Titoli S.p.A., represented by one of its own employee with specific power of attorney, as **Appointed Representative** pursuant to art. 135-*undecies* of Legislative Decree no. 58/98 (TUF) by **DeA Capital S.p.A.** (the **Company**), shall collect the voting proxies relating to the ordinary and extraordinary shareholders' meeting convened on 19th of April 2013, first call, and on 29 th of April 2013, second call, under the conditions and within the deadlines reported in the notice of meeting published on the Company's website "www.deacapital.it (sect. Corporate Governance)"

The proxy form with voting instructions, to be conferred within the second trading day prior the date the meeting will be held, i.e. within 12 p.m. 17 th of April 2013, referring to the first call, or within 12 p.m. 25 th of April 2013, referring to the second call, may be cancelled within the same deadlines and with the same procedures used for their conferral.

Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.

Art. 135-decies of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Servizio Titoli S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-decies of Legislative Decree 58/98. Nevertheless, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Servizio Titoli does not intend to vote in a manner incompatible with the instructions received.

meeting, Servizio	Titoli does not intend to vote in a m	•	ictions received.		
Fill in	the requested information on the ba	PROXY FORM	Company will be	notified by Se	rvizio Titoli S.n. A. (1)
	the requested information on the ba	* mandatory information		notined by Sei	TVIZIO TITOII O.P.A. (1)
The undersigned *	k	place of bir			
date of birth *	tax code *	resident in (town/cit			
address *		· ·	,		
telephone no. *		e-mail			
Legal representation other (specify)		(record date) as (2) ☐ pledgee ☐ contango broker	usufructuary	☐ Person in manager	whose name the shares are registered depositary
for no. *	Ordinary shares DeA	Capital S.p.A.			
(3) registered in fa	avour of		place of birth		
date of birth *	tax code *	resident/registered	office in <i>(town/city)</i>) *	
at(street address)					
	ecurities account (4) no.	at	Bank co	ode (ABI)	Branch code (CAB)
as resulting from s		made by (<i>Bank</i>) *			
the instructions pro	above Appointed Representative to att ovided and he/she is aware that the proxy to the		G .		·
	in this event, the vote shall be exercised				
DATE	I.D. (6) (type)*	issued by *		no. *	SIGNATURE
		-			

DeA Capital S.p.A.— Ordinary and Extraordinary Shareholders' Meeting of April, 19,2013 on first call and of April, 29, 2013 on second call

Proxy form and Voting instructions to Servizio Titoli S.p.A.

VOTING INSTRUCTONS

(Form to be known by the Appointed Representative only - Tick the relevant boxes and send to Servizio Titoli S.p.A. according to the "Instructions for filling and submitting the form" available at the bottom of this document)

The undersigned (7)

DELEGATES the Appointed Representative to vote at the above mentioned Meeting, according to the following instructions (8):

ISTRUZIONI DI VOTO Sez. A: For, Against, Abstain **RESOLUTIONS TO BE VOTED** Sez. B/C: Conflirm, Cancel, Modify instructions

ORDINARY SESSION

1 Approval of the financial statements to 31 December 2012. Related and consequent resolutions. Presentation of the consolidated financial statements of the Group headed by DeA Capital SpA for the year ended 31 December 2012					
Section A (9) – vote on proposal of the Board of Directors (9)			F	Ag	Ab
Section A2 (10) – vote on amendment/integration published pursuant art. 126-bis TUF (10)			F	Ag	Ab
Section B (11) e C		Conf	Mod	voting inst	rucions
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority equity interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by the holder of minority equity interest (12)	Conf	Canc	F	Ag	Ab

2- Appointment of the Board of Directors and Chairman following determination of the number of members to be appointed; determination of the terms of office and the relevant remuneration. Related and consequent resolutions. (13)					
Section A (9) – vote For the list (or proposal) with the number or Against or Abstain to all lists			N	Ag	Ab
Section B (11) e C		Canc	Mod v	oting inst	trucions
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by holder of minority interest (12)	Conf	Canc	F	Ag	Ab

3- Appointment of the Board of Auditors and Chairman; determination of the relevant remuneration. Related and consequent resolutions. (13)					
Section A (9) – vote For the list (or proposal) with the number or Against or Abstain to all lists			N	Ag	Ab
Section B (11) e C	Conf Canc M		Mod voting instrucion		
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by holder of minority interest (12)	Conf	Canc	F	Ag	Ab

4 – Authorisation to acquire and dispose of treasury shares, subject to revocation of the previous authorisation. Related and consequent resolutions.					
Section A (9) – vote on proposal of the Board of Directors (9)			F	Ag	Ab
Section A2 (10) – vote on amendment/integration published pursuant art. 126-bis TUF (10)			F	Ag	Ab
Section B (11) e C	Conf	Canc	Mod	voting inst	rucions
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority equity interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by the holder of minority equity interest (12)	Conf	Canc	F	Ag	Ab
			•	•	
5 – Approval of a performance share plan for certain employees, and/or directors with specific duties, of DeA Capital SpA, the companies it controls and its parent company, as well as a stock option plan reserved for certain employees of DeA Capital SpA, the companies it controls and its parent company. Related and consequent resolutions.					
Section A (9) – vote on proposal of the Board of Directors (9)			F	Ag	Ab
Section A2 (10) – vote on amendment/integration published pursuant art. 126-bis TUF (10)			F	Ag	Ab
Section B (11) e C	Conf	Canc	F Ag Ab F Ag Ab F Ag Ab		
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority equity interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by the holder of minority equity interest (12)	Conf	Canc	F	Aa	Ab

6 – Presentation of the DeA Capital SpA Remuneration Report and advisory vote by the shareholders' meeting on the Remuneration Policy of DeA Capital SpA (Section I of the Remuneration Report), in accordance with Art. 123-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.					
Section A (9) – vote on proposal of the Board of Directors (9)			F	Ag	Ab
Section B (11) e C	Conf	Conf Canc		Mod voting instrucio	
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority equity interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by the holder of minority equity interest (12)	Conf	Canc	F	Ag	Ab

EXTRAORDINARY SESSION

1- A capital increase for a total of EUR 2,000,000 by issuing a maximum of 2,000,000 shares, against payment, in tranches and with pre-emptive rights waived, as defined in Art. 2441, paragraph 8, of the Italian Civil Code, reserved solely and irrevocably for subscription by those eligible for the 2013-2015 Stock Option Plan. Consequent amendment of Art. 5 of the articles of association. Related and consequent resolutions.					
Section A (9) – vote on proposal of the Board of Directors (9)			F	Ag	Ab
Section A2 (10) – vote on amendment/integration published pursuant art. 126-bis TUF (10)			F	Ag	Ab
Section B (11) e C	Conf	Canc	Mod	voting inst	rucions
B – vote for unknown circumstances	Conf	Canc	F	Ag	Ab
C1 – vote in the event of amendment/integration submitted to the meeting by the chairman (12)	Conf	Canc	F	Ag	Ab
C2 – vote in the event of amendment/integration submitted to the meeting by the holder of majority equity interest (12)	Conf	Canc	F	Ag	Ab
C3 – vote in the event of amendment/integration submitted to the meeting by the holder of minority equity interest (12)	Conf	Canc	F	Ag	Ab

Derivative Action				
Vote for an eventually derivative action proposed pursuant art.2393 subsection 2 during general meeting called for approval of the annual financial statements		F	Ag	Ab
DATE				

DeA Capital S.p.A.— Ordinary and Extraordinary Shareholders' Meeting

of April,19,2013 on first call and of April, 29, 2013 on second call

Proxy form and Voting instructions to Servizio Titoli S.p.A.

Instructions for filling and submitting the form

- 1. The Proxy form (together with the documentation providing proof of the signatory powers as per point 2 below and with Voting Instructions) shall be sent to Servizio Titoli S.p.A within 12 p.m. 17 of April 2013, referring to the first call, or within 12 p.m. 25 of April 2013, referring to the second call using one of the following alternative methods:
 - an electronic copy (PDF) sent to ufficiomilano@pecserviziotitoli.it, via "Posta Elettronica Certificata" (registered mail) with electronic signature, or
 - via fax no. +02 46776850, or
 - via traditional mail to Servizio Titoli Via Lorenzo Mascheroni, 19 20145 Milano
- 2. Specify the capacity of the proxy signatory and attach, if necessary, documentation proving signatory powers.
- 3. To be completed only if the owner of the shares is different from the proxy signatory; mandatory indications on relevant personal details must be included.
- 4. Provide details on the securities account numbers, Bank Codes and Sort Codes of the Depository Intermediary, or in any case his or her name, available in the securities account statement.
- 5. Reference to the statement made by the intermediary and his/her name, if differing from the depository of the securities account as per point 4 above
- 6. Provide details on a valid form of identification of the proxy signatory.
- 7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
- 8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
- 9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website " www.deacapital.it (sect. Corporate Governance)"
 - Servizio Titoli S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Servizio Titoli does not intend to vote in a manner incompatible with the instructions received in Sections A. B and C.
 - The vote is expressed by ticking the relevant box between the following: F (for), C (against) or A (abstention).
- 10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
- 11. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won't be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in sections B and C: Conf (confirm), Canc (cancel) or Mod (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.
 - Particularly, if a motion that take the place of the published one is put to a vote or if an alternative resolution to the previously that did not obtain the majority of for-votes required for its approval is proposed, the delegating party shall give voting instructions in Section C which replace or integrate those of Section A.
- 12. The various voting intentions expressed in relation to the proponents' identity may be identical to each other but such instructions are binding on the Appointed Representative who shall vote only if the proponent's identity is as indicated in the relevant voting instructions.
 - In the absence of a proposal presented by the board of directors, an integrative proposal presented to the meeting shall be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as solely vote instruction on the proposals presented to the meeting by the proponents specified in that section.
- 13. Indicate the number of the list (taken from the company website) that intends being voted or express an against-vote or an abstain-vote for all lists.

DeA Capital S.p.A. Ordinary and Extraordinary Shareholders' Meeting

of April,19,2013 on first call and of April, 29, 2013 on second call

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Italian Legislative Decree no. 58/98 (T.U.F) Article 135-decies

(Conflict of interest of the representative and substitutes)

- 1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
- 2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
- a) Has sole or joint control of the company, or is controlled or is subject to joint control by that company;
- b) Is associated with the company or exercises significant influence over that company;
- c) Is a member of the administrative or control body of the company or of the persons indicated in paragraphs a) and b);
- d) Is an employee or auditor of the company or of the persons indicated in paragraph a);
- e) Is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
- f) Is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
- 3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
- 4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

- 1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
- 2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
- 3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.
- 4. The person appointed as representative shall notify any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
- 5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 126-bis

(Agenda of the shareholders' meeting and presentation of new proposed resolutions)

- 1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting.
- 2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1. ngs called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
- 4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
- 5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

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Proxy form and Voting instructions to Servizio Titoli S.p.A.

Italian Civil Code
Art. 2393
(Derivative action)

- 1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
- 2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
- 3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
- 4. Such action may be brought within five years of the expiry of the director's term of office.
- 5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of that director.
- 6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.

PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA" INFORMATION NOTICE EX ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003

Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: "the Code"), Servizio Titoli S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: "Servizio Titoli") as data controller of the personal data (hereafter: "Data") intends informing you of the following.

PURPOSE OF DATA PROCESSING

The Data provided will be processed by Servizio Titoli with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Servizio Titoli:
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Servizio Titoli for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Servizio Titoli from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Servizio Titoli on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as "Data Processors", are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Servizio Titoli in the person of the Director appointed for this function.

2. COMMUNICATION OF DATA TO THIRD PARTIES

Servizio Titoli may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

3. DATA PROCESSING METHODS

Servizio Titoli processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of "processing" pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes. The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

4. EXERCISING OF RIGHTS

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data. Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Servizio Titoli S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

This information notice was updated in January 2012.