

To OVS S.p.A.  
Legal and Corporate Affairs Dep.  
Via Terraglio, 17  
30174 Venezia – Mestre

### SHAREHOLDERS' MEETING PROXY FORM<sup>1</sup>

The undersigned <sup>2</sup>

\*Surname..... \*Name .....  
\*Born in ..... \*Prov. .... \*on .....  
\*Tax identification code ..... Tel. no.: .....  
\*Residence address .....  
(ID document copy enclosed)

by virtue of his/her capacity as

subject with the right to vote relative to ..... ordinary shares in OVS S.p.A. in his/her capacity as:

- |                                      |                                       |   |
|--------------------------------------|---------------------------------------|---|
| <input type="checkbox"/> shareholder | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                         |
|                                      | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian                      |
|                                      | <input type="checkbox"/> manager      | <input type="checkbox"/> other ( <i>specify</i> ) ..... |

subject vested with appropriate powers of representation of <sup>33</sup> .....

\*Registered office .....  
\*Tax identification number .....  
(copy of documentation of the powers of representation enclosed)

subject with the right to vote relative to ..... ordinary shares in OVS S.p.A. in its capacity as:

- |                                      |                                       |   |
|--------------------------------------|---------------------------------------|---|
| <input type="checkbox"/> shareholder | <input type="checkbox"/> pledgee      | <input type="checkbox"/> bearer                         |
|                                      | <input type="checkbox"/> usufructuary | <input type="checkbox"/> custodian                      |
|                                      | <input type="checkbox"/> manager      | <input type="checkbox"/> other ( <i>specify</i> ) ..... |

reference no. .... of the communication (*pursuant to Article 83-sexies of the Italian consolidated finance act*)  
supplied by the intermediary ..... ABI ..... CAB .....

hereby appoints Mr/Ms

\*Surname..... \*Name .....  
\*Born in ..... \*Prov. .... \*on .....  
\*Tax identification code ..... Tel. no. ....  
\*Residence address .....

to represent him/her/the company with regard to ..... ordinary shares in OVS S.p.A. at the Ordinary and Extraordinary Shareholders' Meeting of OVS S.p.A. called to take place on May 31, 2017, at 9:00am, in single call, at the BEST WESTERN PLUS Quid Hotel Venice Airport, via Terraglio n. 15, 30174 Venezia-Mestre (Italy)

with the right to be replaced by Mr/Ms:<sup>4</sup>

<sup>1</sup> Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder.

<sup>2</sup> First name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act), or of the appointing party's legal representative.

<sup>3</sup> Name of the company as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act.

<sup>4</sup> The representative may indicate one or more proxies for the representative. Replacement of a representative by a proxy who finds themselves in a situation of conflict of interest is permitted only if such proxy has been indicated by the shareholder.

\*Surname..... \*Name .....  
\*Born in ..... \*Prov. .... \*On .....  
\*Tax identification code ..... Tel. no. ....  
\*Residence address .....

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature)

**The undersigned also declares that the right to vote is exercised by the proxy holder:** <sup>5 6</sup>

- at his discretion without specific voting instructions given by the undersigned appointing
- in compliance with specific voting instructions given by the undersigned appointing

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature)

## PRIVACY POLICY

Pursuant to Article 13 of Legislative Decree 196/2003, please note that the data contained in the proxy form shall be processed by the Company – the data controller – to manage meeting operations, in accordance with the personal data protection laws in force.

These data may be made known to the Company's associates specifically authorized to process such data, in their capacity as Data Controllers or Processors, for the above-mentioned purposes: such data may be disseminated or communicated to specific parties in fulfilment of a legal, regulatory or EU obligation, or based on provisions issued by Authorities so authorized by law or by supervisory and control bodies; without the data specified as mandatory (\*), the Company shall not be permitted to allow the representative to attend the meeting.

The party concerned is entitled to know, at any time, what personal data of theirs is held at the Company, their source and how they are used, as well as the Data Controller. The party concerned also has the right to have this data updated, amended, supplemented or erased and to request the blocking or objecting to the processing of such data, by contacting the Data Controller pursuant to Article 7 of Legislative Decree 193/2003 (OVS S.p.A., Via Terraglio 17, 30174 Venezia - Mestre, Italy – Corporate Affairs Dep.; email corporate@pec.ovs.it)

<sup>5</sup> For the purposes of the communication obligations regulated by Article 120 of the Italian consolidated financial act, equity interests include those shares, in relation to which “the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder’s discretion, in the absence of specific instructions from the appointing party”

<sup>6</sup> The proxy being granted to a representative in conflict of interests is permitted provided that such representative notifies the shareholder in writing regarding the conflict of interest, and issues specific voting instructions for each resolution in relation to which the representative is to vote on the shareholder’s behalf (see Article 135-*decies* of Italian Legislative Decree 58/98).

*In order to facilitate the process, you are kindly requested to present the present proxy and all supporting documentation, that demonstrates the signatory's powers, as soon as possible. In place of the original, the proxy may present or send a copy of the proxy form, including on electronic media, certifying under his/ her/ its responsibility the conformity of the proxy form to the original and the identity of the party appointing the proxy.*

*The documents, including the present proxy form, must be sent to the Company by registered letter to the Dep. of Legal and Corporate Affairs in the Company's registered office in Via Terraglio 17, 30174 Venezia - Mestre, Italy, or by email to the following certified email address: corporate@pec.ovs.it*