



**Shareholders' Meeting**  
**PROXY FORM TO ATTEND THE MEETING**

**The undersigned**

Surname: \_\_\_\_\_ Name: \_\_\_\_\_

Place of birth: \_\_\_\_\_ Date of birth: \_\_\_\_\_

*or*

Company name: \_\_\_\_\_

Address: \_\_\_\_\_  
*Registered office* *City* *Province*

VAT number: \_\_\_\_\_

ID (type) \_\_\_\_\_ (to be attached as a copy) n. \_\_\_\_\_

Phone number \_\_\_\_\_ e-mail \_\_\_\_\_

**OWNER OF THE VOTING RIGHTS AS**

owner  secured creditor  hedger  usufructuray  keeper  manager  legal representative  attorney with power to sub-delegate

for n. \_\_\_\_\_ ordinary shares registered in the shares' account n.

\_\_\_\_\_ of the following broker \_\_\_\_\_ ABI

\_\_\_\_\_ CAB \_\_\_\_\_

(*eventually*) as of notice n. \_\_\_\_\_

**EMPOWER**

Surname: \_\_\_\_\_ Name: \_\_\_\_\_

Place of birth: \_\_\_\_\_ Date of birth: \_\_\_\_\_

Address: \_\_\_\_\_  
*Residency address* *Place* *Province.*

Tax code: \_\_\_\_\_

with the power, if necessary, to be replaced by

Surname: \_\_\_\_\_ Name: \_\_\_\_\_



Place of birth: \_\_\_\_\_ Date of birth: \_\_\_\_\_

Address: \_\_\_\_\_  
*Residency address* *Place* *Province*

Tax code: \_\_\_\_\_

## TO REPRESENT HIM AND VOTE

In the ordinary and extraordinary Shareholders' Meeting of Banzai S.p.A. that will be held on **April 14, 2016** at 3 p.m., in Milano, Corso Magenta 61 at Centro Congressi Palazzo Stelline, (single call) with the following

### AGENDA

#### Ordinary part:

1. Financial statements as at 31 December 2015.
2. Consultation on the first section of the remuneration report pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58/98.
3. Appointment of the Board of Directors
  - 3.1 Determination of the number of members.
  - 3.2 Appointment of members.
  - 3.3 Determination of the term of office.
  - 3.4 Determination of remuneration.
4. Appointment of the Board of Statutory Auditors for the financial years 2016/2017/2018.
  - 4.1 Appointment of members.
  - 4.2 Determination of remuneration.
5. Stock option plan concerning ordinary shares of Banzai S.p.A. entitled "2016-2018 Stock Option Plan", reserved for executive directors, employees and associates of Banzai S.p.A. and of its subsidiaries.
6. Stock grant plan concerning ordinary shares of Banzai S.p.A. entitled "2016-2018 Stock Grant Plan", reserved for executive directors, employees and associates of Banzai S.p.A. and of its subsidiaries.
7. Authorisation for the purchase and deposit of its shares, pursuant to the combined provisions of Articles 2357 et seq. of the Italian Civil Code, in addition to Article 132 of Legislative Decree 58/1998 and its implementing provisions, subject to revocation resolved by the Ordinary Shareholders' Meeting held on 6 November 2014.



**Extraordinary part:**

1. Increase in share capital by payment, in tranches, with the exclusion of option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code, for a total maximum par value of €34,000, through the issue, even on several occasions, of a maximum of 1,700,000 ordinary shares without par value, reserved for beneficiaries of the “2016-2018 Stock Option Plan”, subject to revocation, for the part not exercised, of the share capital increase resolved by the Extraordinary Shareholders’ Meeting held on 22 December 2014.

Place and Date \_\_\_\_\_

Signature \_\_\_\_\_

**The undersigned state also that the voting right:**

*is exercised discretionally by the attorney*

*is not exercised discretionally by the attorney but according to specific voting instructions given by the undersigned appointor.*

The attorney, instead of the original, may deliver or send a copy of the proxy form, also on electronic support, attesting under his responsibility that it corresponds to the original and indicating the appointor's identity. The attorney shall keep the original and keep track of the voting instructions eventually received for a year following the date of the Meeting. The proxy forms, together with any documentation proving the powers of the signing person, may be notified to the Company by sending to its registered office to the attention of the Legal Office or by electronic mail to the certified email address [assemblea.banzai@legalmail.it](mailto:assemblea.banzai@legalmail.it)



## INSTRUCTION TO FILL THE PROXY FORM

In case of impossibility to attend the Meeting, the authorized person has the power to appoint of his / her choice to attend and vote. Please find below the instructions to fill the proxy form:

1. the proxy form shall be made in writing, dated and signed and the name of the attorney shall be entered by the shareholder and not by third parties;
2. the representation powers may be granted only for a single meeting, with the exception of: (i) a general proxy or (ii) a proxy granted by a company, association, foundation or other collective entity or institution (“Entity”) to its employee; (iii) a proxy granted to a SGR or SICAV entity, a harmonized management company, as well as by non-EU entities performing collective savings management activity;
3. in cases of points 2.(i), 2.(ii) and 2.(iii) above and whenever the person authorized to exercise the participation and voting rights is an Entity, a copy of the documentation granting the representation powers shall be attached to the proxy to be kept in the Company records;
4. if the the proxy is granted to an Entity, it may delegate only one of its employee or associate;
5. the proxy may be issued also to a person that is not a shareholder of Banzai S.p.A.;
6. in case of co-ownership of shares, the proxy shall always be signed by all co-owners, even if the attending person is a co-owner himself;
7. please remember that in case of a proxy granted without specific voting instructions of the appointor to the attorney, the provisions regarding relevant stakes in listed entities, described in Article 118, comma 1, letter c) of CONSOB Regulation no. 11971/99 will be applied;
8. the authorized persons and their attorneys are invited to consider the provisions of art. 135-*decies* of legislative Decree 58/1998 regarding the attorney's conflict of interest.

For any further clarifications or information regarding the modalities of participation in the Meeting of Banzai S.p.A. please contact the Corporate Affairs Office (tel. 02.00643801 e-mail: [corporate.affairs@banzai.it](mailto:corporate.affairs@banzai.it)).



## **PRIVACY DISCLAIMER**

Pursuant to art. 13 of Legislative Decree 196/2003, the personal data contained in the proxy form will be processed by the Company – as the data controller – to manage the operations of the Meeting in accordance with the provisions regarding the protection of personal data. The data will be treated in a manner appropriate for the purposes indicated, either manually or through the use of electronic or automated systems that guarantee maximum security and confidentiality of the data. The data do not include sensitive or judicial data, as defined by art. 4 Legislative Decree 196/2003.

This data may be known by our employees specifically authorized to process them, in their capacity of data managers in charge, for the above-mentioned purposes; such data may be distributed or communicated to specific entities in accordance with the legal, regulatory or EU provisions, or based on the instructions issued by the legally mandated authorities or supervisory and control bodies.

The authorized persons have the rights provided for art. 7 Legislative Decree 196/2003, including the right to know, at any time, which of their data are stored by us, their origin and how they are used; they also have the right to make them updated, amended or erased, or to request their block by contacting the Privacy Manager. (Privacy Manager – Banzai S.p.A. – Corso Garibaldi 71, 20121 Milano Tel. 02.00643801– Fax 02.95441149).