

Messrs  
**De' Longhi S.p.A.**  
Via Lodovico Seitz 47  
31100 – Treviso  
Attn.: General Counsel

## PROXY FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING<sup>1</sup>

The undersigned \_\_\_\_\_, born in \_\_\_\_\_ (\_\_\_\_), on  
\_\_\_\_/\_\_\_\_/\_\_\_\_, tax code \_\_\_\_\_, resident in [full address]  
\_\_\_\_\_

(if appropriate) in the name of \_\_\_\_\_ and on behalf of the Company  
\_\_\_\_\_, with registered office in [full address]  
\_\_\_\_\_, tax code/VAT Reg. No.  
\_\_\_\_\_, registered under n° \_\_\_\_\_ of the Register of Companies of  
[town/city] \_\_\_\_\_, in his/her capacity as legal representative of the above Company,

### ELIGIBLE

to vote with No. \_\_\_\_\_ ordinary shares issued by De' Longhi S.p.A with  
registered office in Via Lodovico Seitz 47, Treviso, Italy, tax code and registration in the Company  
Register of Treviso No. 11570840154, in his/her capacity as *(tick the relevant box)*

☐ Shareholder of De' Longhi S.p.A.

☐ Legal representative of the Company \_\_\_\_\_ Shareholder of De' Longhi  
S.p.A.

☐ \_\_\_\_\_<sup>2</sup>

### DELEGATES

Mr/Mrs/Ms \_\_\_\_\_

Born in \_\_\_\_\_ (\_\_\_\_), on \_\_\_\_/\_\_\_\_/\_\_\_\_

Tax Code: \_\_\_\_\_

Domiciled for this appointment in [full address] \_\_\_\_\_, \_\_\_\_\_

with the authority to be substituted by Mr/Mrs/Ms \_\_\_\_\_

Born in \_\_\_\_\_ (\_\_\_\_), on \_\_\_\_/\_\_\_\_/\_\_\_\_ Tax code: \_\_\_\_\_

Domiciled for the appointment in [full address] \_\_\_\_\_, \_\_\_\_\_

<sup>1</sup> The proxy can be granted using an electronic document which is signed electronically in accordance with Art. 135-novies, para. 6, of Legislative Decree No. 58/1998 and can be sent to the Company by registered mail (with return receipt) sent to the Company's registered office (to the attention of the Head of Corporate Affairs) or sent to the following certified email address [societariodelonghispa@legalmail.it](mailto:societariodelonghispa@legalmail.it). It should also be noted that, pursuant to Art. 135-novies, para. 5, of Legislative Decree No. 58/1998, "the representative may hand over or send to the Company a copy of the proxy instead of the original, including on electronic media, certifying under his or her responsibility that the copy conforms to the original and the identity of the person delegating".

Those eligible are asked to bear in mind Art. 135-decies of Legislative Decree No. 58/1998 concerning the conflicts of interests of representatives and substitutes.

<sup>2</sup> Please specify in what capacity you are eligible to vote (e.g. pledgee, usufructuary, custodian, receiver of contango, manager, attorney with power to sub-proxy, etc.). If you are eligible to vote based on legal representation, general power of attorney, power of attorney granted by a company, association, foundation or other entity to one of its employees, power of attorney with the power to sub-proxy, etc., please attach a copy of the documentation granting such powers of representation to the proxy so that the Company can keep a copy in its records.

so that this person/these persons have the broadest possible powers to represent the person delegating for No. \_\_\_\_\_ shares in De' Longhi S.p.A at the Ordinary Shareholders' Meeting of De' Longhi S.p.A which will be held at the Company's offices in Via Lodovico Seitz 47, Treviso, Italy, in single call, on 19 April 2018 at 8:45am to resolve upon the following

### Agenda

1. Presentation of the Annual Financial Report including the draft Statutory Financial Statements at 31 December 2017, the Report by the Board of Statutory Auditors and the Independent Auditors' Report. Resolutions thereon.
2. Presentation of the Annual Remuneration Report of De' Longhi S.p.A. and the consultative vote of the Shareholders' Meeting on the 2018 Remuneration Policy (Section I of the Annual Remuneration Report of De' Longhi S.p.A.) in accordance with Article 123-ter of Legislative Decree No. 58/98.
3. Enlargement of the Board of Directors from 11 (eleven) to 12 (twelve) members; appointment of a new director and determination of the related remuneration. Resolutions thereon.
4. Appointment of the legal auditor of the accounts for the financial years 2019-2027. Resolutions thereon.
5. Proposal to authorise the purchase and disposal of treasury shares, by revoking the resolution taken by the Shareholders' Meeting of 11 April 2017. Resolutions thereon.

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*Please tick the relevant box:*

- ☐ The above attorney has not been given specific voting instructions and is granted all the necessary powers in this respect, with promise of full ratification and approval. The right to vote may be exercised at the proxy's discretion.<sup>3</sup>
- ☐ The above attorney has been granted all the necessary powers in this respect, in compliance with the specific voting instructions given by the person delegating.

If those eligible are unable to attend the Shareholders' Meeting, they are entitled to be represented in terms of participation in said meeting and voting by a person of their choice.

### PRIVACY STATEMENT

You are reminded, pursuant to Art. 13 of Legislative Decree No. 196/03, that the data contained in this proxy form will be processed by De' Longhi S.p.A - data controller - for the purpose of managing the shareholders' meeting, in compliance with the laws in force regarding personal data protection. Employees of the Company specifically authorized to process such data, as processors or persons in charge of processing, may become aware of the data for the purposes defined above: these data may be disclosed or communicated to specific parties in fulfilment of a legal obligation, regulation or EC legislation, or on the basis of provisions issued by Authorities authorised to do so by law or by supervisory and control bodies; without the required data, the proxy will not be allowed to attend the Meeting. In accordance with Art. 7 of Legislative Decree No. 196/03, the data subject is entitled to know, at any time, what data about him exist in the Company, the source of such data and how the data are used. The data subject also has the right to obtain the update, rectification, integration or erasure, to request transformation into anonymous form or to block the data processed in breach of the law by applying to the Data Processor (De' Longhi S.p.A. – Via Lodovico Seitz 47, Treviso, Italy).

Having read the privacy notice, the undersigned authorises the processing of his/her personal data.

(Place and date) \_\_\_\_\_, \_\_\_\_\_ 2018

<sup>3</sup> You are reminded that if the proxy is granted without any specific voting instructions, the person delegating may be subject to the rules regarding major shareholdings in listed issuers (Art. 118, para. 1, letter c), Consob Regulation No. 11971/99 and subsequent amendments and additions).

For the person delegating \_\_\_\_\_

(*signature*) \_\_\_\_\_

[Example of instructions for representation]

The undersigned \_\_\_\_\_ in his/her capacity as (tick the relevant box)

☐ Shareholder of De' Longhi S.p.A.

☐ Legal representative of the Company \_\_\_\_\_ Shareholder of De' Longhi S.p.A.

☐ \_\_\_\_\_<sup>4</sup>

in relation to the proxy issued to \_\_\_\_\_, born on \_\_\_\_\_ (\_\_\_\_),  
on \_\_\_\_/\_\_\_\_/\_\_\_\_, tax code \_\_\_\_\_, domiciled for this appointment in  
[full address] \_\_\_\_\_, \_\_\_\_\_, with the power to be substituted by  
Mr/Mrs/Ms \_\_\_\_\_, born in \_\_\_\_\_ (\_\_\_\_), on  
\_\_\_\_/\_\_\_\_/\_\_\_\_, tax Code: \_\_\_\_\_, domiciled for this appointment in  
[full address] \_\_\_\_\_, \_\_\_\_\_

gives the following instructions:

**Item 1 (“Presentation of the Annual Financial Report including the draft Statutory Financial Statements at 31 December 2017, the Report by the Board of Statutory Auditors and the Independent Auditors’ Report. Resolutions thereon”):**

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**Item 2 (“Presentation of the Annual Remuneration Report of De’ Longhi S.p.A. and the consultative vote of the Shareholders’ Meeting on the 2018 Remuneration Policy (Section I of the Annual Remuneration Report of De’ Longhi S.p.A.) in accordance with Article 123-ter of Legislative Decree No. 58/98”):**\_\_\_\_\_

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<sup>4</sup> Please specify in what capacity you are eligible to vote (e.g. pledgee, usufructuary, custodian, receiver of contango, manager, attorney with power to sub-proxy, etc.).

***Item 3 (“Enlargement of the Board of Directors from 11 (eleven) to 12 (twelve) members; appointment of a new director and determination of the related remuneration. Resolutions thereon”):***

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***Item 4 (“Appointment of the legal auditor of the accounts for the financial years 2019-2027. Resolutions thereon”):***

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***Item 5 (“Proposal to authorise the purchase and disposal of treasury shares, by revoking the resolution taken by the Shareholders’ Meeting of 11 April 2017. Resolutions thereon”):***

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