

6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions.

7. Dismissal for just cause and appointment of the new External Auditor

7.1 Dismissal for just cause of the external auditing engagement conferred to PricewaterhouseCoopers S.p.A. Related and consequent resolutions

7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions

entrusting him/her with the necessary powers to exercise⁽⁵⁾

pursuant to the specific instructions given,

at his/her own discretion,

the right to vote, in his/her name and on his/her behalf ⁽⁶⁾ ⁽⁷⁾.

Date and place

Signature of the principal

⁵ Tick the selected entry.

⁶ Please note that, pursuant to Article 118, subsection 1, letter c), of the Regulation approved by Consob with resolution No. 11971/1999, as subsequently amended and integrated, equity interests, for the purposes of the communication obligations regulated under Article 120, Legislative Decree No. 58 of February 24, 1998, include those shares in relation to which “*the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the principal*”.

⁷ Those entitled to participate and vote in the meeting and their delegates are kindly requested to take into account the provisions of Article 135-*decies* of Legislative Decree No. 58 of February 24, 1998, on conflict of interest of the representative and of his/her substitutes.