

EI Towers S.p.A.

www.eitowers.it

Registered office: via Zanella n. 21, Lissone, Italy

Share Capital Euro 2.826.237,70 fully paid

Company subject to the activity of direction and coordination of Mediaset S.p.A.

PROXY FORM ⁽¹⁾

for representation at the Extraordinary Shareholders' meeting of EI Towers S.p.A. (the "Company"), which shall take place on March 27th, 2015 in a single session, pursuant to the meeting notice published on the Company's internet website www.eitowers.it and by extract in the daily newspaper "Il Sole24 Ore" on February 25th, 2015 (and any subsequent supplementation thereof, pursuant to Article 126-bis of the Legislative Decree no. 58/1998 – Consolidated Financial Act).

With reference to the Extraordinary Shareholders' meeting convened for March 27th, 2015 in a single session at 11:00 a.m. at Via Zanella n. 21, Lissone,

WITH THIS FORM ⁽²⁾

(*) mandatory information

I, the undersigned (name)(*) (surname)(*)
born in(*) on(*)
and resident in
Fiscal code number (*) ID document (type)
..... no. (copy of which is to be
attached),

Having examined the content of the reports about the subject matter on the meeting agenda, as prepared by the directors and in the position of ⁽³⁾:

☐ shareholder of EI Towers S.p.A., owner of no. (*) ordinary shares registered in
the securities account no. with the following intermediary
..... ABI..... CAB.....;

☐ representing ⁽⁴⁾ (*), with
registered office in (*),
fiscal code no. (*), vested with the powers
necessary by virtue of (copy of which is to

(1) Any person entitled to participate in the shareholders' meeting may have him/herself represented through written delegation pursuant to the prevailing provisions of law, by signing the proxy form issued upon the request of the person entitled to attend the meeting by authorized intermediaries or this proxy form, to be issued to the person designated and engaged by the person authorized to participate in the meeting. The appointment may be made with a document in an electronic format with a digital signature according to the law.

(2) Indicate name and surname of the grantor of the proxy (as they appear on the copy of the notice for participation in the shareholders' meeting as provided by Article 83-sexies of Legislative Decree no. 58/1998) or of the legal representative for the legal person who is granting the proxy.

(3) Check the box that applies.

(4) Indicate the name of the legal person (as it appears on the copy of the notice for participation in the shareholders' meeting as provided by Article 83-sexies of Legislative Decree no. 58/1998).

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be attached), owner of no. (*) ordinary shares registered in the securities account no. n..... with the following intermediary
ABI..... CAB or of the person to whom the voting right accrues in relation to no. (*) ordinary shares registered in the securities account no. with the following intermediary..... ABI CAB in his/her position as(*)⁽⁵⁾;

☐ the person to whom the voting right accrues in relation to no. (*) ordinary shares registered in the securities account no. with the following intermediary.....
ABI..... CAB..... of S.p.A in its position as (*)⁽⁵⁾;

DELEGATES

(name)(*) (surname)(*), born in(*) on(*) and resident in....., fiscal code no.(*) with authority (if applicable) to be, in turn, substituted by (name) (surname), born in on and resident in fiscal code no to participate in and to represent him/her at the shareholders' meeting.

DATE, SIGNATURE,

The undersigned furthermore declares that the voting right ⁽⁶⁾:

☐ **is to be exercised at the proxy's discretion ⁽⁷⁾**

☐ **is not to be exercised at the proxy's discretion, but rather in conformity with specific voting instructions conveyed by the undersigned grantor.**

DATE, SIGNATURE.....,

(5) Indicate the legal right (pledge, usufruct, etc.) by virtue of which the voting right accrues to a person other than the shareholder.

(6) Check the box that applies.

(7) It is noted that, pursuant to Article 118, Paragraph 1, Letter c), of the regulations approved by CONSOB with Resolution no. 11971/1999, as subsequently amended and integrated, the shares in relation to which the "voting right due by virtue of powers of attorney, as long as the right can be exercised at discretion with no specific instructions by the delegating party" are to be considered as shareholdings for the purposes of the disclosure obligations governed by Article 120 of Legislative Decree no. 58/1998.

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It is noted, in accordance with Article 135-novies, paragraph 5 of the Consolidated Financial Act, that *"In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meeting concerned."*

PRIVACY DISCLOSURE

The data contained in this proxy form will be processed by EI Towers S.p.A. - as data controller - in order to manage the business at the shareholders' meeting, in accordance with prevailing laws and regulations on the subject of the protection of personal data.

Such data may be known by staff and consultants of EI Towers S.p.A., specifically authorized to process the data, in the position of Managers or Appointees, for the pursuit of the purposes outlined above: such data can be disseminated or communicated to specific persons in fulfillment of an obligation set by the law, regulations or EU laws and regulations, or on the basis of instructions conveyed by an authority approved therefor or by oversight and control bodies; without the data indicated as mandatory (*) it will not be possible for the proxy to participate in the shareholders' meeting.

The person whose personal data have been recorded has the right, pursuant to Article 7 of Legislative Decree no. 196/2003, to know - at any time - which data of his/hers are held by EI Towers S.p.A., their origin and how they are used; such person has furthermore the right to have the data updated, adjusted, supplemented or cancelled, request their restriction, and oppose their processing by contacting EI Towers S.p.A., as data controller, with registered office in Lissone (MB), Via Zanella 21.