

KME GROUP SPA
Via dei Barucci n. 2
50127 Florence
Tel. 055-4411248
Fax. 055-4411681

SHAREHOLDERS' MEETING
SHAREHOLDERS' MEETING PROXY

I/We, the undersigned ⁽¹⁾

Last name or company name

First name

Place of Birth

Province

Date of birth

Tax I.D. number

Address of residence or of registered office

Postal Code

City of residence

Prov.

Telephone No.

Last name or company name

First name

Place of Birth

Province

Date of birth

Tax I.D. number

Address of residence or of registered office

Postal Code

City of residence

Prov.

Telephone No.

in my (our) capacity as shareholder(s) of
KME Group S.p.A., delegate

Last and first name or company name

with the option of being replaced by

Last and first name or company name

to represent me (us) in all activities with respect to which I (we) have a right to vote at the Shareholders' Meeting of KME Group S.p.A. convened for the following dates:

- December 1st, 2009 at 11 a.m. in ordinary and extraordinary session, on the first calling, and, if necessary, for
- December 2, 2009, at 11 a.m. in ordinary and extraordinary session, on the second calling

and fully approve the actions taken by my (our) representative following the Meeting's proceedings.

Date	Signature(s)
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⁽¹⁾ Full name of the shareholder as it appears in the invitation to attend the Shareholders' Meeting required by Article 2370 of the Italian Civil Code.

In order to facilitate attendance at the Shareholders' Meeting, please forward this proxy and all supporting documents showing the powers of the signatory(ies) as soon as possible and, in any case, not later than two business days before the date of the first calling. The abovementioned documents must be sent to the Shareholder Office listed above. The original proxy must be submitted (by mail or delivered by your representative).

INSTRUCTIONS FOR FILLING OUT THE PROXY FORM

A shareholders who is unable to attend a Shareholders' Meeting has to right to appoint a representative of his/her choice to attend and vote at the Shareholders' Meeting.

1. The proxy must be in writing, it must be dated and signed, and the representative's name must be entered by the shareholder and not by a third party.
2. Authority to act as a representative may be granted only for individual Shareholders' Meetings, effective for multiple callings, except in cases when it is granted by means of:
 - (i) a general power of attorney
 - (ii) a power of attorney granted by a company, association, foundation or other collective entity or institution ("Entity") to an employee.
3. In the instances referred to in Items 2 (i) and 2 (ii) above and whenever the shareholders is an Entity, a copy of the documents by which the power of attorney has been granted must be annexed to the proxy and kept on file by the Company.
4. A representative may not in turn issue a proxy or appoint a replacement, unless the shareholder has expressly provided such an option, designating the replacement representative by name.
5. If the proxy is granted to an Entity, the Entity may only delegate this task to an employee or associate.
6. A proxy may be granted to a party who is not a shareholder of KME Group S.p.A.
7. Proxies may not be granted to Directors, Statutory Auditors or employees of KME Group S.p.A., to companies controlled by them or to employees of said companies. Moreover, proxies may not be granted to the Statutory Auditors retained by KME Group S.p.A., to partners, Directors, Statutory Auditors or employees of said Statutory Auditors or to the company responsible for the centralized clearing of financial instruments.
8. A representative may not represent more than 200 shareholders (except in the case of a proxy solicitation or collection campaign).

9. If shares are jointly owned, the proxy must be granted and signed by all joint owners, even if the representative is one of the joint owners.

For any additional explanation or information about attending the Shareholders' Meeting of KME Group S.p.A., please contact the Company's Secretariat (tel. +39.055.4411330; e-mail address: enrico.deschoenfeld@kme.com).

DISCLOSURE

Pursuant to Article 13 of Legislative Decree No. 196/2003, you are hereby advised that the data contained in the proxy form will be processed by the Company (the Process Owner) for the purposes of the Meeting's proceedings, in accordance with the current laws governing the protection of personal information.

The abovementioned data will be disclosed only to employees of KME Group S.p.A. specifically authorized to process them, in the capacity as Officers or Designated Employees, in pursuit of the abovementioned purposes. The abovementioned data may be shared with or communicated to specific parties to comply with statutory or regulatory requirements or E.U. regulations or pursuant to instructions issued by authorities duly empowered pursuant to law or by oversight and control agencies. Should any of the data flagged as required (*) be missing, a shareholder's representative will not be allowed to attend the Shareholders' Meeting.

Interested parties are entitled to know at any time which of their personal data are held by KME Group S.p.A., how they were obtained and how they are being used. They are also entitled to request that the abovementioned data be updated, corrected, amended or deleted; demand that said data be embargoed or refuse that they be processed by contacting the Officer appointed pursuant to Article 7 (Group Privacy Department – KME Group S.p.A., Via dei Barucci n. 2, 50127 Florence, tel. 055-4411225, fax. n. 055-4411240).