ATTENDANCE PROXY AND VOTING FORM
GENERAL MEETING OF SHAREHOLDERS OF IVS GROUP S.A.
TO BE HELD ON 28TH AUGUST 2014

Shareholder identification (Last name, first name, address, corporate designation, registered office):

Please choose one of the three options below and tick the corresponding box, then date and sign below.

The undersigned

being the holder of …… share(s) (ISIN code: LU0556041001) of **IVS Group S.A.**, a public limited liability company *(société anonyme)* incorporated under the laws of Luxembourg, having its registered office at 2A Rue Jean-Baptiste Esch L-1473 Luxembourg, registered with the Luxembourg register of commerce and companies under number B 155.294 (the "**Company**"),

1) Wish to attend the general meeting of shareholders to be held at IVS Italia s.p.a. in Via dell'Artigianato 25, Seriate (BG), Italy on 28th August 2014 at 17:00 am (the "**General Meeting**") in person.

2) Will not attend the General Meeting. I irrevocably give power to the chairman of the General Meeting (the "**Chairman**") to vote in my name and on my behalf and as the Chairman deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the General Meeting, unless a different proxy holder is named below:

……*

*Indicate the last name, first name and address of the proxy holder that you appoint if you do not wish to grant proxy to the Chairman of the General Meeting.

3) Will not attend the General Meeting and irrevocably give power with the following voting instructions to the Chairman (or anyone indicated in point 2 above) of the General Meeting:

Resolutions	**1**
For	
Against	
Abstention	

If amendments or new resolutions were to be validly presented, I irrevocably give power to the Chairman (or anyone indicated in point 2 above) to vote in my name and as he deems fit, unless I express my willingness to abstain here below:

I abstain ☐

Any blank form will be considered as an irrevocable proxy to the Chairman of the General Meeting, to vote in the name and on behalf of the shareholder and as he deems fit. Any lack of choice that is clearly expressed on the voting instruction options provided above or any contradictory choice will be considered as a choice under option 2, with an irrevocable proxy to the Chairman of the General Meeting, to vote in the name and on behalf of the shareholder and as he deems fit.

Made on _____, at _____

For individual person

Name and last name:

_____

For legal entity

Signed

By

Name:
Title:

_____

INSTRUCTIONS FOR COMPLETION FOR THE GENERAL MEETING (THE "MEETING")

IDENTIFICATION OF SHAREHOLDERS

a. The signatory is requested to accurately enter his/her surname (in block capital letters) and his/her first name.

In case of legal entities, the corporate denomination and registered office must be indicated as well as the name, first name, and authority of the signatory.

If the signatory is not a shareholder (for example: a receiver, guardian, etc.), he must mention his name, first name and the capacity in which he signs the form.

b. A shareholder can be represented by a proxy of his choice who does not need to be a shareholder.

c. By signing, I consent that the featured data are collected, processed and used for the purpose of the organization of the Meetings and the voting on the resolutions. The Company is the controller. The data may be transmitted to entities involved in the organisation of the Meeting. I have a right of access to, and the right to rectify, the data that concerns me. Data may be stored for thirty years.

d. Capitalized terms used herein and not otherwise defined shall have the meaning as defined in the convening notice including the proposed resolutions.

This attendance proxy and voting form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance and proxy form.

ATTENDANCE TO THE MEETING

The right to participate in the Meeting is determined on the basis of share ownership on the fourteenth day prior to the Meeting, namely on 14th August 2014 at midnight (Luxembourg time) (hereinafter the "**Record Date**"). All shareholders holding shares on the Record Date have the right to attend the Meeting regardless of the number of shares held.

The shareholders who wish to attend the Meeting in person:

To facilitate the shareholder's admission to the Meeting, each shareholder must proceed with the following formalities:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** each registered shareholder automatically receives (attached to the convening notice) the attendance proxy and voting form, which the shareholder must complete, stating that he wishes to attend the Meeting in person, date, sign and then return it to the registered office of the Company so that it is received by the Company at the latest on 14th August 2014 at midnight (Luxembourg time).

- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** each shareholder must contact the custodian of his shares, indicating that he wishes to attend the Meeting and request a certificate of participation proving his status at the date of the request. The

certificate of participation must be sent to the registered office of the Company together with a duly completed, dated and signed attendance proxy and voting form (to be downloaded from the Company's website www.ivsgroup.it or to be obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email to Investor.Relations@ivsitalia.com and/or I.Relations@ivsgroup.it), so that it is received by the Company at the latest on 14th August 2014 at midnight (Luxembourg time). On the day of the Meeting, each shareholder must provide proof of his identity during the registration process.

The shareholders who are unable to attend the Meeting in person:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** the shareholder must send a completed, signed and dated attendance proxy and voting form (attached to the convening notice) to the registered office of the Company, indicating that he is appointing a proxy or submitting his vote in writing, as the case may be, so that it is received by the Company on 14th August 2014 at midnight (Luxembourg time) at the latest.

- **In case of holders whose ownership is indirectly recorded through a securities settlement system :** each shareholder must contact the custodian of his shares, indicating that he wishes to give voting instructions for the Meeting and request a certificate of participation proving his shareholder status at the date of the request. The certificate of participation together with the completed, signed and dated attendance proxy and voting form must be sent to the registered office of the Company, so that it is received by the Company on 14th August 2014 at midnight (Luxembourg time) at the latest. The attendance proxy and voting form will indicate whether the shareholder is appointing a proxy or submitting his vote in writing. The attendance proxy and voting form may be downloaded from the Company's website www.ivsgroup.it or obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email sent to Investor.Relations@ivsitalia.com and/or I.Relations@ivsgroup.it .