

TISCALI S.p.A. - Meeting of 27/28/29 April 2011
Form for the delegation of proxy and voting instructions for Servizio Titoli S.p.A.

Servizio Titoli S.p.A., in the person of an employee or collaborator holding the powers for the specific assignment, in the capacity of **Appointed Representative**, in accordance with article 135-undecies of Italian Leg. Dec. 58/98 (TUF - Consolidated Finance Act) received from **TISCALI S.p.A. (the Company)**, shall proceed with collecting the voting proxies related to the extraordinary meeting to be convened in first call on 27 April 2011, the extraordinary meeting in second call and ordinary session in first call on 28 April 2011, and, if necessary, an extraordinary meeting in third call and ordinary session in second call on 29 April 2011, through the methods and terms stated in the notice of call published in the Company internet site "www.tiscali.com" on 26 March 2011.

The proxy with the voting instructions, to be conferred no later than **21 April 2011**, may be revoked within the above term through the same methods used for the conferment.

Conferment of the proxy and voting instructions through the signing and transmission of this form does not entail any expense for the delegating party, apart from transmission or mailing expenses.

Art. 135-decies (Conflict of interest of the representative and alternates)

Servizio Titoli S.p.A., in the capacity as **Appointed Representative**, is not in any of the conflict of interest conditions indicated in art. 135-decies of the TUF. However, if unknown circumstances should be verified or in case of an amendment of or supplement to the proposals presented to the meeting, it does not intend to express a vote differing from that indicated in the instructions.

PROXY FORM

Complete with the information requested on the basis of the Notes at the foot hereto and notify the Company through Servizio Titoli S.p.A. (1)

*** compulsory information**

The undersigned * born in * on * Tax code *
residing in/registered office in (city) * (street) *
telephone * e-mail
holding the right to vote on **14 April 2011 (record date)** in the capacity of: **(2)** holder of the shares - legal representative - proxy with sub-delegation of powers - secured creditor - broker - usufructuary - receiver - manager - other (specify)
of n * **ordinary Tiscali shares**

(3) in the name of born in on Tax code
residing in/registered office in (city) (street)
registered in the security account **(4)** no. at ABI CAB
as per notice no. **(5)** effected by (Bank) *

DELEGATES the aforesaid Appointed Representative to participate and vote at the meeting indicated above, with reference to the aforesaid shares, as per the instructions supplied to him/her and

DECLARES being aware of the possibility that the proxy to the Appointed Representative also contains instructions to only vote on some items on the agenda and that, in any event, the vote shall be exercised only for items in relation to which the instruction to vote has been conferred.

DATE Identifying Doc. **(6)** *(type) issued by * no. * SIGNATURE

Note: This proxy may not be conferred separately from the voting instructions; the relative form in electronic format can be found on the Company site and shall also be supplied upon simple request by telephone under the number 011.0059376.

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VOTING INSTRUCTIONS

(Part only meant for the Appointed Representative to be transmitted to Servizio Titoli S.p.A. – Check the boxes chosen hereby following the Notes here at foot)

The undersigned (7)..... **herewith**
APPOINTS the Appointed Representative to vote according to the following instructions (8) at the meeting in question:

A) RESOLUTIONS SUBMITTED FOR VOTING (9)

Ordinary Part

1st resolution

Approval of the balance sheet for the year ending on 31 December 2010. Applicable and consistent resolutions. IN FAVOUR AGAINST ABSTAINED

2nd resolution

Amendments to meeting regulations. Applicable and consistent resolutions. IN FAVOUR AGAINST ABSTAINED

Extraordinary Part

1st resolution

By-laws amendments, specifically, amendments to articles
5, 6, 7, 8, 11, 14, 18, and introduction of art. 19 Articles of Association. Applicable and consistent resolutions. IN FAVOUR AGAINST ABSTAINED

B) UNKNOWN CIRCUMSTANCES (11)

In case of unknown circumstances at the time of issuance of the proxy, the undersigned, with reference to:

Ordinary Part

1st resolution:

- CONFIRMS THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

2nd resolution:

- CONFIRMS THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED
- REVOKES THE INSTRUCTIONS
- CHANGES THE INSTRUCTIONS

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Extraordinary Part

1st resolution:

- CONFIRMS THE INSTRUCTIONS
 - REVOKES THE INSTRUCTIONS
 - CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED
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C) AMENDMENTS OR SUPPLEMENTS (12)

In case of a wish for amendments of or supplements to the aforesaid resolutions being submitted to the meeting, the undersigned herewith authorises the Appointed Representative to vote, if necessary also unlike the instructions indicated above, according to the following further indications.

Ordinary Part

1st resolution:

- Amendment/supplement proposed by the **Administrative Body (13)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED

- Amendment/supplement proposed by the **majority shareholder (14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED

- Amendment/supplement proposed by the **minority shareholder (14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED

2nd resolution:

- Amendment/supplement proposed by the **Administrative Body (13)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED

- Amendment/supplement proposed by the **majority shareholder (14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS IN FAVOUR AGAINST ABSTAINED

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- Amendment/supplement proposed by the **minority** shareholder **(14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS

IN FAVOUR AGAINST ABSTAINED

Extraordinary Part

3rd resolution:

- Amendment/supplement proposed by the **Administrative Body (13)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS

IN FAVOUR AGAINST ABSTAINED
- Amendment/supplement proposed by the **majority** shareholder **(14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS

IN FAVOUR AGAINST ABSTAINED
- Amendment/supplement proposed by the **minority** shareholder **(14)**
 - o CONFIRMS THE INSTRUCTIONS
 - o REVOKES THE INSTRUCTIONS
 - o CHANGES THE INSTRUCTIONS

IN FAVOUR AGAINST ABSTAINED

LIABILITY ACTION

In case of voting on a **liability action** proposed by shareholders, in accordance with art. 2393, second paragraph, of the civil code, at the time of approving the balance sheet, the undersigned herewith appoints the Appointed Representative to vote as follows:

IN FAVOUR AGAINST ABSTAINED

DATE.....

SIGNATURE.....

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Notes for the completion and transmission

1. The **Proxy Form**, with its reserved **voting instructions**, to be transmitted to the Company through the Appointed Representative, shall be sent in the original (jointly with a documents evidencing the powers of signature, as per the point below) by **21 April 2011** to Servizio Titoli S.p.A., C.so Ferrucci 112/A, 10138 Turin, with possible anticipation of transmission of a copy of it within the same date, with a declaration of conformity to the original, through the following methods:
 - fax al n. +39 011 0059379;
 - attached to a message sent to the certified email address: tiscali@pecserviziotitoli.it.
2. Specify the capacity of the subscriber of the proxy and attach, if necessary, the document proving the powers of signature.
3. Only to be completed if the holder of the shares differs from the subscriber of the proxy, by compulsory indication of all relevant personal data.
4. Report the number of the share account, the ABI and CAB bank codes of the intermediary trustee or the name that can be found in the dossier of shares.
5. Any reference of communication effected by the intermediary and designated party, if other than the trustee of the share account as per point 4.
6. Note references of a valid identifying document of the subscriber of the proxy.
7. Note the surname and name of the subscriber of the Proxy Form and Voting instructions.
8. In accordance with article 135-undecies, third paragraph, of Italian Leg. Dec. no. 58/98, "Shares, for which a proxy, even partial, has been conferred, are counted for the purpose of regular constitution of the meeting. As regards proposals, for which no voting instructions have been indicated, the shares of the shareholder are not calculated in the calculation of the majority nor in the share of capital required for approving resolutions".
9. Resolutions proposed to the meeting, briefly recalled here, can be found in the Reports published on the Company internet site "www.tiscali.com". Servizio Titoli S.p.A., in its capacity as Appointed Representative, has no interest of its own, or on behalf of third parties, in said proposals, but, if unknown circumstances should be verified or in case of an amendment of or supplement to the proposals presented to the meeting, it has no authorisation to express a vote differing from that indicated in the instructions.
10. (Note applicable to voting by list, if provided for during the meeting).
11. Should relevant circumstances arise that were unknown at the time of issuance of the proxy and that cannot be communicated to the delegating party, it is possible to choose among: a) confirmation of the voting instruction previously expressed; b) revocation of the voting instruction previously expressed, c) change of the voting instruction previously expressed. If no choice has been made, the voting instructions in sub A) shall be considered confirmed.
12. In the event of amendments of or supplements to the resolution proposals being submitted to the meeting, it is possible to choose among: a) confirmation of the voting instruction perhaps previously expressed; b) revocation of the voting instruction previously expressed, c) change (or conferment) of the voting instruction previously expressed. If no choice has been made, the voting instructions in sub A) shall be considered confirmed.
13. In the event of a substitute resolution, being voted on rather than the original resolution, presented to the administrative body or made by whoever is presiding over the meeting, regardless of the proposing party, the voting instructions provided for herein replace previous instructions.
14. In the event of a shareholder proposing an alternative resolution to one previously voted on, which did not obtain a majority of the favourable votes required for its approval, the voting instructions, if any exist, supplement the previous instructions. The delegating party may indicate his/her intentions to vote regarding alternative proposals presented; such instructions are binding for the Appointed Representative, who shall express a vote only if the proposals have the characteristics indicated in the voting instructions. The various voting intentions expressed regarding the characteristics of the proposals may be identical.

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Legislative Decree no. 58/98 (TUF)

Art. 135-decies

(Conflict of interest of the representative and alternates)

1. Conferment of a proxy to a representative in conflict of interest is allowed as long as the representative informs the shareholder in writing of the circumstances from which said conflict is derived and provided there are specific voting instructions for each resolution on which the representative shall have to vote on behalf of the shareholder. The representative is expected to inform the shareholder of the burden of proof concerning the circumstances resulting in the conflict of interest.
2. For the purpose of this article, there is a conflict of interest if the representative or alternate:
 - a) controls, also jointly, the Company or is controlled, also jointly, or is subject to common control with the Company;
 - b) is associated with the Company or exercises considerable influence over it;
 - c) is a member of the administrative body or controlling body or as indicated in letters a) and b);
 - d) is a company employee or auditor or as indicated in letter a);
 - e) is a spouse, relative or kin, to the fourth degree, of the parties indicated in letters a) and c);
 - f) is bound to the Company or the parties indicated in letters a), b), c) and e) by relations of independent or subordinate employment or other relations, such as property, that compromise independence.
3. Substitution of the representative with an alternate in conflict of interest is only allowed if the alternate has been indicated by the shareholder. In this case, paragraph 1 is applied. The obligations of communication and burden of proof remain those of the representative.
4. This article is also applied in case of transfer of shares by proxy.

Art. 135-undecies

(Representative appointed by the Company with listed shares)

1. Unless otherwise provided for by the by-laws, for each meeting companies with listed shares appoint a party, on whom shareholders may confer a proxy with voting instructions on all or some of the proposals on the agenda, up until the end of the second open trade day prior to the day fixed for the meeting in first or sole call. The proxy is only effective for proposals for which voting instructions have been conferred.
2. The proxy is conferred by signing a proxy form, the contents of which are governed by Consob regulations. Conferment of the proxy does not result in fees paid by the shareholder. The proxy and voting instructions can always be revoked within the term indicated in paragraph 1.
3. Shares for which the proxy, also partial, was conferred, are counted for the regular constitution of the meeting. As regards proposals, for which no voting instructions have been indicated, the shares of the shareholder are not calculated in the calculation of the majority nor in the share of capital required for approving resolutions.
4. The party appointed as a representative shall communicate any interest on his/her own behalf or that of third parties, which concerns the resolution proposals on the agenda. Said party shall likewise maintain confidentiality on the content of the voting instructions received until the beginning of the ballot, subject to the possibility of communicating this information to employees and ancillaries, who are subject to the same duty of confidentiality.
5. Through the regulation in paragraph 2, Consob may lay down the cases in which the representative, who is not in any of the conditions as per article 135-decies, may express a vote differing from that indicated in the instructions.

Civil Code

Art. 2393

(Corporate liability action)

1. A liability action is brought against directors upon resolution by the meeting, even if the Company is in liquidation.
 2. A resolution concerning liability of the directors can be made at the time of discussing the balance sheet, even if it is not indicated in the list of matters on the agenda, when it deals with facts concerning the financial year, to which the balance sheet refers.
 3. A liability action can also be brought upon resolution of the board of auditors, through a two-thirds majority of its members.
 4. An action may be exercised within five years from termination of office of a director.
 5. A resolution for a liability action implies removal from office of the administrators against whom it is proposed, provided a vote in favour is taken by representation of at least one-fifth of the corporate capital. In this case, the meeting shall provide for their replacement.
 6. The Company may waive the exercising of a liability action and may transact, as long as the waiver and transaction are approved through express resolution by the meeting, and provided there is no vote against by a minority of the shareholders, representing at least a fifth of the corporate capital or at least a twentieth of the corporate capital in companies that have recourse to the market of risk capital, or the amount provided for in the by-laws for exercising a corporate liability action in accordance with the first and second paragraphs of article 2393 bis .
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PROTECTION OF PERSONS AND OTHER PARTIES WITH REGARD TO THE TREATMENT OF PERSONAL DATA" DISCLOSURE EX ART. 13 OF ITALIAN LEG. DEC. 196 OF 30.6.2003

In accordance with art. 13 of legislative decree no. 196 of 30 June 2003, containing the code on the treatment of personal data (hereinafter: "the Code"), Servizio Titoli S.p.A. (hereinafter: "Servizio Titoli") as holder of the treatment of personal data (the "Data") herewith informs you of the following.

1. PURPOSE OF THE TREATMENT

The Data supplied shall be treated by Servizio Titoli, by means of computer and/or paper support, for the following purposes:

- a) executing the fulfilments for representation in the meeting and expressing the vote of the party represented in compliance with the instructions made by the latter to Servizio Titoli;
- b) fulfilment of legal obligations, regulations and Community directives, or provisions made by the Authorities or Supervisory Authorities or administrative practices.

The conferment of data and its treatment by Servizio Titoli for said purposes, and necessary for managing the contract relationship or connected to fulfilment of regulatory obligations, is compulsory and does not require explicit consent, on the penalty of the impossibility of Servizio Titoli to set up and manage the relationship.

The Data is exclusively accessible to parties within Servizio Titoli, who require them as related to their job and the tasks carried out, subject to the provision in point 4, second paragraph, of this disclosure. The number of such parties shall be kept to an indispensable minimum; they carry out the data treatment in the capacity of "data processing operators "; they are nominated for this purpose and appropriately instructed in order to avoid losses, destruction, unauthorised accesses or improper treatment of the data. The holder of the treatment is Servizio Titoli, with its registered office in Milan, Via Mantegna, 6, postal code 20154, in the person of the director delegated to this office.

The Manager of data processing for Servizio Titoli is Att. Massimo Zirulia, whose duty it is to reply to any and all requests put forward regarding the treatment of personal data. An updated list of any other internal or external managers is available from him, domiciled for the activity carried out at the offices of Servizio Titoli.

2. DISCLOSURE OF DATA TO THIRD PARTIES

Servizio Titoli may disclose data, for the same purposes for which it has been collected, to:

- a) Authorities and Supervisory and Control Authorities, or parties indicated by them, on the strength of provisions issued by them, or laid down by law, including Community regulations, or by rules or administrative practices

3. TRANSFER OF DATA ABROAD

The Data of the parties concerned may likewise be transferred abroad, i.e. within the European Union, for the same purposes as listed in point 1 above, with or without the aid of electronic or automated means.

4. TREATMENT METHODS

Servizio Titoli treats the Data of the parties concerned legally and correctly and ensures their confidentiality and safety. The treatment – that includes its collection and any operation foreseen by the definition "treatment" in accordance with art. 4 of the Civil Code (among which are, purely as an example, but not limited, the registration, organisation, processing, disclosure, preservation, destruction of Data) – is performed by means of manual, computer and/or electronic-transmission devices, using an organisation method and logistics strictly related to the purposes indicated.

Servizio Titoli belongs to the London Stock Exchange Group, thus implying that the Data of the party concerned, as concerns the aforesaid methods, may also be kept on computer media at LSE plc, its controlled or affiliated companies. The Data is preserved for the time strictly necessary for the purposes for which it was collected, within the law and any provisions of the Guarantor Authority.

5. EXERCISE OF RIGHTS

The parties concerned may exercise their rights on the basis of art. 7 of the Civil Code; among other things, said article provides that a party concerned may request access to his/her own Data, obtain a copy of the information treated and, if details are sought, any updates, corrections and supplements thereto or cancellations or blocks thereof; the party may also oppose all or part of the treatment of the Data concerning him/herself for legitimate reasons.

The party concerned may exercise the aforesaid rights by petitioning Servizio Titoli S.p.A., Via Mantegna, 6, 20154 Milan, to the attention of the Holder or Manager of the treatment, as identified above, according to the legal methods.

This disclosure was updated in January 2011.

Servizio Titoli S.p.A.