

F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. – Shareholders' Meeting of April 27, 2017

PROXY FORM

For the Ordinary and Extraordinary Shareholders' Meeting of **F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.** (the **Company**), called for **27/04/2016 at 10.30 AM**, in single call, at the NH Hotel of Rho/Pero, Viale degli Alberghi, 20017, Rho (Milan), to discuss and vote upon the following:

AGENDA

Ordinary session

1. financial statements for the year ended December 31, 2016 of the Company, including the Board of Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report; presentation of the consolidated financial statements for the year ended December 31, 2016; motions upon the distribution of a dividend; resolutions thereon;
2. the one-off extraordinary bonus concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares reserved for executives and managers of the Group; resolutions thereon;
3. the 2017-2019 stock grant plan called the "2017-2019 Performance Shares Plan" regarding ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares reserved for executives and managers of the Group; resolutions thereon;
4. remuneration report: resolution on the first part of the report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of February 24, 1998 (Company remuneration policy and relative procedures utilised for the adoption and implementation of this policy);
5. supplementation of the Board of Statutory Auditors.

Extraordinary session

1. proposal to amend Article 5 of the Company By-Laws; resolutions thereon;
2. proposal of a free and divisible share capital increase as per Article 2349 of the Civil Code, for an amount of Euro 90,314.00 to be entirely allocated to the share capital, through the issue of 100,181 shares, to be assigned to the beneficiaries of the one-off Extraordinary Bonus; consequent amendment of Article 5 of the By-Laws; resolutions thereon;
3. the proposal to grant to the Board of Directors, in accordance with Article 2443 of the Civil Code, for a period of five years from the approval date, the faculty to increase the share capital, freely and divisibly, also in a number of tranches, as per Article 2349 of the Civil Code, for a maximum Euro 86,000.00 to be entirely allocated to the share capital, through the issue of a maximum 94,765 shares, to be assigned to the beneficiaries of the 2017-2019 Performance Shares plan; consequent amendment of Article 5 of the By-Laws; resolutions thereon.

The undersigned [•] born in [•] on [•], Tax No. [•]

resident at [•], [•]

with the right to vote as: holder of the shares - legal representative - attorney with power to sub-delegate - secured creditor - taker in - beneficial owner - custodian - manager - other (specify).....

for [•] ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares (ISIN IT0004967292)

held by [•]

registered office in [•], tax no. [•]

APPOINTS

[•], born in [•], tax no. [•]

resident in [•] at [•]

to represent him/her for all shares with voting rights at the Shareholders' Meeting, fully approving all actions carried out.

DATE: [•] 2017

Identity Card No. [•]

SIGNATURE

Note for compilation and sending

The shareholders of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (ISIN IT0004967292) (hereafter the “**Company**”), where unable to directly attend the Shareholders’ Meeting, may be represented by another party. Proxy must be conferred in writing and the relative documents must be held by the company. Proxy is not valid where the name of the proxy is left blank.

Proxy may be conferred only for separate Shareholders’ Meetings, applicable also for subsequent calls, except where concerning a general provision of proxy or a proxy conferred by a company, association, foundation or other collective entity or institution to an employee. If proxy is granted to a company, association, foundation or other collective entity or institution, only one of its employees or collaborators may be granted proxy. Proxy may not be granted to members of the Board of Directors or Board of Statutory Auditors or employees of the Company, nor to subsidiaries or to members of the Board of Directors, Board of Statutory Auditors or employees of this latter.

The same person may not represent at the Shareholders’ Meeting of the Company more than twenty shareholders (excluding solicitation operations or collective proxy in accordance with law). For any additional information or clarification, shareholders are kindly requested to contact the Company.

Requests may be sent to the following e-mail address: amministrazione@pec.fila.it.

1. Indicate the details of the shareholder, as appearing on the copy of the communication for attendance at the Shareholders’ Meeting issued by intermediaries as per Article 2370 of the Civil Code: name, surname or company name, tax number or VAT number, complete residential address or registered office.
2. Specify the category of the party granting proxy and attach, where necessary, documentation proving granting powers.
3. To be completed only where the holder of the shares differs from the grantor of proxy, obligatorily indicating all relative personal details.
4. Report the number of the securities account, the ABI and CAB codes of the filing intermediary, or the name, available from the security dossier extract.
5. Any reference no. of the communication made by the intermediary and their company name, if differing from the custodian of the securities accounts as per point 4.
6. Indicate: name, surname or company name of the proxy and of the person or persons who may replace them.
7. Provide the details of a valid identity document of the grantor of proxy.

DISCLOSURE IN ACCORDANCE WITH ARTICLE 13 OF LEGISLATIVE DECREE NO. 196 OF JUNE 30, 2003 ON THE HANDLING OF PERSONAL DATA

F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A., with registered office in Via XXV Aprile n. 5, Pero, Milan (“Holder” of the handled data), informs you that the personal details provided by you will be handled only for the purposes of enabling the company to manage the Shareholders’ Meeting and execute the related legal requirements.

Without the data requested in the proxy form, the proxy will not be allowed to attend the Shareholders’ Meeting.

Your personal details will be collated in paper and/or electronic format and will be handled in the manner strictly required for the above-stated purposes and however in compliance with Legislative Decree 196/2003.

At any time, you may exercise your rights under Article 7 of Legislative Decree No. 196/2003 (including communication of your personal details and how they are utilised, request updates, adjustments, cancellations or oppose its handling for legitimate reasons and receive communication of the list of managers involved in the handling of your personal data) by contacting the Company’s Data Handling Secretary, Via XXV Aprile n. 5, Pero, Milan or at the following e-mail address: amministrazione@pec.fila.it.

Specifically, authorised employees or partners of the Company may view your personal data, as managers or employees, for the above indicated purposes.