

**F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. – Shareholders' Meeting of April 29, 2016
Proxy Form**

PROXY FORM

Complete with required information, sign and send to the Company in accordance with the Note at the bottom

For the Shareholders' Meeting of **F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.** (the **Company**), called for **29/04/2016 at 10 AM**, in single call, at ATA Hotel Expo Fiera, via Giovanni Keplero n. 3, Pero (Milan), 20016, to discuss and vote upon the following:

AGENDA

- 1) financial statements for the year ended December 31, 2015 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, 2015; resolutions thereon;
- 2) resolutions relating to the covering of losses, to fully constitute the legal reserve and the distribution of a dividend from the available reserves, subject to paragraph 1, letter a), of Article 6 of Legislative Decree No. 38 of February 28, 2005;
- 3) 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)

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*** required information**

The undersigned ***(1)** born in *..... on*..... Tax No. *.....
resident in/registered office (city)*..... (street) *.....
telephone No. *....., e-mail

with the right to vote as: **(2)** 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)

(3) registered to born in on..... Tax No.
resident in/registered office (city)..... (street)

registered in securities account **(4)** No. at ABI CAB

as per communication No. **(5)** by (Bank) *.....

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APPOINTS

Name/Surname/Company Name **(6)** born in *..... on*..... Tax No.
*.....
resident in/registered office (*city*)*..... (*street*)*.....
telephone No. *, e-mail

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

DATE Identity document **(7)** * (*type*) issued by *..... No. *..... SIGNED

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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 and the ABI and CAB codes of the custodian intermediary, or their name, available from the securities account statement.*
- 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.*

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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.