

F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A.
Shareholders' Meeting
called for April 29, 2016 at 10 AM, in single call,
at ATA Hotel Expo Fiera, via Giovanni Keplero n. 3, Pero (Milan)

**Proxy form for designated agents in accordance with
Article 15-undecies of Legislative Decree 58/98**

Part 1 of 2

The Company La Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici No. 10, Tax No. 00717010151, belonging to the Bancario Mediobanca Group, enrolled in the Banking Groups' Register, a company authorised under Ministerial Decree of 24/11/1941 to act as a fiduciary in accordance with Law No. 1966 of 23.11.1939 and subsequent amendments (hereafter "Spafid"), as the "Designated Agent" in accordance with Article 135-undecies of Legislative Decree No. 58/1998 of the Company F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. (hereafter, the "Company" or "F.I.L.A."), in the person of specifically appointed employee or partner, undertakes multiple proxies to vote on behalf of shareholders at the Shareholders' Meeting of F.I.L.A. S.p.A. called for **April 29, 2016**, in single call, according to the means and terms reported in the call notice published on March 23, 2016 on the website www.fila.it, in the "Governance" section, and in extract form in the "MF-Milano Finanza" newspaper of March 23, 2016.

The original copy of the proxy form with relative voting instructions should be sent to Spafid by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting (therefore by 24.00 on **April 27, 2016**), together with:

- a copy of a valid identity document of the principal or
- where the principal is a legal person, a copy of a valid identity document of the *pro tempore* legal representative or another party with appropriate powers, together with documentation in proof of such status and powers

through sending i) for proxy with original signature, by hand or through courier or registered letter to **Spafid S.p.A., Foro Buonaparte No. 10, 20121 Milan (Ref. "F.I.L.A. 2016 Shareholder' Meeting Proxy")**
ii) for proxy with electronic or digital signature, to the certified e-mail account assemblee@pec.spafid.it.

Proxy and voting instructions may be revoked by the end of the second trading day before the date fixed for the Shareholders' Meeting (therefore by 24.00 on **April 27, 2016**), according to the means outlined above.

The granting of proxy and voting instructions by signing the present form is without charge for the principal (except for any sending expenses).

Declaration of the Designated Agent

Spafid, as the Designated Agent, confirms to not having any interest in the proposals to be voted upon. Considering the contractual relations between Spafid and the Company and in particular considering the technical assistance to the shareholders' meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-decies, paragraph 2, letter f) of Legislative Decree No. 58/1998, Spafid expressly declares that, where currently unknown circumstances arise or in the case of amendment or supplementation of the proposals presented to the Shareholders' Meeting, it shall not express a vote differing from that indicated in the instructions.

PROXY FORM

(Section to be notified to the Company through the Designated Agent - Complete with the required information)

The undersigned (Company name/personal details of the party with voting rights)* _____
_____ born in* _____ on*
_____ resident in* (city) _____ at*
(address) _____ Tax No. * _____
Telephone No. _____ E-mail _____

Details to be filled in at the discretion of the principal:
- communication No. _____ (reference no. of the communication provided by the intermediary)
- identification codes _____

APPOINTS the Designated Agent to attend and vote at the above-indicated shareholders' meeting in accordance with the instructions provided with reference to * _____ F.I.L.A. S.p.A. shares, ISIN code IT0004967292, registered in securities account No. * _____ at (custodian intermediary)* _____ ABI _____ CAB _____

DECLARES to be aware that the proxy form for the Designated Agent may contain voting instructions also only on certain proposals on the agenda and that, in this case, voting will only be exercised on the proposals for which such instructions have been conferred.

AUTHORISES Spafid to handle their personal data in accordance with the conditions and the terms indicated in the attached disclosure note.

The undersigned (name and surname of the signee only if differing from the shareholder) _____
_____ signs the present form as (tick the relevant box)

- secured creditor
- taker in
- beneficial owner
- custodian
- manager
- legal representative or attorney power to sub-delegate
- other (specify) _____

Place/Date _____, _____

Signature

(*) Required

Part 2 of 2

VOTING INSTRUCTIONS

(Section contains information for the Designated Agent - tick the relevant box)

The undersigned (1) *(company name/personal details)** _____ appoints the Designated Agent to vote according to the following voting instructions for the Shareholders' Meeting called for April 29, 2016 in single call by F.I.L.A. S.p.A.

A) RESOLUTIONS TO BE VOTED UPON (2)

	IN FAVOUR OF THE PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS (^a)	IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER (^a) (^b)	AGAINST (^c)	ABSTAINING (^c)
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;	<i>(tick the box)</i> <i>(shareholder)</i>	<i>(tick the box)</i>	<i>(tick the box)</i>
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;	<i>(tick the box)</i> <i>(shareholder)</i>	<i>(tick the box)</i>	<i>(tick the box)</i>
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)	<i>(tick the box)</i> <i>(shareholder)</i>	<i>(tick the box)</i>	<i>(tick the box)</i>

(*) Required

(^a) The circumstance whereby the Board of Directors or a Shareholder indicated in the present section have not yet drawn up a proposal which will be voted upon is an unknown; therefore, on its occurrence, the Designated Agent will follow the voting instructions indicated at Section B.

(^b) In favour of the proposal of the shareholder, whose name should be indicated by the principal, independently of whether the proposal is presented directly at the Shareholders' Meeting or presented in accordance with Article 126-bis of Legislative Decree No. 58/1998.

(^c) Against/Abstaining on any proposal drawn up.

B) UNKNOWN CIRCUMSTANCES

If unknown circumstances exist on the granting of proxy (3) the undersigned:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			FOR ^(d)	AGAINST	ABSTAINING
1. <i>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;</i>	(tick the box)	(tick the box)	_____ -	(tick the box)	(tick the box)
2. <i>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;</i>	(tick the box)	(tick the box)	_____ -	(tick the box)	(tick the box)
3. <i>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)</i>	(tick the box)	(tick the box)	_____ -	(tick the box)	(tick the box)

^(d) Indicate if in favour of the proposal of the Board of Directors, or if in favour of the proposal of the shareholder, whose name should be indicated by the principal.

C) AMENDMENTS OR SUPPLEMENTS

In the case of any voting on amendments or supplements (4) to the resolutions submitted to the Shareholders' Meeting, with regard to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			IN FAVOUR (°)	AGAINST	ABSTAINING
1. <i>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;</i>	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
2. <i>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;</i>	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3. <i>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)</i>	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)

RESPONSIBILITY ACTION

In the case of voting on the responsibility action proposed in accordance with Article 2393, paragraph 2 of the civil code by shareholders on the approval of the financial statements, the undersigned appoints the Designated Agent to vote as follows:

IN FAVOUR AGAINST ABSTAINING

.....on,.....

Signature.....

(°) Indicate if in favour of the proposal of the Board of Directors, or if in favour of the proposal of the shareholder, whose name should be indicated by the principal.

NOTE FOR COMPILATION AND SENDING

1. Provide the name and surname of the signatory of the Proxy Form and the voting instructions.
2. In accordance with Article 135-*undecies*, paragraph 3 of Legislative Decree No. 58/1998 “The shares for which proxy has been conferred, also partially, are included for the purposes of the proper constitution of the shareholders’ meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals”.
3. Where significant circumstances, unknown on granting of proxy, exist and which may not be communicated to the principal, you may choose between: a) confirming the voting instructions already expressed; b) amending the voting instructions already expressed, c) revoking the voting instructions already expressed. Where no choice is made, the voting instructions at Section A) are considered confirmed. Where the principal at Section A) has indicated to vote in favour of the proposal drawn up by the Board of Directors or the shareholder and this proposal is not presented or is not put to the vote for any reason and, in Section B, no choice has been made or the choice indicated at Section A has been confirmed, the party is considered to have abstained.
4. For the case in which amendments or supplements of the proposals put to the shareholders’ meeting occur, you may choose between: a) confirming any voting instructions already expressed; b) amending the voting instructions already expressed or the conferment of voting instructions; c) revoking the voting instructions already expressed. Where no choice is made, the voting instructions at Section A) are considered confirmed.

N.B. For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), interested parties may contact Spafid S.p.A. at the following telephone No.: (+39) 0280687321 or via e-mail at serviziemittenti@spafid.it.

PROTECTION OF PERSONAL DATA DISCLOSURE AS PER ARTICLE 13 OF LEGISLATIVE DECREE 196 of 30.06.2003

We communicate that, in accordance with Article 13 of Legislative Decree 196/2003, the data contained in the proxy form will be handled by Spafid S.p.A. - data handler - for the execution of the requirements concerning representation at the Shareholders’ Meeting and for voting on behalf of the party conferring proxy to Spafid as the Designated Agent, in accordance with the instructions communicated, and for the fulfilment of the legal, regulatory and EU obligations or of the provisions of the Authority or Supervisory Bodies.

This data may be shared with partners of the Company specifically authorised to handle such data or those employed by such parties for the above-indicated purposes: this data can be relayed or communicated to specific parties to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the authorities or the supervisory or control bodies.

The interested party has the right to know - at all times - which data is held by Spafid S.p.A., its origin and how it is being utilised; he/she also has the right to update, adjust, add to or cancel data or request such not to be used by contacting the Appointed Officer as per Article 7 of Legislative Decree 196/2003 (Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., Foro Buonaparte n.10, 20121 Milan - tel. 02-806871- fax 02-875317).

REGULATORY FRAMEWORK

Legislative Decree No. 58 of February 24, 1998

Article 126-bis (Supplementation of the Agenda and presentation of new proposals)

1. Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the Shareholders' Meeting Call Notice, or within five days in the case of calling as per Article 125-bis, paragraph 3 or Article 104, paragraph 2, supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or present proposals on matters already on the Agenda. The requests, together with the certification declaring ownership of the holding, should be presented in writing, by post or by e-mail, in compliance with any requirements strictly necessary for the identification of the requesting parties, as indicated by the company. Those with voting rights may individually present proposals to the Shareholders' Meeting. For co-operative companies, the share capital amount is as established by the By-Laws, also in derogation of Article 135.

2. In relation to supplementation of the Agenda or the presentation of further proposals on existing matters, as per paragraph 1, notice is given in the same manner as prescribed for the publication of the Shareholders' Meeting Call Notice, at least 15 days before the date of the Shareholders' Meeting. Further proposals on matters already on the Agenda are made available to the public according to the means established by Article 125-ter, paragraph 1, together with publication of the notice of presentation. The deadline is reduced to seven days in the case of Shareholders' Meetings called in accordance with Article 104, paragraph 2, or in the case of Shareholders' Meeting called in accordance with Article 125-bis, paragraph 3.

3. Supplementation of the Agenda is not permitted for those matters on which the Shareholders' Meeting passes resolutions, as prescribed by law, on proposals of the Directors or in relation to a project or report prepared by the Board, other than those indicated at Article 125-ter, paragraph 1.

4. Shareholders requesting supplementation as per paragraph 1 should draw up a Report outlining the reasons for the proposal of new matters to be added to the Agenda or the reasoning concerning further proposals to be presented on matters already on the Agenda. The report should be sent to the Board of Directors by the deadline for the presentation of supplementation requests. The Board of Directors makes available the Report to the public, accompanied by any assessment, together with the publication of the notice for supplementation or presentation, according to the means established by Article 125-ter, paragraph 1.

5. Where the Board of Directors, or in the case where they are not involved, the Board of Statutory Auditors, the Supervisory Board or the Operating Control Committee, does not supplement the Agenda with new matters or proposals presented in accordance with paragraph 1, the court, having heard the members of the Administration and Control Boards - where the refusal to supplement is considered unjustified - orders supplementation by decree. The decree is published according to the means established by Article 125-ter, paragraph 1.

Art. 135-decies (Conflicts of interest of the representative and of the replacements)

1. The conferment of proxy to a representative in conflict of interest is permitted if the representative communicates in writing to the shareholder the circumstances under which the conflict arises and whether specific voting instructions are provided for each resolution on which the representative must vote on behalf of the shareholder. It is the responsibility of the representative to communicate to the shareholder the circumstances under which the conflict of interest arises. Article 1711, second paragraph of the Civil Code is not applied.

2. For the purposes of the present article, a conflict of interest exists in any case where the representative or the replacement:

- a) controls, also jointly, the company or a subsidiary, also jointly, or is under common control with the company;
- b) is connected to the company or exercises a significant influence on it, or where the latter exercises significant influence on the former;
- c) is a member of the board of directors or the board of statutory auditors of the company or of the parties indicated at letters a) and b);
- d) is an employee or an auditor of the company or of the parties indicated at letter a);
- e) is a spouse or relative to the fourth degree of the parties indicated at letters a) and c);
- f) is connected to the company or the parties indicated at letters a), b), c) and e) by contract or employment or by other monetary-based relations which may compromise independence.

3. The replacement of the representative with a party in conflict of interest is allowed only if the replacement is indicated by the shareholder. In this case, paragraph 1 is applied. The obligations for communication and the relative proof are the responsibility of the representative.
4. The present article is applied also in the case of transfer of shares by power of attorney.

Art. 135-undecies (Designated Agent of the company with listed shares)

1. Except where the by-laws provide otherwise, companies with listed shares designate for each shareholders' meeting a party to which shareholders may confer, by the end of the second trading day before the date fixed for the shareholders' meeting, also in subsequent calling, a proxy with voting instructions on all or on a number of proposals on the agenda. Proxy conferred is valid only for the proposals on which voting instructions are provided.
2. Proxy is conferred through signing a proxy form whose content is governed by Consob regulations. The shareholder does not incur charges for the conferment of such proxy. Proxy and voting instructions are revocable under the terms indicated in paragraph 1.
3. The shares in relation to which proxy is conferred, also partially, are included in relation to the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the resolutions.
4. The party designated as representative must communicate any interests held on his own behalf or on behalf of third parties in relation to the proposals on the agenda. Confidentiality on the content of the voting instructions received is maintained until the beginning of voting, except for the possibility to communicate such information to employees and auxiliaries, who are subject to the same confidentiality requirement. Proxy may not be granted if not in compliance with the present article.
5. Under the regulation at paragraph 2, Consob may establish the cases in which a representative not falling within the scope of the conditions at Art.135-*decies* may cast a vote other than as indicated in the instructions.

Civil Code

Art. 2393 (Social responsibility action)

1. A responsibility action against directors is taken following a shareholders' meeting resolution, even where the company is in liquidation.
2. The resolution concerning the responsibility of directors may be taken on the occasion of the discussion of the annual accounts, even where not included in the matters on the agenda, when relating to matters contained in the annual accounts.
3. The responsibility action may also be taken following a resolution of the Board of Statutory Auditors, by a majority of at least two-thirds.
4. The action may be taken within five years from the director leaving office.
5. The approval of a responsibility action results in the revocation of office of the director against whom it has been taken, based on the approval of at least one-fifth of the voting share capital. In this case, the Shareholders' Meeting replaces the directors.
6. The company may forego the exercise of the responsibility action and may settle the matter, as long as the revocation and the settlement have been approved by the shareholders' meeting and a minority of shareholders representing at least one-fifth of the share capital have not voted against such, or for companies utilising the risk capital market, of at least one-twentieth of the share capital, or a differing amount established by the by-laws for the exercise of the social responsibility action in accordance with paragraphs one and two of Article 2393 *bis*.