

F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A.

Ordinary Shareholders' Meeting called for April 17, 2018 at 10 AM, in single call at via Keplero 12, 20016, Pero (MI), at the ATA Hotel Expo Fiera

**Proxy form for designated agents in accordance with
Article 15-undecies of Legislative Decree No. 58/1998
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 "**FILA**"), 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. - Fabbrica Italiana Lapis ed Affini S.p.A. called for **April 27, 2018, in single call at 10AM** according to the means and terms reported in the call notice published on the company website www.filagroup.it, and in extract form in the MF newspaper of March 17, 2018.

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 23.59 on April 25, 2018), together with:

- a copy of a valid identity document of the principal shareholder; or
- where the principal shareholder is a legal person, a copy of an 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 the following alternative means:

- (i) for proxy with original signature by hand (working days between 9 AM and 5 PM) or by courier or registered letter with return receipt to Spafid S.p.A., Foro Bonaparte No. 10, 20121 Milan (Ref. "F.I.L.A. 2018 Shareholders' Meeting Proxy");
- (ii) for proxy with qualified electronic or digital signature, through certified e-mail toassemblee@pec.spafid.it.

While requiring sending of proxy in original form, complete with voting instructions, such may be notified to Spafid S.p.A. also electronically at 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 23.59 on April 25, 2018), 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.

VOTING INSTRUCTIONS

Part 2 of 2

(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 Ordinary Shareholders' Meeting called for April 27, 2018 in single call at 10AM 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, 2017, 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, 2017; resolutions thereon;	(tick the box)	_____ (shareholder)	(tick the box)	(tick the box)
2. Remuneration Report in accordance with Article Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;	(tick the box)	_____ (shareholder)	(tick the box)	(tick the box)
3. Establishment of the number of members and appointment of the Board of Directors, establishment of the duration of office and the remuneration of the members of the Board of Directors; resolutions thereon;				
3.1 Establishment of the number of members;	(not to be compiled)	_____ (shareholder)	(tick the box)	(tick the box)
3.2 Appointment of the Board of Directors;	(not to be compiled)	Slate No. _____ (indicate the number of the	(tick the box)	(tick the box)

(*) Obligatory

(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.

		chosen slate		
3.3 Establishment of the duration of office	(not to be compiled)	_____ (shareholder)	(tick the box)	(tick the box)
3.4 Remuneration of the members of the Board of Directors; resolutions thereon;	(not to be compiled)	_____ (shareholder)	(tick the box)	(tick the box)
3.5 Appointment of the Honorary Chairman	(not to be compiled)	_____ (shareholder)	(tick the box)	(tick the box)
4. Appointment of the Board of Statutory Auditors, establishment of the remuneration of the members of the Board of Statutory Auditors; resolutions thereon.				
4.1 Appointment of the Board of Statutory Auditors	(not to be compiled)	Slate No. _____ (indicate the number of the chosen slate)	(tick the box)	(tick the box)
4.2 Establishment of the remuneration of the members of the Board of Statutory Auditors; resolutions thereon.	(not to be compiled)	_____ (shareholder)	(tick the box)	(tick the box)

B) UNKNOWN CIRCUMSTANCES

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

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			FOR ^(d)	AGAINST	ABSTAINING
1. Financial Statements for the year ended December 31, 2017, 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, 2017; resolutions thereon.	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
2. Remuneration Report in accordance with Article Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3. Establishment of the number of members and appointment of the Board of Directors, establishment					

^(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.

of the duration of office and the remuneration of the members of the Board of Directors; resolutions thereon;					
3.1 Establishment of the number of members;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.2 Appointment of the Board of Directors;	(tick the box)	(tick the box)	Slate No. _____ (indicate the number of the chosen slate)	(tick the box)	(tick the box)
3.3 Establishment of the duration of office	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.4 Remuneration of the members of the Board of Directors; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.5 Appointment of the Honorary Chairman	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
4. Appointment of the Board of Statutory Auditors, establishment of the remuneration of the members of the Board of Statutory Auditors; resolutions thereon.					
4.1 Appointment of the Board of Statutory Auditors	(tick the box)	(tick the box)	Slate No. _____ (indicate the number of the chosen slate)	(tick the box)	(tick the box)
4.2 Establishment of the remuneration of the members of the Board of Statutory Auditors; resolutions thereon.	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)

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:

	CONFIRM THE INSTRUCTIONS	REVOKE THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			FOR (e)	AGAINST	ABSTAINING
1. Financial Statements for the year ended December 31, 2017, 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, 2017; resolutions thereon.	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
2. Remuneration Report in accordance with Article Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3. Establishment of the number of members and appointment of the Board of Directors, establishment of the duration of office and the remuneration of the members of the Board of Directors; resolutions thereon;					
3.1 Establishment of the number of members;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.2 Appointment of the Board of Directors;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.3 Establishment of the duration of office	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.4 Remuneration of the members of the Board of Directors; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3.5 Appointment of the Honorary Chairman	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
4. Appointment of the Board of Statutory Auditors, establishment of the remuneration of the members of the Board of Statutory Auditors; resolutions thereon;					
4.1 Appointment of the Board of Statutory Auditors	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
4.2 Establishment of the remuneration of the members of the Board of Statutory Auditors;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)

(e) 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.

resolutions thereon.					
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Place/Date _____, _____

Signature _____

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

Place/Date _____, _____

Signature _____

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, it is possible to 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 the present 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 supplementations of the proposals put to the shareholders' meeting occur, it is possible to: a) confirm any voting instructions already expressed; b) amend the voting instructions already expressed or the conferment of voting instructions; c) revoke 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) 0280687331 (office hours between 9AM and 5PM) or by email to confidential@spafid.it.

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

We recall that, in accordance with Article 13 of Legislative Decree 196/2003, the data contained in the proxy form will be processed by Spafid S.p.A. - data processor - 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 Spafid S.p.A. specifically authorised to process 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 Authority or the Supervisory or Control Boards; without the mandatory information indicated by (), the company may not permit the proxy to attend the Shareholders' Meeting.*

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).

Legislative Decree 58/1998

**Art. 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.