

**F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A.**  
**PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998**

In accordance with Article 106 of Legislative Decree no. 18 of 17 March 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this ordinary proxy form.

With reference to the **Ordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A.**, to be held on **April 22, 2020 at 10.00 a.m., on single call**, in Pero (MI), Via XXV Aprile n. 5 to Company's offices, as indicated in the notice of call of the Shareholders' Meeting of March 22, 2020 with the integration of March 27, 2020, published on the Company's website at [www.filagroup.it](http://www.filagroup.it) and having read the Reports on the items on the Agenda made available by the Company(s)

**with this form**

<b>I, the undersigned</b> <i>(party signing the proxy<sup>(1)</sup>)</i>	Name (*)	Surname (*)
Born in (*)	on (*)	Tax identification code or other same document if foreign (*)
resident in (*)	Address (*)	
Phone n° (*)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)
<b>in quality of</b> <i>(tick the box that interests you)</i>		
<input type="checkbox"/> party with the right to vote <input type="checkbox"/> delegate or attorney with sub-delegation powers <input type="checkbox"/> legal representative <input type="checkbox"/> pledgee - <input type="checkbox"/> bearer - <input type="checkbox"/> usufructuary - <input type="checkbox"/> custodian - <input type="checkbox"/> manager <input type="checkbox"/> other (specify) ..... <i>(copy of the documentation of the powers of representation enclosed with the right to vote)</i>		
Shareholder (if different)	Name Surname / name of the company: (*)	
	Born in (*)	on (*)
	Registered office / Resident in (*)	
	Tax identification code or other same document (if foreign) (*)	
<b>related to</b>		
<b>No.</b>	ordinary shares <b>F.I.L.A. S.p.A</b> (ISIN _____)	Registered in the securities account <sup>(2)</sup> No. _____ At the custodian <b>ABI CAB</b>
referred to the communication <i>(pursuant to Article 83-sexies of D.Lgs. 58/98)</i> <sup>(3)</sup> No. _____		supplied by the intermediary: _____

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("SPAFID")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the delegating party)*

By signing this proxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the delegating party)*

SPAFID declares that it has no personal interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, SPAFID expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions.

(\*) Mandatory

(\*\*) It is recommended to fill in order to better assist the delegating party.

(§) The Company will process the personal data of the parties concerned in accordance the information attached

(\*) Mandatory.

<sup>1</sup> Indicate the name and surname of the delegating party (as it appears on the copy of the communication for participation in the shareholders' meeting pursuant to Article 83-sexies, Legislative Decree 58/1998) or the legal representative of the delegating legal entity

<sup>2</sup> Indicate the number of the securities custody account and the name of the custodian of the shares. The information can be obtained from the account statement provided by the custodian.

<sup>3</sup> Indicate the number of the Communication ticket for the Shareholders' Meeting issued by the custodian upon request of the person entitled to vote.

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**VOTING INSTRUCTIONS**

*(Section containing information intended for the Delegate only - Tick the relevant boxes)*

The undersigned (1) ( *Company Name/personal details* )

hereby appoints Spafid to vote in accordance with the voting instructions given below at the Ordinary General Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. to be held on April 22, 2020, in single call, at 10.00 a.m., in Pero (MI), Via XXV Aprile n. 5 to the Company's offices

**Item 1 – Financial Statements for the year ended December 31, 2019, 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, 2019; resolutions thereon.**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> <b>revokes the instructions</b>			

**Item 2 – First section of the remuneration policy and report drawn up as per Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (i.e. remuneration policy for the year 2020); resolutions as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998.**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>modify the instructions (express preference)</b>  <input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> <b>revokes the instructions</b>			

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**Item 3 – Second section of the remuneration policy and report drawn up as per Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (i.e. remuneration report for the year 2019); resolutions as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**Item 4 – Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 18, 2019; resolutions thereon.**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

**Item 5 – Appointment of a director to supplement the Board of Directors following co-option; resolutions thereon.**

Proposal of the board of directors	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (proposer) _____	<input type="checkbox"/> in favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the Shareholders' Meetings			
<input type="checkbox"/> confirms the instructions	<b>modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> in favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

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**DIRECTORS' LIABILITY ACTION**

**In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the Italian civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:**

in favour

against

abstain

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the delegating party)*

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**ANNEX 1**  
**INSTRUCTIONS FOR THE FILLING AND SENDING**  
**OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 83-sexies, Legislative Decree 58/1998)**

1. The proxy must be dated and signed by the delegating party.
2. Representation may be conferred only for single meetings, with effect also for subsequent calls.
3. In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

**Instructions for sending**

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

at the certified mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) indicating in the subject field "DA Proxy F.I.L.A. 2020 Shareholders' Meeting" and/or by courier/registered mail to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "DA Proxy F.I.L.A. 2020 Shareholders' Meeting". The sending to the above certified e-mail address of the proxy form, signed digitally in accordance with the applicable regulation, satisfies the written submission requirement

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

For any clarification or information please contact Spafid S.p.A. by email to the following address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone number (+39) 0280687331-02.80687.319 during regular office hours.

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**PROTECTION OF PERSONAL DATA**  
**INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679**

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

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**PRIVACY STATEMENT**  
**PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")**

F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A., with registered office in Via XXV Aprile N. 5, Pero, Milan, as Data Controller, wishes to provide the participants to the Shareholders' Meeting (Data subjects) with the following information on the processing of their personal data.

**A) Purposes and means of the data processing.**

Personal data (name, surname, participation of the data subject or person for whom the data subject acts, activities carried out by the data subject during the meeting) will be collected and processed exclusively for the purposes of verifying the correct presentation of slates and the proper constitution of the meeting, the verification of the identity and right to attend of those present, as well as the execution of further compulsory shareholders' meeting and corporate formalities. During the meeting, the data is also processed using an audio recording system in order to facilitate minute-taking. The audio recording will not be disclosed.

All data, as well as audio and video supports, will be stored together with the documents produced during the meeting in order to document that transcribed in the minutes.

The personal data will be processed by automated or manual means, in compliance with the principles established by the EU Regulation and in such a way as to protect the confidentiality of the data subject and his/her rights.

**B) Mandatory or optional provision of data**

The provision of the personal data requested, for the processing purposes and methods specified above, is necessary to verify the correct presentation of the slates and participation at the shareholders' meeting, as well as for related fulfillments.

**C) Consequences in case of refusal**

Non or partial disclosure of personal data may result in the non-admission of the data subject to the presentation of slates and participation at the shareholders' meeting, and the impossibility of fulfilling obligations prescribed by current regulations and/or contracts.

**D) Possible recipients**

1) The personal data collected may be communicated, within the limits strictly pertinent to the obligations and purposes referred to *under* point A), in relation to the fulfilment of legal and/or regulatory obligations (taking into account that the Company is listed on a regulated market and therefore subject to additional information requirements and obligations). Personal data may be disclosed only within the limits and in relation to any obligations established by law and/or regulations.

2) The employees and consultants of the Data Controller, in charge of supervising and/or carrying out the fulfilment of the compulsory shareholders' meeting and corporate formalities, may become aware of the personal data collected.

**E) Rights of the data subject**

The data subject may at any time exercise his or her rights vis-à-vis the data controller, pursuant to Articles 15 to 22 of the EU Regulation, i.e. the right to access his or her data, verify its origin, request its updating, rectification, amendment or cancellation, as well as to oppose its processing for legitimate reasons.

Rights can be exercised by contacting the F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. Corporate Office by registered letter, fax or e-mail ([amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it)).

**F) Data controller**

F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. - Via XXV Aprile No. 5, 20016 Pero (MI)