

**F.I.L.A. S.p.A.**

Ordinary and Extraordinary Shareholders' Meeting  
called for April 18, 2019 at 10 AM in single call,  
in Pero (MI), via Keplero, 12 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**

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, Via Filodrammatici No. 10, Tax No. 717010151, 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 Ordinary and Extraordinary Shareholders' Meeting of F.I.L.A. called for **April 18, 2019, in single call, at 10 AM**, according to the means and terms reported in the call notice published on the company website [www.filagroup.it](http://www.filagroup.it), on March 18, 2019 and in extract form in the "*Milano Finanza*" newspaper of March 19, 2019.

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 Ordinary and Extraordinary Shareholders' Meeting (therefore by 23.59 on April 16, 2019), 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 the following alternative means:

- i) for proxy with original signature by hand (working days between 9:00 AM and 5:00 PM) or by courier or registered letter to Spafid S.p.A., Foro Bonaparte n. 10, 20121 Milan (Ref. "F.I.L.A. 2019 Shareholders' Meeting Proxy");
- ii) for proxy with qualified electronic or digital signature, through certified e-mail [assemblee@pec.spafid.it](mailto:assemblee@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](mailto: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 Ordinary and Extraordinary Shareholders' Meeting in single call (therefore by 23.59 on April 16, 2019), 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 proxy 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 required information)

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

Details to be filled in at the discretion of the principal:  
-communication No. \_\_\_\_\_ (reference no. of the communication provided by the intermediary)  
- by \_\_\_\_\_  
- any 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. – Fabbrica Italiana Lapis ed Affini S.p.A. shares (indicate class), ISIN code \_\_\_\_\_, 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 different from the shareholder) \_\_\_\_\_  
born in\* \_\_\_\_\_ on\* \_\_\_\_\_  
\_\_\_\_\_ signs the present form as (tick the relevant box)

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

Place/Date \_\_\_\_\_, \_\_\_\_\_

Signature \_\_\_\_\_

(\*) Obligatory

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

The undersigned (1) (company name/personal details)\* \_\_\_\_\_

\_\_\_\_\_ appoint  
 s the Designated Agent to vote according to the following voting instructions for the Ordinary and Extraordinary Shareholders' Meeting called for April 18, 2019 in single call at 10 AM by F.I.L.A. S.p.A.

**A) RESOLUTIONS TO BE VOTED UPON (2)**

	<b>IN FAVOUR OF THE PROPOSAL PRESENTED BY THE BOARD OF DIRECTORS (a)</b>	<b>IN FAVOUR OF THE PROPOSAL PRESENTED BY THE SHAREHOLDER (a) (b)</b>	<b>AGAINST (c)</b>	<b>ABSTAINING (c)</b>
<b>ORDINARY SESSION</b>				
<b>1. financial Statements for the year ended December 31, 2018, 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, 2018; resolutions thereon;</b>	(tick the box)	_____ (shareholder)	(tick the box)	(tick the box)
<b>2. remuneration Report in accordance with Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;</b>	(tick the box)	_____ (shareholder)	(tick the box)	(tick the box)
<b>3. 2019-2021 Incentive Plan concerning F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. ordinary shares called the "2019-2021 Performance Shares Plan" reserved for employees and/or for executive directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and/or other companies belonging to the Group, following the early termination of the 2017-2019 stock grant plan called the "2017-2019 Performance Shares Plan" approved on April 27, 2017; resolutions thereon;</b>	(tick the box)	_____ (shareholder)	(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.

4. authorisation to acquire and utilise treasury shares; resolutions thereon;"	(tick the box)	<u>                    </u> (shareholder)	(tick the box)	(tick the box)
5. appointment of a director to supplement the Board of Directors following co-option; resolutions thereon;	(tick the box)	<u>                    </u> (shareholder)	(tick the box)	(tick the box)
6. establish the remuneration of the Board of Statutory Auditors in office until the approval of the financial statements at December 31, 2020; resolutions thereon;	N.A.	<u>                    </u> (shareholder)	(tick the box)	(tick the box)
<b>EXTRAORDINARY SESSION</b>				
1. 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 and also in a number of tranches in accordance with Article 2349 of the Civil Code, for a maximum Euro 458,049.00, to be entirely allocated to the share capital, through the issue of a maximum 497,879 shares without express nominal value, to be assigned to the beneficiaries of the 2019-2021 incentive plan concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares called the "2019-2021 Performance Shares Plan"; with the consequent amendment of Article 5 of the By-Laws; resolutions thereon.	(tick the box)	<u>                    </u> (shareholder)	(tick the box)	(tick the box)

**B) UNKNOWN CIRCUMSTANCES**

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

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			FOR <sup>(d)</sup>	AGAINST	ABSTAINING
<b>ORDINARY SESSION</b>					
1. financial Statements for the year ended December 31, 2018, 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, 2018; resolutions thereon;	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>
2. remuneration Report in accordance with Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>
3. 2019-2021 Incentive Plan concerning F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. ordinary shares called the “2019-2021 Performance Shares Plan” reserved for employees and/or for executive directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and/or other companies belonging to the Group, following the early termination of the 2017-2019 stock grant plan called the “2017-2019 Performance Shares Plan” approved on April 27, 2017; resolutions thereon;	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>
4. authorisation to acquire and utilise treasury shares; resolutions thereon;”	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>
5. appointment of a director to supplement the Board of Directors following co-option; resolutions thereon;	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>
6. establish the remuneration of the Board of Statutory Auditors in office until the approval of the financial statements at December 31, 2020; resolutions thereon;	<i>(tick the box)</i>	<i>(tick the box)</i>	_____	<i>(tick the box)</i>	<i>(tick the box)</i>

<sup>(d)</sup> 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.

EXTRAORDINARY SESSION					
1. 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 and also in a number of tranches in accordance with Article 2349 of the Civil Code, for a maximum Euro 458,049.00, to be entirely allocated to the share capital, through the issue of a maximum 497,879 shares without express nominal value, to be assigned to the beneficiaries of the 2019-2021 incentive plan concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares called the “2019-2021 Performance Shares Plan”; with the consequent amendment of Article 5 of the By-Laws; 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:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFY THE INSTRUCTIONS		
			FOR (e)	AGAINST	ABSTAINING
<b>ORDINARY SESSION</b>					
1. financial Statements for the year ended December 31, 2018, 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, 2018; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
2. remuneration Report in accordance with Article 123-fer of Legislative Degree No. 58/98; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
3. 2019-2021 Incentive Plan concerning F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. ordinary shares called the “2019-2021 Performance Shares Plan” reserved for employees and/or for executive directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and/or other companies belonging to the Group, following the early	(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.

termination of the 2017-2019 stock grant plan called the "2017-2019 Performance Shares Plan" approved on April 27, 2017; resolutions thereon;					
4. authorisation to acquire and utilise treasury shares; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
5. appointment of a director to supplement the Board of Directors following co-option; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
6. establish the remuneration of the Board of Statutory Auditors in office until the approval of the financial statements at December 31, 2020; resolutions thereon;	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)
<b>EXTRAORDINARY SESSION</b>					
1. 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 and also in a number of tranches in accordance with Article 2349 of the Civil Code, for a maximum Euro 458,049.00, to be entirely allocated to the share capital, through the issue of a maximum 497,879 shares without express nominal value, to be assigned to the beneficiaries of the 2019-2021 incentive plan concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares called the "2019-2021 Performance Shares Plan"; with the consequent amendment of Article 5 of the By-Laws; resolutions thereon.	(tick the box)	(tick the box)	_____	(tick the box)	(tick the box)

Place/Date \_\_\_\_\_, \_\_\_\_\_

Signature \_\_\_\_\_

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**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**

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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 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) 0280687331 (working days between 9 AM and 5 PM) or by e-mail to [confidential@spafid.it](mailto:confidential@spafid.it).

**PERSONAL DATA PROTECTION  
DISCLOSURE AS PER ARTICLE 13 & 14 OF REGULATION EC 2016/679**

We recall that, in accordance with Articles 13 and 14 of Regulation EC 2016/679 and the applicable domestic personal data protection regulation, 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.

The legal basis concerns the fulfilment of the obligations of law (Article 2370 of the Civil Code and subsequent) and the related and consequent obligations.

This data may be shared with employees and partners of Spafid S.p.A. specifically authorised to process such data or those employed by such parties/authorised staff for the above-indicated purposes: this data can be relayed or communicated to specific parties, including Spafid's group companies, to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the Authority or the Supervisory or Control Boards, in addition to purposes strictly related and instrumental to the execution of the contractual obligations regarding representation at the Shareholders' Meeting and the expression of the vote by the party granting proxy to Spafid as the Designated Agent; without the mandatory information indicated, the company may not permit the proxy to attend the Shareholders' Meeting.

The processing of the personal data or of the personal data relating to third parties (e.g. proxies or their replacements) communicated by you (the "**Personal Data**") shall take place, in compliance with the applicable provisions of the Privacy Regulation, through paper or digital instruments, for purposes strictly related to those indicated and, however, according to means which ensure safety and confidentiality in accordance with the Privacy Regulation.

In relation to the above purposes, Spafid processes Personal Data such as, for example purposes only and to be considered exhaustive, identification details (example name, surname, address, date of birth, identity number, tax number).

The interested party may exercise, at any time, his/her rights to obtain confirmation of the existence or not of personal data concerning him/her, as well as to obtain indications of its content and origin, to verify its accuracy and to request the data be corrected, supplemented or updated (Articles 15 and 16 of the GDPR). In addition, you have the right to request the cancellation, limitation of processing, revocation of consent, portability of data, in addition to the right to lodge a complaint at the control authorities or to oppose in any case, for legitimate reasons, its processing (Article 17 and subsequent of the GDPR).

These rights are exercisable through written communication accompanied by a valid identity document of the interested party, to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The Data Processor is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has designated as Data Protection Officer, the Mediobanca Group's 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)

**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 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.