

**SHAREHOLDERS' MEETING PROXY FORM<sup>1</sup>**

With regards to the **Ordinary and Extraordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. (the "Company" or "F.I.L.A.")**, which shall take place on **April 18, 2019** at 10 AM, in single call, in via Keplero 12, 20016, Pero (MI), at the ATA Hotel Expo Fiera, as per the call notice published on the company website at [www.filagroup.it](http://www.filagroup.it) on March 18, 2019 and in extract form in the "*MilanoFinanza*" daily newspaper on March 19, 2019;

noting the reports on the Matters on the Agenda made available by the company,

**with this form**

**the undersigned** (*signature of party granting proxy<sup>2</sup>*)

Surname\* ..... Name\* .....  
 Born in\* ..... on\* .....  
 Resident in ..... via ..... Tax  
 No. .... Valid identity  
 document (*attached*) ..... No.....

**as**

*(tick the relevant box)*

party assigned the right to vote concerning \* ..... shares (indicate class) \_\_\_\_\_  
 of F.I.L.A. as (*tick the relevant box*)\*

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> secured creditor | <input type="checkbox"/> taker in                      |
|   | <input type="checkbox"/> beneficial owner | <input type="checkbox"/> custodian                     |
|   | <input type="checkbox"/> manager          | <input type="checkbox"/> other( <i>specify</i> ) ..... |

legal representative or party conferred with appropriate representative powers of (*name of legal person with voting rights<sup>3</sup>*)\* ..... with registered office in\* ..... via\* ..... Tax No..... (*with document proving representative powers annexed*) assigned voting rights concerning \* ..... shares (indicate class) \_\_\_\_\_ of F.I.L.A. as (*tick the relevant box*)\*:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> <b>shareholder</b> | <input type="checkbox"/> secured creditor | <input type="checkbox"/> taker in                      |
|   | <input type="checkbox"/> beneficial owner | <input type="checkbox"/> custodian                     |
|   | <input type="checkbox"/> manager          | <input type="checkbox"/> other( <i>specify</i> ) ..... |

as per communication (in accordance *with Article 83-sexies of the CFA*) No..... of the intermediary ..... ABI ..... CAB .....

<sup>(\*)</sup> Obligatory field

<sup>1</sup> All those with the right to attend the Shareholders' Meeting may be represented through a person of their choice, by means of written proxy in accordance with law, signing this proxy form.

<sup>2</sup> Indicate the name and surname of the principal, as it appears on a copy of the communication for attendance at the shareholders' meeting as per Art.83-sexies of Legislative Decree 58/1998 or of the legal representative of the legal party delegating.

<sup>3</sup> *Legal person principal as stated in the copy of the communication for attendance at the Shareholders' AGM as per Article 83-sexies CFA*

**appoints**

Mr./Ms. (*proxy*)

Surname\* ..... Name\* .....  
Born in\* ..... on\* .....  
Resident in ..... via ..... Tax  
No.....

**to attend and represent him/her at the Ordinary and Extraordinary Shareholders'  
Meeting**

with faculty in turn to be replaced by<sup>4</sup>:

Mr./Ms. (*party indicated by the principal*)

Surname ..... Name .....  
Born in ..... on .....  
Resident in ..... via .....  
Tax No.....

\_\_\_\_\_  
(Place and Date)

\_\_\_\_\_  
(Signature of principal)

**The undersigned declares in addition that the voting right shall be exercised by the proxy**  
(*tick the relevant box*)<sup>5</sup> <sup>6</sup>:

- discretionarily in the absence of specific instructions from the principal
- in accordance with the specific voting instructions given by the undersigned principal

\_\_\_\_\_  
(Place and Date)

\_\_\_\_\_  
(Signature of principal)

In accordance with Art.135-*novies*, paragraph 5 of Legs. Decree No. 58/1998, “*the representative may, in place of the original, send or transmit a copy, also through electronic means, of the proxy form, declaring in good faith compliance of the proxy form to the original and the identity of the principal. The proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the shareholders’ meeting*”.

<sup>4</sup> The representative may indicate one or more replacements. The replacement of the representative with a party in conflict of interest is allowed only if the replacement is indicated by the shareholder.

<sup>5</sup> For the communication obligations as per Article 120 of Legs. Decree No. 58/1998, the shares for which “*the voting right derives on the basis of proxy, as this right may be exercised discretionarily in the absence of specific instructions from the principal*” are considered investments.

<sup>6</sup> 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 motion on which the representative must vote on behalf of the shareholder (see Article 135-*decies* of Legislative Decree No. 58/1998).





## **PERSONAL DATA PROCESSING DISCLOSURE**

### **AS PER ARTICLES 13 AND 14 OF REGULATION (EC) 679/2016**

F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A., with registered office in Via XXV Aprile n. 5, Pero, Milan (“Holder” of the processed data), informs you that the personal details provided will be processed only for the purposes of enabling the company to manage the Shareholders’ Meeting and execute the related legal requirements. Without the data indicated as obligatory (\*), the proxy will not be allowed to attend the Shareholders’ Meeting.

The personal details will be collated in paper and/or electronic format and will be processed in the manner strictly required for the above-stated purposes, for the period of time necessary to comply with the legal and regulatory obligations and however as per the provisions of the European general personal data protection regulation No. 679/2016 and the domestic transposition rules.

Specifically, and formally authorised employees or partners of the Holder may view personal data provided by the interested party and only for the above indicated purposes. F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. may in addition utilise for the processing of your data outside parties undertaking formal contractual agreements with the Holder and acting as outside managers or independent Holders.

The entitled party has the right at any time to exercise the rights established by the European Regulation (from Articles 15 to 22), including to be informed upon, at any time, which data is held at the company, its origin and how it is utilised; you also have the right to update, adjust, supplement, remove, request the blockage or oppose the processing of your data for legitimate reasons.

The Data Holder is F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A., via XXV Aprile, No. 5, 20016 Pero (MI), who may be also contacted through the secretarial office at the following e-mail address: [amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it).