

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

PROXY/SUB-DELEGATION FORM FOR APPOINTED REPRESENTATIVE IN ACCORDANCE WITH **ARTICLE 135-NOVIES** OF LEGISLATIVE DECREE NO. 58/1998 ("CFA") and Article 106, paragraph 4 of Decree-Law No. 18 of March 17, 2020 containing "Measures to strengthen the National Health System and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency" (the "Cura Italia Decree"), converted with amendments into Law No. 27 of April 24, 2020, as extended by Article 3, Decree-Law No. 228/2021, converted with amendments by Law No. 15 of February 25, 2022, and last extended by Article 3, paragraph 10-undecies, of Decree Law No. 198 of December 29, 2022, converted with amendments by Law No. 14 of February 24, 2023

As permitted by Article 106, Paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020, and as extended by Article 3 of Decree-Law No. 228/2021, converted with amendments by Law No. 15/22, and most recently by Article 3, Paragraph 10-undecies, of Decree-Law No. 198 of December 29, 2022, converted with amendments by Law No. 14 of February 24, 2023, attendance at the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58/98. Pursuant to the aforementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of Legislative Decree No. 58/1998 ("CFA"), as an exception to Article 135-undecies, paragraph 4 of the CFA, through signature of this proxy form.

Declaration of the Appointed Representative: Monte Titoli confirms that it has no interest in the proposed motions to be voted upon. Considering the contractual relations between Monte Titoli 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 the CFA, Monte Titoli expressly declares that, where circumstances arise that are unknown at the time of issuing the proxy and cannot be communicated to the principal, 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. Where the principal has not supplied specific instructions for said circumstances by completing an appropriate form, the voting instructions set out in the first section will be followed to the fullest extent possible. Where it is not possible to vote according to the instructions provided, Monte Titoli will abstain from voting on the subject in question. If there are no voting instructions on some of the items on the Agenda, Monte Titoli will express no vote on those items.

N.B. This form may be subject to amendment as a result of any additions to the Agenda or submission of motion proposals pursuant to Article 126-bis CFA, or individual motion proposals, within the terms and in the manner indicated in the Call Notice.

As regards the Shareholders' Meeting of **F.I.L.A. S.p.A.** (hereinafter, the "**Company**") called for April 21, 2023, at 10AM in a single call, at the registered office in Pero (MI), in the manner and according to the terms set out in the call notice published on the Company's website at <https://www.fila.it>, in the "Governance" section on March 22, 2023 and by excerpt in the daily newspaper "Milano Finanza" and having read the documentation made available by the Company (§), through this

PROXY FORM (Part 1 of 2)

Complete with the required information based on the information at the bottom of the form)(§)

The undersigned signatory of this proxy	(Name and Surname) (*)	
Born in (*)	On (*)	Tax code (*)
Resident in (*)	Street address (*)	
Telephone (**)	E-mail (**)	
Valid identity document - type (*) (attach copy)	Issued on (*)	Number (*)

§ The Company will process personal data in accordance with the attached information notice published on the Company's website at <https://www.fila.it/it/it/privacy>
(*) Mandatory; (**) Completion recommended.

in the capacity of *(tick the relevant box) (*)*

- shareholder with voting rights** **OR IF DIFFERENT FROM THE HOLDER OF THE SHARES**
- legal representative or attorney with power to sub-delegate (documentation proving representative powers to be attached)
- secured creditor taker in - beneficial owner custodian manager other (specify)

(complete only if the principal is different from the proxy signer)	Name Surname/Company Name (*)		
	Born in (*)	On (*)	Tax Code (*)
	Registered office/Resident in (*)		

concerning

(*) _____ (number) shares, ISIN IT0004967292

Recorded in the securities account (1) No. _____ with the intermediary _____ ABI _____ CAB _____

as per communication (pursuant to Article 83-sexies of Legislative Decree No. 58/1998) (2) No. _____ **carried out by the intermediary:**

(to be completed with information regarding any additional communications on deposits)

APPOINTS Monte Titoli S.p.A. to attend and vote at the above indicated Shareholders' Meeting in accordance with the instructions found below.

DECLARES

- that the right to vote will be exercised by the proxy/sub-proxy in accordance with the specific voting instructions given by the undersigned principal;
- that s/he has requested that depository intermediary provide the communication to attend the Shareholders' Meeting as indicated above;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.
- (in case of sub-delegation) that s/he is in possession of the originals of the proxies given to him/her and that s/he will keep them for one year available for possible verification.

AUTHORISES Monte Titoli and the Company to process its personal data for the purposes stated under the terms and conditions indicated in the following paragraphs.



_____ *(Place and date)*

_____ *(Signatory of the proxy)*

VOTING INSTRUCTIONS (Part 2 of 2)

Section containing information for the Appointed Representative – tick the relevant box

I, the undersigned, signatory of the proxy form *(First name and surname)* _____

(indicate the principal only if different name and surname/company name) _____

delegate Monte Titoli to vote according to the following voting instructions at the F.I.L.A. S.p.A. Shareholders' Meeting, called at the registered office in Pero (MI) on April 21, 2023, at 10AM, in a single call.

MOTIONS TO BE VOTED UPON

1 Financial statements and consolidated financial statements; allocation of profit for the year and distribution of dividends:

1.1 Approval of the separate financial statements for the year ended December 31, 2022, along with 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, 2022; resolutions thereon;

Vote on the Board of Directors proposal

Tick only one box

In favour Against Abstaining

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions revoke the instructions In favour _____ Against Abstaining

1.2 Allocation of net profit for the year and distribution of dividends; resolutions thereon;

Vote on the Board of Directors proposal

Tick only one box

In favour **Against** **Abstaining**

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions **revoke the instructions** **In favour** _____ **Against** **Abstaining**

2 Remuneration Policy and Report:

2.1 approval of the first section of the Remuneration Policy and Report (i.e. remuneration policy for the year 2023) as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998;

Vote on the Board of Directors proposal

Tick only one box

In favour **Against** **Abstaining**

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions **revoke the instructions** **In favour** _____ **Against** **Abstaining**

2.2 consultative vote on the second section of the Remuneration Policy and Report (i.e. remuneration report for the year 2022) as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.

Vote on the Board of Directors proposal

Tick only one box

In favour **Against** **Abstaining**

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions **revoke the instructions** **In favour** _____ **Against** **Abstaining**

3 Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2022 for any portion not executed; resolutions thereon.

Vote on the Board of Directors proposal

Tick only one box

In favour

Against

Abstaining

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions

revoke the instructions

In favour _____

Against

Abstaining

4 Supplementation of the Board of Statutory Auditors in accordance with Article 2401 of the Civil Code:

4.1 Appointment of a Statutory Auditor;

Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer)
(proposed by) _____

Tick only one box

In favour

Against

Abstaining

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions

revoke the instructions

In favour _____

Against

Abstaining

4.2 Appointment of an Alternate Auditor.

Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) _____ *Tick only one box* **In favour** **Against** **Abstaining**
(proposed by) _____

In the event of circumstances that are unknown at the signature date, or amendments or integrations to the resolutions put to the Shareholders' Meeting, I, the undersigned,

Tick only one box

Modify the instructions (specify preference)

confirm the instructions **revoke the instructions** **In favour** _____ **Against** **Abstaining**



(Place and date)

(Signatory of the proxy)

Responsibility

In the case of voting on the liability 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 Appointed Representative to vote as follows:

Tick only one box **In favour** **Against** **Abstaining**



(Place and date)

(Signatory of the proxy)

NOTES FOR COMPILATION AND SENDING

The vote-holder must request the depositary intermediary to issue the communication for participation at the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree No. 58/1998)

1. Specify number of shares held and name of custodian intermediary Found on the account statement provided by the intermediary
2. Specify the number of the Communication for Participation in the Shareholders' Meeting. This will be provided by the custodian intermediary upon request of the principal.
3. Provide the first name and surname/company name of the principal (and the signatory of the Proxy Form and voting instructions, if different).

The proxy form and related voting instructions must be received 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,

(for sub-delegation, the following must be attached to this sub-delegation and sent to the Appointed Representative: i) the documents indicated in the preceding paragraph, referring both to the principal and his/her proxy; ii) a copy of the proxy form issued by the principal to his/her proxy)

through the following alternative means:

- i) delivery of an electronically reproduced copy (PDF) to the certified e-mail address **RD@pec.euronext.com** (with the subject "Proxy - FILA 2023 Shareholders' Meeting") from the principal's certified electronic mailbox (or, failing that, from the mailbox of the computerised document signed with a qualified electronic or digital signature);
- ii) sending of an original copy, by courier or registered mail, to the address FAO RegisterServices, Monte Titoli S.p.A., Piazza degli Affari No. 6, Milan 20123 (Ref. "Proxy for FILA 2023 Shareholders' Meeting"), **with sending in advance of an electronically reproduced copy (PDF)** by ordinary e-mail to the following address **RD@pec.euronext.com** (with the subject "Proxy for FILA 2023 Shareholders' Meeting").

The proxy must be received no later than 6PM on the day before the date of the Meeting (and in any case before the beginning of the Meeting). The proxy as per Article 135-novies of Legislative Decree No. 58/1998 and voting instructions are revocable within the above terms.

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), parties holding the right to vote at the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail (**RegisterServices@euronext.com**) or by telephone ((+39) 02.33635810 - working days between 9 AM and 5 PM).

Monte Titoli Privacy information available at: <https://www.euronext.com/en/privacy-statement>.

F.I.L.A. Privacy information:

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 fulfilments.

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).

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