

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

PROXY FORM FOR APPOINTED REPRESENTATIVE IN ACCORDANCE WITH **ARTICLE 135-UNDECIES** 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

Monte Titoli S.p.A., registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960, (hereinafter "**Monte Titoli**"), in its capacity as "**Appointed Representative**" of F.I.L.A. S.p.A. (hereinafter, the "**Company**"), pursuant to Article 135-undecies of the CFA and Article 106, paragraph 4, of the "Cura Italia" Decree, taking into account the extension set out in Decree-Law No. 228 of December 30, 2021, converted with amendments by Law No. 15, and the subsequent extension referred to in 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, in the person of one of its employees or collaborators with a specific assignment, gathers voting proxies for the Shareholders' Meeting of F.I.L.A. S.p.A. called for April 21, 2023, at 10AM in single call, at the registered office in Pero (MI), in the manner and under 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 newspaper - Milano Finanza.

The proxy form with relative voting instructions should be sent to Monte Titoli by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 23:59 on April 19, 2023. The proxy and voting instructions may be revoked within the same deadline.

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.

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.

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

- their understanding that the proxy form for the Appointed Representative may also contain voting instructions 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, and that they have requested from their intermediary the communication to participate in the aforementioned Shareholders' Meeting;
- that there are no grounds for incompatibility or suspension of the exercise of voting rights.

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. Pursuant to Article 135-*undecies*, paragraph 3 of the CFA, "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 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".
4. Provide the first name and surname/company name of the principal (and the signatory of the Proxy Form and voting instructions, if different).
5. With reference to each point on the Agenda, in the event of significant circumstances, unknown at the time of issuing the proxy (e.g. absence of proposals made by the Board of Directors or by the proposer identified by the principal according to terms of law and published by the Company), or in the event of amendments or integrations to the resolutions proposed which cannot be communicated to the principal, a choice may be made, by completing the relevant form, between: a) confirmation of the voting instruction already expressed; b) amendment of the voting instruction already expressed; c) revocation of the voting instruction already expressed. If no choice is made by the principal, 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.

The original copy of the proxy form with relative voting instructions should be sent to Monte Titoli by the end of the second open trading day prior to the date fixed for the Shareholders' Meeting, i.e. by 23:59 on April 19, 2023, 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) 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").

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)

Legislative Decree No. 58/1998**Article 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.

**Article 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, paragraph 2 of the Civil Code is not applied.
2. For the purposes of this 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.

Article 135-undecies**(Appointed Representative 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 motions.
4. The party designated as representative must communicate any interests held on his/her 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 this 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 Article 135-decies may cast a vote other than as indicated in the instructions.

Civil Code**Article 2393 (Social liability action)**

1. A liability action against Directors is taken following a Shareholders' Meeting motion, even where the company is in liquidation.
2. The motion concerning the liability 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 liability action may also be taken following a motion 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 liability 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 liability 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 liability action in accordance with paragraphs one and two of Article 2393-bis.

DECREE-LAW No. 18 of March 17, 2020.

(converted with amendments into Law No. 27 of April 24, 2020, as extended by Article 3, paragraph 1, Decree-Law No. 228/2021, converted with amendments by Law No. 15 of February 25, 2022, and as 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)

Article 106 (Rules for the conduct of Shareholders' Meetings)

- [...] 4. Companies with listed shares may appoint the agent provided for in Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the By-Laws provide otherwise. The same companies may also stipulate in the call notice that participation in the Shareholders' Meeting shall take place exclusively through the Appointed Representative appointed pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998; said Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree No. 58 of February 24, 1998, as an exception to Article 135-undecies, paragraph 4, of the same decree [...]
5. Paragraph 4 shall also apply to companies admitted to trading on an MTF and to companies with shares which are widely distributed among the public [...]
 7. The provisions of this Article shall apply to Shareholders' Meetings held until and including July 31, 2022.