

F.I.L.A. 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. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as last extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law no. 15/22, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy 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 proxy form

Declaration of the Appointed Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) 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, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries 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. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

With reference to the **Ordinary General Meeting of F.I.L.A. S.p.A.** to be held to the Company's offices at via XXV Aprile, n. 5, 20016, Pero (MI), on 27 April 2022, at 10:00 a.m., in single call, as set forth in the notice of the shareholders' meeting published on the Company's website at www.filagroup.it, in the section "Governance - Documents - Shareholders' Meetings" on March 28, 2022, and, in abridged form, in the Italian daily newspaper "Il Giornale" and having regard to the Reports on the items on the Agenda made available by the Company(s)

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached. .

(*) Mandatory. (**) It is recommended to fill.

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in quality of (tick the box that interests you) (*)

- shareholder with the right to vote** *OR IF DIFFERENT FROM THE SHARE HOLDER*
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge bearer usufructuary custodian manager other (specify)

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)	
	Born in (*)	On (*)
	Registered office / Resident in (*)	
Tax identification code or other identification if foreign (*)		

Related to

No. (*) _____ **F.I.L.A. shares ISIN -** _____ Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____

referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No.. _____ **Supplied by the intermediary:** _____

(to be filled in with information regarding any further communications relating to deposits)

DELEGATES/SUB DELEGATES SOCIETÀ PER AMMINISTRAZIONI FIDUCIARIE SPAFID S.P.A. ("SPAFID"), with registered office in Milan, Tax Code no. 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

- DECLARES**
- that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions even only in respect of some resolution proposals in the agenda and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
 - to have requested from the custodian the communication for participation in the Meeting as indicated above;
 - that there are no reasons for incompatibility or suspension of the exercise of voting rights;
 - (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

AUTHORIZE Spafid and the Company to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.



(Place and Date) *

(Signature) *

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VOTING INSTRUCTIONS

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (3) *(Personal details)* _____

(indicate the holder of the right to vote only if different - name and surname / denomination) _____

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of F.I.L.A. to be held to the Company's offices at via XXV Aprile, n. 5, 20016, Pero (MI), on 27 April 2022, at 10:00 a.m., in single call.

RESOLUTIONS SUBJECT TO VOTING

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, 2021, 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, 2021; resolutions thereon;

Proposal of the Board of Directors

Tick only one box

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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

Proposal of the Board of Directors

*Tick only one
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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 2022) 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

*Tick only one
box*

In Favour

Against

Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions

revokes the instructions

In Favour : _____

Against

Abstain

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2.2 consultative vote on the second section of the Remuneration Policy and Report (i.e. remuneration report for the year 2021) as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2021 for any portion not executed; resolutions thereon.

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

4. Incentive plan for the period 2022-2026 concerning ordinary shares of F.I.L.A., called "2022-2026 Performance Shares Plan" reserved to employees and/or Senior Directors of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. and/or other Group companies; resolutions thereon

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour** : _____ **Against** **Abstain**

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*(Place and Date) **

*(Signature) **

DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the 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:

Tick only one box

In Favour

Against

Abstain



*(Place and Date) **

*(Signature) **

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INSTRUCTIONS FOR THE FILLING AND SUBMISSION

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

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

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

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,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee2022@pec.spafid.it (subject line "Proxy for F.I.L.A. 2022 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for F.I.L.A. 2022 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee2022@pec.spafid.it (subject line: "Proxy for F.I.L.A. 2022 Shareholders' Meeting")

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.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA**PRIVACY STATEMENT PURSUANT TO ART. 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 fulfillment 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)