

F.I.L.A. – FABBRICA ITALIANA LAPIS ED AFFINI S.P.A.
2016 CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE REPORT
as per Article 123-*bis* of Legislative Decree No. 58/1998



(traditional administration and control model)

Issuer: F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.

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PRINCIPAL DEFINITIONS

The principal definitions utilized in the present Report are illustrated below.

Borsa Italiana	Borsa Italiana S.p.A., with registered office at Milan, Piazza degli Affari No. 6.
Civil Code	refers TO LEGISLATIVE DECREE 262 OF MARCH 16, 1942, AND SUBSEQUENT AMENDMENTS AND SUPPLEMENTS.
Self-Governance Code	the Self-Governance Code of listed companies approved in July 2015 by the Corporate Governance Committee and promoted by Borsa Italiana., ABI, Ania, Assogestioni, Assonime and Confindustria, available on the website www.borsaitaliana.it in the section “Borsa Italiana - Regulation - Corporate Governance”.
Consob	the National Commission for Companies and the Stock Exchange, with registered office in Rome, Via G.B. Martini No. 3.
Effective Merger Date	June 1, 2015.
Reporting date	December 31, 2016.
Issuer, FILA or Company	F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A., with registered office at Pero (MI), Via XXV Aprile, 5, REA No. 2022589, Milan Company’s Registration and Tax No. 8391050963.
Reference Year	year ended December 31, 2016
Merger	the merger by incorporation of FILA, completed on the Effective Merger Date.
Group or FILA Group	FILA and the subsidiaries pursuant to Article 2359, paragraph 1.1 of the Civil Code and associates pursuant to Article 2359, paragraph 3 of the Civil Code included in the consolidation scope.
Stock Exchange Instruction Regulation	the Instructions to the Regulation for Markets organized and managed by Borsa Italiana.
MIV	the Investment Vehicles Market organized and managed by Borsa Italiana.
MTA	the Italian Stock Exchange organized and managed by Borsa Italiana.
Operation	the reorganization between Space and FILA, as approved by the Board of Directors of the above-mentioned companies on January 15, 2015, undertaken principally through the Merger.
Pencil	Pencil S.p.A. with registered office at Piazza Carlo Felice 7, Turin.

SME`s		small and medium-sized issuers of listed shares pursuant to Article 1, paragraph 1, letter <i>w-quater1</i>), of the CFA.
Procedure Transactions Related Parties	for with	the procedure for transactions with related parties adopted by the Company in compliance with the Consob TRP Regulation.
Stock Regulation	Exchange	the regulation for markets organized and managed by Borsa Italiana, and subsequent amendments and supplements.
Issuers' Regulation		the enacting regulation of the CFA concerning the governance of issuers, adopted by Consob with motion No. 11971 of May 14, 1999 and subsequent amendments and supplements.
Related Regulation	Parties	the regulation adopted by Consob Resolution No. 17221 of March 12, 2010 (as subsequently amended) in relation to transactions with related parties.
Report		the present Corporate Governance and Ownership Structure Report, prepared in accordance with Article 123- <i>bis</i> of the CFA.
Space		Space S.p.A.
Space Holding		Space Holding S.r.l., with registered office at Piazza Cavour 1, Milan, promotor of Space.
Sponsor Warrant		warrants pursuant to the regulation of the "Sponsor Warrant Space S.p.A."
By-Laws		the By-Laws of the Company in force at the reporting date.
CFA		Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented.
VEI		Venice European Investment Capital S.p.A.

1. COMPANY PROFILE

FILA, founded in Florence in 1920 and managed since 1956 by the Candela family, is a highly consolidated, dynamic and innovative Italian industrial enterprise and continues to grow market share.

Since November 2015, the shares of FILA are listed on the Italian Stock Exchange, STAR segment.

The company has achieved strong growth over the last twenty years, while undertaking a series of strategic acquisitions, including the Italian Adica Pongo, the US Dixon Ticonderoga, the German LYRA, the Mexican Lapiceria Mexicana, the Brazilian Lycin and the English Daler-Rowney Lukas and St. Cuthberts and the French Canson.

FILA is an icon of Italian creativity globally through its coloring, drawing, modelling, writing and painting tools, thanks to brands such as Giotto, Tratto, Das, Didò, Pongo, Lyra, Doms, Maimeri and Daler. Since its foundation, FILA has chosen to focus on growth through continuous innovation, both in technological and product terms, in order to enable individuals to express their ideas and talent through tools of exceptional quality. In addition, FILA and the Group companies work together with the Institutions to support educational and cultural projects which promote creativity and expression among individuals and make culture accessible to all.

FILA operates through 21 production facilities (of which 2 in Italy) and 39 subsidiaries across the globe and employs more than 6,500.

The Company has adopted the traditional administration and control model with the following bodies and committees:

- (i) The Shareholders' Meeting;
- (ii) The Board of Directors, which also operates through the Chief Executive Officer and the Executive Director;
- (iii) The Board of Statutory Auditors;
- (iv) The Control and Risks Committee;
- (v) The Remuneration Committee;
- (vi) The Related Parties Committee;
- (vii) The Supervisory Board;
- (viii) The Independent Audit Firm.

2. INFORMATION ON THE OWNERSHIP STRUCTURE (AS PER ARTICLE 123 *BIS*, PARAGRAPH 1, CFA)

2.1 SHARE CAPITAL STRUCTURE (AS PER ARTICLE 123-*BIS*, PARAGRAPH 1, LETTER A), CFA)

2.1.1 Share capital and shares of the Company

At the date of the present Report, the subscribed and paid-in share capital of FILA amounts to Euro 37,170,830, divided into 41,232,296 shares, of which 34,665,788 ordinary shares and 6,566,508 special B shares (**B Shares**), all without nominal value.

The share capital of FILA is comprised of the following class of shares:

Class	No. of shares	% of share capital	Listed / Non listed
Ordinary shares	34,665,788	84.07%	MTA - STAR Segment
B Shares (multi-vote shares)	6,566,508	15.93%	Non-listed

The shares, both ordinary and B Shares are subject to the dematerialisation rules pursuant to Article 83-*bis* and thereafter of the CFA.

The ordinary shares are to bearer, indivisible, freely transferable and confer to the owners equal rights. In particular, each ordinary share attributes the right to one vote at the Ordinary and Extraordinary Shareholders' Meeting of the Company, as well as additional equity and administrative rights pursuant to the By-Laws and statutory law.

In accordance with Article 5.4 of the By-Laws, the B shares attribute the same rights as the ordinary shares, with the exception of:

- each B Share confers the right to three votes pursuant to Article 127-*sexies* of the CFA at all Shareholders' Meetings of the Company, subject to any statutory limitation;
- they automatically convert into ordinary shares, based on one ordinary share for each B Share (without a resolution of the B Shares special shareholders' meeting or of the shareholders' meeting of the Company) in the event of (i) disposal to parties who are not already shareholders of B Shares, except where the transferee is a parent, is controlled by or under common control of the transferor and, provided that, in this case, where the transferee loses the status of parent, is controlled by or under common control of the transferor, all the B Shares held by them are automatically converted into ordinary shares, based on one ordinary share for every B Share; and in the event of (ii) a change in control of the owner of the B Shares, where the parent of the owner concerns the party which, pursuant to current regulations, is required to issue the communications on significant shareholdings (the **Ultimate Parent**) and with the exception of where the change in control occurs (1) not by deed between living parties; or (2) by deed between living parties in favor of parties that are direct descendants of the Ultimate Parent and/or in favor of companies or other entities directly or indirectly controlled by the Ultimate Parent or by its direct descendants or in which they are beneficiaries, while the change of control exclusively to joint control with third parties who act in concert with the Ultimate Parent does not constitute a change of control for the purposes of this paragraph;

- they may be converted, in all or in part and also in several tranches, into ordinary shares on the simple request of the owner, to be sent to the Chairman of the Board of Directors of FILA and in copy to the Chairman of the Board of Statutory Auditors, also based on one ordinary share for every B Share.

The conversion is ratified by the Board of Directors with resolutions taken by statutory majority. In the event of omission by the Board of Directors, the conversion is ratified by the Board of Statutory Auditors with the approval of a majority of those present.

Ordinary shares may not be converted into B Shares.

The Company may issue B Shares limited to the following cases (a) share capital increases pursuant to Article 2442 of the Civil Code or through new conferment without exclusion or limitation of the option right, in any case together with ordinary shares; and (b) mergers or spin-offs.

In the event of a share capital increase to be undertaken through the issue of ordinary shares, all shareholders will have the right to subscribe to the newly-issued ordinary shares (unless the option right is excluded in accordance with law or there is no entitlement) in proportion and in relation to the shares - including ordinary shares or Class B shares – held at the moment of the share capital increase. In such an event, the passing of the relative motion pursuant to Article 2376 of the Civil Code by the special shareholders' meeting of the B Shares is not required.

In the event of a share capital increase through the issue of ordinary or B Shares: (i) the number of the ordinary and B Shares to be issued must be proportional to the number of ordinary and B Shares of the share capital at the date of the relative resolution; and (ii) the ordinary and B Shares to be issued must be offered to each shareholder in relation to and in proportion to, respectively, the ordinary and B Shares held at the date of the share capital increase, noting that the B Shares may only be subscribed by shareholders already holders of B Shares; in the absence of subscription of the newly issued B Shares by the shareholders of the B Shares, the B Shares will automatically convert into ordinary shares based on one share for every B Share and will be offered to the other shareholders in accordance with applicable legal provisions.

Where the Company participates in a merger by incorporation as the incorporating company or in a merger, the holders of the B Shares will have the right to receive, within the share swap ratio, shares with the same characteristics - in relation to the multi-voting rights – as the B Shares, in accordance with applicable legal provisions.

At the date of the present Report, the Company adopted the remuneration plans for directors and employees of the Group described in the remuneration report prepared in accordance with Article 123-ter of the CFA and Article 84-*quater* of the Issuers' Regulation, as well as the disclosure document prepared pursuant to Article 114-*bis* of the CFA and Article 84-*bis* of the Issuers' Regulations and the relative illustrative report prepared in accordance with Article 114-*bis* of the CFA, available on the Company website www.filagroup.it - Governance section.

2.1.2 Warrants

On October 9, 2013, the Extraordinary Shareholders' Meeting of FILA - among other matters - resolved:

- to issue a maximum 2,692,307 ordinary shares, without par value - with a reduction of the implied par value of all shares in circulation - and without any simultaneous increase in share capital, in service of the exercise of the F.I.L.A. S.p.A. Market Warrants", and under the conditions laid down by the relevant regulation approved by the Extraordinary Shareholders' Meeting at the same meeting, as amended by the Board of Directors on January 15, 2015 in accordance with Article 6.3 of that regulation; and
- to increase the paid-in share capital, divisible, for a maximum amount, including share premium, of Euro 9,750,000, through the issue of a maximum 750,000 Sponsor Warrants and in accordance with the conditions of the relative regulations approved by the same Extraordinary Shareholders' Meeting. Following this resolution, 690,000 Sponsor Warrants were issued, all assigned to Space Holding. Each Sponsor Warrant gives rights, against the relative exercise, of the assignment of one FILA ordinary share.

With reference to the "F.I.L.A. S.p.A. Market Warrants", on January 4, 2016 the exercise period concluded. From December 1, 2015 to this date 8,153,609 Market Warrants were exercised against the subscription of 2,201,454 ordinary shares of the Company. As established by paragraph 5.1 of the "F.I.L.A. S.p.A. Market Warrants" Regulation, the remaining 22,685 unexercised "F.I.L.A. S.p.A. Market Warrants" are cancelled and entirely invalid.

In relation to the Sponsor Warrants, on January 15, 2015, the Board of Directors, pursuant to Article 6.2 of the regulation, approved some amendments to the "Exercise Price" of the warrants, in order to adjust the terms and conditions of the exercise in the event of the distribution of reserves within the Operation.

At the date of this Report, Space Holding holds all of the Sponsor Warrants (*i.e.* 690,000). The Sponsor Warrants are exercisable, against the assignment of one ordinary share of FILA for each Sponsor Warrant, between the first stock market trading day after June 1, 2015 (the Effective Merger Date) and the tenth anniversary of that date.

The Sponsor Warrants are not listed on any regulated market.

The Sponsor Warrant Regulation is published on the website of the Issuer www.filagroup.it – Governance section.

The information on the above-mentioned Sponsor Warrants are summarised in the table below.

	Listed / Non listed	No. of instruments outstanding	Class of shares for the conversion/exercise	No. of shares for the conversion/exercise
Sponsor Warrant	Non-listed	690,000	Ordinary shares	maximum 750,000 ordinary shares

2.2 RESTRICTION ON THE TRANSFER OF SHARES (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER B), CFA)

At the date of the present Report, there are no restrictions on the transfer of the ordinary shares of the Company, subject to that illustrated below.

It is recalled that Space Holding undertook a lock-up commitment with Space on the ordinary shares from the conversion of Class C Shares in accordance with the following terms: (i) with reference to the ordinary shares of FILA from the conversion of 161,000 Class C Shares due to the completion of the Merger, the lock-up commitment will be for a duration of 12 months from the Effective Merger Date and (ii) with reference to the ordinary shares of FILA from the conversion of the Class C Shares on the occurrence of certain events indicated in the By-Laws of the Issuer, the lock-up commitment will last until the later date between a) 12 months from the Effective Merger Date and b) 6 months from the conversion.

Pursuant to the shareholder agreement signed on January 15, 2015 between Space, Space Holding, Pencil and VEI (the **Shareholder Agreement**):

- (i) Pencil committed to a lock-up period with reference to the ordinary shares and Class B Shares of a period of 18 months from the Effective Merger Date, with some exceptions, including - among others - provisions within a public purchase offer, strategic operations or infra-group operations; and
- (ii) VEI committed to a lock-up period with reference to the ordinary shares for a period of 180 days from the Effective Merger Date, with some exceptions, including - among others - provisions within a public purchase offer, infra-group operations and operations authorized by the corporate broker of the Issuer.

There are no limits to holding shares of the Company, nor any clauses to restrict becoming a shareholder.

2.3 SIGNIFICANT HOLDINGS (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER C), CFA)

The ordinary shares of the Company are traded within the management system authorized pursuant to the CFA.

At the date of the present Report, the Company is an SME; therefore, pursuant to Article 120, paragraph 2 of the CFA, the significance threshold for the purposes of the communication obligations of significant shareholdings is equal to 5% of the voting share capital.

Based on the information available, the shareholders which, at the date of this Report, have holdings of above 5% of the voting share capital of the Issuer, directly or indirectly, including through nominees, trusts and subsidiaries, are reported in the table below:

Shareholder	Direct shareholder	% of ordinary share capital	% of voting share capital
Massimo Candela	Pencil S.p.A.	37.88	60.39
Jacopo Meneguzzo	Venice European Investment Capital S.p.A.	11.30	7.20
Space Holding S.p.A.	Space Holding S.p.A.	5.19	3.31
Free float		44.90	28.63
Total		100.00	100.00

2.4 SHARES WHICH CONFER SPECIAL RIGHTS (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER D), CFA)

There are no securities which confer special control rights or securities with special powers pursuant to the regulations and statutory provisions, except for that outlined below.

Each B Share has the right to three votes pursuant to Article 127-*sexies* of the CFA at all Shareholders' Meetings of the Company, subject to any legal limitations and confer all rights and obligations indicated at paragraph 2.1.1 of the present Report.

The By-Laws do not contain provisions upon multi-vote shares in accordance with Article 127-*quinquies* of the CFA.

2.5 EMPLOYEE SHARE-PARTICIPATION RIGHTS: METHOD FOR THE EXERCISE OF VOTING RIGHTS (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER E), OF THE CFA)

At the date of the present Report, the Company adopted the remuneration plans for directors and employees of the Group described in the remuneration report prepared in accordance with Article 123-*ter* of the CFA and Article 84-*quater* of the Issuers' Regulation, as well as the disclosure document prepared pursuant to Article 114-*bis* of the CFA and Article 84-*bis* of the Issuers' Regulations and the relative illustrative report prepared in accordance with Article 114-*bis* of the CFA, available on the Company website www.filagroup.it- Governance section. These plans do not provide for the allocation of voting rights to parties other than the relative beneficiaries, nor particular mechanisms for the exercise of the voting right.

2.6 VOTING RESTRICTIONS (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER F), CFA)

There are no restrictions on voting rights for holders of ordinary shares and/or B Shares.

2.7 SHAREHOLDER AGREEMENTS (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER G), CFA)

On January 15, 2015, within the Operation, Space, Space Holding, Pencil and VEI signed a Shareholder Agreement, which will enter into force from the Effective Merger Date and for a duration of three years from that date.

The Shareholder Agreement concerns: (i) the appointment and composition of the Board of Directors and of the Board of Statutory Auditors of the company resulting from the Merger; (ii) the rights of VEI after the Effective Merger Date; and (iii) the circulation of the shares of the company resulting from the Merger, i.e. FILA.

In accordance with the Shareholder Agreement, Pencil has, *inter alia*, undertaken commitments to ensure that the Board of Directors of the Company, until the approval of the FILA 2017 Annual Accounts, contains 2 directors appointed by Space Holding, of which 1 belonging to the under-represented gender and independent pursuant to applicable regulations.

Pencil in particular undertook commitments to VEI:

- to ensure the presence on the Board of Directors of FILA, until the approval of the 2017 Annual Accounts, of 1 director appointed by VEI;
- in relation to the appointment of the members of the Board of Directors of FILA until the approval of the 2017 Annual Accounts, subject to the fact that on that date VEI holds a stake in the share capital of the Issuer equal to at least 6%, the commitment to: (a) present a slate with the presence of one candidate nominated by VEI and to vote for this candidate for the duration of the three-year period; (b) ensure the presence on the Board of Directors of 1 director appointed by VEI;
- in relation to the appointment of the members of the Board of Statutory Auditors of FILA until the approval of the 2017 Annual Accounts, subject to the fact that on that date VEI holds a stake in the share capital of FILA equal to at least 6%, the commitment to present a slate with the presence of one standing auditor nominated by VEI (which must belong to the under-represented gender of the slate presented by Pencil) and to vote for this candidate for the duration of the three-year period.

Pencil is committed, for the entire duration of the Shareholder Agreement, to consult VEI and inform them of its voting intentions with reference to certain Shareholders' Meeting resolutions.

The right of VEI to nominate 1 director and 1 statutory auditor and the relative commitments of Pencil, as well as the prior consultation commitments of Pencil to VEI, will lapse where VEI has a shareholding lower than 3% in the share capital of FILA, without taking into account any inter-group transfers.

Pursuant to the Shareholder Agreement, Pencil and VEI undertook the lock-up commitments described above.

Pursuant to Article 122 of the CFA, on January 20, 2015 an extract of the Shareholder Agreement was published in the daily newspaper “Il Sole 24 Ore”, in accordance with Article 129 of the Issuers’ Regulation, and the main information relating to the Shareholder Agreement (including the amendments made on June 3, 2015) was published on the website of FILA at www.filagroup.it - Governance section, in accordance with Article 130 of the Issuers’ Regulation.

2.8 CHANGE OF CONTROL CLAUSE (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER H), OF THE CFA) AND STATUTORY PROVISIONS ON PUBLIC PURCHASE OFFERS (AS PER ARTICLE 104, PARAGRAPH 1-TER AND 104-BIS, PARAGRAPH 1, OF THE CFA).

At the date of the present Report, the Company has a loan, granted on February 2, 2016, from Intesa Sanpaolo S.p.A., Mediobanca – Banca di Credito Finanziario S.p.A., UniCredit S.p.A. and Banca Nazionale del Lavoro S.p.A..

This loan contains a “change of control” clause. In particular, the credit lines in relation to the above-mentioned loan may be cancelled, and all the amounts granted as principal, interest and expenses are immediately due where, among other matters, the Candela family ceases to hold, directly or indirectly, at least 34% plus one share of the voting rights of the Company.

With reference to the current provisions in relation to purchase public offers, it should be noted that the Company By-Laws do not provide for exceptions to the passivity rule pursuant to Article 104, paragraphs 1 and 1-*bis* of the CFA, nor expressly provide for the application of the neutralization rules pursuant to Article 104-*bis*, paragraphs 2 and 3 of the CFA.

2.9 POWER TO INCREASE THE SHARE CAPITAL AND AUTHORISATION TO PURCHASE TREASURY SHARES (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER A), CFA)

2.9.1 Share capital increases

At the date of the present Report, the Board of Directors has approved a motion to propose to the Shareholders’ Meeting called for April 27, 2017 powers to increase the share capital pursuant to Article 2443 of the Civil Code to service the “2017-2019 Performance Shares Plan” described in the disclosure document prepared in accordance with Article 114-*bis* of the CFA and Article 84-*bis* of the Issuers’ Regulation and in the relative illustration report prepared in accordance with Article 114-*bis* of the CFA, available on the company website www.filagroup.it - Governance section.

At the date of the present Report, the Board of Directors do not have the power to increase the Share Capital or to issue financial instruments.

2.9.2 Treasury shares

At the date of the present Report, the Company does not have treasury shares in portfolio.

2.10 MANAGEMENT AND CO-ORDINATION ACTIVITIES (AS PER ARTICLE 2497 OF THE CIVIL CODE)

The company is not subject to management and co-ordination pursuant to Article 2497 and subsequent of the Civil Code.

FILA is controlled pursuant to Article 93 of the CFA by Massimo Candela, through Pencil, in which Massimo Candela holds (i) directly 12% of the share capital and, (ii)

indirectly, through the companies Wood I S.r.l. and Wood II S.r.l (in which he in turn holds 100% of the share capital), 52.92% of the share capital, and therefore, an overall shareholding of 64.92% of the share capital of Pencil.

The Company considers that Pencil does not exercise management and co-ordination activities, operating on a corporate and business basis independently from the above-mentioned parent company. This is due to the fact that: (i) the Issuer operates fully independently in its relations and dealing with customers and suppliers without any involvement from external parties to the Issuer; (ii) Pencil does not exercise any centralized treasury function on behalf of the Issuer; (iii) the principal decisions concerning the business of the Issuer and of its subsidiaries are taken by the corporate boards of the Issuer; and (iv) the Board is responsible, among other matters, for the review and approval of the strategic, industrial and financial plans and the budgets of the Issuer and of the Group.

The information required by Article 123-bis, paragraph 1, letter i) of the CFA (*“the agreements between the company and directorswhich provide indemnity in the case of resignation or dismissal from office without just cause or termination of employment following a public purchase offer”*) is illustrated in the Remuneration Report, published as per Article 123-ter of the CFA and Article 84-quater of the Issuers' Regulation, available in accordance with the provisions of law on the website of the Company www.filagroup.it - Governance section.

The information required by Article 123-bis, paragraph 1, letter l) of the CFA) relating to the *“applicable regulations concerning the appointment and replacement of directors (.....), in addition to the amendment of the By-Laws if differing from applicable law and regulations”* is illustrated in the Board of Directors section.

3. COMPLIANCE (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER A), CFA)

On March 15, 2016, the Issuer adopted the Self-Governance Code published on the website of the Italian Stock Exchange (<http://www.borsaitaliana.it/comitato-corporate-governance/codice/2015clean.pdf>). During 2016, the Issuer therefore adopted all the measures and requirements in order to guarantee the effective implementation by the Company of the recommendations of the Self-Governance Code.

The Issuer, and its subsidiaries, are not subject to laws in force outside Italy which affect the Corporate Governance structure.

4. BOARD OF DIRECTORS

In accordance with current regulations for companies with listed shares on regulated markets, the Board of Directors is central to the governance system of the Company.

4.1 APPOINTMENT AND REPLACEMENT (AS PER ARTICLE 123-BIS, PARAGRAPH 1, LETTER L), CFA)

The Company is administered by a Board of Directors made up of between 7 and 12 members. The Shareholders' Meeting establishes the number of members on the Board of Directors, which remains in place until otherwise resolved.

All directors must satisfy the eligibility and good standing requirements established by applicable law and other provisions. In addition, in accordance with the legal and regulatory requirements, a number of directors should be independent.

The Shareholders' Meeting appoints the Board of Directors on the basis of slates presented by the shareholders, in accordance with the procedure set out in the following paragraphs, except where otherwise established by obligatory laws or regulations.

Shareholders can present a slate for the appointment of Directors who, alone or together with other presenting shareholders, have a shareholding at least equal to that determined by Consob in accordance with applicable provisions and regulations. The ownership of the minimum holding is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Issuer; the relative certification may be produced subsequent to filing of the slates, although within the time period established for the publication.

The slates must be filed at the registered office of the company according to the manner prescribed by current regulations, at least twenty-five days prior to the Shareholders' Meeting called to appoint the directors. The slates must be made available to the public by the Company at least twenty-one days prior to the Shareholders' Meeting in accordance with the manner prescribed by current regulations.

The slates provide for a number of candidates not below 3 and not above 12, each listed by progressive number. The slates may not be composed of candidates only from the same gender (masculine or feminine); each slate must include a number of candidates of the under-represented gender to guarantee the composition of the Board of Directors in accordance with legal and regulatory provisions in relation to gender equality (masculine and feminine), rounded upwards.

The following must be attached to each slate, or else shall be considered as not presented:

- (i) curriculum vitae of the candidates;
- (ii) declarations of the individual candidates, in which they accept their candidature and certify, under their own responsibility, the inexistence of any cause of ineligibility or incompatibility, as well as the satisfaction of the requirements prescribed by applicable regulations for the office of Director of the Company, including where applicable, declarations on the independence of candidates;
- (iii) the shareholders who have presented the slates and their total shareholding;
- (iv) any other further declaration, disclosure and/or document required by law and applicable regulatory rules.

Individual Shareholders, shareholders belonging to the same group or members of a shareholder agreement pursuant to Article 122 of the CFA, may not present or be involved in the presentation, even through nominees or trust companies, of more than one slate or vote on other slates; in addition, each candidate may only be present on one slate, at the risk of being declared ineligible.

The candidates elected at the end of the voting shall be those on the two slates that have obtained the highest number of votes as follows: (i) from the slate which obtained

the highest number of votes (the “**Majority Slate**”), all the directors shall be elected in progressive number, less one; and (ii) from the slate which obtained the second highest number of votes and that is not associated, even indirectly, with the shareholders who presented or voted for the Majority Slate (the “**Minority Slate**”) one director shall be elected, being the first candidate indicated on the slate.

Consideration is not taken of the slates which have not obtained at least half of the votes required for the presentation of slates.

Should two slates receive the same number of votes, a second vote of the entire Shareholders’ Meeting shall decide, with the candidate being elected by means of a simple majority of the votes.

If voting does not result in compliance with legal and regulatory provisions in relation to gender equality (including rounding up where necessary in relation to the underrepresented gender), the elected candidate appearing last on the Majority Slate of the overrepresented gender is excluded and will be replaced by the first candidates from the same slate belonging to the other gender. Where it is not possible to implement this replacement procedure in order to guarantee compliance with legal and regulatory provisions concerning gender equality, the non-elected directors will be elected by the Shareholders’ Meeting through ordinary majority, with presentation of candidates belonging to the under-represented gender.

Where the candidates elected do not ensure the number of independent directors as required by applicable regulations, the non-independent candidate(s) elected last in progressive order of the Majority Slate will be replaced by the first independent candidate according to the progressive numbering not elected in the same Majority Slate. Where this procedure does not ensure the required number of independent directors, the Shareholders’ Meeting will elect in accordance with ordinary majority, with presentation of independent candidates.

Where only one slate is presented, the Shareholders’ Meeting will vote on that slate and, where this slate receives the majority of the votes, all the members of the Board of Directors will be taken from this slate in accordance with applicable law and regulations, including gender equality regulations.

In the absence of slates, or where only one slate is presented and this slate does not receive the majority of the votes, or where the number of directors elected based on the slates presented is below the number of members to be elected, or where the entire Board of Directors need not be re-elected, or where it is not possible for whatever reason to proceed with the nomination of the Board of Directors with the above-mentioned procedures, the members of the Board of Directors will be appointed by the Shareholders’ Meeting through ordinary majority, without application of the slate voting mechanism, subject to the obligation to maintain the minimum number of independent directors established by law and in accordance with applicable law and regulations in relation to gender equality.

The directors are elected for a period, established by the Shareholders Meeting, of not greater than three years from the acceptance of their office and until the date of the Shareholders' Meeting for the approval of the annual accounts for the last year of their appointment.

Where over half the directors appointed by the Shareholders' Meeting resign, the entire Board shall be deemed to have vacated office with effect from the re-appointment of the Board of Directors and the remaining directors must promptly call a Shareholders' Meeting for the appointment of the new Board of Directors.

Where during the year one or more directors elected from the slate which attained the second highest number of votes at the Shareholders' Meeting vacates office, the Board of Directors shall, where possible, co-opt an unelected candidate from the slate of the resigning director, subject to the obligation to maintain the minimum number of independent directors established by law and in accordance with applicable law and regulations in relation to gender equality.

The Board of Directors elects a Chairman from among its members, who remains in this position for the duration Board of Directors.

The Board of Directors' meeting of July 6, 2016 approved the motion to confer mandate in order to draw up the guidelines for the succession plans of the Chief Executive Officer of the Company, with a view to strengthening the governance structure of the Company.

4.2 COMPOSITION (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER D), CFA)

4.2.1 *Members of the Board of Directors*

On July 22, 2015, the Shareholders' Meeting of the Issuer approved the proposal to increase the number of members of the Board of Directors to nine in accordance with Article 11.16 of the By-Laws and the duration of the current Board for three financial years.

Therefore nine directors were appointed for the years 2015, 2016 and 2017, based on the two slates filed, respectively:

- by the shareholder Pencil, owner of 13,133,032 ordinary shares and 6,566,508 B Shares, which obtained 38,593,247 votes, equal to 95.401% of the voting share capital (**Slate 1**); and
- by the shareholders Anima SGR S.p.A., manager of the Anima Geo Italia Fund, Anima Italia Fund and Anima Star Italia Alto Potenziale Fund; Arca SGR S.p.A., manager of the funds Arca Azioni Italia and Arca Economia Reale Equity; Eurizon Capital S.G.R. S.p.A., manager of the funds Eurizon Azioni Italia and Eurizon Azioni PMI Italia; Kairos Partners SGR S.p.A. as management company of Kairos International SICAV comp. Risorgimento and Kairos International SICAV comp. Selection and Mediolanum Gestione Fondi Sgr.p.A., manager of the funds Mediolanum Flessibile Italia and Mediolanum Flessibile Sviluppo Italia, owner of a total of 1,456,637 ordinary shares, which obtained 1,841,788 favourable votes equal to 4.553% of the share capital (**Slate 2**).

The following members were elected to the Board of Directors of FILA:

Office	Name	Slate
Chairman	Gianni Mion	Slate 1
Chief Executive Officer	Massimo Candela	Slate 1
Executive Director	Luca Pelosin	Slate 1
Director	Alberto Candela	Slate 1
Director	Fabio Zucchetti	Slate 1
Director	Annalisa Barbera	Slate 1
Director	Sergio Ravagli	Slate 1
Director	Francesca Prandstraller	Slate 1
Director	Gerolamo Caccia Dominioni	Slate 2

All the members of the Board of Directors complied with the requisites for good standing pursuant to Article 2 of the Ministry of Justice Regulation No. 162/2000, and enacted in Article 147-*quinquies* of the CFA and there was no eligibility or lapsing of office pursuant to Article 2382 of the Civil Code or, where applicable, Article 148, paragraph 3 of the CFA, as enacted in Article 147-*ter*, paragraph 4 of the CFA. In addition, the Independent Directors Francesca Prandstraller, Sergio Ravagli and Gerolamo Caccia Dominioni declared their independence in accordance with applicable regulations.

At the date of the present Report there were no changes to the Board of Directors.

For further information on the slates filed for the appointment of the Board of Directors on July 22, 2015, reference should be made to the website of the Company www.fila.it, Governance Section, where the professional curriculum vitae of each director is available.

The table below reports the current members of the Board of Directors. During the year no Directors left office.

Board of Directors													Control and Risks Committee		Remuneration Committee		Related Parties Committee	
Office	Members	Date of birth	Date of first appoint.*	In office from	In office until	Slate **	Exec.	Non Exec.	Ind. Code	Ind CFA	No. of other offices (***)	(*)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman	Gianni Mion	1943	October 7, 2013	July 22, 2015	December 31, 2017	M					5	7/7						
Chief Executive Officer	Massimo Candela◊	1965	June 1, 2015	July 22, 2015	December 31, 2017	M	X				1	7/7						
Executive Director	Luca Pelosin•	1966	June 1, 2015	July 22, 2015	December 31, 2017	M	X				-	7/7						
Director (Honorary Chairman)	Alberto Candela	1939	July 22, 2015	July 22, 2015	December 31, 2017	M		X			1	6/7						
Director	Annalisa Barbera	1969	July 22, 2015	July 22, 2015	December 31, 2017	M		X			-	7/7			7/8	M		
Director	Francesca Prandstraller	1962	July 29, 2014	July 22, 2015	December 31, 2017	M		X	X	X	1	6/7			8/8	P		
Director	Fabio Zucchetti	1966	June 1, 2015	July 22, 2015	December 31, 2017	M		X			13	7/7	9/9	M			8/8	M
Director	Sergio Ravagli	1962	July 22, 2015	July 22, 2015	December 31, 2017	M		X	X	X	9	4/7	8/9	M	8/8	M	8/8	M
Director	Gerolamo Caccia Dominioni◊	1955	July 22, 2015	July 22, 2015	December 31, 2017	m		X	X	X	1*	7/7	9/9	P			8/8	C

*Ceased on February 28, 2017

Number of meetings held in the Reference Year: 7	Remuneration Committee: 8	Control and Risks Committee: 9	Related Parties Committee; 8
Quorum required for the presentation of slates by minority shareholders for the election of one or more members (as per Article 147 <i>ter</i> CFA): 2.5%			

NOTE

The following symbols must be indicated in the “Office” column:

- This symbol indicates the Director in charge of the internal control and risk management system.

- ◊ This symbol indicates the main person responsible for the Issuer’s operative management (Chief Executive Officer or CEO).

- This symbol indicates the Lead Independent Director (LID).

* The first appointment of each Director refers to the date on which the Director was appointed for the first time to the Board of the Issuer.

** This column indicates the slate from which each Director originated (“M”: majority slate; “m”: minority slate; “BoD”: slate presented by the BoD).

***This column indicates the number of offices a Director or Statutory Auditor holds in other companies listed on regulated markets, including foreign markets, in holding, banking, insurance or large enterprises. The report on corporate governance indicates all offices held.

(*). This column indicates the percentage of attendance of the Director in relation to the number of BoD and Committee meetings (indicates the number of meetings attended compared to the amount they could have attended; e.g. 6/8; 8/8 etc.).

(**). This column indicates the position of the Director on the Committee: “C”: chairman; “M”: member.

4.2.2 *Maximum number of offices held in other companies*

The Board of Directors has not defined the general criteria relating to the maximum number of offices of administration and control in other companies that may be considered compatible with the proper carrying out of their duties as directors of the company.

This decision was based on the Board`s consideration that it was more appropriate for each Director to decide whether the office of Director or Statutory Auditor is compatible with positions held in other listed companies on regulated markets (including overseas), in financial, banking, insurance or large companies, with the diligent undertaking of their duties as Director of the Issuer.

This assessment is undertaken on an annual basis during the disclosures of the offices held by the Directors and, in the event of incompatibility arising, each Director will present to the Board any situations of accumulated offices not compatible which will be assessed on a case by case basis by the Board.

The Board meeting of March 21, 2017 assessed the offices held by its Directors in other companies, and considered the composition of the Board in accordance with the provisions of law and regulations, as well as compatible with an efficient undertaking of their duties as Director of the Issuer.

In relation to the offices held by the directors of the Issuer at the date of the present Report in financial, banking and insurance companies or of significant size listed on regulated markets (including abroad), other than belonging to the FILA Group, reference should be made to the table below.

Name	Company in which office held	Office in the company	State
Gianni ion	Banca Popolare di Vicenza S.p.A.	Chairman	In office
	Space Holding	Director	In office
	Space 2 S.p.A.	Chairman	In office
	Il Gazzettino S.p.A.	Director	In office
	Immobiliare Cewa S.r.l.	Director	In office
Massimo Candela	Pencil	Shareholder and Director	In office
Fabio Zucchetti	Pencil	Director	In office
	Online SIM S.p.A.	Statutory Auditor	In office
	Megadyne S.p.A.	Statutory Auditor	In office
	Ersel Investimenti S.p.A.	Alternate Auditor	In office
	Ersel SIM S.p.A.	Alternate Auditor	In office
	Diageo Operations Italy S.p.A.	Director	In office
	Diageo Italia S.p.A.	Director	In office
	EMARC S.p.A.	Chair. Board of Statutory Auditors	In office
	Finproject S.p.A.	Chair. Board of Statutory Auditors	In office
	Gea Imaforni S.p.A.	Statutory Auditor	In office

Name	Company in which office held	Office in the company	State
	Maider IBC S.r.l.	Director	In office
	Amut S.p.A.	Chair. Board of Statutory Auditors	In office
	Hyva Capital Equipment S.r.l.	Sole Statutory Auditor	In office
Francesca Prandstraller	Space 2 S.p.A.	Director	In office
Alberto Candela	Pencil	Chairman of the Board	In office
Sergio Ravagli	Rina S.p.A.	Vice Chairman of the Board	In office
	Finproject S.p.A.	Director	In office
	Venice Shipping and Logistic S.p.A.	Director	In office
	Palladio Corporate Finance S.p.A.	Chairman of the Board	In office
	Venice European Investment Capital S.p.A.	Executive Director	In office
	Eleventy Holding S.r.l.	Vice Chairman of the Board	In office
	Eleventy World S.r.l.	Vice Chairman of the Board	In office
	Naus S.p.A.	Vice Chairman of the Board	In office
	VGH S.p.A.	Director	In office
Gerolamo Dominioni	Caccia Esperia Servizi Fiduciari	Director	Ceased on February 28, 2017

4.2.3 Induction Programme

The Board meetings, for their content and frequency, permits the Directors to receive adequate information on the sector in which the Issuer operates, on the business operations and their performances, on the principles of correct risk management as well as the relative regulatory framework. In particular, during the Board meetings held at the headquarters of the company, the Directors regularly received detailed information on the sector in which the Issuer undertakes its activities, in order to fully understand the underlying business operations and the relative developments during the year.

In addition to that illustrated above, in the first week of September 2016, specific workshops were held involving, in addition to the Directors and the Statutory Auditors of FILA, all local management of the Group companies, principally to provide the Directors and the Statutory Auditors of the Company adequate information on the sector in which the Issuer operates, as well as business performance and their developments.

4.3 ROLE OF THE BOARD OF DIRECTORS (AS PER ARTICLE 123-BIS, PARA. 2, LETTER D OF THE CFA)

4.3.1 Powers attributed to the Board of Directors

The Board of Directors is vested with full powers for the ordinary and extraordinary management of the Company, with the authority to perform all acts deemed appropriate to achieve the corporate purpose, excluding only those reserved to the exclusive authority of the Shareholders' Meeting.

The Board of Directors, pursuant to Article 2365, paragraph 2, of the Italian Civil Code is furthermore empowered to adopt the following resolutions, without prejudice to the concomitant remit of the Shareholders' Meeting: (i) the establishment or closure of branch offices; (ii) the reduction of the share capital from a withdrawal; (iii) the amendment of the By-Laws in line with new regulatory provisions; (iv) the transfer of the registered office within Italy.

The Board has a central role in the operational activities and organisational and strategic direction, as well as the verification of the existence of the necessary controls to monitor the performance of the Issuer and the Group.

The remit of the Board includes the review and approval of the strategic, industrial and financial plans of the Issuer and of the Group, periodically monitoring their implementation.

The Board also defines the corporate governance system of the Issuer and the structure of the Group.

In accordance with regulatory provisions and the Code, the Board reviews and approves the Issuers' and its subsidiaries' operations prior to being carried out, when these operations have a significant strategic, economic, or financial importance for the Issuer, paying particular attention to the situations in which one or more directors have an interest on their own behalf or on behalf of third parties.

The Board has not established criteria for the identification of transactions which have significant strategic, economic, equity or financial importance for the Issuer, in that these transactions, where not within the powers conferred to the Chief Executive Officer are within the remit of the Board.

This ensures that, with the exception of the powers expressly conferred to the Chief Executive Officer and listed in detail in paragraph 4.4.1 below, the Board of the Issuer reviews and assesses the most significant transactions which guarantees constant monitoring of the operating performance and taking an active part in the principal business decisions.

In relation to the management of conflicts of interest and transactions with related parties of the Issuer and of the Group reference should be made to paragraph 13 below.

Pursuant to Article 2381 of the Civil Code and of the application criterion 1.C.1., letter c) of the Self-Governance Code, during the year the Board periodically assessed the adequacy of the organisational, administration and general accounting system of the Issuer, with particular reference to the internal control and risk management system, in accordance with the procedures adopted by the Issuer.

In the undertaking of these activities the Board were assisted, on a case by case basis, by the Control and Risks Committee, the Internal Audit Manager and the Executive

Officer, as well as the procedures and verifications implemented in accordance with Law 262/2005.

The Board at least quarterly evaluates the general operational performance, taking into account, in particular, the information received from the Chief Executive Officer, as well as periodically, comparing the results with the budgets.

On March 21, 2017, the Board undertook their annual assessment, in accordance with application criterion 1.C.1. letter g) of the Code, considering that the size, the composition and the functioning of the Board and of its committees were adequate in relation to the operational and organisational needs of the Company, also taking into account the professional characteristics, experience, including managerial and gender equality rules, of its members as well as the presence, of a total of 9 directors, of 5 Non-Executive Directors (of which 3 independent), capable of influencing, for their number and authority, the Board decisions and contributing their specific know-how and which also guarantees an appropriate composition of the Committees within the Board.

This assessment process took place in March 2017 and related to the Reference Year and was undertaken by means of a questionnaire sent to all board members. The self-assessment questionnaire was structured in various sections (i.e. size, composition and functioning of the Board, size, composition and functioning of the Internal Committees to the Board, communication between the Board and senior management, corporate governance and governance of the risk) and included the possibility for suggestions and comments. Once completed by all Directors, the Board shared the results of this assessment in the Board meeting of March 21, 2017. For the assessment of its functioning, the Board did not consider it necessary to avail of external consultants of the Issuer.

As of the date of this Report, the Shareholders' Meeting has not authorized any general and preemptive departure from the competition restrictions envisaged by Article 2390 of the Italian Civil Code.

4.3.2 Procedures and frequency of board meetings

The validity of Board resolutions requires the presence of a majority of its members in office, with resolutions approved by a majority of those present.

The Board of Directors elects a Chairman from among its members, who remains in this position for the duration Board of Directors.

Under Article 12 of the By-Laws, the Board of Directors may delegate part of its powers to an Executive Committee, determining the limits of such mandate as well as the number of members of the committee and its operating procedures.

The Board of Directors may appoint one or more executive directors, granting them the relevant powers and conferring to one of them, where applicable, the role of Chief Executive Officer. In addition, the Board of Directors may also establish one or more committees with consulting, advisory, or audit functions in accordance with applicable laws and regulations. The Board of Directors may also appoint General Managers, defining their powers and granting powers of attorney to third parties for certain acts or categories of acts.

Under Article 13 of the By-Laws, the Board of Directors meets at the Company's registered office or another location, provided that the latter is within the European Union or Switzerland, whenever the Chairman deems it necessary or whenever a request is made by the Chief Executive Office, if appointed, or by at least two of its members or by the Board of Statutory Auditors.

The calling of the Board of Directors is made by the Chairman or, if absent, by the Chief Executive Officer, with notices to be sent, by letter, telegram, fax or email with proof of receipt, to the domicile address of each director and statutory auditor at least three days before the date set for the meeting; in case of urgency, the calling of the Board of Directors may be made the day before the date set for the meeting. The meetings of the Board of Directors and its resolutions are valid, even without formal calling, where all the directors and statutory auditors in office are present. In the absence of the Chairman, the chair of the meeting is to assumed by the Chief Executive Officer, if appointed, or failing that the most senior director.

The meetings of the Board of Directors may also be held by audio or video conference, provided that: (i) the Chairman and the Secretary, if appointed, are present in the same location and write and sign the minutes, verifying that the meeting was held in that location; (ii) the Chairman of the meeting may verify the identity of the participants, direct the course of the meeting and witness and announce the results of the voting; (iii) the person taking the minutes may adequately observe the events of the meeting to be recorded in the minutes; and (iv) participants may participate in the discussion and the simultaneous voting on the matters on the agenda, as well as view, receive or transmit documents.

The Board of Directors, after prior mandatory consultation with the Board of Statutory Auditors, shall appoint an Executive Officer for financial reporting, in accordance with Art. 154-*bis* of the CFA (the **Executive Officer**), granting this person the adequate means and powers for the accomplishment of the tasks assigned.

During the Reference Period, 7 meetings of the Board of Directors were held on the following dates: February 2, 2016, March 15, 2016, March 22, 2016, May 11, 2016, July 6, 2016, August 4, 2016 and November 11, 2016.

Minutes were kept for the meetings of the Committee.

The duration of the meetings were on average approximately two hours 30 minutes.

During 2017, in addition to the meetings already held on January 25, 2017, March 16, 2017 and March 21, 2017 (meetings during which, among other matters, the consolidated financial statements and the draft financial statements for the year-ended December 31, 2016 were approved), 3 further meetings are scheduled to be held by the Board of Directors (as per the corporate events calendar communicated to the market and to Borsa Italiana and available on the internet site www.filagroup.it, Investor Section) on the following dates: May 10, 2017 (Interim Report at March 31, 2017); August 3, 2017 (Half-Year Report at June 30, 2017); November 13, 2017 (Interim Report at September 30, 2017).

During the Reference Year, given an overall percentage equal to 92% ,the percentage of participation of each Director was respectively: 100% for Gianni Mion, 100% for Annalisa Barbera, 100% for Gerolamo Caccia Dominioni, 85.71% for Alberto Candela, 100% for Massimo Candela, 100% for Luca Pelosin, 85.71% for Francesca

Prandstraller, 57.14% for Sergio Ravagli and 100% for Fabio Zucchetti.

The Chairman of the Board of Directors ensured that the documentation relating to the matters on the agenda was made available to the directors and statutory auditors with sufficient time before the date of each Board meeting. The timeliness and completeness of pre-meeting information is guaranteed by communication of the documentation with an advance of at least 2 days before the date of the meeting of the Board of Directors. This term was generally respected.

In addition, the Chairman of the Board ensured that sufficient time was provided to the matters on the Agenda in order that all the Directors may contribute, thereby guaranteeing, constructive debate in the Board meetings.

Executives of the Issuer attended Board meetings in order to provide detailed information on matters on the Agenda. In particular, the CEO of the subsidiary Daler-Rowney Ltd attended the Board meeting of July 6, 2016.

In general, the Chief Executive Officer ensures that the executives are available to attend Board meetings so that valuable contributions may be made, in particular for the non-executive Directors to acquire adequate information on the operations of the Issuer.

The Executive Officer appointed normally attends the Board of Director's meetings.

4.4 EXECUTIVE BODIES

In accordance with the By-Laws, the Board of Directors may delegate part of its powers to an Executive Committee, determining the limits of such mandate, as well as the number of members of the committee and its operating procedures.

Under Article 12.3 of the By-Laws, the Board of Directors may appoint one or more executive directors, granting them the relevant powers and conferring to one of them, where applicable, the role of Chief Executive Officer. In addition, the Board of Directors may also establish one or more committees with consulting, advisory, or audit functions in accordance with applicable laws and regulations. The Board of Directors may also appoint General Managers, defining their powers and granting powers of attorney to third parties for certain acts or categories of acts.

Under Article 12.4 of the By-Laws, the Chairman of the Board of Directors is the legal representative of the Company in dealings with third parties and in legal matters (with the right to appoint lawyers and attorneys-of-record). Representation also rests with the directors who have delegated powers granted by the Board of Directors, with the General Managers, senior management and attorneys-in-fact, within the limits of the powers conferred to them.

4.4.1 Chief Executive Officer and Executive Director

On July 22, 2015, the Board of Directors appointed Massimo Candela as Chief Executive Officer and Luca Pelosin as Executive Director, assigning to them the respective powers indicated below.

The Chief Executive Officer is the primary responsible party for the management of the Issuer. There are no interlocking directorates as per Criteria 2.C.5. of the Code.

(a) Powers of the Chief Executive Officer Massimo Candela

Attributed to the Chief Executive Officer Massimo Candela are all powers of ordinary and extraordinary administration, to be exercised with separate signature, with the exclusive exception of those concerning the following matters, which, together with those mandatorily provided for by applicable law, remain the exclusive competence of the Board of Directors:

- (a) The approval of consolidated budgets and business plans and amendments and adjustments to the same approved consolidated budgets and business plans;
- (b) The listing of one of the subsidiaries of the Company pursuant to Article 2359 of the Italian Civil Code;
- (c) The disposal of treasury shares except where carried out under execution of a specific Shareholders' Meeting resolution;
- (d) The acquisition, in any capacity and in any form, of investments or of companies or of business units with a value in excess of Euro 1,000,000, calculated with reference to 100% of the relative enterprise value, including any price component dependent on the results of the Company, as well as any conditional or deferred payment;
- (e) Disposals (or other transfers), in any capacity and in any effective form, of investments or of companies or of business units of the Company, with a value (calculated with reference to 100% of its enterprise value, including any price component dependent on the results of the Company, as well as any conditional or deferred payment) per transaction in excess of Euro 1,000,000, or together with other transactions over the previous 12 months, in excess of Euro 1,000,000;
- (f) The creation of any lien on company assets for single amounts that are in excess of Euro 2,500,000 or for amounts that together with other transactions over the previous 12 months are in excess of Euro 5,000,000;
- (g) The establishment of subsidiaries, the acquisition of fixed assets, including real estate or real estate companies, in any form, including via financing, with a unitary value in excess of Euro 1,000,000, or together with other transactions over the previous 12 months, with a collective value in excess of Euro 5,000,000;
- (h) Disposals (or other transfers) of fixed assets, including real estate and real estate companies, in any effective form, which individually exceed the amount of Euro 1,000,000, or together with other transactions over the previous 12 months, exceed the amount of Euro 5,000,000;

- (i) Any corporate restructuring operation, including the establishment or closure of any branches or of any subsidiaries pursuant to Article 2359 of the Italian Civil Code, which carry a cost both for the Company and each of the subsidiaries of the Company, within the meaning of Article 2359 of the Italian Civil Code, in excess of Euro 1,000,000;
- (j) The assigning of a remuneration higher than Euro 10,000 to any non-executive director of the subsidiaries of the Company pursuant to Article 2359 of the Italian Civil Code;
- (k) The approval of share-based incentive plans for executives and employees of the Company and of subsidiaries of the Company pursuant to Article 2359 of the Italian Civil Code;
- (l) The undersigning and the execution of any agreement with the majority shareholder or with companies controlled by or connected to this party within the meaning of Article 2359 of the Italian Civil Code not naturally belonging to the FILA Group;
- (m) The signing of contracts, and subsequent amendments thereto, concerning the provision of services by third parties to the Company (excluding utilities), including intellectual property license agreements, insurance contracts and leases, of a unitary cost in excess of Euro 1,000,000 on an annual basis;
- (n) The assumption by the Company of new third party financing in unitary amounts in excess of Euro 2,500,000, with the express exclusion of:
 - (i) Any changes to existing financing, including the issuing of consents and/or revocations, renewals or extensions thereof;
 - (ii) The subscription of new credit lines to substitute any credit lines already in place;
 - (iii) Inter-company loans;
 - (iv) Loans granted on the submission of invoices or other similar operations.

The powers above include the appointment of general or special attorneys for certain duties.

(b) Powers of the Executive Director Luca Pelosin

Attributed to the Executive Director Luca Pelosin are the roles of head of logistics, of production, of purchasing, of personnel and of information technology, of supervision of marketing and ordinary administrative powers aimed at ensuring the accomplishment of the assigned duties, including, by way of example and without limitation, the following powers, to be exercised with separate signature, in compliance with any spending limits and the exclusions set forth below:

- (a) To sign ordinary correspondence and debit and credit notes;
- (b) To collect letters and registered and insured letters, parcels and rail and post parcels, or other dispatches and packages of any kind;
- (c) To provide for customs clearance at any customs office and in particular to sign and submit customs declarations, to make and withdraw deposits from any customs offices, to attend inspections of goods, to provide for their release by performing any other task necessary for the fulfillment of the mandate;
- (d) To carry out all UTIF [Revenue and Excise Office] operations and specifically to sign and to submit relevant statements and to perform any other task necessary for the fulfillment of the mandate;
- (e) To represent the Company in relation to any administrative authorities, public entities or public offices;
- (f) To perform all banking transactions that are not issuances of promissory notes, acceptances of drafts, establishment of pledges, of sureties or of endorsements and so forth and by way of example: to open current accounts also in overdraft and to contract advances;
- (g) To make funds available by signing checks or money orders or by any other means within the limits Euro 50,000 for each individual transaction, as well as within the limits of loans provided by various lenders with joint signature with the Chief Executive Officer Massimo Candela, with Messrs. Stefano De Rosa and Daniele Nastasia or any other legal representative with adequate powers;
- (h) To sign documents relating to imports or exports with banking institutions;
- (i) To demand and collect, for any reason and for any amounts, sums, credits, securities, warrants and deposits, whether from the issuer, from the deposits and loans fund, from both provincial and municipal treasuries and accounts offices, from customs, railway offices, post and telegraph offices or generally from any public or private payer, issuing related receipts and releases;
- (j) To represent the Company in any bankruptcy, composition and insolvency proceedings, filing and contending the claims and rights of the Company, and performing any act for their protection, to sign acts of obligation and to proceed with enforcement measures; for the above, to appoint legal representatives;
- (k) To represent the Company at the offices of state and private railways operators, of airline and shipping companies and of other carriers generally and at any government office or state-owned entity or at any post, telegraph, telephone or customs office for all operations of shipping, clearance and collection of valuables and goods, thereby signing any forms, receipts, releases, discharges and so on, and filing any eventual claims;
- (l) To stipulate, with all opportune clauses, to amend and to terminate, regarding any individual, corporate or public entity, contracts and agreements of any kind and nature for the purchase of raw materials, of semi-finished goods and of the provision of services, both destined for Italy and destined for or from abroad, and in general anything that can form part of the mandate described above; to make intra-Community transactions, to import and/or to export to countries within the European Union and to those outside the European Union, following

relevant procedures and signing any documentation or act necessary to this end, including customs documents, intra-state declarations for intra-Community transactions and anything else deemed necessary;

- (m) To hire, to transfer, to suspend and to dismiss employees and so to manage personnel in all respects, including to set and to amend conditions, roles, qualifications, categories and grades; to determine the salaries, fees and duties; to stipulate employment contracts or to amend or terminate such contracts; to notify employees of any infractions and impose corresponding disciplinary measures; to administer personnel and so ensure the management and liquidation of wages and severance, to provide for the fulfillment of tax and insurance contributions towards relevant institutions, completing the related forms and making payments and adjustments as required and approved by the provisions in force; to provide for the fulfillment of fiscal and tax compliance to which the Company is bound including the filling out of relevant forms and the making of relevant payments, with the power, among other things, to sign statements, declarations, claims, petitions and any other act; to perform within the powers conferred, all other acts of administration considered appropriate in the interests of the Company; to represent the Company both in Italy and abroad regarding labor relations and related obligations and therefore in relation to states, regions, provinces, municipalities, districts, ministries, labor inspectorates and offices, agencies, sections, national health services, administrative bodies, health units, social security and insurance institutions, banks and financial institutions, central and local governments and financial and tax offices, tax litigation bodies and all other authorities, institutions, central and local administrations, public and private institutions, individuals and corporate and public legal entities, with the broadest of powers, without limitation, and so with the right to put forward declarations, petitions, motions, appeals and oppositions in relation to any administrative authority, sustaining related discussions with all of the above mentioned entities and representing the Company also regarding the definition of related disputes or settlements, nothing excluded or excepted; to represent the Company in relation to trade union organizations of both employers and employees in any location and facility, with the authority to enter into agreements also applying to the entire company and to settle disputes; to represent the Company in relation to conciliation and arbitration boards provided for by union agreements, with the power to settle related disputes; to accept arbitration, appoint arbitrators and conclude arbitration agreements to define labor litigation; to represent the Company in labor disputes, both in court and out of court and in relation to trade unions, to arbitration, to provincial directorates of labor or to similar regional and ministerial bodies and relative conciliation commissions, and also in the case where laws in force provide for the personal appearance of the parties, with the express right to reconcile and to settle, to make and to amend petitions, applications, exceptions and conclusions, to respond to questioning whether informal or formal, to explain the facts of the case, to propose and to oppose evidence, to intervene in discussions, to participate in reconciliation efforts, to reconcile and to settle disputes, to sign the minutes of non-conciliation, indicating solutions and stating the amount of credit pertaining to the employee, to elect domiciles, to sign and submit documents, to appoint and to dismiss prosecution, defense and technical legal counsel concerning the related subject

matter; to perform all that is opportune and necessary, with specific reference to Articles 410, 411, 412 and 420 of the Italian Code of Civil Law, as in the text of Law No. 533 of August 11, 1973; to perform any other act and to act in any situation in the field of labor relations and personnel management considered appropriate in the interests of the Company, including claims for damages to liable third parties and/or to insurers or to indemnifying bodies with the power to settle any disputes.

The powers above include to appointment of general or special attorneys for certain duties.

4.4.2 Honorary Chairman

According to Article 12.5 of the By-Laws, on the proposal of one or more shareholders representing at least 20% of the share capital, the Shareholders' Meeting may proceed to appoint a Chairman with honorary functions, entitled the "Honorary Chairman", selected from among persons of high standing and who have contributed to the establishment, success and/or growth of the Company. The Honorary Chairman may also be appointed from outside the members of the Board of Directors; in such case the Honorary Chairman may remain in office longer than the term of the Board of Directors. The Honorary Chairman, where not a director of the board, may participate at meetings of the Board of Directors and the Shareholders' Meetings exclusively to express assessments and non-binding opinions on matters dealt with by the Board of Directors or by the shareholders, and may represent the Company on the basis of special powers of attorney issued in writing by the competent corporate boards. The Board of Directors shall determine any fees or any other remuneration and/or reimbursement of expenses due to the Honorary Chairman.

On July 22, 2015, the Shareholders' Meeting of the Issuer resolved, upon the proposal of Pencil, to appoint as Honorary Chairman the director Alberto Candela.

To the Director and Honorary Chairman Alberto Candela, the Board of Directors resolved, on July 22, 2015, to confer the powers indicated below.

(a) Powers to be exercised with separate signature

- (a) To sign ordinary correspondence and debit and credit notes;
- (b) To collect letters and registered and insured letters, parcels and rail and post parcels, or other dispatches and packages of any kind;
- (c) To sign petitions, statements, briefing papers, reports, memos and general communications with Supervisory Authorities and Borsa Italiana and to sign institutional reports in relation to the latter;
- (d) To provide for customs clearance at any customs office and in particular to sign and submit customs declarations, to make and withdraw deposits from any customs offices, to attend inspections of goods and to provide for their release by performing any other task necessary for the fulfillment of the mandate;
- (e) To carry out all UTIF and UTM [Revenue, Excise and Monopolies Offices] operations and specifically to sign and to submit relevant statements and to

perform any other task necessary for the fulfillment of the mandate;

- (f) To represent the Company in relation to any administrative authorities, public entities or public offices;
- (g) To represent the Company in relation to financial administration offices and bodies, also of judicial nature, in any procedure relating to taxes of any kind and description; to sign declarations and statements, including in relation to direct and indirect taxes, to cooperate in verifications and accesses, to oppose investigations, to submit appeals to any authority or financial and administrative committee, to negotiate settlements, agreed recoveries and transactions;
- (h) To sign documents relating to imports or exports with banking institutions;
- (i) To demand and collect, for any reason and for any amount, sums, credits, securities, warrants and deposits whether from the issuer, from the deposits and loans fund, from both provincial and municipal treasuries and accounts offices, from customs, railway offices, post and telegraph offices or generally from any public or private payer, issuing related receipts and releases;
- (j) To perform any banking and postal operations, including the use of loans within agreed limits, including advance requests or for discounts on invoices or similar financial instruments, as well as to sign factoring or trade receivables insurance contracts, within the limit of Euro 50,000 (fifty thousand);
- (k) To stipulate, with all opportune clauses, to amend, to terminate, regarding any individual, corporate or public entity, contracts and agreements of any kind and nature for the provision of services, for amounts not in excess of Euro 50,000 (fifty thousand).

(b) Powers to be exercised with the joint signature of at least one among the Executive Director Luca Pelosin, Stefano De Rosa or another legal representative with adequate powers

- (a) To perform any banking and postal operations, including the use of loans within agreed limits, including advance requests or for discounts on invoices or similar financial instruments, as well as to sign factoring or trade receivables insurance contracts, within the limit of Euro 50,000;
- (b) To stipulate, with all opportune clauses, to amend, to terminate, regarding any individual, corporate or public entity, contracts and agreements of any kind and nature for the provision of services, for amounts not in excess of Euro 50,000.

The powers above include the appointment of general or special attorneys for certain duties.

4.4.3 Chairman of the Board of Directors

On July 22, 2015, Gianni Mion was appointed Chairman of the Board of Directors.

Under Article 12.4 of the By-Laws, the Chairman of the Board of Directors is the legal representative of the Company in dealings with third parties and in legal matters (with the right to appoint lawyers and attorneys-of-record).

As of the date of this Report, the Chairman of the Board of Directors has not been granted executive management powers, does not have a specific role in terms of corporate strategic planning and is not the controlling shareholder of the Issuer.

4.4.4 Executive Committee

Under Article 12.2 of the By-Laws, the Board may delegate some of its powers to an Executive Committee, determining the limits of the mandate, as well as the number of members and the operating procedures.

Pursuant to Article 2389 of the Italian Civil Code, the remuneration of the Executive Committee members is to be decided by the Shareholders' Meeting.

As of the date of this Report, an Executive Committee has not been established.

4.4.5 Reporting to the Board of Directors

During the year, the Chief Executive Officer reported adequately and in a timely manner, at least on a quarterly basis, to the Board and the Board of Statutory Auditors on the activities undertaken concerning the powers conferred and in a manner to permit the Board to express in an informed manner on the matters under examination.

4.5 OTHER EXECUTIVE DIRECTORS

As of the date of this Report, beyond the Chief Executive Officer and the Executive Director, no other directors have been attributed delegated duties.

4.6 INDEPENDENT DIRECTORS

Pursuant to the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the CFA and in accordance with the requirements of Article 2.2.3, paragraph 3, letter k) of the Borsa Italiana Regulation and Article IA.2.10. 6 of the Instructions to the Borsa Italiana Regulation, three independent directors currently hold office on the Board of Directors, in the persons of Francesca Prandstraller, Sergio Ravagli and Gerolamo Caccia Dominioni.

The Board of Directors assesses the existence and permanence of the requirements above, also applying all the criteria as per the Self-Governance Code (application criteria 3.C.1 and 3.C.2) on the basis of the information that the parties are required to provide under their own responsibility, or of the information available to the Board of Directors.

With reference to the Board of Directors currently in office, it is to be noted that during the meeting of March 21, 2017 the Board carried out the necessary checks on the fulfillment of the independence requirements of the afore-mentioned directors. The outcome of these assessments was announced to the market in the press release dated March 21, 2017, available on the website of the Issuer www.filagroup.it, under the section *Investors*.

The Board of Statutory Auditors has verified the correct application of the criteria and procedures adopted by the Board of Directors to assess the independence of its members. The outcome of these assessments was announced to the market in the press release dated March 21, 2017, available on the website of the Issuer www.filagroup.it, under the section *Investors*.

The Independent Directors met once during the year in the absence of the other directors to primarily discuss the same issues arising during the meetings of the Control and Risks Committee. For the considerations suggested by the Independent Directors during this meeting reference should be made to paragraph 4.7 below.

4.7 LEAD INDEPENDENT DIRECTOR

On October 7, 2015 - on the presentation for admission to listing of the shares of the company on the MTA - the Board of Directors approved the appointment of a lead independent director, as the Independent Director Gerolamo Caccia Dominioni. In accordance with the provisions of the Self-Governance Code, the Lead Independent Director was tasked with the duties of collecting and coordinating the petitions and contributions of non-executive directors, in particular of the independent directors, as well as working with the Chairman of the Board of Directors to ensure that directors receive adequate and timely information and may call meetings of the independent directors to discuss the functioning of the Board and corporate operations.

During the Reference Year, the considerations suggested by the independent directors mainly related to ensuring:

- (i) the continual improvement of the governance level, also in view of the growth and expansion of the Group;
- (ii) the constant and attentive monitoring of any critical issues arising within the business operations.

Among the initiatives suggested to the Board of Directors by the Lead Independent Director and the other independent directors for the year 2017, of particular relevance, are those aimed at: ensuring the effective and correct implementation of all the necessary procedures in place to identify in advance all operations which are subject to approval by the Committees.

4.8 GENERAL MANAGER

As of the date of this Report, the Board of Directors has not appointed any General Manager.

5. HANDLING OF CORPORATE INFORMATION

The Company has adopted the following procedures:

- (i) The Code for the handling of Insider Information
- (ii) The Code of conduct for Internal Dealing,

last updated by the Board of Directors of FILA on July 6, 2016 in order to comply with the new provisions introduced by EU Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014 in relation to market abuse and the relative regulations.

5.1 CODE FOR THE HANDLING OF INSIDER INFORMATION

The purpose of the Code for the handling of Insider Information (the **Code**) is to prevent the transfer of Price Sensitive Information (as defined below) in an untimely, incomplete or inadequate manner, or in any case in such a way as to cause asymmetric information within the market.

In particular, the dissemination of Price Sensitive Information as regulated by the aforementioned Code protects the market and investors, assuring them adequate knowledge of the events concerning the Issuer on which to base their investment decisions.

It is also the objective of the Code for the handling of Price Sensitive Information to prevent certain persons or categories of persons from using information not known to the public to make speculative transactions on the markets to the detriment of the investors without knowledge of such information.

Here briefly described are the essential elements of the Code for the handling of Price Sensitive Information.

5.2 DEFINITION OF INSIDER INFORMATION

Insider Information is taken to mean information:

- (a) of a precise nature, namely that:
 - (i) such refers to a set of existing circumstances or circumstances that may reasonably be expected to occur or to an event that has occurred or which may reasonably be expected to occur;
 - (ii) is specific enough to enable conclusions to be drawn on the possible effect of the set of circumstances or event referred at letter (i) on the prices of Financial Instruments (as defined below) or of relative derivative financial instruments.

In this regard, in the case of an extensive process undertaken to achieve, or which results in, a particular circumstance or a particular event, this future circumstance or future event, in addition to the interim steps taken as part of the process linked to the achievement or the occurrence of the circumstance or future event, may be considered as information of a precise nature;

- (b) that has not been made public;
- (c) that directly or indirectly concerns the Company or the Subsidiaries or the Financial Instruments of the Company; and
- (d) that, if made public, may have a significant effect on the prices of the Financial Instruments or any associated derivative financial instruments, or that a reasonable investor would use as one of the elements on which to base their investment decisions.

An interim step in an extensive process is considered Insider Information if complying with the criteria above.

Financial Instruments are considered shares issued and in circulation of the company and other instruments described at Article 1, paragraph 2 of the CFA, issued by the company and (i) admitted for trading - or for which a request for trading has been submitted - on a regulated market; (ii) traded - or for which a request for trading has been submitted - on a multilateral trading facility (MTF); (iii) traded on an organized trading facility (OTF); or (iv) not considered by points (i), (ii) or (iii), whose price or value depends on a financial instrument indicated at the previous points, or has an effect on this price or value, including, for example purposes but not exhaustive, credit default swaps and contracts for difference.

5.2.1 Recipients of the Code for the handling of Insider Information

The following persons must comply with the Code for the handling of Insider Information: (a) members of the Board of Directors and Control Boards, in addition to Employees, of the Company and of the Subsidiaries; and (b) Relevant Persons (hereafter, jointly, the **Covered Persons**).

Covered Persons are all parties with access to Insider Information and with whom a professional collaboration exists (contract of employment or other) and who, in the execution of their established duties, have access to Insider Information, such as for example consultants, accountants or credit rating agencies.

5.2.2 Handling of Insider Information

Covered Persons must maintain complete confidentiality of the Insider Information of which they are aware. All Insider Information must be handled with the necessary care to ensure that its circulation within the company does not threaten its confidential nature, unless such is announced to the market according to the means established by the present Code for the handling of Insider Information and the applicable regulation.

Subject to Article 184 and subsequent of the CFA, in addition to Articles 14 and 15 of Regulation 596/2014, Covered Persons may not: (a) acquire, sell or otherwise execute operations on Financial Instruments (including the cancellation or amendment of orders where the order has been sent before the interested party came into possession of Insider Information), on their own behalf or on behalf of third parties, directly or indirectly, utilizing Insider Information; (b) advise or induce others, on the basis of Insider Information, to carry out any operations at point (a); (c) communicate to third parties Insider Information outside of the normal exercise of their duties, profession, function or office. The communication to third parties of advice or inducements as per letter (b) is considered as unlawful communication of Insider Information where the person communicating the advice or inducement knows or should know that such is based on Insider Information.

Covered Persons are absolutely prohibited from releasing interviews or information to the press or declarations in general containing insider information not yet announced to the market in accordance with the present Code for the handling of Insider Information.

The Board of Directors on November 11, 2016 appointed Mr. Stefano De Rosa, CFO and Executive Officer, as the Officer in charge of corporate relations, with the responsibility for the drafting of press releases relating to Insider Information concerning the Company or its Subsidiaries and to ensure compliance with the disclosure obligations for Insider Information under the Code for Insider Information and applicable regulations (the **Disclosure Officer**).

The Chief Executive Officer of FILA (a) oversees the handling of Insider Information, in addition to relations between the Company and institutional investors and with the press, utilizing the relevant internal structures; and (b) approves the Press Releases presented to him by the Disclosure Officer.

Any interactions with the press or other media for the circulation of Insider Information should be expressly authorized by the Chief Executive Officer of the Company, or parties appointed by this latter.

The Disclosure Officer (a) ensures, with the assistance and support of the internal Company structures, the fulfilment of the disclosure obligations concerning Insider Information under the present Code and the applicable regulation; (b) utilizing the internal Company structures, oversees relations with the disclosure bodies and prepares the communications concerning Insider Information.

The Boards of Directors of the Subsidiaries: (a) manage the Insider Information concerning their respective companies; (b) through their appointed director, or the respective internal structures, promptly communicate to the Chief Executive Officer of the Company and the Disclosure Officer all Insider Information concerning their respective companies.

The text of the press release must be presented to the Chief Executive Officer and, where necessary, to the Board of Directors for final approval before external communication, and where referring to financial information, to the Executive Officer for financial reporting.

The press release is issued on the SDIR-NIS system and, through the SDIR-NIS, is transmitted to Consob and at least two press agencies. FILA also ensures insertion of the press release on the website of the Company www.filagroup.it, in the relevant section, ensuring that such press releases are kept on the website for at least five years.

A copy of the Code for handling Insider Information is available on the website of the Company www.filagroup.it, in the Governance section.

5.3 INTERNAL DEALING CODE

The internal dealing code identifies “Covered Persons” and in particular:

- (i) the members of the Board of Directors and of the Board of Statutory Auditors of the Company;
- (ii) the management of the Company and executives that have regular access to insider information and that have the power to adopt operating decisions which may impact upon the performance and future prospects of the Company;
- (iii) any other persons identified by name by the Board of Directors of the Company

in relation to the activity they perform or the office assigned to them, who shall be immediately indicated to the Disclosure Officer, who, in turn, shall ensure due notice as per this Internal Dealing Code.

The internal dealing code also identifies the “Connected Persons” to Covered Persons, and in particular:

- (i) the spouse or any partner considered as a spouse under Italian law, any dependent children under Italian law and any relatives who have cohabited with a Covered Person for at least one year from the date of the Relevant Transaction in question (collectively, the ‘**Connected Family Members**’);
- (ii) legal entities, companies and trusts in which a management role is held by a Covered Person or a Connected Family Member or which is controlled directly or indirectly by a Covered Person or a Connected Family Member or whose economic interests are substantially equivalent to those of a Covered Persons or of a Connected Family Member or which is constituted for the benefit of a Covered Person or of a Connected Family Member.

The internal dealing code identifies as “Relevant Transactions” purchases, sales, subscription or exchange of Shares or Related Financial Instruments made by the Covered Persons or the Connected Persons, directly or through nominees, trusts or subsidiaries, with the exception as indicated in the simplified chapter of Article 19 of Regulation 596/2014 and Article 10 of EU Regulation No. 522/2016 of December 17, 2015. Excluded are transactions whose total amount does not exceed Euro 5,000 in each year (the “**Relevant Amount**”); for the related derivative Financial Instruments, the Relevant Amount is calculated with reference to the underlying shares. The above amount is calculated aggregating the transactions relating to the Shares and the Related Financial Instruments, made on behalf of each Covered Person and those made on behalf of the Connected Persons. Relevant Transactions include all transactions subsequent to the first communication, whatsoever the related amount.

The internal dealing code also governs the management, handling and communication of the disclosure of these transactions. For this purpose, the Code:

- (i) governs the disclosure obligations of the Covered Persons to the Company, requiring that these parties communicate to the Disclosure Officer information relating to Relevant Transactions carried out by themselves or by Connected Persons attributable to them, within two trading days from the date of execution of the Relevant Transaction;
- (ii) the Disclosure Officer shall communicate the information to Consob and to the public on behalf of the Covered Persons, also availing of persons external to the Company but linked through consultancy relationships, within three trading days from the date of execution of the Relevant Transaction;
- (iii) governs the restrictions and limitations to undertake Relevant Transactions by the Covered Persons and Connected Persons and the manner in which the Disclosure Officer informs the Covered Persons of the obligations in accordance with the Internal Dealing Code.

In accordance with the provisions of the Internal Dealing Code, the Disclosure Officer, Mr. Stefano De Rosa, is responsible for the implementation of the Code and the updating of the list of Covered Persons.

A copy of the Internal Dealing Code is available on the website of the Company www.filagroup.it, in the Governance section.

6. INTERNAL COMMITTEES TO THE BOARD OF DIRECTORS (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER D), OF THE CFA)

The Board of Directors of FILA have set up the following Committees:

- (i) The Control and Risks Control Committee, whose members were appointed by the Board of Directors on July 22, 2015;
- (ii) The Remuneration Committee, whose members were appointed by the Board of Directors on July 22, 2015;
- (iii) The Related Parties Committee, whose members were appointed by the Board of Directors on July 22, 2015;

The Board did not consider it necessary to set up an Appointments Committee, as recommended by Article 5.P.1. of the Self-Governance Code, as not considered necessary in consideration of the structure of the Group and of the shareholder base of the Issuer.

7. REMUNERATION COMMITTEE

7.1 COMPOSITION AND OPERATION (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) OF THE CFA)

In accordance with Article 2.2.3., paragraph 3, letter n) of the Stock Exchange Regulation, applicable to the issuers with shares traded on the MTA, STAR segment, as well as in accordance with the provisions of Article 6 of the Self-Governance Code, the Board of the company set up a Remuneration Committee.

The Remuneration Committee was set up with Board of Directors motion of July 22, 2015.

The Remuneration Committee is composed of 3 non-executive directors, the majority of which independent directors.

Name	Office
Francesca Prandstraller (Chairman)	Independent Director
Sergio Ravagli	Independent Director
Annalisa Barbera(*)	Non-Independent Director

(*) Person with adequate financial and remuneration policy knowledge and experience, as assessed by the Board of Directors meeting of July 22, 2015.

The meetings of the Remuneration Committee are coordinated by its Chairman and minutes of the meetings are kept. The Chairman regularly provided information on the meetings held by the Committee in the next Board of Directors meeting.

During the Reference Year, the Remuneration Committee met 8 times on the following dates: January 25, 2016, March 10, 2016, March 21, 2016, May 30, 2016, June 20, 2016, July 6, 2016, November 8, 2016 and November 11, 2016. The Chairman of the Board of Directors of the company has always attended these meetings.

The duration of the Remuneration Committee meetings was approx. one and a half hours.

In the Reference Year, against a total attendance level of approx. 96%, the attendance of each Director was respectively equal to: 100% for Francesca Prandstraller, 100% for Annalisa Barbera and 87.50% for Sergio Ravagli.

At least one member of the Board of Statutory Auditors attended the Remuneration Committee meeting.

During 2017, the Remuneration Committee has already held 2 meetings on the following dates: February 16, 2017 and March 16, 2017. At least 2 two more meetings are scheduled for the current year.

In accordance with the combined provisions of Article 2.2.3, paragraph 3, letter n) of the Stock Exchange Regulations - applicable to the issuers with shares traded on the MTA, STAR segment - and application criterion 6.C.6 of the Code, no director takes part in the meetings of the Remuneration Committee in which the proposals to the Board of Directors relating to their remuneration is being discussed.

7.2 FUNCTIONS AND ACTIVITIES OF THE REMUNERATION COMMITTEE

The Remuneration Committee provides consultation and formulates proposals for the Board of Directors for the remuneration policy, including any stock option plans or assignment of shares, of the Chief Executive Officer and those who hold specific offices, as well as, on the indications of the Chief Executive Officer, the determination of the criteria for the remuneration of the key management personnel of the Company.

The Remuneration Committee guarantees the broadest information and transparency on the remuneration of the Chief Executive Officer as well as the manner for determining such remuneration. In conformity with Article 2389, paragraph 3 of the Civil Code, the Remuneration Committee has solely the function of presenting proposals while the power of determining the remuneration of the senior directors remains with the Board of Directors, having consulted the Board of Statutory Auditors.

In particular, in accordance with the combined provisions of Article 2.2.3, paragraph 3, letter n) of the Stock Exchange Regulations - applicable to the issuers of shares traded on the MTA, STAR segment and application criterion 6.C.5 of the Self-Governance Code, the duties of the Committee are as follows:

- periodically evaluates the adequacy, the overall compliance and the application of the remuneration policy of directors and senior executives, utilizing for this latter issue the information provided by the Chief Executive Officers; draws up for the Board of Directors related proposals;
- presents proposals or expresses opinions to the Board of Directors on the remuneration of executive directors and other senior directors as well as establishing the performance objectives related to the variable component of this remuneration; monitors the application of the decisions adopted by the Board verifying, in particular, the achievement of the performance objectives.

The Remuneration Committee also has responsibility for the management of any incentive plans approved by the Boards of the Company.

The role, composition and functioning of the Remuneration Committee is governed by a specific regulation approved by the Board on October 7, 2015.

The work of the Remuneration Committee is coordinated by its Chairman, chosen from among the independent members of the Committee. In particular, the Chairman organizes and coordinates the activities of the Committee and directs the activities of the relative meetings.

In the undertaking of their functions, the Remuneration Committee may access all information and departments necessary for the undertaking of their duties as well as utilize external consultants, within the terms established by the Board of Directors.

No financial resources have been earmarked for the Remuneration Committee as the latter avails itself, to carry out its role, of the Issuer's corporate resources and structures.

In the Reference Year, the Remuneration Committee formulated proposals, to be presented to the Board of Directors with prior favourable opinion of the Related Parties Committee, in relation to the remuneration of the Chief Executive Officer and of the Executive Director, for which reference should be made to the remuneration report prepared in accordance with Article 123-ter of the CFA and Article 84-*quater* of the Issuers' Regulation, available on the company website www.filagroup.it, in the Governance section and also verified that the remuneration of the Executive Directors relating to the Reference Year were in compliance with the commitments undertaken, the responsibilities of the offices held as well as their professional qualifications.

On November 8, 2016 and February 16, 2017, the Committee also assessed an extraordinary bonus *tantum* based on the shares of the Company to be attributed on a free basis to some senior management of the Group (including the Executive Director Luca Pelosin) (the **Extraordinary Bonus**) and the 2017-2019 performance shares plan also based on FILA shares to be granted on a free basis to some senior management of the Group (**2017-2019 Performance Shares Plan**). The Committee analyzed the proposals of the Extraordinary Bonus and 2017-2019 Performance Shares Plan on

March 16, 2017, expressing their favourable opinion to be presented to the Board of Directors of the Company. On March 21, 2017, the Board of Directors approved the proposals of the Extraordinary Bonus and 2017-2019 Performance Shares Plan, resolving to present these proposals to the Shareholders' Meeting called for April 27, 2017.

For further information on the Extraordinary Bonus and 2017-2019 Performance Shares Plan reference should be made to the disclosure document prepared in accordance with Article 114-*bis* of the CFA and Article 84-*bis* of the Issuers' Regulation as well as the Illustrative report prepared in accordance with Article 114-*bis* of the CFA, available on the company website www.filagroup.it in the Governance section.

8. REMUNERATION OF DIRECTORS AND SENIOR EXECUTIVES

The remuneration of Directors is established by the Shareholders' Meeting. Pursuant to Article 15.1 of the By-Laws, the Shareholders' Meeting may determine the total amount of the remuneration of all of the directors, including executive directors, whose division is established by the Board of Directors, having consulted with the Board of Statutory Auditors, for the remuneration of the executive directors pursuant to Article 2389, paragraph 3, of the Civil Code.

On July 22, 2015, the Shareholders' Meeting of the Company approved an annual gross remuneration of Euro 15,000,00 for each director and Euro 90,000,00 gross annual remuneration for the Chairman of the Board of Directors.

Also on July 22, 2015, the Board of Directors of the Company, with the approval of the Related Parties Committee and the Board of Statutory Auditors, allocated a gross annual remuneration of Euro 80,000.00 until December 31, 2015 and, from January 1, 2016, a gross annual remuneration of Euro 150,000.00, to the Honorary Chairman.

On July 21, 2016, with the approval of the Board of Statutory Auditors and the Related Parties Committee, the Board of Directors allocated the remuneration to the Chief Executive Officer Massimo Candela and the Executive Director Luca Pelosin.

For information on the remuneration policy adopted by the Issuer and the remuneration of the members of the Board of Directors, reference should be made to the Remuneration Report prepared pursuant to Article 123-*ter* of the CFA and 84-*quater* of the Consob Issuer's Regulation available within the terms required by law on the internet site of the Company at www.filagroup.it in the Governance section.

For further information on the Extraordinary Bonus and the 2017-2019 Performance Shares Plan which will be presented to the Shareholders' Meeting called for April 27, 2017, reference should be made to the disclosure document prepared in accordance with Article 114-*bis* of the CFA and Article 84-*bis* of the Issuers' Regulation as well as the Illustrative report prepared in accordance with Article 114-*bis* of the CFA, available on the company website www.filagroup.it in the Governance section.

9. INCENTIVE MECHANISMS FOR THE INTERNAL AUDIT MANAGER AND THE EXECUTIVE OFFICER FOR FINANCIAL REPORTING

In relation to the incentives for the Executive Officer for financial reporting, such are in line with the responsibilities assigned. There are no incentive mechanisms for the Internal Audit Manager.

10. CONTROL AND RISKS COMMITTEE

10.1 COMPOSITION AND OPERATION (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) OF THE CFA)

In accordance with the combined provisions of Article 2.2.3., paragraph 3, letter o) of the Stock Exchange Regulation, applicable to issuers with shares traded on the Italian Stock Exchange, STAR segment, as well as in accordance with the provisions of principle 7.P.4 of the Self-Governance Code, the Board of Directors internally set up a Control and Risks Committee.

The Control and Risks Committee was set up on July 22, 2015 by Board of Directors motion and comprises the following non-executive directors, the majority of whom independent:

NAME	OFFICE
Gerolamo Caccia Dominioni (Chairman)	Independent Director
Sergio Ravagli	Independent Director
Fabio Zucchetti (*)	Non-Independent Director

(*) Person with adequate accounting, financial and risk management knowledge and experience, as reviewed by the Board of Directors meeting of July 22, 2015.

The meetings of the Control and Risks Committee are coordinated by its Chairman and minutes of the meetings are kept. The Chairman regularly provided information on the meetings held by the Committee in the next Board of Directors meeting. The Chairman of the Board of Directors attends all meetings of the Committee.

The role, composition and functioning of the Control and Risks Committee is governed by a specific regulation approved by the Board on October 15, 2013, as amended on June 4, 2015.

At least one member of the Board of Statutory Auditors attended the Remuneration Committee meeting.

During the year, the Remuneration Committee met 9 times on the following dates: January 20, 2016, March 15, 2016, March 21, 2016, April 14, 2016, May 10, 2016, July 5, 2016, August 4, 2016, October 13, 2016 and November 8, 2016. The Chairman of the Board of Directors of the company has always attended these meetings.

The duration of the Control and Risks Committee meetings was approximately 2 hour.

During the Reference Year, with an overall attendance level of approx. 96%, the attendance of each Director was respectively equal to: 100% for Gerolamo Caccia Dominioni, 88.88% for Sergio Ravagli and 100% for Fabio Zucchetti.

During 2017, the Control and Risks Committee has already held 3 meetings on the following dates: January 25, 2017, March 15, 2017 and March 21, 2017. Another 4 Committee meetings are scheduled for the year.

10.2 FUNCTIONS OF THE CONTROL AND RISKS COMMITTEE

The Control and Risks Committee has consultation and proposals functions for the Board of Directors.

In particular, in accordance with the combined provisions of Article 2.2.3, paragraph 3, letter n) of the Stock Exchange Regulations - applicable to the issuers of shares traded on the MTA, STAR segment and application criterion 7.C.2 of the Self-Governance Code, the duties of the Committee are as follows:

- i) evaluate, together with the Executive Officer for financial reporting, and having consulted with the Board of Statutory Auditors, the correct application of the accounting standards and their uniformity for the preparation of the consolidated financial statements;
- ii) express opinions on specific aspects concerning the identification of the principal corporate risks;
- iii) examine the periodic reports, concerning the valuation of the internal control and risk management system, and those of particular size, prepared by the internal audit department;
- iv) monitors the independence, adequacy, efficacy and efficiency of the internal audit department;
- v) may request the internal audit department to carry out verifications on specific operational areas, simultaneously communicating such to the Chairman of the Board of Statutory Auditors;
- vi) reports to the Board, at least every six months, on the approval of the annual and half-yearly accounts, on the work carried out and the adequacy of the internal control and risk management system.

The Committee prepares its opinion for the Board in order to:

- (a) defines (for the Board) the guidelines of the internal control and risk management system, so that the main risks connected to the Issuer and its subsidiaries are correctly identified, as well as adequately measured, managed and monitored, in addition to determining the criteria of compatibility of these risks in line with the strategic objectives of the company;
- (b) periodic assessment (for the Board), at least annually, of the adequacy the compliance of the internal control and risk management system with the particular characteristics of the company and the risk profile assumed, as well as its efficacy;
- (c) approval, at least on an annual basis, of the work plan drawn up by the internal audit manager, after consultation with the Board of Statutory Auditors and the Director in charge of the internal control and risk management system;

- (d) description (for the Board) in the corporate governance report, of the main characteristics of the internal control and risk management system, expressing its assessment on its overall adequacy;
- (e) evaluates (for the Board), after consultation with the Board of Statutory Auditors, the results of the independent audit firm's letter of recommendations and of the report on fundamental questions arising during the audit of the accounts;
- (f) nominates and revokes (for the Board) the internal audit manager; ensures adequate resources for the internal audit department in relation to the responsibilities defined (by the Board) and determines the remuneration of the internal audit manager in line with the company's policies.

The Committee is also required to support, with appropriate investigative activities, the evaluations and decisions of the Board of Directors concerning the management of risks deriving from events of which the Board of Directors has become aware.

In the Reference Year, the Control and Risks Committee assessed the correct utilization of the accounting policies and their uniformity in the preparation of the financial statements for the period and undertook constant review of the advancement of the projects for the review of the organization systems and models of the Group, of the internal control and risk management system as well as in this context, the progress of the 2016 audit plan and the compliance controls undertaken in accordance with Law 262/2005 and Legislative Decree No. 231/2001.

During the meetings held the Control and Risks Committee also discussed the most appropriate initiatives in relation to its own remit and functions, within a progressive improvement of the internal control and risk management system in order to ensure maximum efficiency and security of the system.

The meetings of the Control and Risks Committee were largely undertaken simultaneous to the meetings of the Board of Statutory Auditors of the Issuer and in the presence of the members of the Board of Statutory Auditors, of the Executive Officer for financial reporting and the internal audit manager and, on occasions, also with the participation of a representative from the independent audit firm. The presence of these control and oversight bodies permitted the communication and discussion of the principal aspects relating to the identification of the business risks. These bodies attend the Committee meetings on the invitation of the Chairman.

In the carrying out of its functions, the Control and Risks Committee has full access to the information and to the corporate functions necessary for the carrying out of its remit.

No financial resources have been earmarked for the Control and Risks and Related Parties Committee as the latter avails itself, to carry out its role, of the Issuer's corporate resources and structures.

11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM (AS PER ARTICLE 123-BIS, PARA. 2, LETTER 3) OF THE CFA)

The Internal Control and Risk Management System is the set of rules, procedures and organizational structures aimed at facilitating, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound and correct management consistent with established goals.

An effective internal control and risk management system contributes to ensuring the protection of corporate assets, the efficiency and effectiveness of business operations, the reliability of financial reporting and compliance with laws and regulations.

On October 7, 2015, for the purpose of filing an application for the listing of the ordinary shares of FILA on the MTA market, STAR segment, and for the subsequent delisting from the MIV market, the Board of Directors approved the adoption of the Internal Control and Risk Management System.

This system, which was fully implemented in the Reference Year, allows managers to have on a regular and timely basis a sufficient overview of the economic and financial situation of the Company and of the main companies of the FILA Group and soundly and correctly facilitates: (i) the monitoring of the main key performance indicators and risk factors that relate to the Company and to the main Group companies; (ii) the collection of data and information with particular reference to financial information, in adequate quantities for analysis according to type of business activity, organizational complexity and specificity of the information needs of management ; (iii) the development of prospective financial data for the business plan and the budget, as well as for the verification of the meeting of business objectives through an analysis of variances.

The Board of Directors, which guides and evaluates the adequacy of the Internal Control and Risk Management System, in the course of 2016, following the opinion of the Control and Risks Committee:

- (i) oversee the definition of the guidelines for the Internal Control and Risk Management System, so as the main risks regarding the Issuer and its subsidiaries (including the risks which may assume importance in terms of sustainability in the medium/long-term period of the activities of the Company) are correctly identified, measured, managed and monitored in line with business management consistent with the identified strategic objectives;
- (ii) assessed, periodically and at least annually, the adequacy and effectiveness of the Internal Control and Risk Management System in relation to the characteristics of corporate activities;
- (iii) approved the work plan drawn up by the internal audit manager, approved by the Board of Statutory Auditors and the director in charge of the internal control and risk management system (**Director in charge**);
- (iv) described, in the Corporate Governance and Ownership Structure Report, the main features of the Internal Control and Risk Management System, expressing an evaluation of its adequacy;
- (v) assessed, having consulted the Board of Statutory Auditors, the results presented by the Independent Audit Firm.

In the exercise of these functions, the Board of Directors shall be supported by the Supervisory Director and the Control and Risks Committee.

On July 22, 2015, the Board of Directors approved the guidelines of the Executive Officer for financial reporting in compliance with Law 262/05, together with the procedure for collecting the related internal representations on behalf of the companies of the FILA Group.

During 2016, the Issuer completed the drafting and formalization of the corporate procedures to ensure compliance with the relevant applicable legislation.

As of the date of this Report the Company:

- has obtained the following certifications:
 - The Forest Stewardship Council (FSC) international chain of custody certification for processors and/or traders of forest products, which seeks to ensure appropriate forest management and traceability of derivative products;
 - The Programmed for the Endorsement of Forest Certification (PEFC) which certifies, among other aspects, the traceability of processed and commercialized timber products coming from certified forests by verifying their chain of custody;
 - The OHSAS 18001 certification which is based on voluntary application, within the organization, of a system which guarantees adequate control regarding the Security and Health of Workers, as well as compliance with the regulations in force;
- has adopted the Ethics Code and the Organizational and Management Model, with reference to the prevention of offences under Legislative Decree No. 231/01, on appointment of and conferment of the powers of the supervisory board of the Issuer, in accordance with the resolutions passed by the Board of Directors of the Issuer on July 22, 2015.
- completed the assessment on the IT Risk Management and the analysis of the IT risks.

Main characteristics of the internal control and risk management system in relation to the financial reporting process

One of the main elements of the Internal Control and Risk Management System is the internal control of the financial reporting process. This aims to ensure integrity, accuracy, reliability and timeliness in the preparation and communication of financial information.

During the Reference Year, the internal control and risk management system was structured and strengthened. This process comprised the following macro-elements:

- definition of the procedures and risk control matrices for each business process for each Company falling within the consolidation scope;
- identification of corrective actions, follow-ups and reporting - definition and sharing of corrective actions with the management, assessment of the effective implementation of the same, preparation of reports to the Executive Officer for financial reporting and for the supervisory and control bodies;
- updating of Model 262 and related documentation, on the basis of corporate, organizational and procedural changes made.

The methodology followed for designing and for carrying out checks concerning Model 262 were aligned with best international practice and ensured full traceability in its implementation.

With reference to the identification and assessment of financial reporting risks, the Issuer carried out its analyses and audit activities on subsidiaries with levels of revenue and balance sheet assets in excess of a threshold of predefined materiality, as well as on the management of intercompany transactions. Following qualitative considerations, routine analyzes and audits are performed also on other subsidiaries, regardless of their quantitative contribution to the consolidated financial statements.

The risks, measured and evaluated according to best practices in the field of international risk assessment, cover the operational processes relating to general accounting entries and the estimates and financial statement declarations, with a view to prevent errors of accuracy and completeness and to prevent fraud. The assessment of the 'inherency' of the risks is qualitative and is performed both with regard to the materiality and the nature of the accounting entries and with regard to the frequency of the operational processes.

In relation to the identification and the assessment of controls for identified risks, Model 262 considers preventive, investigative and second level controls on processes relating to accounting entries and on the estimates. The assessment of the adequacy and effectiveness of controls to mitigate risks were qualitative, based on the outcome of the checks carried out in the course of Model 262 monitoring activities.

The monitoring activities were concentrated on the operational processes relating to the material accounting items, which are identified annually via a preliminary scope analysis. In addition, ad-hoc checks were carried out on activities relating to accounts closures and consolidation entries, which the Company allocated in terms of responsibilities and authorized via a dedicated computer program in order to guarantee completeness and accuracy of information.

The Executive Officer and the Internal Audit Manager reported periodically to the Control and Risks Committee, the Board of Statutory Auditors and to the Supervisory Director and, to the extent of its competence, to the Supervisory Board concerning the management of Model 262, expressing an assessment of the adequacy of the administrative and accounting control system and corrective actions to be implemented.

On March 21, 2017, the Board of Directors approved the changes to the internal control and risks management system in relation to the requirements of the business, as well as its efficiency, based on the periodic report received from the Director in charge of the Internal Control and Risks Management System, of the Control and Risks Committee, of the internal audit manager, of the Supervisory Board and of the Board of Statutory Auditors.

11.1 EXECUTIVE DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

As part of the process of the structuring and strengthening of the Internal Control and Risk Management System, the Board of Directors appointed on July 22, 2015 Luca Pelosin as Director in charge for the establishment and maintenance of an effective Internal Control and Risk Management System.

The risk assessment activity undertaken in the Reference Year by the Director in charge together with the internal audit manager identified the principal risks relating to the main business processes of the Group, taking into account the activities undertaken by the Company. These risks were brought to the attention of the Board, through the periodic reports prepared by the internal audit department.

Based on the results of the risk assessment activities the overall procedural framework was updated and appropriate changes made to the internal control system ensuring overall compliance with legislative and regulatory requirements and an efficient and effective system in line with operating conditions.

During the meeting of March 16, 2017, the Board of Directors of the Company, with the support of the Director in charge and the internal audit manager, and after consultation with the Board of Statutory Auditors, approved the new risk assessment and, based on the results of this activity, the 2017 audit plan.

11.2 INTERNAL AUDIT MANAGER

Following admission of the shares of the Company to trading on the STAR segment, the Issuer's Board of Directors, by motion of November 13, 2015, with the favorable opinion of the Control and Risks Committee and the Board of Statutory Auditors, resolved to implement a general inspection of the internal control structure and functionality of FILA and, therefore, to establish the Internal Audit function, outsourcing the Key Advisory to Massimiliano Rigo as the Internal Audit Manager.

During the Reference Year, the internal audit manager:

- prepared the audit plan which was presented to the Board of Directors meeting of February 2, 2016, with prior review by the Control and Risks Committee and the Director Appointed;
- prepared and carried out, in line with the audit plan, direct and specific control activities within the Issuer and of the most significant Group companies, in order to uncover any deficiencies in the Internal Control and Risk Management System in the various risk areas;
- verified, on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the Internal Control and Risks Management System;
- verified in the audit plan the reliability of the IT accounting systems, including accounting systems;
- prepared periodic reports containing sufficient information on activities, on the manner in which risk management is carried out, as well as compliance with the plans for their containment, for the purposes of the appropriateness of the internal control and risk management system;
- sent the reports at the points above to the Director in charge of the Internal Control and Risk Management System, to the Chairman of the Board of the Statutory Auditors, the Chairman of the Control and Risks Committee and, where required in relation to events subject to review, the Chairman of the Board of Directors, in addition to the Supervisory Board.

In particular, the internal audit manager, during the Reference Year, carried out the verifications on the internal control and risk management system, in line with the audit plan and undertaking the follow up activities (in particular with reference of the controls in compliance with the provisions of Law 262/2005 and Legislative Decree 231/2001).

In addition, during the Reference Year, the results of the audit activities were analyzed, discussed and shared, between the internal audit department, the head of the processes/departments involved from time to time and management of the company in order to agree upon and undertake appropriate preventative/corrective action, whose realization was constantly monitored until their complete execution. The internal audit manager presented his report on a quarterly basis to the Director in charge, to the Chairman of the Board of Directors, to the Chairman of the Control and Risks Committee, to the Chairman of the Board of Statutory Auditors, as well as the Supervisory Board and the Executive Officer for financial reporting in relation to the issues concerning them.

The Internal Audit manager, in the undertaking of his activities, had access to all information for the execution of his duties.

The remuneration of the internal audit manager was determined in accordance with company policies. The Board ensures that the internal audit manager has adequate resources for the undertaking of his duties.

On March 16, 2017, the Issuer's Board of Directors approved the Audit Plan for 2017.

11.3 ORGANIZATIONAL MODEL AS PER LEGISLATIVE DECREE 231 OF 2001

The Issuer's Board of Directors, at its meeting of July 22, 2015, resolved to adopt for the purposes and effects of Legislative Decree No. 231/01 the Organizational, Management and Control Model comprising the Ethics Code, the General Part, the Special Parts and the Governance System.

The Model provides for policies and measures to guarantee the performance of activities in accordance with law and to identify and eliminate situations of risk, as well as for a system of prevention designed to mitigate offence risk that is consistent with the organizational structure and with best practice.

This consists of a General Part and nine Special Parts.

In particular, the Special Parts clarify the nature and the possible ways of committing the types of Relevant Offenses identified in the Risk areas, as well as the specific organizational controls implemented to prevent their commission.

Forming an integral part of the Model are the following documents attached thereto: (i) the Supervisory Board Regulation; (ii) the Governance System and (iii) the Ethics Code.

The Ethics Code is an integral part of the Model. It sets ethical principles and prescriptive rules of conduct for employees and other recipients, contributing to establish an appropriate control environment to ensure that the Issuer's activity is always based on the principles of fairness and transparency and to reduce the risk of the offenses covered under Legislative Decree No. 231/2001.

The requirement for exemption from administrative liability has led to the establishment of a Supervisory Board within the Issuer, which has independent powers of initiative and control, with the task of (i) monitoring the effectiveness of the model, which is

embodied in the verification of consistency between actual conduct and the model established; (ii) conducting the examination of the adequacy of the model, or rather its real capacity to prevent, in principle, undesirable conduct; (iii) carrying out an analysis of the maintenance over time of the soundness and functionality of the Model; (iv) ensuring the necessary dynamic update of the Model, through the formulation of specific suggestions, in the event that analyses performed require corrections and adjustments; (v) carrying out the so-called “follow-up”, or rather verifying the implementation and the functionality of the solutions proposed.

The Supervisory Board, in office until approval of the 2017 financial statements, was appointed by the Board of Directors of July 22, 2015, and consists of three members, in the persons of: Rosario Salonia, as external member and Chairman; Patrizio La Rocca, as external member; and Massimiliano Rigo, as external member and Internal Audit Manager of the Issuer.

On March 21, 2017, Mr. Rigo, as a member of the Supervisory Board, presented a report to the Board of Directors on the controls and checks performed in the Reference Year and their outcome.

The Supervisory Board, during the Reference Year, met 5 times, in addition to holding meetings for training purposes.

The offenses covered by the Issuer’s model are in line with current law.

The Model introduces an adequate system and sanctioning mechanisms for conduct in violation.

The Ethics Code is available in the *Governance* section of the website of the Issuer at www.filagroup.it.

11.4 INDEPENDENT AUDIT FIRM

On February 20, 2015, the Shareholders’ Meeting of Space, *inter alia*: (i) approved, pursuant to Article 13 of Legislative Decree No. 39/2010 and Article 7 of the Regulation adopted with Ministerial Decree No. 261/2012, the mutual resolution of the audit appointment conferred to Reconta Ernst&Young with motion of October 9, 2013, following signing of a private agreement in relation to the resolution of the audit appointment by Space and Reconta Ernst&Young; and (ii) simultaneously conferred a new audit appointment to KPMG for a period of 9 years (from 2015 to 2023) pursuant to Article 13 of Legislative Decree No. 39/2010, with effect from the Effective Merger Date.

Therefore, from the Effective Merger Date, the statutory audit is undertaken by KPMG S.p.A. for the years 2015-2023.

11.5 EXECUTIVE OFFICER FOR FINANCIAL REPORTING

In accordance with Article 16 of the By-laws, the Board of Directors appoints, upon obligatory approval of the Board of Statutory Auditors, the Executive Officer for financial reporting pursuant to Article 154-*bis* of the CFA, providing him with adequate means and powers to carry out the role.

On June 4, 2015, the Board of Directors of the Issuer appointed, with prior approval of the Board of Statutory Auditors, Mr. Stefano De Rosa (employee of the Issuer and Chief Financial Officer of the FILA Group) as the Executive Officer for financial reporting pursuant to Article 154-*bis* the CFA, confirming his appointment on July 22, 2015.

The Executive Officer for financial reporting must be of a professional standard such as to have qualified experience of at least three years in the exercise of administration and control activities, or in executive or consultancy functions, with listed companies and/or relative groups of companies, or companies, entities and enterprises of large and significant size, including the preparation and control of accounting and corporate documents. The Executive Officer for financial reporting must also hold the good standing requisites required for statutory auditors in accordance with legal provisions.

The Executive Officer also has the primary duty to design, manage and monitor the processes concerning, in particular, administrative-accounting information flows, including automatic data processing and accounting recording systems, also to provide - in the legally and regulatory required forms - the declarations on their adequacy and effective application.

The Executive Officer is also required to identify and assess the financial disclosure risks, identify and implement the required controls to mitigate the possibility that these risks occur and monitor and assess the effectiveness of the controls within a risk management and internal control system, in relation to the financial disclosure process, which is adequate and functioning.

The Executive Officer is provided with all the necessary powers and means for the execution of his duties.

The Executive Officer, together with the Chief Executive Officer, has the duty to provide instructions also to the subsidiaries belonging to the Group, to ensure adoption of all provisions, administrative and accounting procedures and all other acts and measures necessary for the correct drafting of the consolidated financial statements, in addition to all measures communicated by the Executive Officer in accordance with Law No. 262/05 and Legislative Decree No. 303/06, which ensure the maximum reliability of information flows to the Executive Officer concerning the preparation of the financial statements.

11.6 COORDINATION OF THE PARTIES INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The coordination procedures put in place by the Issuer between the different parties involved in the internal control and risk management system will guarantee an efficient and effective coordination and sharing of information between the bodies involved. In particular:

- (i) the internal audit manager Mr. Massimiliano Rigo must maintain periodic communication with the corporate boards and supervisory or oversight functions of the internal control and risk management system, such as the Executive Officer for financial reporting, the Supervisory Board pursuant to Legislative Decree 231/01 (of which Mr. Rigo is a member) and the Audit Firm, each within their own remit and responsibility;
- (ii) the participation of the Internal Audit Manager at the meetings of the Supervisory Board and the Control and Risks Committee permits the Internal Audit department to maintain adequate visibility over the business risks within the FILA Group and of problems arising and to bring them to the attention to the different supervisory and oversight functions;
- (iii) the Board of Statutory Auditors maintains periodic communication with the Board of Directors and the Control and Risks Committee. In particular, at least one member of the Board of Statutory Auditor participates at the meetings of the Control and Risks Committee;
- (iv) the members of the Supervisory Board other than Mr. Rigo may attend, on invitation, the meetings of the Board of Directors and the Control and Risks Committee, reporting half-yearly on the activities undertaken;
- (v) the Audit Firm participates, on invitation, at the meetings of the Control and Risks Committee in order to remain updated on the activities and on the resolutions of the Committee, as well as to report upon the planning and results of the audit activities.

12. DIRECTORS INTERETS AND TRANSACTIONS WITH RELATE PARTIES

12.1 RELATED PARTIES COMMITTEE

12.1.1 *Composition and Operation (as per Article 123-bis, paragraph 2, letter d) of the CFA)*

The Related Parties Committee was set up with Board of Directors motion of July 22, 2015.

The Related Parties Committee is composed of 3 non-executive directors, the majority of whom are independent directors.

NAME	OFFICE
Gerolamo Caccia Dominioni (Chairman)	Independent Director
Sergio Ravagli	Independent Director
Fabio Zucchetti	Non-Independent Director

During the Reference Year, the Related Parties Committee undertook their duties in accordance with the Procedures for Transactions with Related Parties.

The meetings of the Related Parties Committee are coordinated by its Chairman and minutes of the meetings are kept. The Chairman regularly provided information on the meetings held by the Committee in the next Board of Directors meeting. The Chairman of the Board of Directors of the company also attends these meetings.

At least one member of the Board of Statutory Auditors attended the Remuneration Committee meeting.

During the Reference Year, the Related Parties Committee met 8 times on the following dates: January 20, 2016, March 10, 2016, March 21, 2016, April 14, 2016, May 10, 2016, June 5, 2016, July 5, 2016, November 8, 2016 and November 11, 2016. The Chairman of the Board of Directors of the company has always attended these meetings.

The duration of the Related Parties Committee meetings was approximately 1 hour.

In the Reference Year, the average presence of the Directors at the meetings was 100% for all members.

During 2017, the Related Parties Committee has already held 3 meetings on the following dates: January 25, 2017, March 16, 2017 and March 21, 2017. Another 4 Committee meetings are scheduled for the year.

12.1.2 Functions and activities of the Related Parties Committee

During the Reference Year, the Related Parties Committee undertook their duties in accordance with the Procedures for Transactions with Related Parties. In particular, the Committee for Transactions with Related Parties, in the undertaking of their duties:

- (i) reviewed all the operations and transactions with related parties;
- (ii) expressed their opinion on the completion of transactions with related parties, including the remuneration of the Executive Directors.

12.2 PROCEDURE FOR TRANSACTIONS WITH RELATED PARTIES

The Issuer applied the Procedure for Transactions with Related Parties, ensuring transparency and substantial and procedural correctness.

The procedure governs the undertaking of transactions directly by the company, or through subsidiary companies, with counterparties defined as related parties. In accordance with the Procedures for Transaction with Related Parties a “Related Party” is a party that:

- (a) directly or indirectly, also through Subsidiaries, trustees or nominees:
 - (1) *controls the Company, or is controlled by it, or subject to common “Control”;*
 - (2) *has an interest in the Company such as to exercise “Significant Influence” on this latter;*
 - (3) *exercises Joint Control on the Company;*
- (b) is an “Associated Company” of the Company;

- (c) is a “Joint Venture” in which the Company has a holding;
- (d) is a “Senior Executive” of the Company or its “Parent”;
- (e) is a “Connected Family Member” of a party at the preceding letters (a) or (d);
- (f) is an entity in which one of the parties at (d) or (e) exercises “Control”, “Joint Control” or “Significant Influence” or holds, directly or indirectly, a significant holding – in any case not less than 20% of the voting rights;
- (g) is a supplementary, collective or individual pension fund, Italian or overseas, created on behalf of Company employees, or any other related entity.

The Procedure for Transactions with Related Parties defines “Transactions with Related Parties” as any transfer of resources, services or obligations between Related Parties, regardless of whether a price is charged. This includes: (i) mergers, spin-offs for incorporation or non-proportional spin-offs, where carried out with Related Parties; (ii) all decisions relating to the allocation of remuneration or benefits, in any form, to members of the corporate boards and “Senior Executives”.

The Procedures distinguishes between “Minor Transactions”, “Significant Transactions” and “Less Significant Transactions” as follows:

- Minor Transactions: Transactions with Related Parties expected to result in maximum consideration or an expected maximum value of not greater than, for each transaction, Euro 200,000, also in the case of Transactions with Related Parties of a similar nature with the same party or within a series of similar transactions, considered cumulatively.
- Significant Transactions: those transactions where one or more of the significance thresholds (value of the transaction, assets, liabilities), applicable depending on the specific transaction, exceeds 5%.
- Less Significant Transactions: Transactions with Related Parties other than Significant Transactions and Minor Transactions.
- Ordinary Transactions: Transactions with Related Parties which: (a) take place within the ordinary operations of the company or the related financial activities; and (b) are concluded at conditions which are: (i) in line with those usually undertaken with unrelated parties for transactions of a similar nature, size and risk, (ii) based on regulated tariffs or prices, or (iii) corresponding to those undertaken with parties with which the company is obliged by law to contract at a set price.

As general principles, the Procedure for Transactions with Related Parties establishes:

- (a) the provisions of the Related Parties Regulation and the Procedures do not apply to Minor Transactions;
- (b) subject to Article 5, paragraph 8, of the provisions of the Related Parties Regulation, the provisions of the Related Parties Regulation and the Procedures do not apply:

- (i) to Ordinary Transactions;
- (ii) to Transactions with Related Parties with or between “Subsidiary Companies”, also jointly, in addition to those with “Associated Companies”, as long as the other Related Parties of the Company do not hold “Significant Interests” in the Subsidiary Companies or the Associated Companies involved in the transaction;
- (iii) to financial instrument-based remuneration plans approved by the Shareholders’ Meeting pursuant to Article 114-*bis* of the CFA and the relative executory operations;
- (iv) to the motions of the Board of Directors concerning the remuneration of directors holding specific offices – other than those motions undertaken in accordance with Article 2389, paragraph 3 of the Civil Code - in addition to Senior Executives, on the condition that:
 - (i) the Company has adopted a remuneration policy;
 - (ii) the remuneration policy was drawn up by a committee exclusively made up of non-executive directors, the majority of whom “Independent Directors”;
 - (iii) the remuneration policy report was put to the consultative vote of the Shareholders’ Meeting;
 - (iv) the remuneration awarded was in line with this policy.

With specific reference to the procedures for the individual categories of Transactions with Related Parties:

- (a) in relation to the Significant Transactions, the Procedure provide, among other matters, that: (i) the Board of Directors exclusively approves these transactions; (ii) the Chief Executive Officer ensures the involvement in the negotiation phase and in the preliminary phase of a Committee composed of at least 3 “Independent and Non-Related Directors”. which may coincide with the Control and Risks Committee; (iii) the Board of Directors deliberates upon the transaction with prior favourable opinion of the above-mentioned Committee, or with the favourable vote of the majority of the “Independent Directors” and with the possibility of the Board of Directors to approve the Significant Transactions, even in the presence of a contrary opinion of the majority of the “Independent Directors”, on the condition that the transaction is authorized by the Shareholders’ Meeting and provided that, where the “Non-Related Shareholders” represent more than 10% of the voting share capital, a majority of such do not vote against; (iv) where on the Board of Directors there are not at least 3 “Independent and Non-Related Directors” the activities at point (ii) and the opinion of the previous point (iii) are respectively undertaken by the Board of Statutory Auditors, by an independent expert or by the “Independent Non-Related Director” present.

- (b) In relation to the Less Significant Transactions, the Procedure provides that the Board of Directors and the executive bodies approve these transactions with prior reasoned and non-binding opinion of a Committee composed of at least 3 “Non-Related Directors” and non-executive, the majority of whom “Independent Directors” (and which may coincide with the Control and Risks Committee), or, where the Board of Directors does not have at least 2 “Independent and Non-Related Directors”, by the Board of Statutory Auditors, by an independent expert or by the “Non-Related Independent Director” where present.

The main provisions of the Procedure in relation to the approval processes, provide, in addition, for the following: (i) the above-mentioned committee and relevant body to approve the transaction must be provided with adequate and complete information prior to the Transaction with Related Parties; (ii) the information provided must allow both this committee or the relevant body to resolve upon the transaction and to undertake a detailed and documented review, in the preliminary and approval phases, of the reasons for the transaction, as well as the benefit and substantial correctness of its conditions; the documentation provided must contain objective evidence where the conditions of the Transaction with Related Parties are defined as equivalent to market or standard conditions; (iii) the Transaction with Related Parties is approved by the relevant body only after the provision of a reasoned opinion by the committee, outlining the interest of the Company in undertaking the transaction, as well as the benefit and substantial correctness of the conditions of the transaction; (iv) the committee appointed has the right to be assisted, at the expense of the Company, by one or more independent experts of its choice; (v) the executive bodies provide complete disclosure, at least quarterly, to the Board of Directors and to the Board of Statutory Auditors on the execution of the Transactions with Related Parties; (vi) the minutes of the resolutions approving the transactions include adequate details on the interest of the Company to undertake the transaction, as well as the benefit and substantial correctness of the relative conditions.

In addition the Procedure contains specific provisions: (i) on obligatory market disclosure relating to the Transactions with Related Parties to be undertaken and/or realized; (ii) governing the approval of Transactions with Related Parties to be considered by the Shareholders’ Meeting; (iii) the adoption of framework resolutions which permit the approval of a series of Transactions with Related Parties of a similar nature to be undertaken with the same Related Parties or certain categories of Related Parties.

The Board of Directors of March 21, 2017, with prior favourable opinion of the Committee for Transactions with Related Parties, approved a new version for the Procedure for Transactions with Related Parties which reflects the modifications made to the definition of “senior management”, in order to include in this category also executives of subsidiaries of FILA, in addition to some modifications of the Transactions with Related Parties which may benefit from the absence from the application of the regulations of the Procedure for Transactions with Related Parties, in line with the Procedure for the Related Parties Regulation.

The Procedures for the Transactions with Related Parties and the related attachments are available on the website of the Issuer on the website www.filagroup.it, in the Governance section.

13. APPOINTMENT OF STATUTORY AUDITORS

In accordance with Article 17 of the By-Laws, the Board of Statutory Auditors comprises three standing members and two alternate members, appointed by the Shareholders' Meeting, based on slates presented by the shareholders.

As per Article 17 of the By-Laws, shareholders may present a slate for the appointment of statutory auditors who, alone or together with other presenting shareholders, hold a percentage in the share capital at least equal to that determined by Consob in accordance with applicable legislation and regulations. Ownership of the minimum shareholding is determined according to the shares that are registered in favor of the shareholder on the day in which the slates are filed with the issuer; certification can also be made subsequent to the filing provided that it is within the deadline for the publication of the slates.

The slates must be filed at the registered office of the company in accordance with the manner prescribed by current regulations, at least twenty-five days prior to the Shareholders' Meeting called to appoint the statutory auditors. The slates must be made available to the public by the Company at least twenty-one days prior to the Shareholders' Meeting in accordance with the manner prescribed by current regulations.

The slates must include the names of one or more candidates for the position of auditor and one or more candidates for the position of alternate auditor. The names of the candidates are divided between each section (standing statutory auditors section, alternate statutory auditors section) with a progressive number and in any event with a number not exceeding the board members to be elected. The slates, where they contain, considering both sections, a number of candidates equal to or above 3, must contain in both sections a number of candidates such as to guarantee that the composition of the Board of Statutory Auditors, both in the standing and alternate section, comply with regulations concerning gender equality, including rounding where necessary in relation to the underrepresented gender.

The following documents must be attached to each slate, at the risk of ineligibility. (i) information on the identity of shareholders who have presented them, with an indication of the total percentage of shares held; (ii) a declaration by shareholders other than those who hold, even jointly, a controlling or majority shareholding, attesting to the absence of any relationship with these latter in accordance with applicable law; (iii) detailed information about the personal and professional characteristics of the candidates, as well as a declaration by the candidates certifying that they meet the statutory requirements, and acceptance of the candidature, accompanied by a list of administrative and control positions held with other companies; (iv) any additional or differing declaration, information, and/or documents provided for by applicable law and regulations.

Each shareholder, shareholders who belong to the same group of companies, as well as shareholders involved in a shareholders' agreement in accordance with Art. 122 of Legislative Decree No. 58/1998, may not present or participate in presenting, even through a nominee or trust company, more than one slate nor can they vote for differing slates; in addition, each candidate may be present in only one slate, at the risk of ineligibility.

In the case where only one slate is filed at the expiry date of the term for presentation of the slates, or slates are only presented by related shareholders pursuant to the applicable directives, slates can be presented up to the third day subsequent to such date. In this case, the above threshold established for the presentation of the slate is reduced by half.

The Statutory Auditors are elected as follows: (i) from the slate that has obtained the highest number of votes ("**Majority Slate**"), based on the progressive order with which they are shown on the slate, two standing statutory auditors and an alternate statutory auditor; (ii) from the slate that has obtained the second highest number of votes and that is not associated, even indirectly, with the shareholders who have presented or voted on the Majority List pursuant to the applicable directives ("**Minority List**"), based on the progressive order with which they are shown on the slate, one standing statutory auditor, who assumes the chairmanship of the Board of Statutory Auditors ("**Minority Statutory Auditor**"), and an alternate statutory auditor ("**Minority Alternate Statutory Auditor**"). Should two slates receive the same number of votes, a second vote of the entire Shareholders' Meeting shall decide, with the candidate being elected by means of a simple majority of the votes.

If voting does not result in compliance with the applicable legal and regulatory provisions in relation to gender equality (including rounding up where necessary in relation to the underrepresented gender), the elected Statutory or Alternate Auditor candidate appearing last on the Majority Slate of the overrepresented gender is excluded and will be replaced by the next candidate from the same slate belonging to the other gender.

Where only one slate is presented, the Shareholders' Meeting will vote on that slate and, where this slates receives the majority of the votes, all the standing auditors and alternate auditors will be taken from this slate in accordance with applicable law and regulations, including gender equality regulations, which includes rounding up where necessary in relation to the underrepresented gender.

The standing auditors are appointed for a period of three years (and may be re-elected), which expires on the date of the Shareholders' Meeting called for the approval of the financial statements relating to the final year in office.

Subject to compliance with legal and regulatory provisions relating to gender equality in the cases where, for whatever reason, (i) the Majority Slate standing auditor resigns, this office shall fall to the alternate auditor from the Majority slate, (ii) the Minority Standing Auditor resigns, this latter is replaced by the Minority Alternative Auditor. Where for whatever reason it is not possible to proceed in accordance with the provisions indicated above, the Shareholders' Meeting must be called in order to supplement the Board of Statutory Auditors in accordance with the provisions of ordinary majority, without applying the slate voting mechanism, which includes gender equality regulations.

Where no slate is presented and therefore it is not possible to appoint the Board of Statutory Auditors in accordance with the provisions of the present article, the three standing auditors and the two alternate auditors will be appointed by the Shareholders' Meeting through ordinary majority in accordance with applicable law and regulations, including gender equality regulations, which includes rounding up where necessary in relation to the underrepresented gender.

14. COMPOSITION AND OPERATION OF THE BOARD OF STATUTORY AUDITORS (AS PER ARTICLE 123-BIS, PARAGRAPH 2, LETTER D) CFA)

On July 22, 2015, the Shareholders' Meeting appointed the following members to the Board of Statutory Auditors of the Company:

Office	Name	Date of appoint.
Chairman	Claudia Mezzabotta	July 22, 2015
Statutory Auditor	Rosalba Casiraghi	July 22, 2015
Statutory Auditor	Stefano Amoroso	July 22, 2015
Alternate Auditor	Pietro Villa	July 22, 2015
Alternate Auditor	Sonia Ferrero	July 22, 2015

On July 22, 2015, the Shareholders' Meeting appointed the members of the current Board of Statutory Auditors based on the slate filed by the shareholder Pencil (which obtained 38,593,247 votes, equal to 95.401% of the voting share capital) and the slate filed jointly by Anima SGR S.p.A. fund manager of: Fondo Anima Geo Italia, Fondo Anima Italia and Fondo Anima Star Italia Alto Potenziale; Arca SGR S.p.A. fund manager of: Arca Azioni Italia and Arca Economia Reale Equity; Eurizon Capital S.G.R. S.p.A., fund manager of: Eurizon Azioni Italia and Eurizon Azioni PMI Italia; Kairos Partners SGR S.p.A. as management company of: Kairos International SICAV comp. Italia, Kairos International SICAV comp. Risorgimento and Kairos International SICAV

comp. Selection and Mediolanum Gestione Fondi Sgr. S.p.A. fund manager of: Mediolanum Flessibile Italia and Mediolanum Flessibile Sviluppo Italia (which obtained 1,841,788 votes equal to 4.553% of the voting share capital).

The Board of Statutory Auditors will remain in office until the Shareholders' Meeting called for the approval of the 2017 Annual Accounts.

From the end of the Reference Year, there were no changes within the Board of Statutory Auditors.

For further information on the slates filed for the appointment of the Board on July 22, 2015, reference should be made to the website of the Company www.fila.it, Governance Section, where the professional curriculum vitae of each statutory auditor are available.

The table below reports the current members of the Board of Statutory Auditors. During the Reference Year no Statutory Auditor left office.

Board of Statutory Auditors

<i>Office</i>	Members	Date of birth	Date of first appointment *	In office until	Slate **	Ind. Code	Attendance at Board meetings ***	No. of other offices ****
Chairman	Claudia Mezzabotta	1970	July 22, 2015	December 31, 2017	m	X	8	0
Statutory Auditor	Rosalba Casiraghi	1950	July 22, 2015	December 31, 2017	M	X	8	5
Statutory Auditor	Stefano Amoroso	1964	July 22, 2015	December 31, 2017	M	X	9	0
Alternate Auditor	Pietro Villa	1967	July 22, 2015	December 31, 2017	M	X	-	
Alternate Auditor	Sonia Ferrero	1971	July 22, 2015	December 31, 2017	m	X	-	

Number of meetings held in the Reference Year: 8

Quorum required for the presentation of slates by minority shareholders for the election of one or more members (as per Article 148 *ter* CFA): 2.5%

The meetings of the Board of Statutory Auditors may be held in different locations through audio or video links, on the condition that: (i) the Chairman of the meeting may ascertain the identity and right to attend of all present, govern the business of the meeting, in addition to verify and declare the voting results; (ii) the minutes-taker is able to adequately note all the matters pertaining to the meeting; (iii) attendees may participate in the discussions and vote simultaneously on the matters on the Agenda, as well as view, receive or transmit documentation. If all the above-mentioned conditions are complied with, the meeting shall be deemed to have been held in the place where the Chairman is present and where the secretary of the meeting must be present, to permit the minute-taking of the meeting.

The Board of Statutory Auditors met 9 times in the Reference Year. The average participation of the statutory auditors in the meetings was 93%. The average duration of meetings was approximately 2 hours.

In addition to the meetings held on January 24, 2017, March 7, 2017 and March 15, 2017 at least 6 other meetings of the Board of Statutory Auditors will be held.

In the meeting of March 15, 2017, the Board of Statutory Auditors assessed the independence of its members, already assessed on appointment, and also in accordance with the requirements for independence for Directors by the Self-Governance Code. The result of these assessments were sent to the Directors and announced to the market on the same date, available on the website of the Company www.filagroup.it, in the Governance section.

The Board of Statutory Auditors reviewed the independence of the Audit Firm, ensuring compliance with regulatory provisions, and the nature and extent of the various services provided to the Issuer and its subsidiaries by the Audit Firm and its network.

The Board constantly maintained normal coordination activities with the Control and Risks Committee, the Internal Audit Department and the Supervisory Body. For information on the manner of the coordination reference should be made to paragraph 11.6.

Legislative Decree No. 39/2001 ("Implementation of EU Directive No. 43/2006, relating to the audit of separate and consolidated annual accounts, which modifies EU Directive 78/660 and EU Directive 83/349, and which revokes EU Directive 84/253) attributed to the Board of Statutory Auditors the functions of the Internal Control and Audit Committee and, in particular the oversight functions on (i) the financial reporting process; (ii) the efficiency of the internal control system, internal audit, where applicable, and risk management; (iii) the audit of the separate and consolidated annual accounts; (iv) the independence of the Audit Firm, in particular in relation to non-audit services by the party providing audit services.

For all of the period of trading of the shares of the Company on the Italian regulated market, the Board of Statutory Auditors exercises all duties and powers provided by special laws; with particular reference to the disclosure to the Board, the directors must report pursuant to Article 150 of the CFA on a quarterly basis.

The Chairman of the Board of Directors ensured that the Statutory Auditors received adequate information on the sector in which the Issuer operates, on the business operations and their performances, of the principles of correct risk management as well as the relative regulatory framework. In particular, during the Board meetings held at

the headquarters of the company, the Directors regularly received detailed information on the sector in which the Issuer undertakes its activities, in order to fully understand the underlying business operations and the relative developments during the year.

In addition, in the first week of September 2016, specific workshops were held involving, in addition to the Directors and the Statutory Auditors of FILA, all local management of the Group companies, principally to provide the Directors and the Statutory Auditors of the Company adequate information on the sector in which the Issuer operates, as well as business performance and their developments.

The remuneration of the statutory auditors takes account of the commitment required, the importance of the role, in addition to the size and business sector.

The Issuer does not provide a specific obligation for the Statutory Auditors to promptly inform the other members of the Board of Statutory Auditors and the Chairman of the Board on the nature, terms, origin and size of their interest, where the Statutory Auditor have, on their own behalf or on behalf of third parties, an interest in a transaction of the Issuer; this is due to the fact that the Issuer considers that this disclosure information a normal duty for the parties which hold the position of statutory auditor.

In accordance with the By-Laws, the Chief Executive Officer, during the Reference Year, reported adequately and promptly to the Board of Statutory Auditors on the activities undertaken, on the general operating performance and outlook, as well as on major operations for their size or nature by the Issuer and its subsidiaries, in accordance with the provisions of law and the By-Laws, and therefore on a quarterly basis.

15. RELATIONS WITH SHAREHOLDERS

The disclosure upon relations with shareholders is ensured by making available the most relevant corporate documents in a timely and continuous manner on the Issuer's website www.filagroup.it in the 'Investors', 'Governance' and 'Pressroom' sections and, where required by the applicable regulations, in the authorized storage mechanism 'Nis- Storage' at www.emarketstorage.com.

In particular, all press releases issued to the market and the Issuer's periodic financial reports are available on the above-mentioned website as soon as they have been approved by the relevant bodies (annual report, interim report, quarterly report).

Also available on the aforementioned website are the main Corporate Governance documents, the Organization Model in accordance with Legislative Decree No. 231/2001 and the Ethics Code.

On June 4, 2015, the Board of Directors appointed Stefano De Rosa as *Investor Relations Officer* of FILA (contact: IR@FILA.IT), for the maintenance of relations with shareholders and institutional investors and to undertake any specific tasks for the management of price sensitive information and relations with CONSOB and Borsa Italiana.

The Board of Directors will assess the implementation of any further initiatives to ensure shareholders more timely and straightforward access to essential information upon the Issuer.

16. SHAREHOLDERS` MEETING (AS PER ARTICLE 123-BIS, PAR. 2, LETTER C), OF THE CFA)

16.1 SHAREHOLDERS' AGM CALL

Pursuant to Article 9 of the By-Laws, the Shareholders' Meeting for the approval of the financial statements must be called by the Board of Directors at least once a year, within one hundred and twenty days from the end of the year or, in the cases provided for by Article 2364, paragraph 2, of the Civil Code, within one hundred and eighty days from the end of the year, pursuant to the provisions of Article 154-*ter* of the CFA.

The Shareholders' Meeting may be called in Italy, including outside the municipality of the company's registered office, or in another European Union country or Switzerland.

The Shareholders' Meeting is called, in accordance with the terms prescribed by current regulations, with notice published on the internet site of the Company as well as the other methods required by law and applicable regulations, and contains the information required by current regulations, also based on the matters on the Agenda.

As per Article 126-*bis* of the CFA, shareholders who represent, even jointly, at least one-fortieth of the share capital may request - except for matters within the remit of the Board or based on projects or a report prepared by them - within ten days of publication of the Call Notice, or within five days in the case of calling as per Article 125-*bis*, paragraph 3, of the CFA or Article 104, paragraph 2, of the CFA, a 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. Shareholders requesting supplementation to the Agenda 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 and present such to the Board of Directors by the deadline for the presentation of requests for supplementation.

In accordance with Article 2367 of the Civil Code the directors must call without delay the Shareholders' Meeting where such request is made by shareholders representing at least 20% of the share capital.

Pursuant to Article 127-*ter* of the CFA, shareholders may submit questions on the matters on the Agenda, also before the Shareholders' Meeting. For questions submitted before the Shareholders' Meeting, responses will be made, at the latest, during the Meeting. The Company may provide a single reply to questions with the same subject matter. The call notice indicates the terms within which the questions to the Shareholders' Meeting must be received by the Company. The period may not be prior to three days before the date of the Shareholders' Meeting in first or single call, or five days where the call notice provides for the Company to reply before the Shareholders' Meeting. In this case, replies are provided at least two days before the Shareholders' Meeting including through publication in a specific section of the website of the Company.

16.2 RIGHT TO ATTEND SHAREHOLDERS' MEETINGS

In accordance with Article 10 of the By-Laws, persons with the right to vote may attend the Shareholders' Meeting.

Those who based on the communication sent to the Company from an appointed intermediary, in accordance with applicable legislation, and in accordance with the

accounting records at the end of the 7th trading day before the Shareholders' Meeting in single call, have the right to attend and vote at the Shareholders' Meeting.

Those with the right to vote may be represented by a proxy in accordance with law. Electronic notification of proxy to the company may be carried out through e-mail to the certified e-mail address of the company indicated in the call notice or through a specific section on the website of the Company.

The Company may designate, for each Shareholders' Meeting, with indications contained in the call notice, a party to whom the shareholder may confer proxy with voting instructions on all or some of the proposals on the Agenda, in accordance with law (pursuant to Article 135-*undecies* of the CFA).

16.3 PROCEDURES FOR SHAREHOLDERS' MEETINGS

The Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in his absence or impediment or on the request of the Chairman himself, by another person designated by the Shareholders' Meeting, including the Chief Executive Officer (where appointed). The Chairman shall be assisted by a secretary designated on his proposal by the majority of attendees. At the Extraordinary Shareholders' Meeting and, in any case, where the Chairman considers it appropriate, the function of secretary may be exercised by a notary designated by the Chairman.

For the valid constitution of the Shareholders' Meeting, both ordinary and extraordinary, and resolutions thereof, the legal and statutory provisions are applied. For the purposes of the quorum required by law and the present By-Laws for the constitution of the Ordinary and Extraordinary Shareholders' Meeting for the validity of the relative resolutions, reference is made to the number of votes attached to the shares and not to the number of shares.

The Shareholders' Meeting takes place in single call.

The Shareholders' Meeting may be held in several locations, via audio/video link, on the condition that a collective approach is taken and the principles of good faith and of equal treatment of shareholders are upheld and, in particular, provided that: (a) the Chairman of the Shareholders' Meeting may (i) ascertain the identity and right to attend of all present, (ii) govern the business of the meeting, in addition to (iii) verify and declare the voting results; (b) the minutes-taker is able to adequately note all the matters pertaining to the Shareholders' Meeting; (c) attendees may participate in the discussions and vote simultaneously on the matters on the Agenda; (d) this method is contained in the call notice of the Shareholders' Meeting which also indicates the locations. The meeting is considered to be held where the Chairman and the minutes-taker are present simultaneously.

Pursuant to Article 7 of the By-Laws, shareholders may withdraw in accordance with the mandatory cases provided for by law.

The opposition of Shareholders to resolutions regarding the extension of the duration of the Company or the introduction or the removal of provisions concerning the circulation of shares does not constitute a right to withdrawal. The liquidation value of the shares is determined in accordance with Article 2347-*ter* of the Civil Code.

In accordance with Article 20 of the By-Laws, the net profit resulting from the financial statements, reduced by 5% for the legal reserve, until such reaches one-fifth of the

share capital, is divided between the shareholders in accordance with the resolutions of the Shareholders' Meeting.

The Shareholders' Meetings of the Issuer adopted Shareholder Meeting regulations, approved on October 5, 2013 by the Shareholders' Meeting of Space. This Shareholders' Meeting regulation provides, among other matters, that:

- (i) the Chairman (the Chairman of the Board of Directors or, in his absence or impediment, the person designated by the Shareholders' Meeting) may adopt all provisions considered appropriate to guarantee the correct proceeding of the Shareholders' Meetings and the exercise of the rights of attendees;
- (ii) in introducing the matters on the Agenda and proposals, the Chairman, as long as the Shareholders' Meeting does not oppose, may introduce a differing Agenda from that stated in the call notice and may amalgamate some or all of the matters on the Agenda under a single heading;
- (iii) the Chairman manages the discussion, giving the floor to directors, statutory auditors and persons requesting such right. Those holding the right to vote and the general representative of the bondholders may request the floor on only one occasion for each matter on the Agenda, making observations and requesting information. Those holding the right to vote may also formulate proposals. Requests may be made on the constitution of the Shareholders' Meeting until the Chairman declares the discussion of the matter closed. In order to guarantee the ordinary workings of the Shareholders' Meetings, the Chairman may establish, on opening of the meeting's business or during the discussion on the individual matters, the time limit for the presentation of the requests. The Chairman establishes the manner in which contribution requests are made and the order in which they are heard. The Chairman and, on his invitation, persons who assist him, respond to speakers at the end of all contributions under discussion, or after each contribution, taking account also of any questions drawn up by shareholders before the Shareholders' Meeting, which have not been responded to by the Company. Those who have requested the floor have the right to a brief reply;
- (iv) before voting commences, the Chairman of the meeting readmits any shareholders requesting to leave the meeting during the discussion in accordance with the regulation;
- (v) the Chairman decides the order in which the resolutions on the Agenda are presented for voting, normally giving preference to any proposals made by the Board of Directors.

In the Reference Year a Shareholders' Meeting was held on April 29, 2016 (in which 9 Directors attended). The Board of Directors reported to the Shareholders' Meeting on the activities carried out and endeavored to ensure that shareholders had all necessary information so that they could take, with sufficient knowledge, the decisions within the authority of a Shareholders' Meeting.

In relation to shareholder's rights not illustrated in the present Report, reference should be made to applicable law and regulations.

17. ADDITIONAL CORPORATE GOVERNANCE PRACTICES

At the date of the present Report, the Issuer has not applied further corporate governance practices other than those in accordance with applicable legislative and regulatory provisions.

18. CHANGES SINCE THE END OF THE REFERENCE YEAR

Since the end of the Reference Year no changes have been made to the corporate governance structure.

Milan, March 30, 2017

F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.

For the Board of Directors

Gianni Mion

Chairman