

F.I.L.A. – FABBRICA ITALIANA LAPIS ED AFFINI S.P.A.



**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS ON MATTER 2 OF THE AGENDA OF THE
ORDINARY SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A.,
CALLED FOR APRIL 18, 2019 IN SINGLE CALL**

(prepared in accordance with Article 125-*ter* of Legislative Decree No. 58 of February 24, 1998 and subsequent amendments and supplements, and Article 84-*ter* of the Regulation adopted with Consob Motion No. 11971 of May 14, 1999 and subsequent amendments and supplements)

Report approved by the Board of Directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. at the meeting of March 15, 2019 and available on the website www.filagroup.it

Matter 2 on the agenda of the Ordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A., called for April 18, 2019 in single call:

“Remuneration Report in accordance with Article 123-ter of Legislative Decree No. 58/98; resolutions thereon.”

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Dear Shareholders,

this Report has been prepared in accordance with Article 125-ter, paragraph 1 of Legislative Decree No. 58 of February 24, 1998 and subsequent amendments and supplements (the “**CFA**”) and Article 84-ter of the Regulation adopted with Consob motion No. 11971 of May 14, 1999 and subsequent amendments and supplements (the “**Issuers' Regulation**”).

This Report will be made available to the public, in accordance with applicable law and regulations, at the registered office, on the company website (www.filagroup.it) and also by the other means established by the applicable regulation.

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With reference to the second matter on the agenda of the Shareholders' Meeting, the Board of Directors presents for your approval, pursuant to Article 123-ter, paragraph 6, of the CFA, Section I of the “Remuneration Report” of FILA, prepared pursuant to the above-mentioned Article of the CFA and Article 84-*quater* of the Issuers' Regulation, which illustrates the remuneration policy of the members of the Board of Directors and Senior Executives, in addition to the procedures utilised for the adoption and implementation of this policy.

For further information, reference should be made to the full text of the “Remuneration Report” which, in accordance with current regulations, will be made available to the public at the registered office of the company, on the company website at www.filagroup.it and on the authorised eMarket Storage website at www.emarketstorage.com at least 21 days before the date fixed for the Shareholders' Meeting.

It is recalled that the Shareholders, pursuant to Article 123-ter, paragraph 6 of the CFA, will be called to vote on Section I of the “Remuneration Report” (in favour or against). The resolution is not binding. The results of the vote will be made available to the public in accordance with Article 125 *quater*, paragraph 2 of the CFA.

The Shareholders' Meeting is therefore requested to approve the following resolution:

“The Ordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A., having reviewed the Remuneration Report, prepared by the Board of Directors pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58, 1998 and in particular Section I, pursuant to paragraph 6 of the above-mentioned regulation,

resolves

1. *to approve Section I of the Remuneration Report, which illustrates the policy adopted by the company.”*

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Pero, March 19, 2019

The Chairman of the Board of Directors

(Gianni Mion)