



F.I.L.A.

**Fabbrica Italiana Lapis ed Affini
S.p.A.**

www.filagroup.it

Registered Office Via XXV Aprile 5 Pero (MI)
Share Capital: subscribed and fully paid-in Euro
37,170,830.00 Milan Companies Registration and
Tax No.: 08391050963

**CALL NOTICE OF THE EXTRAORDINARY AND
ORDINARY SHAREHOLDERS' MEETING**

**As per Article 9 of the By-Laws and Article 125-bis of Legislative Decree No. 58 of
February 24, 1998**

Shareholders are called to the Shareholders' Meeting of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (**FILA** or **the Company**) at the NH hotel of Rho/Pero, Viale degli Alberghi, 20017 Rho MI, for April 27, 2017 at the time of 10:30 AM in single call, to discuss and vote upon the following:

AGENDA

Ordinary session

1. financial statements for the year ended December 31, 2016 of the Company, including the Board of Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report; presentation of the consolidated financial statements for the year ended December 31, 2016; motions upon the distribution of a dividend; resolutions thereon;
2. the one-off extraordinary bonus concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares reserved for executives and managers of the Group; resolutions thereon;
3. the 2017-2019 stock grant plan called the “2017-2019 Performance Shares Plan” regarding ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares reserved for executives and managers of the Group; resolutions thereon;
4. remuneration report: resolution on the first part of the report pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of February 24, 1998 (Company remuneration policy and relative procedures utilised for the adoption and implementation of this policy);
5. supplementation of the Board of Statutory Auditors.

Extraordinary session

1. proposal to amend Article 5 of the Company By-Laws; resolutions thereon;
2. proposal of a free and divisible share capital increase as per Article 2349 of the Civil Code, for an amount of Euro 90,314.00 to be entirely allocated to the share capital, through the issue of 100,181 shares, to be assigned to the beneficiaries of the one-off Extraordinary Bonus; consequent amendment of Article 5 of the By-Laws; resolutions thereon;
3. the proposal to grant to the Board of Directors, in accordance with Article 2443 of the Civil Code, for a period of five years from the approval date, the faculty to increase the share capital,

freely and divisibly, also in a number of tranches, as per Article 2349 of the Civil Code, for a maximum Euro 86,000.00 to be entirely allocated to the share capital, through the issue of a maximum 94,765 shares, to be assigned to the beneficiaries of the 2017-2019 Performance Shares plan; consequent amendment of Article 5 of the By-Laws; resolutions thereon.

INFORMATION ON THE SHARE CAPITAL

The share capital, amounting to Euro 37,170,830.00, comprises 34,665,788 ordinary shares and 6,566,508 special B shares, all without nominal value. The special B shares attribute three voting rights for each share held. The company does not hold treasury shares.

ATTENDANCE AT 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 (April 18, 2017) before the Shareholders' Meeting in single call, have the right to attend and vote at the Shareholders' Meeting.

Those holding shares after this date will not have the right to attend and vote at the Shareholders' Meeting. In order to ascertain their right to attend the Shareholders' Meeting, attendees are requested to present the copy of the communication sent to the Company which the appointed intermediary, in compliance with existing regulations, must make available to them. Those with the right to vote may be represented at the Shareholders' Meeting pursuant to Article 2372 of the Civil Code, as well as other statutory provisions, including regulations, applicable. It is possible to utilise either the proxy form attached to the communication provided by the appointed intermediary or the form published on the website of the Company www.filagroup.it. Proxy may be notified through registered letter to the Company's registered office or, alternatively, through electronic communication to the certified e-mail account amministrazione@pec.fila.it.

Proxy may be conferred, without incurring expense (except for any sending costs), together with voting instructions on all or a selected number of the proposals on the Agenda, to SPAFID S.p.A., as the Designated Agent of the Company in accordance with Article 135-*undecies* of Legislative Decree No. 58/98 and thereafter (CFA). The proxy must be conferred through signing, with original signature or in electronic or digital form, in accordance with Italian regulations in force, the form available on the website of the Company www.fila.it, in the "Governance" section or at the registered office of the company, and must be received in original form by the end of the second trading day before the Shareholders' Meeting (by 23:59 on April 25, 2017), together with a copy of an identity document of the Shareholder Principal with current validity or, where the Shareholder Principal is a legal person, by the pro tempore legal representative or another party with appropriate powers, together with documentation in proof of such status and powers to Spafid S.p.A. i) for proxy with original signature, delivered by hand in office hours (9AM to 5PM) or through registered letter or courier (Foro Buonaparte 10, 20121 Milan - RE: "F.I.L.A. 2017 Shareholder' Meeting Proxy) and ii) for proxy with electronic or digital signature, through the certified e-mail account assemblee@pec.spafid.it. By the same deadline, the proxy and voting instructions are revocable. Proxy is valid only for the proposals on which voting instructions are provided.

The communication to the Company by the appointed intermediary ascertaining the right to attend the Shareholders' Meeting is also necessary in the case of conferring proxy to the Designated Agent of the Company; therefore, without this communication the proxy is invalid.

RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA

Shareholders who wish to submit questions on the Agenda of the Shareholders' Meeting may send them through registered letter to the registered office of the company or through certified e-mail to the account amministrazione@pec.fila.it, attaching the certification provided by the appointed intermediary, establishing their voting rights. The questions must be received by the end of the third day before the Shareholders' Meeting (by April 24, 2017).

Only questions relating to matters on the Agenda will be taken into consideration. In order to facilitate the organisation of replies, it is requested that the questions contain reference to the page number of the Directors' Report or other documents made available to the Shareholders' Meeting. For questions received within the period outlined above, following verification of their relevance and the validity of the requesting party, replies will be provided at the latest during the Shareholders' Meeting. FILA may provide a single reply to questions with the same subject matter.

SUPPLEMENTATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS

In accordance with Article 126-*bis* (CFA), Shareholders who represent, even jointly, at least one-fortieth of the share capital, may request, within ten days of publication of the present notice (April 3, 2017), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Supplementation is however not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-*ter*, paragraph 1, of the CFA.

The questions must be presented, through registered letter to the registered office of the Company or through certified e-mail to the account amministrazione@pec.fila.it, together with the following documents:

- (i) personal details of the requesting shareholder (name and surname, place and date of birth or, in the case of entities or companies, name and registered office, and tax code);
- (ii) communication by the requesting intermediary, with validity at the date of the request, which attests to ownership of the shares by the requesting shareholder and the shareholding necessary to request supplementation to the Agenda;
- (iii) report pursuant to Article 126-*bis*, paragraph 4, of the CFA, which outlines the reasons for the proposal of new matters to be added to the Agenda or for further proposals to be presented on matters already on the Agenda.

In relation to supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of the Shareholders' Meeting Call Notice by April 12, 2017 (at least 15 days before the Shareholders' Meeting). At the same time of publication of the supplementation notice or of the presentation, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

SUPPLEMENTATION OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting supplements the Board of Statutory Auditors by statutory majority. Votes may be cast in favour of candidates to be proposed by the Shareholders.

The mandate of the statutory auditors so appointed shall conclude together with the other members of the Board of Statutory Auditors and, therefore, with the approval of the 2017 Annual Accounts.

Compliance with Article 148, paragraph 2 of Legislative Decree 58/98 concerning the election of a Statutory Auditor by the minority and the gender equality legislation is guaranteed by the continuance of the present chairperson on the Board of Statutory Auditors.

DOCUMENTATION

The documentation for the matters on the Agenda will be made available to the public in accordance with law at the registered office of the Company, on the authorised storage mechanism “eMarket STORAGE” and on the Company website www.filagroup.it in the “Governance” section. The shareholders have the right to obtain a copy.

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The present notice was published on the website of the Company (www.filagroup.it), in the Governance section and on the authorised storage mechanism “eMarket STORAGE”, and as an extract in the “MF-Milano Finanza” daily newspaper.

Pero (MI), March 24, 2017

for the Board of Directors

THE CHAIRMAN

Gianni Mion