

F.I.L.A.

Fabbrica Italiana Lapis ed Affini S.p.A.

www.fila.it

Registered Office Via XXV Aprile 5 Pero (MI)

Share Capital: subscribed and paid-in Euro 37,170,830.00

Milan Registration Office No. and Tax number: 08391050963

CALL NOTICE OF THE 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**), to be held at ATA Hotel Expo Fiera, via Giovanni Keplero n. 3, Pero (Milan), on April 29, 2016 at 10AM in single call, to discuss and vote upon the following:

AGENDA

- 1) financial statements for the year ended December 31, 2015 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, 2015; resolutions thereon;
- 2) resolutions relating to the covering of losses, to fully constitute the legal reserve and the distribution of a dividend from the available reserves, subject to paragraph 1, letter a), of Article 6 of Legislative Decree No. 38 of February 28, 2005;
- 3) 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)

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 20, 2016) 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.fila.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, 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 April 27, 2016), 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 or through courier or registered letter (Foro Buonaparte 10, 20121 Milan) 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 26, 2016).

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 2, 2016), 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 14, 2016 (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.

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 (NIS-STORAGE) and on the website of the Company www.fila.it, in the "Governance" section, and in particular:

- (i) within the publication terms of the present call notice, the forms which shareholders may utilise for proxy voting;
- (ii) within the publication terms of the present call notice, information on the amount of share capital and the number of shares;
- (iii) at least 30 days before the Shareholders' Meeting in first call, the Directors' Report on points 1, 2 and 3 of the Agenda;
- (iv) at least 21 days before the Shareholders' Meeting in first call, the documentation pursuant to Article 154-*ter* of the CFA and the Remuneration Report pursuant to Article 123-*ter* of the CFA as per point No. 2 of the Agenda.

The above documentation was made available to the public at the registered office in Pero, Via XXV Aprile n. 5 – 20016 – Milan, on the website of the Company (www.fila.it, Governance section), and on the authorised storage mechanism NIS-STORAGE. 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.fila.it, Governance section) and on the authorised storage mechanism NIS-STORAGE, and as an extract in the Milano Finanza daily newspaper.

Pero (MI), March 23, 2016

For the Board of Directors

THE CHAIRMAN

Gianni Mion

F.I.L.A. (Fabbrica Italiana Lapis ed Affini), 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. In November 2015, F.I.L.A. listed on the STAR segment of the Milan Stock Exchange. The company, with revenue of over Euro 275 million in 2015, has grown significantly over the last twenty years and has achieved 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.

F.I.L.A. is an icon of Italian creativity globally through its colouring, drawing, modelling, writing and painting tools, thanks to brands such as Giotto, Tratto, Das, Didò, Pongo, Lyra, Dooms, Maimeri and Daler. Since its foundation, F.I.L.A. 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, F.I.L.A. 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.

F.I.L.A. operates through 14 production facilities (of which 2 in Italy) and 22 subsidiaries across the globe and employs approx. 5,000.

For further information

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