



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.

All information concerning the means and terms:

- for attendance and voting at the Shareholders' Meeting;
- for exercising the right to submit questions before the Shareholders' Meeting and to supplement the Agenda or to present additional proposals on matters on the Agenda;
- to exercise proxy and distance voting;
- to avail of the proposals, the illustrative reports on each matter on the Agenda and the documents which will be put to the Shareholders' Meeting,

are reported in the call notice, whose full text, together with the Shareholders' Meeting documentation, are published according to the means established by law on the company website www.filagroup.it ("Governance" section), to which reference should be made.

Pero (MI), March 24, 2017

for the Board of Directors

THE CHAIRMAN

Gianni Mion