

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

Registered Office: Pero (Mi), via XXV Aprile, n. 5  
Approved share capital Euro 47.736.706,00, subscribed and paid-in for Euro 46,876,271.68  
Milan Tax No. and Companies Registration Office No.: 08391050963

**SHAREHOLDERS' MEETING CALL NOTICE**

The Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. ("**Fila**" or the "**company**") is called in ordinary session for April 22, 2020, in single call, at the time of 10 AM, to the company's offices at via XXV Aprile, n. 5, 20016, Pero (Mi), to discuss and consider the following

**AGENDA**

1. financial Statements for the year ended December 31, 2019, 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, 2019; resolutions thereon;
2. first section of the remuneration policy and report drawn up as per Article 123-*ter* of Legislative Decree No. 58 of February 24, 1998 (*i.e.* remuneration policy for the year 2020); resolutions as per Article 123-*ter*, paragraphs 3-*bis* and 3-*ter*, of Legislative Decree No. 58 of February 24, 1998;
3. second section of the remuneration policy and report drawn up as per Article 123-*ter* of Legislative Decree No. 58 of February 24, 1998 (*i.e.* remuneration report for the year 2019); resolutions as per Article 123-*ter*, paragraph 6, of Legislative Decree No. 58 of February 24, 1998;
4. authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 18, 2019; resolutions thereon;
5. appointment of a director to supplement the Board of Directors following co-option; resolutions thereon;

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**INFORMATION ON THE SHARE CAPITAL**

At the publication date of this call notice, the share capital of Fila amounts to Euro 46,876,271.68, comprising 50,948,796 shares, of which 42,866,940 ordinary shares and 8,081,856 special B shares, all without nominal value. Each ordinary share assigns the right to 1 (one) vote at the Shareholders' Meeting, while each B share assigns the right to 3 (three) votes at the Shareholders' Meeting.

## **RIGHT TO ATTEND THE SHAREHOLDERS' MEETING**

Those with voting rights are legitimated to attend the Shareholders' Meeting. In accordance with law and the By-Laws of Fila (the “**By-Laws**”), the right to attend and vote at the Shareholders' Meeting is attested by a specific communication sent to the company from an intermediary authorized to keep accounts according to the law, based on the accounting records at the end of the 7th (seventh) trading day before the date set for the Shareholders' Meeting (i.e. **April 9, 2020**, “record date”). Debits and credits to the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders' Meeting; therefore, those who holds company shares only after this date shall not be entitled to attend and vote at the Shareholders' Meeting. The communication of the intermediary must be received by the company by the end of the 3rd (third) trading day before the date of the Shareholders' Meeting (i.e. by **April 17, 2020**). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the company outside the above-stated time period, although by the beginning of the Shareholders' Meeting. Communication to the company is carried out by the intermediary on the request of those with the right to vote.

## **REPRESENTATION AT THE SHAREHOLDERS' MEETING AND DESIGNATED REPRESENTATIVE**

In accordance with Article 135-*novies* of Legislative Decree 58/98 (the “**CFA**”) and Article 10.3 of the By-Laws, those with the right to vote may be represented by proxy at the Shareholders' Meeting in accordance with law; in particular, such proxy may be granted by means of a signed paper document or also an electronic document signed in electronic form in accordance with Article 135-*novies*, paragraph 6 of the CFA. For this purpose, a proxy form is available on the company website ([www.filagroup.it](http://www.filagroup.it)). Proxy may be notified to the company: (i) through sending a registered letter with signed receipt to the registered office of the company; or (ii) by certified e-mail to [amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it)

In addition, in accordance with Article 135-*undecies* of the CFA and Article 10.4 of the By-Laws, the company has designated Società per Amministrazioni Fiduciarie Spafid S.p.A. (“**Spafid**”), with registered office in Milan, as the party to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda. Proxy should contain voting instructions on all or some of the matters on the agenda and is valid only for the proposals on which voting instructions are provided. Spafid may only be granted proxy as the Designated Representative of the company. Proxy is granted through the signing of the specific proxy form available, with the relative indications for compilation and sending, available at the registered office and on the company website ([www.filagroup.it](http://www.filagroup.it)). An original copy of the proxy form should be sent to the stated Designated Representative by the end of the 2nd (second) trading day before the Shareholders' Meeting (i.e. April 20, 2020), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. “F.I.L.A. 2020 Shareholders' Meeting Proxy”, by hand during office hours (between 9AM and 5PM), by Registered Letter with signed receipt or by courier. While proxy may be sent in original form, complete with voting instructions, such may be notified also electronically at [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). The sending to the above certified e-mail address of the proxy form, signed digitally in accordance with the applicable regulation, satisfies the written submission requirement. The proxy and the voting instructions are revocable by the end of the second trading day before the date fixed for the Shareholders' Meeting (i.e. by April 20, 2020), according to the means indicated above. The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting; in relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions.

Voting may not take place through correspondence or electronic means in relation to the Shareholders' Meeting.

### **RIGHT OF SHAREHOLDERS TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA**

In accordance with Article 127-*ter* of the CFA, those with the right to vote may submit questions regarding the matters on the agenda, also before the Shareholders' Meeting, by sending such within 5 (five) trading days before the date fixed for the Shareholders' Meeting (*i.e.* by April 15, 2020).

The questions may be sent: (i) by registered letter with signed receipt, to be sent to the registered office of the company; (ii) by certified e-mail to the address [amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it). The questions should be accompanied by a communication sent by the intermediary to the company declaring the entitlement to the right to vote.

Responses may be provided to the questions received by the deadline: (a) before the Shareholders' Meeting, also through publication in a special section of the company website; a response is not provided where the information requested is available in a "question and response" format in the specific section of the company website or where the responses have already been published in the same section; (b) at the Shareholders' Meeting; a response is considered provided at the Shareholders' Meeting also in paper form made available at the beginning of the meeting to all those present with voting rights.

The company 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* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital (*i.e.* 2.5%) may request, within 10 (ten) days of publication of the present call notice, supplementation to the matters on the Agenda of the Shareholders' Meeting, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Supplementation is not permitted in relation to matters upon which the Shareholders' Meeting decides, in accordance with the applicable provisions, on the proposal of the Board of Directors or on the basis of a project or report prepared by the Board, other than the report on the agenda.

The requests, together with the communication made by the intermediaries declaring ownership of the shareholding and the report presenting the reason for the request or the proposal, are presented in writing at the registered office by registered letter with signed receipt or by certified e-mail to the address [amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it)

Any supplementations to the agenda or the presentation of proposals on matters already on the agenda shall be announced at least fifteen days before the date of the Shareholders' Meeting, according to the same means established for the publication of this notice. Simultaneously, according to the same means established for the Shareholders' Meeting documentation, the reports prepared by parties requesting the integration and/or addition of further proposals shall be made available to the public, accompanied by any assessments of the Board of Directors. In any case, those with voting rights may individually present proposals to the Shareholders' Meeting.

### **APPOINTMENT OF A DIRECTOR TO SUPPLEMENT THE BOARD OF DIRECTORS**

The Shareholders' Meeting shall be called to appoint a director to supplement the Board of Directors following co-option, applying the statutory majorities and without slate voting (see Article 11.15 of the By-Laws). Reference should be made to Article 11 of the By-Laws concerning the requirements to be satisfied and the causes for forfeiture of office for directors.

Subject to any nominations that may be presented also at the Shareholders' Meeting, in order to assist the Shareholders' Meetings' business, Shareholders are invited to file any proposals at the registered office appropriately in advance and indicatively 5 (five) days before the Shareholders' Meeting. The nominations should be accompanied by (i) declarations by which the individual candidates accept their candidature and declare, in good faith, the inexistence of causes of ineligibility and incompatibility, in addition to satisfaction of the regulatory requirements to hold the position of director of the company, including declarations upon any qualification of independence; (ii) a *curriculum vitae* containing exhaustive information and the personal and professional characteristics of each candidate; (iii) the identity of the shareholders who have submitted the slates and the total percentage of shares held; and (iv) any additional or differing declaration, information, and/or documents provided for by applicable law and regulations.

Following the assessments on the characteristics of the director co-opted by the Board of Directors on August 6, 2019, Mr. Giovanni Gorno Tempini - already carried out on co-option and verification of requirements - the Board of Directors proposes to the Shareholders' Meeting to confirm the co-opted director Mr. Giovanni Gorno Tempini as a director of Fila. In addition, the Board of Directors of Fila - in consideration of the fact that Mr. Giovanni Gorno Tempini has also acted since August 6, 2019 as Chairman of the Board of Directors and considering his high-standing and professional qualifications - confirmed, as per Article 12 of the By-Laws, Mr. Giovanni Gorno Tempini as Chairman of the Board of Directors, also subsequently to the Shareholders' Meeting. This motion is considered subject to the approval, by the Shareholders' Meeting, of the proposal to appoint Mr. Giovanni Gorno Tempini as a Company director. The *curriculum vitae* is available to Shareholders on the company website ([www.filagroup.it](http://www.filagroup.it)), together with the Shareholders' Meeting documentation.

Shareholders may still propose any additional nominations, which may also be presented at the Shareholders' Meeting, in compliance with the above indicated criteria and means. After the proposal of Mr. Giovanni Gorno Tempini by the Board of Directors, where his candidature is not approved by the Shareholders' Meeting, any additional candidates may be put forward for voting, subject to the fact, post-appointment, that the Board shall be called to carry out its verifications with regards to the regulation concerning satisfaction of the standing and independence requirements.

For all other information relating to the means for the presentation of and voting on slates, reference should be made to Article 11 of the By-Laws, available at the registered office and published on the company website at [www.filagroup.it](http://www.filagroup.it), in addition to the illustrative report on the fourth point of the agenda of the Shareholders' Meeting, which shall be made available on the site in accordance with law.

## **DOCUMENTATION**

Simultaneous to publication of this call notice, at the registered office of the company, on the company website [www.filagroup.it](http://www.filagroup.it) and on the authorised storage mechanism "eMarket storage" ([www.emarketstorage.com](http://www.emarketstorage.com)), the following are made available to the public: (i) the form which parties entitled to attend the Shareholders' Meeting may utilise to vote by proxy; and (ii) the form to grant proxy to the designated representative of the company and the relative voting instructions.

The additional Shareholders' Meeting documentation - including the illustrative reports on the matters on the agenda and the relative proposals - shall be made available to the public, in accordance with the applicable regulation, at the registered office, on the company website [www.filagroup.it](http://www.filagroup.it) and on the authorised storage mechanism "EMARKET STORAGE" at [www.emarketstorage.com](http://www.emarketstorage.com).

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**The information contained in this notice - and, in particular, the date, place, and/or time of the shareholders' meeting, the terms for the exercise by shareholders of their rights, the procedures for participation at the meeting and/or the manner in which the meeting is held - may be subject to changes, updates or clarifications in consideration of the current emergency situation related to COVID-19 and the consequent measures that may be adopted by the competent authorities. Any changes, updates or clarifications will be promptly communicated in the same manner as that for the publication of this notice.**

It is recommended, in any case, to use the service of the Designated Agent as per Article 135-*undecies* of the CFA. The proxy form for the Designated Agent, with the relative indications for compilation and sending, is available at the registered office and on the company website ([www.filagroup.it](http://www.filagroup.it)).

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This call notice is published on the company website [www.filagroup.it](http://www.filagroup.it), on the “EMARKET STORAGE” authorised storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), at Borsa Italiana S.p.A. and in extract form in the “*Il Giornale*” newspaper.

Pero, March 22, 2020

On behalf of the Board of Directors  
The Chairman

*(Giovanni Gorno Tempini)*