

**F.I.L.A.**

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

Registered Office: Pero (MI), via XXV Aprile, n. 5  
Subscribed and paid-in share capital of Euro 46,985,772.68  
Milan Tax No. and Companies Registration Office No.: 08391050963

**SHAREHOLDERS' MEETING CALL NOTICE EXTRACT**

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 21, 2023**, in single call, at the time of 10AM, to the Company's offices at via XXV Aprile, n. 5, 20016, Pero (MI), to discuss and consider the following

**AGENDA**

1. Financial statements and consolidated financial statements; allocation of profit for the year and distribution of dividends:
  - 1.1 Approval of the separate financial statements for the year ended December 31, 2022, along with 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, 2022; resolutions thereon;
  - 1.2 Allocation of net profit for the year and distribution of dividends; resolutions thereon;
2. Remuneration Policy and Report:
  - 2.1 approval of the Section I of the Remuneration Policy and Report (i.e. remuneration policy for the year 2023) as per Article 123-ter, paragraphs 3-*bis* and 3-*ter*, of Legislative Decree No. 58 of February 24, 1998;
  - 2.2 consultative vote on the Section II of the Remuneration Policy and Report (i.e. remuneration report for the year 2022) as per Article 123-*ter*, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.
3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2022 for any portion not executed; resolutions thereon.
4. Supplementation of the Board of Statutory Auditors in accordance with Article 2401 of the Civil Code:
  - 4.1 Appointment of a Statutory Auditor;
  - 4.2 Appointment of an Alternate Auditor.

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**HOSTING OF THE SHAREHOLDERS' MEETING**

The Company has decided to utilise the option under Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020 on "*Measures to strengthen the National Health System and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*", converted into law with amendments by Law No. 27 of April 24, 2020 (the "**Cura Italia DL**"), whose application was most recently extended to Shareholders' Meetings to be held by July 31, 2023 by Article 3, paragraph 1, of Decree-Law No. 228 of December 30, 2021, as converted by Law No. 15 of February 25, 2022, and subsequently amended by Article 3, paragraph 10-*undecies*, of Decree-Law No. 198 of December 29, 2022, as converted into law with amendments by Law No. 14 of February 24, 2023. In particular, as per Article 106, paragraph 4 of the *Cura Italia* Decree-Law, participation

at the Shareholders' Meeting by persons so entitled is exclusively by granting proxy (or sub-delegation) to the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "CFA") - Monte Titoli S.p.A., with registered office in Piazza degli Affari No. 6, Milan 20123, (the "Appointed Representative" or "Monte Titoli") - according to the methods described in the full version of the call notice available on the Company's website at [www.filagroup.it](http://www.filagroup.it) in the "Governance" section and on the authorised storage mechanism "eMarket Storage" at [www.emarketstorage.com](http://www.emarketstorage.com).

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The information regarding:

- the share capital;
- the right to attend the Shareholders' Meeting exclusively through the Appointed Representative- Monte Titoli - (record date **April 12, 2023**);
- the granting of proxies/subdelegations to the Appointed Representative - Monte Titoli - and the exercise of the vote through the latter;
- the right to submit questions before the Shareholders' Meeting (by **April 12, 2023**);
- supplementation of the Agenda and submission of proposals on matters already on the Agenda by shareholders holding at least 2.5% of the share capital as per Article 126-*bis*, paragraph 1, first section of the CFA (by **April 1, 2023**);
- presentation of proposals by the holders of voting rights pursuant to Article 126-*bis*, paragraph 1, penultimate section of the CFA (by **April 5, 2023**);
- the remuneration policy for 2023 and report on 2022;
- the availability of the entire text of the proposals to be voted upon, together with the explanatory reports and the documents which will be put to the Shareholders' Meeting;
- the organisational aspects of the Shareholders' Meeting;

are reported in the full version of the call notice, the text of which is published in the section of the Company's *website* at the address [www.filagroup.it](http://www.filagroup.it) "Governance" section and at the authorised dissemination mechanism "eMarket SDIR", at the address [www.emarketstorage.com](http://www.emarketstorage.com), to which reference is made.

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The Shareholders' Meeting documentation - including the explanatory reports on the matters on the Agenda and the relative proposals will be published on the authorised storage mechanism "eMarketStorage" at the address [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company's website at the address [www.filagroup.it](http://www.filagroup.it), "Governance" section, within the terms set out by law.

Pero, March 23, 2023

On behalf of the Board of Directors  
The Chairman

(Giovanni Gorno Tempini)