

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

Registered office: Pero, Via XXV Aprile, 5
Approved share capital Euro 38,011,144.00, subscribed and paid-in for Euro 37,261,143.00
Milan Tax and Company Registration No.: 08391050963

CALL NOTICE
TO THE SHAREHOLDERS' AGM

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 27, 2018, in single call, at the time of 10 AM, to via Keplero 12, 20016, Pero (MI), at the ATA Hotel Expo Fiera, to discuss and consider the following

AGENDA

1. financial Statements for the year ended December 31, 2017, 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, 2017; resolutions thereon;
2. remuneration report in accordance with Article Article 123-ter of Legislative Degree No. 58/98; resolutions thereon;
3. establishment of the number of members and appointment of the Board of Directors, establishment of the duration of office and the remuneration of the members of the Board of Directors; resolutions thereon;
4. appointment of the Board of Statutory Auditors, establishment of the remuneration of the members of the Board of Statutory Auditors; 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 [37,261,143.00], comprising [34,765,969] ordinary shares and [6,566,508] special B shares, all without nominal value

[**Nota: da confermare a cura di FILA**]. Each ordinary share assigns the right to one vote at the Shareholders' Meeting, while each B share assigns the right to three votes at the Shareholders' Meeting.

RIGHT TO ATTEND THE SHAREHOLDERS' MEETING

Those with voting rights have a right to attend the Shareholders' Meeting. In accordance with law and the By-Laws (the "**By-Laws**"), those who, based on the communication sent to the company from an intermediary, in accordance with applicable legislation and in accordance with the accounting records at the end of the 7th trading day before the date set for the Shareholders' Meeting (i.e. **April 18, 2018**, "record date"), have the right to attend and vote at the Shareholders' Meeting. Debits and credits to the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders' Meeting; therefore, those holding company shares only subsequent to 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 third business day before the date fixed for the Shareholders' Meeting (i.e. by **April 24, 2018**). 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). 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.

In addition, in accordance with Article 135-*undecies* of the CFA and Article 10.4 of the By-Laws, the company has designated Fiduciarie Spafid S.p.A. ("**Spafid S.p.A.**"), 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 conferred is valid only for the proposals on which voting instructions are provided. The granting of proxy is without charge for the principal (except for any sending expenses). The proxy must be conferred through signing, with original signature or in electronic or digital form, of the form available on the website www.fila.it 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 (i.e. by **April 25, 2018**), 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 of 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 with signed receipt [Foro Buonaparte 10, 20121 Milan - RE: “F.I.L.A. 2018 Shareholder’ Meeting Proxy] and ii) for proxy with electronic or digital signature, through the certified e-mail account [assemblee@pec.spafid.it]. **[Nota: in attesa di conferma da parte di Spafid]**. 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 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.

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 three days of the date fixed for the Shareholders’ Meeting.

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

Any supplementations to the agenda or the presentation of proposals on matters already on the agenda shall be communicated 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.

APPOINTMENT OF THE BOARD OF DIRECTORS

In accordance with Article 147-*ter* of the CFA and Article 11 of the By-Laws, the Board of Directors is appointed by the Shareholders' Meeting on the basis of slates presented by shareholders. The preparation, filing and publication of slates should be completed in accordance with the means and deadlines established or restated in Article 11 of the By-Laws, to which reference should be made for that not expressly indicated.

Only shareholders who individually or collectively hold at least 2.5% of the share capital have the right to present slates. The minimum share ownership is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the company. The relative ownership certificate may be sent after filing of the slate, although by the deadline for the publication of slates by the company. The slates should include a number of candidates not below 3 and not above 12, each listed by progressive number. Subject to ineligibility, each candidate may appear only on one slate. Individual Shareholders, shareholders belonging to the same group or members of a shareholder agreement pursuant to Article 122 of the CFA, may not present or be involved in the presentation, even through nominees or trust companies, of more than one slate or vote on other slates.

Article 11 of the By-Laws establishes specific provisions in relation to the composition of the slates, in order to guarantee compliance with the gender parity regulations concerning corporate boards as per Law No. 120 of July 12, 2011. In accordance with the above-stated law, at least one-third of directorship positions are reserved for the under-represented gender. It is therefore required that the slates include candidates of both genders, so as to guarantee that the new Board of Directors comprises at least one-third of Directors from the under-represented gender, with rounding in the case of fractions to the nearest highest number.

In accordance with the applicable regulations, the new Board of Directors should possess an adequate number of Directors considered independent in accordance with Article 148, paragraph 3 of the CFA and the Self-Governance Code (the “**Independent Directors**”), i.e. at least (i) 2 Independent Directors for a Board of Directors comprising up to 8 members and (ii) 3 Independent Directors for a Board of Directors comprising between 9 and 12 members.

In accordance with Article 147-ter, paragraph 1-bis of the CFA, the slates, accompanied by the necessary documentation, should be filed by shareholders at least twenty-five days in advance of the Shareholders’ Meeting; however, in consideration of the fact this deadline would fall on a holiday (i.e. April 2, 2018), it is postponed by one day, therefore with a deadline of **April 3, 2018**. The filing of slates should be made according to one of the following means: (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.

In accordance with the By-Laws and Article 144-octies of the “Issuers’ Regulation” adopted by Consob with motion No. 11971 of May 14, 1999, the slates filed at the company should be accompanied by (at the risk of non-acceptance): (i) declarations of the individual candidates, in which they accept their candidature and certify, under their own responsibility, the inexistence of any cause of ineligibility or incompatibility, as well as the satisfaction of the requirements prescribed by applicable regulations for the office of Director of the company, including where applicable, declarations on the independence of candidates; (ii) a curriculum vitae containing exhaustive information on their personal and professional characteristics of each candidate; (iii) indication of the identity of the shareholders who have presented the slates and their overall shareholding; and (iv) any other further declaration, disclosure and/or document required by law and applicable regulatory rules.

Finally, shareholders presenting a “minority slate” are governed by Consob communication No. DEM/9017893 of February 26, 2009.

For all other information relating to the means for preparation, presentation 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, in addition to the illustrative report on points (3) and (4) of the agenda of the Shareholders’ Meeting, which shall be made available on the site in accordance with law.

Where only one slate is presented, the Shareholders’ Meeting will vote on that slate and, where this slate receives the majority of the votes, all the members of the Board of Directors will be taken from this slate in accordance with applicable law and regulations, including gender equality regulations.

In the absence of slates, or if only one slate is presented and this does not obtain the majority of votes, or if the number of elected directors on the basis of slates presented is lower than the number of members to be elected, or if it is not possible for any reason to elect the Board of Directors in the manner provided for at Article 11 of the By-Laws, the members of the Board of Directors will be elected by the

Shareholders' Meeting by statutory majority, without the application of slate voting, save for the obligation to maintain the minimum number of independent directors established by law and in accordance with the applicable law and regulations in terms of gender equality quotas.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

In accordance with Article 148 of the CFA and Article 17 of the By-Laws, the Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of slates presented by shareholders.

The preparation, filing and publication of the slates should be made according to the means and deadlines established and restated in Article 17 of the By-Laws, to which reference should be made for that not expressly indicated.

Only shareholders who individually or collectively hold at least 2.5% of the share capital have the right to present slates. The minimum share ownership is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the company. The relative ownership certificate may be sent after filing of the slate, although by the deadline for the publication of slates by the company.

Each slate comprises two sections: one for candidates for the position of standing auditor and the other for candidates for the position of alternate auditor. The slates must include the names of one or more candidates for the position of auditor and one or more candidates for the position of alternate auditor; candidates are assigned progressive numbers. The number of candidates on each slate however should not exceed the number of board members to be elected.

Individual Shareholders, shareholders belonging to the same group or members of a shareholder agreement pursuant to Article 122 of the CFA concerning company shares, may not present or be involved in the presentation, even through nominees or trust companies, of more than one slate or vote on other slates. Subject to ineligibility, each candidate may appear only on one slate.

Article 17 of the By-Laws establishes specific provisions in relation to the composition of the slates, in order to guarantee compliance with the gender parity regulations concerning corporate boards as per Law No. 120 of July 12, 2011. In accordance with the above-stated law, at least one-third of statutory auditors positions are reserved for the under-represented gender. It is therefore required that the slates include candidates of both genders, so as to guarantee that the new Board of Statutory Auditors comprises at least one-third of Statutory Auditors from the under-represented gender, with rounding in the case of fractions to the nearest highest number.

In accordance with Article 147-ter, paragraph 1-bis of the CFA - as required by Article 148, paragraph 2 of the CFA - the slates, accompanied by the necessary documentation, should be filed by shareholders at least twenty-five days in advance of the Shareholders' Meeting; however, in consideration of the fact this deadline would fall on a holiday (i.e. April 2, 2018), it is postponed by one day, therefore with a deadline of **April 3, 2018**. The filing of slates should be made according to one of the following means: (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.

The following documents must be filed with each slate (at the risk of ineligibility): (i) information concerning the identity of the shareholders who have presented the slates and their overall shareholding; (ii) the declaration of the shareholders presenting the slate and other than those who hold, including jointly, a controlling or relative majority shareholding, stating the absence of connecting relationships with these latter, according to the applicable regulation; (iii) comprehensive personal and professional details upon the candidates; (iv) declarations in which the individual candidates accept their candidature and certify that they fulfill the legal requirements; (v) the list of management and control positions held by the candidates at other companies; (vi) any other further declaration, disclosure and/or document required by law and applicable regulatory rules.

Finally, shareholders presenting a "minority slate" are governed by Consob communication No. DEM/9017893 of February 26, 2009.

For all other information relating to the means for preparation, presentation and voting on slates, reference should be made to Article 17 of the By-Laws, available at the registered office and published on the company website at www.filagroup.it, in addition to the relative illustrative report on points (3) and (4) 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 and on the authorised storage mechanism NIS-STORAGE (www.emarketstorage.com), the following are made available to the public: (i) the form with 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 and on the authorised storage mechanism NIS-STORAGE (www.emarketstorage.com). In particular:

- at least 40 days before the date of the Shareholders' Meeting in single call, the illustrative report on points 3 and 4 of the agenda prepared by the Board of Directors in accordance with Article 125-ter of the CFA shall be made available to the public;
- at least 30 days before the date of the Shareholders' Meeting in single call, the illustrative report on points 1 and 2 of the agenda prepared by the Board of Directors in accordance with Article 125-ter of the CFA shall be made available to the public;
- at least 21 days before the date of the Shareholders' Meeting in single call, the statutory financial statements at 31.12.2017, the Group consolidated financial statements and the remuneration report, shall be made available as per Article 123-ter of Legs. Decree No. 58/98.

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This call notice is published on the company website www.filagroup.it, on the authorised storage mechanism at www.emarketstorage.com, at Borsa Italiana S.p.A. and in extract form in the "MF-Milano Finanza" newspaper.

Milan, March 16, 2018

For the Board of Directors The
Chairman
(Gianni Mion)