



SPAFID CONNECT

Informazione Regolamentata n. 1565-37-2018	Data/Ora Ricezione 10 Settembre 2018 19:08:00	MTA - Star
--	---	------------

Societa' : FILA

Identificativo : 108260

Informazione
Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

Tipologia : REGEM

Data/Ora Ricezione : 10 Settembre 2018 19:08:00

Data/Ora Inizio : 10 Settembre 2018 19:08:01

Diffusione presunta

Oggetto : F.I.L.A. S.p.A._PR_September 10 2018.

Testo del comunicato

Vedi allegato.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

PRESS RELEASE

SHAREHOLDERS' MEETING OF F.I.L.A. THAT WILL RESOLVE UPON A SHARE CAPITAL INCREASE OF UP TO EURO 100 MILLION CALLED

The Board of Directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. has called an Extraordinary Shareholders' Meeting to approve (i) a paid-in share capital increase of up to Euro 100,000,000; and (ii) a paid-in share capital increase of up to USD 2,050,000, to be converted into Euro at the exchange rate on the calculation date by the Board of Directors of the unitary subscription price of the share capital increase at sub (i) and, however, of not greater than Euro 2,500,000 to serve the exercise of warrants allocated to certain managers employed by the recently-acquired subsidiary Pacon Holding Company.

* * *

Pero, September 10, 2018. The Board of Directors of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. (“**F.I.L.A.**”, or the “**Company**”) operating in the creativity tools market, producing and designing coloring, writing and modelling objects, and listed on the Milan Stock Exchange, STAR segment, ISIN code IT0004967292 - during its meeting today has granted authority to call the Extraordinary Shareholders' Meeting to resolve upon a divisible paid-in share capital increase of up to Euro 100,000,000, including any share premium, to be complete by March 31, 2019, through the issue of ordinary shares and class B shares with full rights in the Company, in the form of a rights offering to shareholders, in accordance with Article 2441, paragraphs 1, 2 and 3 of the Civil Code and Article 5 of F.I.L.A.'s bylaws (the “**Capital Increase**”).

Purpose of the Capital Increase

As previously announced to the market, on June 7, 2018, F.I.L.A. acquired, through its US subsidiary Dixon Ticonderoga Company, 100% of the share capital of Pacon Holding Company (“**Pacon**”) for a cash payment of USD 340 million. The transaction was financed through a medium/long-term bank loan entered into with Mediobanca - Banca di Credito Finanziario S.p.A. and UniCredit S.p.A. (both acting as Joint Global Coordinators and Bookrunners), in an aggregate amount of Euro 570 million, that was also used to refinance the then existing Company's debt (the “**New Loan**”). The Capital Increase is aimed at optimizing F.I.L.A. Group's financial structure and following the acquisition of Pacon. The cash received from these parties shall in fact be used to repay in advance a portion of the New Loan. This early repayment will permit (i) an easing of financial leverage and (ii) the containment of F.I.L.A. Group financial expenses, which otherwise would be impacted by the increased interest margins applied to the New Loan in the case in which the capital increase is not completed within the contractually defined timeline.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

Underwriting consortium

For the capital increase, Mediobanca - Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) and UniCredit Corporate & Investment Banking (“**UniCredit**” and, together with Mediobanca, the “**Banks**”) will act as Joint Global Coordinators and Joint Bookrunners.

On May 7, 2018, the Banks entered into a pre-underwriting agreement with the Company. Under the pre-underwriting agreement, the Banks have undertaken - on terms and conditions in line with market practice for similar transactions - to enter into an underwriting agreement, pursuant to which each Bank with several but not joint liability, will commit to subscribe up to 50% of the newly issued capital increase shares in terms of any shares left unsubscribed as a result of the offering, in an aggregate amount of up to Euro 100 million and specifically, in an amount of up to Euro 50 million for each Bank.

Timing and other terms and conditions

Execution of the Capital Increase was subject to the completion of Pacon’s acquisition, which - as noted above – occurred on June 7, 2018.

It is proposed that the Capital Increase be completed by the first quarter of 2019.

In line with market practice, it is also proposed that the Board of Directors be granted the power to establish:

- the timing for the various phases of the Capital Increase, including the rights offering, in compliance with applicable statutory provisions and by the final deadline that will be set by the Shareholders’ Meeting;
- the subscription price for each of the new shares (which in any case cannot be lower than the par value) and the portion of the subscription price to be allocated to share premium reserve, if any;
- the maximum number and the proportion between the new ordinary shares and the new B shares to be issued, in addition to the ratio of options applicable to each of the ordinary and B existing shares.

Share capital increase connected to the Warrants

The Board of Directors also submits to the Extraordinary Shareholders’ Meeting the proposal for a separate divisible paid-in share capital increase for up to USD 2,050,000, to be converted into Euro at the exchange rate on the calculation date by the Board of Directors of the unitary subscription price of the capital increase and, however, of not greater than 2,500,000, including any share premium and at a subscription price per share equal to the price per share that will be set by the Board of Directors for the Capital Increase, to be completed by December 31, 2025, to facilitate the exercise of the warrants assigned to some former shareholders of the subsidiary

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

Pacon, who are also managers employed by the former (the “**Warrants**”), and therefore with exclusion of the pre-emption right as per Article 2441, paragraph 8 of the Civil Code, through the issue of ordinary shares in the number that will be determined by the Board of Directors once the subscription price for the Capital Increase has been set (the “**Warrants Capital Increase**” and, together with the Capital Increase, the “**Capital Increases**”).

Each Warrant assigns the right to subscribe to one new ordinary FILA share. The Warrants shall not be traded on an Italian or overseas regulated market and shall be exercisable until December 31, 2025 and transferable according to the terms and conditions to be indicated in the relative regulation.

* * *

The report to shareholders on the Capital Increases, to be published pursuant to Article 125-ter of the Consolidated Finance Act, Article 72 of the Issuers’ Regulation, and annex 3A of such Regulation, will be made available to the public in accordance with the deadlines and means set forth by applicable law, at the Company’s registered offices, on the Company website (www.filagroup.it) and through the “eMarket-STORAGE” authorized storage mechanism (www.emarketstorage.com).

* * *

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 510 million in 2017, 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 and Pacon Group, the German LYRA, the Mexican Lapiceria Mexicana, the English Daler-Rowney Lukas and the French Canson, founded by the Montgolfier family in 1557.

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, Doms, Maimeri, Daler-Rowney, Canson, Princeton and Strathmore. 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 27 production facilities (of which 2 in Italy) and 40 subsidiaries across the globe and employs approx. 9,000.

* * *

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

Important Regulatory Notice

*This communication does not contain or constitute an offer of, or the solicitation of an offer to buy, securities. The rights and shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933 as amended (the “**Securities Act**”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The rights or shares referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of the ordinary shares in the United States, Australia, Canada or Japan and F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. does not intend to register any portion of the offering of securities in the United States. Copies of this communication are not being made available and may not be distributed or sent into the United States, Canada, Australia or Japan.*

*Any public offering will be conducted in Italy pursuant to the prospectus that will be published following the approval by CONSOB (the “**Prospectus**”) in accordance with applicable laws and regulations. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, persons who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a)-(e) of the Order (all such persons together being referred to as “**Relevant Persons**”) Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.*

*This announcement has been prepared on the basis that any offer of shares or other securities in any Member State of the European Economic Area, other than Italy (each a “**Member State**”), will be made pursuant to an exemption under the Prospectus Directive (i.e., Directive 2003/71/EC, as amended from time to time, including by Directive 2010/73/EU) from the requirement to publish a prospectus for the offers of shares or securities. Accordingly, any person making or intending to make an offer in a Member State of securities which are the subject of the rights offering contemplated by this announcement may only do so in circumstances in which no obligation arises for F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. nor the underwriters have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. or the underwriters to publish or supplement a prospectus for such offer.*

This announcement is an advertisement and is not a prospectus pursuant to (i) the Prospectus Directive; and (ii) Italian Legislative Decree No. 58 of February 24, 1998 (as amended) and CONSOB Regulation No. 11971/1999 (as amended), implementing the Prospectus Directive. With respect to the public offer of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.’s shares in Italy contemplated by the Prospectus, any decision regarding the exercise of the pre-emptive subscription rights and the subscription of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.’s shares or the sale of the pre-emptive subscription rights in the context of the rights offering should only be made on the basis of the information contained in the

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

Prospectus. The Prospectus will be available at the registered office of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and on the website www.filagroup.it following the Prospectus' approval by CONSOB.

Read the Prospectus before subscribing

For further information:

F.I.L.A. Investor Relations

Stefano De Rosa - Investor Relations Officer

Francesca Cocco - Investor Relations

ir@fila.it

(+39) 02 38105206

For financial communication:

Community Strategic Communications Advisers

Tel. (+39) 02 89404231

fila@communitygroup.it

F.I.L.A Press Office

Cantiere di Comunicazione

Eleonora Galli: (+39) 02 87383180 -186 – mob: (+39) 331 9511099

e.galli@cantierecomunicazione.com

Antonella Laudadio: (+39) 02 87383180 -189

a.laudadio@cantierecomunicazione.com

Fine Comunicato n.1565-37

Numero di Pagine: 7