



# SPAFID CONNECT

Informazione Regolamentata n. 1565-39-2018	Data/Ora Ricezione 10 Settembre 2018 19:10:03	MTA - Star
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Societa' : FILA

Identificativo : 108262

Informazione  
Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

Tipologia : REGEM

Data/Ora Ricezione : 10 Settembre 2018 19:10:03

Data/Ora Inizio : 10 Settembre 2018 19:10:04

Diffusione presunta

Oggetto : F.I.L.A. S.p.A. - Shareholders' Meeting Call  
Notice September 10 2018

*Testo del comunicato*

Vedi allegato.

**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 EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. ("**FILA**" or the "**company**") is called in extraordinary session for October 11, 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. Proposal for a divisible paid-in share capital increase for a maximum amount of Euro 100,000,000, including any share premium, to be executed by and not beyond March 31, 2019, through the issue of ordinary and B shares with full rights, 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 the By-Laws. Consequent amendments to the By-Laws and resolutions thereon.
2. Proposal for a divisible paid-in share capital increase for a maximum 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 1. and, however, of not greater than Euro 2,500,000, including any share premium and at a unitary subscription price equal to that to be determined by the Board of Directors for the divisible share capital increase at *sub* 1, to be executed by and not beyond December 31, 2025, to facilitate exercise of the warrants assigned to managers employed by the subsidiary Pacon Holding Company, and therefore with exclusion of the pre-emption right as per Article 2441, paragraph 8 of the Civil Code, to be executed through the issue of a number of ordinary shares to be established by the Board of Directors once the subscription price for the share capital increase at *sub* 1. has been established. Consequent amendments to the By-Laws and 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, comprising 34,765,969 ordinary shares and 6,566,508 special B shares, all without nominal value. 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. **October 2, 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 **October 8, 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](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 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 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 conclusion of the second trading day before the Shareholders' Meeting (i.e. October 9, 2018), to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. “F.I.L.A. 2018 Extraordinary Shareholders' Meeting Proxy”, by hand during office hours (between 9 AM and 5 PM), 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 (therefore by October 9, 2018), 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.

#### **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 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 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](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.

#### **DOCUMENTATION**

Simultaneous to publication of this call notice, at the registered office of the company and on the company website [www.filagroup.it](http://www.filagroup.it) 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 report 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 "eMarket STORAGE" authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

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

Milan, September 10, 2018

For the Board of Directors  
The Chairman  
(Gianni Mion)

Fine Comunicato n.1565-39

Numero di Pagine: 6