



SPAFID CONNECT

Informazione Regolamentata n. 1565-58-2018	Data/Ora Ricezione 28 Novembre 2018 22:22:42	MTA - Star
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Societa' : FILA

Identificativo : 111329

Informazione
Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

Tipologia : REGEM

Data/Ora Ricezione : 28 Novembre 2018 22:22:42

Data/Ora Inizio : 28 Novembre 2018 22:22:43

Diffusione presunta

Oggetto : F.I.L.A. S.p.A._PR post extraordinary
shareholders meeting October 11, 2018 -
errata corrige

Testo del comunicato

Vedi allegato.

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PRESS RELEASE

F.I.L.A.: EXTRAORDINARY SHAREHOLDERS’ MEETING APPROVES (I) A SHARE CAPITAL INCREASE FOR A MAXIMUM EURO 100 MILLION AND (II) A 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 (I) AND, HOWEVER, OF NOT GREATER THAN EURO 2.5 MILLION, TO FACILITATE EXERCISE OF THE WARRANTS ASSIGNED TO MANAGERS EMPLOYED BY THE SUBSIDIARY PACON HOLDING COMPANY

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Pero, October 11, 2018 - The Extraordinary Shareholders’ Meeting of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (**F.I.L.A.** or the “**company**”), listed on the STAR segment of the Italian Stock Exchange, met today in single call under the chairmanship of Mr. Gianni Mion.

The Extraordinary Shareholders’ Meeting of F.I.L.A. approved:

- 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 all shareholders, in accordance with Article 2441, paragraphs 1, 2 and 3 of the Civil Code and Article 5 of the F.I.L.A. By-Laws (the “**share capital increase**”); simultaneous and consequent amendment to Article 5 of F.I.L.A.’s By-Laws;
- the assignment to the Board of Directors of the power to establish, with regards to the share capital increase:
 - a) the timing for the various phases of the share capital increase, including the rights offering, in compliance with applicable statutory provisions and the final deadline established by the Shareholders’ Meeting;
 - b) the subscription price for each of the new shares to be issued (which in any case may not be lower than the par value) and any portion of the subscription price to be allocated to the share premium reserve;
 - c) 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 existing ordinary shares and B shares;
- 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

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- subscription price of the share capital increase 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, to be executed by and not beyond December 31, 2025, to facilitate exercise of the warrants assigned free of charge 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 has been established (the “**share capital increase in service of the Warrants**” and, together with the share capital increase, the “**share capital increases**”); simultaneous and consequent amendment to Article 5 of F.I.L.A.’s By-Laws; and finally
- the assignment to the Board of Directors of the power to establish the number of warrants and the number of ordinary shares to be issued as part of the share capital increase in service of the Warrants according to the ratio between the overall value of this share capital increase and the unitary subscription price to be established in this regard, in addition to - as far as applicable - all other powers to implement the approved increase.

Filing of documentation

The summary of voting and the minutes of the AGM shall be made available to the public, according to the legally established deadlines and means, at the registered office, at Borsa Italiana S.p.A. and on the company website at www.filagroup.it, Governance section, in addition to the “eMarket STORAGE” authorised storage mechanism at www.emarketstorage.com.

This press release is available also on the company website at www.filagroup.it, Governance section, in addition to the “eMarket STORAGE” authorised storage mechanism at www.emarketstorage.com.

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***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.*

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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.

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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.

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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.

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Read the Prospectus before subscribing

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Fine Comunicato n.1565-58

Numero di Pagine: 7