



# SPAFID CONNECT

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Regolamentata

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Oggetto : F.I.L.A. S.p.A.\_PR\_Conclusion of the offer  
period\_December 17th, 2018

*Testo del comunicato*

Vedi allegato.

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## **PRESS RELEASE**

### **RIGHTS OFFERING ENDS**

- **APPROX. 97.88% OF THE NEW SHARES OFFERED FOR AN AMOUNT EQUAL TO EURO 97,844,141.04 WERE SUBSCRIBED, IN PARTICULAR, 97.48% OF THE NEW ORDINARY SHARES OFFERED FOR AN AMOUNT EQUAL TO EURO 81,963,294.00 AND 100% OF NEW CLASS B SHARES OFFERED FOR AN AMOUNT EQUAL TO EURO 15,880,847.04**
- **875,290 UNEXERCISED ORDINARY RIGHTS WILL BE OFFERED ON THE ITALIAN STOCK EXCHANGE STARTING FROM DECEMBER 19, 2018**

**Pero, December 17, 2018** – F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“**Fila**” or the “**Company**”) announces the ending, on the date hereof, of the Offer Period (as defined below) for the exercise of rights in connection with FILA’s rights offering, resulting from the paid-in share capital increase resolved upon by the Extraordinary Shareholders’ Meeting on October 11, 2018 (the “**Share Capital Increase**”) to be effected through the issuance of up to 9,538,263 new shares (“**New Shares**”) - including the offering of (i) rights to holders of ordinary shares of the Company of up to 8,022,915 new ordinary shares (the “**Ordinary Rights**”, and the “**New Ordinary Shares**”), and (ii) rights to holders of class B shares of the Company of up to 1,515,348 new class B shares (the “**Class B Rights**”, and the “**New Class B Shares**”, respectively).

During the offer period from December 3, 2018 to December 17, 2018 (both inclusive) (the “**Offer Period**”): 40,457,183 rights were exercised and consequently 9,336,273 new shares were subscribed, for a total value of Euro 97,844,141.04, and in particular (i) 33,890,675 Ordinary Rights were exercised for the subscription of 7,820,925 New Ordinary Shares, equal to 97.48% of the total New Ordinary Shares offered, for a total value of Euro 81,963,294,00; and (ii) 6,566,508 Class B Rights were exercised for the subscription of 1,515,348 New Class B Shares, equal to 100% of the total New Class B Shares offered, for a total value of Euro 15,880,847.04.

Therefore, at the end of the Offer Period there are 875,290 Ordinary Rights not exercised by shareholders or their transferees (the “**Unexercised Ordinary Rights**”) in connection with the subscription of 201,990 New Ordinary Rights, equal to 2.52% of the total New Ordinary Shares offered, for a total value of Euro 2,116,855.20.

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The Unexercised Ordinary Rights will be offered by the Company to the public in the rights auction on the Italian automated screen-based trading system managed by Borsa Italiana S.p.A. (the “MTA”), through Mediobanca – Banca di Credito Finanziario S.p.A, for up to five trading days, namely December 19, 20, 21, 27 and 28, 2018 (or until they have been entirely sold), in accordance with Article 2441, paragraph 3 of the Civil Code (the “**Rights Auction**”).

During the Rights Auction the Unexercised Ordinary Rights will be offered on the MTA under the ISIN Code IT0005353807.

During the first trading session all of the Unexercised Ordinary Rights will be offered; during the following trading sessions all of the Unexercised Ordinary Rights not yet sold in prior trading sessions will be offered.

Purchasers of Unexercised Ordinary Rights will be entitled to subscribe for three New Ordinary Shares for every 13 Unexercised Ordinary Rights at a price of Euro 10.48 per New Ordinary Share.

The exercise of the Unexercised Ordinary Rights acquired during the Rights Auction and, consequently, the subscription of the New Ordinary Shares - through intermediaries authorized and participating in the centralized management system of Monte Titoli S.p.A. – must be made by December 31, 2018, at the value date, (unless the Rights Auctions ends early due to the sale of all of the Unexercised Ordinary Rights during the trading session of December 19 and 20, 2018), failing which the rights shall expire.

If the Rights Auction ends early, the exercise of the Unexercised Ordinary Rights and, consequently, the subscription of the New Ordinary Shares must be made by the third trading day of Borsa Italiana S.p.A. following the communication of the ends of the Rights Auction, failing which the rights shall expire, and therefore:

- by and not later than December 27, 2018, at the value date, if the Rights Auction ends on December 19, 2018; and
- by and not later than December 28, 2018, at the value date, if the Rights Auction ends on December 20, 2018.

If all of the Unexercised Ordinary Rights are not entirely sold in the first two trading sessions indicated above (i.e., December 19 and 20, 2018), the deadline for the subscription of New Ordinary Shares will be December 31, 2018.

The New Ordinary Shares subscribed for by the end of the Rights Auction will be credited on the accounts of the intermediaries through the book-entry system of Monte Titoli S.p.A. at the end of

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the settlement period of the last day of exercise of Ordinary Rights in connection with the Rights Auction, at the value date.

As already communicated on November 28, 2018, the Company has entered into an underwriting agreement relating to the Rights Offering (the “**Underwriting Agreement**”). Pursuant to the Underwriting Agreement, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Corporate & Investment Banking, (each acting as Joint Global Coordinators), Banca Akros S.p.A., Banca IMI S.p.A. and BNP PARIBAS (each acting as Joint Bookrunners) committed to, among other things, subscribe for, on a several and not joint and several basis, any and all New Ordinary Rights that will remain unsubscribed for, following the Rights Auction up to a maximum aggregate amount of Euro 84,080,149.20. This amount is equal to the amount of the Share Capital Increase, net of Pencil S.p.A.’s irrevocable undertaking. On this matter, please note that Pencil S.p.A. has fulfilled its irrevocable undertaking to subscribe for all New Class B Shares.

The Registration Document, the Disclosure Note and the Summary Note are available to the public in accordance with law at the registered office of the company in Pero (MI), via XXV Aprile n. 5, on the company website, [www.filagroup.it](http://www.filagroup.it) and also on the eMarket STORAGE authorised storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).

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This press release is available on the company website at [www.filagroup.it](http://www.filagroup.it) and on the eMarket STORAGE authorised storage mechanism at [www.emarketstorage.com](http://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.*

*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.*

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*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 22 production facilities (of which 2 in Italy) and 35 commercial subsidiaries across the globe and employs approx. 9,500 persons.*

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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.*

*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**”),*

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*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 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](http://www.filagroup.it) following the Prospectus' approval by CONSOB.*

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Rights and the New Shares have been subject to a product approval process, which has determined that such Rights and New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Rights and the New Shares may decline and investors could lose all or part of their*

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*investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Offering.*

*For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and the New Shares.*

*Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.*

**Before subscribing, please read the Prospectus.**

\* \* \*

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Fine Comunicato n.1565-76

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