

**F.I.L.A.**

**Fabbrica Italiana Lapis ed Affini S.p.A.**

Registered office: Pero, Via XXV Aprile, 5

Approved share capital Euro 47,808,085.00, subscribed and paid-in for Euro 46,799,406.00

Milan Tax and Company Registration No.: 08391050963

**CALL NOTICE  
OF THE ORDINARY AND 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 ordinary and extraordinary session for April 18, 2019, 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**

**ORDINARY SESSION**

1. financial Statements for the year ended December 31, 2018, 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, 2018; resolutions thereon;
2. remuneration Report in accordance with Article 123-*ter* of Legislative Degree No. 58/98; resolutions thereon;
3. 2019-2021 incentive plan concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares called the "*2019-2021 Performance Shares Plan*" reserved for employees and/or for executive directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and/or other companies belonging to the Group, following the closure of the 2017-2019 stock grant plan called the "*2017-2019 Performance Shares Plan*" approved on April 27, 2017; resolutions thereon;
4. authorisation to acquire and utilise treasury shares; resolutions thereon.
5. appointment of a director to supplement the Board of Directors following co-option; resolutions thereon;
6. re-establishment of the remuneration of the Board of Statutory Auditors in office until the approval of the financial statements at December 31, 2020; resolutions thereon;

**EXTRAORDINARY SESSION**

1. proposal to grant to the Board of Directors, in accordance with Article 2443 of the Civil Code, for a period of five years from the approval date, the faculty to increase the share capital, freely and divisibly and also in a number of tranches in accordance with Article 2349 of the Civil Code, for a maximum Euro 458,049.00, to be entirely allocated to the share capital, through the issue of a maximum 497,879

shares without express nominal value, to be assigned to the beneficiaries of the 2019-2021 incentive plan concerning ordinary F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. shares called the “*2019-2021 Performance Shares Plan*”; with the consequent amendment of Article 5 of the By-Laws; 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 46,799,406.00, comprising 50,870,740 shares, of which 42,788,884 ordinary shares and 8,081,856 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. **April 9, 2019**, “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 15, 2019**). 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 is valid only for the proposals on which voting instructions are provided. Prior notice does not exempt the proxy granted the right to attend the Shareholders’ Meeting from the obligation to declare conformity with the original notified copy and to identify the principal. 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, the form available on the website [www.filagroup.it](http://www.filagroup.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 16, 2019**), 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 in 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. 2019 Shareholder’ Meeting Proxy*” and (ii) for proxy with electronic or digital signature, through the certified e-mail account [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). 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 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. In any case, those with voting rights may individually present proposals to the Shareholders' Meeting.

#### **APPOINTMENT OF A DIRECTOR TO SUPPLEMENT THE BOARD OF DIRECTORS**

The Shareholders' Meeting shall be called to appoint a director to supplement the Board of Directors following co-option, applying the statutory majorities and without slate voting (see Article 11.15 of the By-Laws). Reference should be made to Article 11 of the By-Laws concerning the requirements to be satisfied and the causes for forfeiture of office for directors.

Subject to any nominations that may be presented also at the Shareholders' Meeting, in order to assist the Shareholders' Meetings' business, Shareholders are invited to file any proposals at the registered office appropriately in advance and indicatively 5 (five) days before the Shareholders' Meeting. The nominations should be accompanied by (i) declarations by which the individual candidates accept their candidature and declare, in good faith, the inexistence of causes of ineligibility and incompatibility, in addition to satisfaction of the regulatory requirements to hold the position of director of the company, including declarations upon any qualification of independence; (ii) a curriculum vitae containing exhaustive information and the personal and professional characteristics of each candidate; (iii) the identity of the shareholders who have submitted the slates and the total percentage of shares held; and (iv) any additional or differing declaration, information, and/or documents provided for by applicable law and regulations.

Following the assessments on the characteristics of the director co-opted by the Board of Directors on November 13, 2018, Mr. Alessandro Potestà - already carried out on co-option and verification of requirements - the Board of Directors proposes to the Shareholders' Meeting to confirm the co-opted director Alessandro Potestà as a director of Fila. The *curriculum vitae* is available to Shareholders on the company website ([www.filagroup.it](http://www.filagroup.it)), together with the Shareholders' Meeting documentation.

Shareholders may still propose any additional nominations, which may also be presented at the Shareholders' Meeting, in compliance with the above indicated criteria and means. After the proposal of Mr. Alessandro Potestà by the Board of Directors, where his candidature is not approved by the Shareholders' Meeting, any additional candidates may be put forward for voting, subject to the fact, post-appointment, that the Board shall be called to carry out its verifications with regards to the regulation concerning satisfaction of the standing and independence requirements. For all other information relating to the means for the presentation of 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](http://www.filagroup.it), in addition to the illustrative report on the fourth point 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](http://www.filagroup.it) and on the authorised storage mechanism *eMarket storage* ([www.emarketstorage.com](http://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](http://www.filagroup.it) and on the authorised storage mechanism "*EMARKET STORAGE*" ([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 the "*MilanoFinanza*" newspaper.

Pero, March 18, 2019

The Board of Directors  
The Chairman  
*(Gianni Mion)*