

F.I.L.A.
Fabbrica Italiana Lapis ed Affini S.p.A.

Registered Office: Pero (Mi), via XXV Aprile, n. 5
Approved share capital Euro 47,736,706.00, subscribed and paid-in for Euro 46,876,271.68
Milan Tax No. and Companies Registration Office No.: 08391050963

SHAREHOLDERS' MEETING CALL NOTICE

With reference to the Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. ("**Fila**" or the "**Company**") called, in ordinary session, for April 22, 2020, in single call, at 10AM, at the offices of the Company, via XXV Aprile, No. 5, 20016, Pero (Mi), taking into account the developing emergency situation from COVID-19, as well as the additional restrictive measures adopted by the competent Authorities - including Presidential Decree of March 22, 2020, effective as from the March 23, 2020, which stipulated the "*prohibition for all natural persons to move, by public or private means of transport, to a municipality other than the one in which [on that date] they are located*" - and by virtue of Decree Law No. 18 of March 17, 2020 (the "**Decree Law 18/2020**"), in addition to that already indicated in the call notice published by the Company on March 22, 2020, we specify the following:

ATTENDANCE AND PARTICIPATION AT THE SHAREHOLDERS' MEETING

In accordance with Article 106, paragraph 2, of Legislative Decree 18/2020, the Shareholders' Meeting will be held with the participation, for the persons admitted, exclusively by means of telecommunications which can guarantee the identification of the participants and their participation, without in any case the need for the chairman and the secretary taking the minutes to be in the same place. In particular, it should be noted that the participation of directors, statutory auditors, the designated agent, the secretary of the shareholders' meeting and representatives of the independent audit firm will take place exclusively through the use of remote connection systems.

Voting may not take place through correspondence or electronic means.

Pursuant to Article 106, paragraph 4, of Legislative Decree 18/2020, the participation at the Shareholders' Meeting of those who have the right to vote will take place exclusively through Società per Amministrazioni Fiduciarie Spafid S.p.A. ("**Spafid**") with registered office in Milan, Designated Agent of the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "CFA") and Article 10.4 of the By-Laws of Fila, to which proxy must be conferred, in the manner and under the conditions indicated below.

The instructions for participation in the Shareholders' Meeting by means of telecommunications will be communicated by the Company to Spafid, to the directors and statutory auditors and to other persons entitled to attend, other than those who have the right to vote. In any case, access to the meeting location by shareholders or delegates other than Spafid is excluded.

REPRESENTATION AT THE SHAREHOLDERS' MEETING AND THE DESIGNATED AGENT

As per Article 106, paragraph 4 of Legislative Decree 18/2020, those who have the right to vote, should they wish to attend the Shareholders' Meeting, may alternatively:

1. be represented as per Article 135-*novies* of the CFA - by proxy and/or sub-delegation containing voting instructions on all or some of the proposals on the agenda - by Spafid, Designated Agent of the Company as per Article 135-*undecies* of the CFA and Article 10.4 of the Fila By-Laws. For this purpose, the proxy form on the Company's website www.filagroup.it can be used. It should be noted that proxy may be provided by means of a paper document signed in handwritten signature, or also by means of an electronic document signed in electronic form in accordance with the provisions of Article 135-*novies*, paragraph 6, of the CFA. Proxy/sub-delegate notification, including electronically, must comply with the instructions on the proxy form. Proxy must be received by 6PM on the day before the Shareholders' Meeting. The proxy and voting instructions can always be revoked by the above deadline;
2. confer, pursuant to Article 135-*undecies* of the CFA, without expenses to be borne by the principal except for sending costs, a proxy with voting instructions on all or some of the proposals on the agenda to Spafid, Designated Agent of the Company as per Article 135-*undecies* of the CFA and Article 10.4 of the Fila By-Laws. Proxy should contain voting instructions on all or some of the matters on the agenda and shall be valid only for the proposals on which voting instructions are provided. 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).

The original copy of the proxy must be received by the afore-mentioned Designated Agent, together with a copy of a valid identity document of the delegating shareholder or, if the delegating shareholder is a legal person, the *pro tempore* legal representative or a differing person with appropriate powers, together with suitable documentation to certify his/her qualification and powers, by the end of the 2nd (second) trading day prior to the date of the Shareholders' Meeting (*i.e.* by 11:59PM on April 20, 2020) at the certified mail address assemblee@pec.spafid.it indicating in the subject field "*DA Proxy F.I.L.A. 2020 Shareholders' Meeting*" and/or by courier/registered mail to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "*DA Proxy F.I.L.A. 2020 Shareholders' Meeting*". 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 (*i.e.* by 23:59 of April 20, 2020), according to the means indicated above. The shares for which the proxy was conferred, even partially, are included for the quorum of the Shareholders' Meeting. For the proposals where no voting instructions have been provided, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions.

For any clarifications concerning the conferment of proxy to the Designated Agent (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), Spafid may be contacted at confidential@spafid.it or at the following phone number (+39) 0280687331 (business days between 9AM and 5PM).

* * *

This is without prejudice to the other information contained in the call notice published by the Company on March 22, 2020, in the manner and within the timeframe set out in the applicable laws and regulations, to which reference is made and, in particular, the information relating to:

1. the agenda;

2. the share capital;
3. attendance and participation at the Shareholders' Meeting (record date April 9, 2020);
4. the right to supplement the Agenda and present new proposals on matters on the Agenda of the Shareholders' Meeting;
5. the right to submit questions;
6. the procedures for the appointment of a director to supplement the Board of Directors following co-option;
7. the documentation.

* * *

This call notice supplement is published on the company website www.filagroup.it, on the “EMARKET STORAGE” authorised storage mechanism at www.emarketstorage.com and in the “Il Giornale” daily newspaper.

Pero, March 27, 2020

On behalf of the Board of Directors
The Chairman

(Giovanni Gorno Tempini)