



SPAFID
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Oggetto : F.I.L.A. S.p.A._ Ordinary & Extraordinary
Shareholders' Meeting Call Notice

Testo del comunicato

Vedi allegato.

F.I.L.A.

Fabbrica Italiana Lapis ed Affini S.p.A.

Registered Office: Pero (Mi), via XXV Aprile, n. 5
Subscribed and paid-in share capital of Euro 46,967,523.68
Milan Tax No. and Companies Registration Office No.: 08391050963

CALL NOTICE OF THE EXTRAORDINARY AND ORDINARY 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 and ordinary session for **April 27, 2021**, in single call, at the time of 10 AM, to the company's offices at via XXV Aprile, n. 5, 20016, Pero (Mi), to discuss and consider the following

AGENDA

Extraordinary session

1. Amendment of Articles 8, 10, 11, 12, 13, 14, 17, 18 and 20 of the By-Laws; resolutions thereon.
2. Granting of the power to the Board of Directors, pursuant to Article 2443 of the Civil Code, for a period of five years from the date of the Shareholders' Meeting resolution granting the power, to increase the paid-in share capital, in one or more tranches, with the exclusion of pre-emption rights, pursuant to Article 2441, paragraph 4, second section, of the Civil Code; consequent amendment of Article 5 of the By-Laws; resolutions thereon.

Ordinary session

1. Separate financial statements and consolidated financial statements; distribution proposal:
 - 1.1 Approval of the separate financial Statements for the year ended December 31, 2020, along with 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, 2020; resolutions thereon;
 - 1.2 Approval of the proposal to distribute profits for the year and/or available reserves; resolutions thereon;
2. Remuneration policy and report:
 - 2.1 approval of the first section of the remuneration policy and report prepared pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (i.e. remuneration policy for the year 2021); resolutions as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998;
 - 2.2 consultative vote on the second section of the remuneration policy and report prepared pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (i.e. remuneration report for the year 2020); resolutions as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.

3. Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 22, 2020 for any portion not executed; resolutions thereon.
4. Appointment of the Board of Directors:
 - 4.1 establishment of the number of members of the Board of Directors;
 - 4.2 establishment of the duration of office of the appointed Board of Directors;
 - 4.3 appointment of the members of the Board of Directors;
 - 4.4 establishment of the fees of the members of the Board of Directors;
 - 4.5 appointment of the Honorary Chairperson; resolutions thereon.
5. Appointment of the Board of Statutory Auditors:
 - 5.1 appointment of the members of the Board of Statutory Auditors for the 2021-2023 period;
 - 5.2 appointment of the Chairperson of the Board of Statutory Auditors;
 - 5.3 establishment of the fees of the members of the Board of Statutory Auditors.

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1. **COVID-19 EMERGENCY - HOSTING OF THE SHAREHOLDERS' MEETING**

In view of the ongoing health emergency related to the COVID-19 epidemic and taking into account the regulatory provisions issued to contain the outbreak, the Company has decided to utilise the option under Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020 on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*", converted into law with amendments by Law No. 27 of April 24, 2020 (the "**Italy Healthcare Decree-Law**"), whose application was most recently extended by Decree-Law No. 183 of December 31, 2020 converted into law with amendments by Law No. 21 of February 26, 2021. In particular, as per Article 106, paragraph 4 of the "Italy Healthcare Decree Law", participation at the Shareholders' Meeting by persons so entitled is exclusively by granting proxy (or sub-delegation) to the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "**Consolidated Finance Act**") - Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan, via Filodrammatici No. 10 (the "**Designated Agent**" or "**Spafid**") - according to the methods below in the Paragraph "*Representation at the Shareholders' Meeting*", as the physical participation of individual shareholders is not permitted. Moreover, the Designated Agent may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Finance Act, as an exception to Article 135-*undecies*, paragraph 4 of the Consolidated Finance Act, with the methods detailed below in the paragraph "*Representation at the Shareholders' Meeting*".

It should be noted that, without prejudice to that stated above concerning the possibility for those who have the right to vote to intervene exclusively through the Designated Agent, the directors, the statutory auditors, the secretary of the meeting, the notary, the Designated Agent, the representatives of the auditing firm, as well as the other parties whose participation at the meeting is requested, may also take part in the meeting by means of telecommunications which ensure their identification, without it being necessary for the chairperson, the secretary and the notary to be in the same place. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be communicated by the Company, to the directors and statutory auditors and to other persons entitled to attend, other than those who have the right to vote.

Given the procedures for holding the Shareholders' Meeting, it shall be deemed to be duly called and held at the Company's registered office in Via XXV Aprile, 5, 20016, Pero (MI).

Any changes will be promptly disclosed in the same manner as for the publication of the notice/or and in any case through the information channels provided for by the applicable regulations.

2. INFORMATION ON THE SHARE CAPITAL

At the publication date of this call notice, the share capital of FILA amounts to Euro 46,967,523.68, comprising 51,040,048 shares, of which 42,958,192 ordinary shares and 8,081,856 special B shares, all without nominal value. Each ordinary share assigns the right to 1 (one) vote at the Shareholders' Meeting, while each B share assigns the right to 3 (three) votes at the Shareholders' Meeting.

As of the date of this call notice, the Company does not hold any treasury shares.

3. RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Those entitled to attend the Shareholders' Meeting and exercise their voting right, exclusively by conferring a specific proxy (or sub-delegation) to the Designated Agent, are those in whose favour the Company has received a specific communication from an intermediary authorised to keep accounts in accordance with the law, on the basis of the accounting records relating to the end of the accounting day of the 7th (seventh) open market day (i.e. **April 16, 2021**) preceding the date of the Shareholders' Meeting (the "record date"), in compliance with the provisions of Article 83-*sexies* of the Consolidated Finance Act and Article 10 of Fila's By-Laws (the "**By-Laws**"). The communication of the appointed intermediary must be received by the company by the end of the 3rd (third) business day before the date fixed for the Shareholders' Meeting (i.e. by **April 22, 2021**). The right to attend and vote, exclusively through the Designated Agent, 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.

Debits and credits to the relevant accounts subsequent to the record date do not affect the right to vote at the Shareholders' Meeting. Therefore, those who will hold the Company's shares only after that date will not be entitled to attend and vote at the Meeting and will not be able to grant proxy (or sub-delegation) to the Designated Agent; in this case, if the shares are registered in the account before the opening of the meeting, they will be considered as not having taken part in the approval of resolutions, pursuant to Article 127-*bis*, paragraph 2 of the Consolidated Finance Act.

Communication to Fila as above is carried out by the appointed intermediary on the request of those with voting rights. Holders of voting rights are requested to give instructions to the authorised intermediary who keeps the relevant accounts, so that the aforesaid communication is made to the Company. The Company is not responsible for any notice required by the authorised intermediary or for any financial charges for the fulfilment of the obligations pertaining to the latter.

Please note that it is not possible to vote electronically and/or by post.

4. REPRESENTATION AT THE SHAREHOLDERS' MEETING

As per Article 106, paragraph 4 of the Italian Healthcare Decree, the Company has availed of the possibility to provide that participation at the Shareholders' Meeting is allowed exclusively by means of representation, in particular by freely granting proxy to the Designated Agent, i.e. Spafid.

The proxy may be conferred, in the manner described below, alternatively pursuant to:

- (i) Article 135-*novies* of the CFA, by means of the "ordinary proxy (or sub-delegation) form"; or
- (ii) Article 135-*undecies* of the Consolidate Finance Act, by means of the "proxy form for the Designated Agent".

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 numbers (+39) 0280687.319 and (+39) 0280687.335 (business days between 9AM and 5PM).

4.1 ORDINARY PROXY (OR SUB-DELEGATION) PURSUANT TO ARTICLE 135-NOVIES OF THE CONSOLIDATED FINANCE ACT

Each person entitled to attend and exercise voting rights may be represented at the Meeting by the Designated Agent by means of proxy (or sub-delegation) granted pursuant to Article 135-*novies* of the Consolidated Finance Act and Article 10.3 of the By-Laws, without any expenses except for transmission costs.

The proxy must be given using the proxy and/or sub-delegation form available on the Company's *website* at www.filagroup.it, "*Governance - Documents - Shareholders' Meetings*" ("*Ordinary proxy/ sub-delegation form*") section. The proxy and/or sub-delegation to the Designated Agent must contain voting instructions on all or some of the proposals relating to the matters on the agenda; the Designated Agent shall not cast any vote at the Meeting in relation to those proposals for which he/she has not received precise voting instructions.

The proxy and/or sub-delegation must be sent to the Designated Agent, together with a copy of the currently valid identity document of the principal and, in the case of a legal entity, a copy of an identity document of the *pro tempore* legal representative, or of another party with suitable powers, together with documentation proving the company's powers (copy of Chamber of Commerce certificate or similar), must be sent by one of the following alternative methods:

- (i) sending of an electronically reproduced copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (subject "*Proxy for Fila 2021 Shareholders' Meeting*") from your own certified email address (or, alternatively, by ordinary email, in which case the proxy (or sub-delegation) with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) sending of an original copy, by courier or registered mail, to the address Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "*Proxy for Fila 2021 Shareholders' Meeting*"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblee@pec.spafid.it (with the subject "*Proxy for Fila 2021 Shareholders' Meeting*").

In order to allow the Company and the Designated Agent to receive and verify the proxies (or sub-delegations) in advance of the beginning of the meeting, it is recommended that the entitled parties to send their proxies (or sub-delegations) by 6PM on **April 26, 2021**; it being understood that the Designated Agent may accept proxies and/or sub-delegations and/or voting instructions also after the above-mentioned deadline, provided that such arrive before the beginning of the meeting's business.

The proxy (or sub-delegation) and/or the related voting instructions can be revoked within the same deadline mentioned above, according to the same procedures used for their conferral.

4.2 PROXY TO THE DESIGNATED AGENT AS PER ARTICLE 135-UNDECIES OF THE CONSOLIDATED FINANCE ACT

The proxy, together with the voting instructions, can also be given - without any cost for the principal except for the transmission costs - to Spafid, in its capacity as Designated Agent of the Company as per Article 135-*undecies* of the Consolidated Finance Act and Article 10.4 of the By-Laws.

The proxy to the Designated Agent must be given using the specific proxy form, available on the Company's website at the address www.filagroup.it "Governance - Documents - Shareholders' Meetings" section ("Proxy/subdelegation form to the Designated Agent").

The proxy to the Designated Agent must contain voting instructions on all or some of the proposals relating to the matters on the agenda. A proxy to the Designated Agent shall be effective only with respect to proposed resolutions for which the principal has given voting instructions. The shares of the Company in relation to which proxy is conferred, also partially, are included in relation to the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been conferred, the shares of the Company are not however included for the calculation of the necessary majority and of the share capital percentage required to approve the resolutions.

The proxy form for the Designated Agent with the related voting instructions must be received by the Designated Agent by the end of the 2nd (second) trading day prior to the date of the first call of the Shareholders' Meeting (i.e. by 11:59 pm on **April 23, 2021**), together with a copy of a valid identity document of the principal and, in case of a legal person, a copy of an identity document of the *pro tempore* legal representative, or of another party with appropriate powers, together with documentation proving the corporate powers (copy of a Chamber of Commerce certificate or similar). The proxy must be delivered to the Designated Agent by one of the following alternative methods:

- (i) sending of an electronically reproduced copy (PDF) to the certified e-mail address assemblea@pec.spafid.it (subject "Proxy for Fila 2021 Shareholders' Meeting") from your own certified email address (or, alternatively, by ordinary email, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) sending of an original copy, by courier or registered mail, to the address Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy for Fila 2021 Shareholders' Meeting"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address assemblea@pec.spafid.it (with the subject "Proxy for Fila 2021 Shareholders' Meeting").

The proxy to the Designated Agent and the voting instructions are revocable by the same deadline as above (i.e. by 11:59 p.m. on **April 23, 2021**) in the same manner used for their conferral.

5. 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. Applications must be received within 7 (seven) open market days prior to the date of the Meeting (i.e., the "record date" i.e., by **April 16, 2021**). The Company does not guarantee a response to questions received after this deadline.

Questions may be submitted to: (i) by registered letter with return receipt, to be sent to the registered office of Fila in via XXV Aprile n. 5; Pero (MI) - 20016, or (ii) by certified email to the address "amministrazione@pec.fila.it".

Those who declare ownership of shares at the question presentation date have the right to obtain a response. For this purpose, a certificate issued by the custodian intermediary must be produced, even after the submission of the application, provided that it is issued by the 3rd (third) day after the record date (i.e. by **April 19, 2021**), and effective until said date, certifying the ownership of the shares by the applicant. It is however not necessary where the

intermediary has sent to the company the communication for attendance at the Shareholders' Meeting. In case the shareholder has asked his/her filing intermediary for the communication of legitimacy to attend the Meeting, it will be sufficient to indicate in the request the references of such communication that may have been issued by the qualified intermediary.

Only questions relating to matters on the Agenda will be taken into consideration. In order to facilitate the organisation of the answers, it is requested that the questions contain the reference to the page number of the relevant Illustrative Report of the Board of Directors on the items on the agenda or a differing document made available for the Meeting. The Company may provide a single reply to questions with the same subject matter.

The questions received by the above deadline will be answered by **April 23, 2021**, after having verified their relevance and the legitimacy of the applicant, by means of publication in the section of the Company's website at the address www.filagroup.it "Governance - Documents - Shareholders' Meetings" section. The Company decided to bring forward the deadline for providing the answer, compared to the provisions of Article 127-ter, paragraph 1-bis, of the Consolidated Finance Act, in order to allow the shareholders to make an informed choice for the purpose of voting instructions to the Designated Agent in due time.

6. SUPPLEMENTATION TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PROPOSALS ON MATTERS FROM SHAREHOLDERS HOLDING AT LEAST 2.5% OF THE SHARE CAPITAL

In compliance with the Article 126-bis of the Consolidated Finance Act, the shareholders who, also jointly, represent at least 2.5% (one fortieth) of the share capital may request within 10 (ten) days from the publication of this call notice (i.e. by **March 26, 2021**), to add to the list of matters to be discussed, or to submit proposals for resolutions on matters already on the agenda, indicating in the request the additional matters proposed and/or the proposed resolutions.

Pursuant to Article 126-bis, paragraph 3 of the CFA, the addition of the matters to the Agenda is not permitted for those matters on which the Shareholders' Meeting passes motions, as prescribed by law, by Board of Directors proposal or in relation to a project or report prepared by the Board, other than that set out in Article 125-ter, paragraph 1 of the CFA.

The question must be submitted in writing and sent (i) by registered letter with confirmation of receipt addressed to the registered office of Fila in via XXV Aprile n. 5; Pero (MI) - 20016, or (ii) by certified e-mail to the address "amministrazione@pec.fila.it", together with the certificates issued by the authorised intermediary(ies) in compliance with their accounting records, certifying possession of at least 2.5% of the share capital. Within this term (i.e. by **March 26, 2021**) and according to the same procedures, the applicant shall send to the Board of Directors of the Company a report on the issues they propose to be covered and/or containing the explanation and the reasons for the submission of further resolution proposals on issues already on the agenda.

Supplementations admitted by the Board of Directors or the presentation of further proposals for resolutions on items already on the Agenda will be communicated fifteen days before the date set for the Shareholders' Meeting (i.e. by **April 12, 2021**), according to the same legal terms set out for the call notice. At the same time as publication of the supplementation notice or of the presentation, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting shareholders, accompanied by any evaluations of the administrative body, will be made available to the public.

7. PRESENTATION OF NEW PROPOSALS BY THE HOLDERS OF VOTING RIGHTS (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SECTION OF THE CFA)

Given that participation in the Shareholders' Meeting is permitted exclusively through the Designated Agent, for the sole purpose of this Shareholders' Meeting and taking into account the extraordinary circumstances and

measures related to the COVID-19 pandemic, those who have the right to vote may individually submit to the Company proposals for resolutions on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate section, of the CFA - well in advance and, in any case, by **April 11, 2021**.

The aforementioned proposals, which shall be clearly and completely worded, shall be submitted in writing, referencing "*Resolution proposals pursuant to Article 126-bis, paragraph 1, penultimate section of the CFA*", together with the information that enables identification of the person submitting them, as well as the information concerning the ownership of shares (by means of a specific certification issued by the intermediary) and of the related voting right, and shall be sent to the Company by the aforementioned deadline (i.e. by **April 11, 2021**) by means of a certified e-mail to the address "amministrazione@pec.fila.it".

The resolution proposals received by the Company will be published on the Company's website at the address www.filagroup.it "*Governance - Documents - Shareholders' Meetings*" section, so that the holders of voting rights may examine them for the purpose of granting proxies and related voting instructions to the Designated Agent.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals regarding items on the Agenda, their completeness and compliance with applicable regulations, as well as the legitimacy of the proposers.

8. APPOINTMENT OF THE BOARD OF DIRECTORS

In accordance with Article 147-ter of the CFA and Article 11.3 of the By-Laws, the Board of Directors is appointed by the Shareholders' Meeting on the basis of slates presented by shareholders. The preparation, filing and publication of slates should be completed in accordance with the means and deadlines established or restated in Article 11 of the By-Laws, to which reference should be made for any information not expressly indicated below.

Pursuant to Articles 11.4 and 11.5 of the By-Laws, only shareholders who individually or collectively hold at least 2.5% (one fortieth) of the share capital have the right to present slates. The minimum share ownership is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Company. The relative ownership certificate may be sent after the slate is filed, provided it is done so by the deadline for the publication of slates by the Company, i.e. no later than the 21st (twenty-first) day before the date of the Meeting (i.e. by **April 6, 2021**). Pursuant to Article 11.10 of the By-Laws, consideration is not taken of the slates which have not obtained at least half of the votes required for the presentation of slates.

Pursuant to Article 11.8 of the By-Laws, individual shareholders, shareholders belonging to the same group or members of a shareholders' agreement pursuant to Article 122 of the CFA, may not present or be involved in the presentation, even through nominees or trust companies, of more than one slate or vote on other slates. Subject to ineligibility, each candidate may appear on only one slate.

In light of and considering the Board of Directors proposal to amend Article 11.6 of the By-Laws (as per point 1 of the extraordinary part of the Shareholders' Meeting referred to in this notice) concerning the reduction from 3 (three) to 1 (one) of the minimum number of members of the slates to be submitted within the procedure for the appointment of the Board of Directors, and in compliance with the indications to this effect received from Consob, the Company shall also deem admissible those slates composed of a number of candidates lower than 3 (three), without prejudice to the maximum limit of 12 (twelve) candidates.

The members of each slate are assigned progressive numbering. Subject to ineligibility, each candidate may appear on only one slate.

Pursuant to current legislation and regulations, as well as Article 11.2 of the By-Laws:

- (i) candidates for the office of Director must meet the requirements of good standing laid down in Article 147-*quinquies* of the CFA, which refers to the standing requirements for Statutory Auditors of listed joint-stock companies established in the regulations issued by the Ministry of Justice pursuant to Article 148(4) of the CFA, which in turn refers to Article 2 of Ministry of Justice Decree No. 162 of March 30, 2000;
- (ii) the new Board of Directors must ensure the presence of an adequate number of Directors who meet the independence requirements (the "**Independent Directors**") applicable to the Statutory Auditors of listed joint-stock companies pursuant to Article 148, paragraph 3, of the CFA and pursuant to Recommendation No. 5 of the Corporate Governance Code for listed companies, adopted by the Corporate Governance Committee in January 2020 and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria.

Article 11.6 of the By-Laws also establishes specific provisions in relation to the composition of the slates in order to guarantee compliance with the gender balance regulations concerning corporate boards as per Article 1, paragraphs 302-303 of Law No. 160 of December 27, 2019, which amended paragraph 1-*ter* of Article 147-*ter* and paragraph 1-*bis* of Article 148 of the CFA. In accordance with the above-stated law, at least two fifths of directorship positions are reserved for the under-represented gender.

The slates must therefore include candidates of both genders, so as to guarantee that the new Board of Directors comprises at least two fifths of Directors from the under-represented gender, with rounding in the case of fractions to the nearest highest number.

Pursuant to Article 147-*ter*, paragraph 1-*bis* of the CFA and Article 11.5 of the By-Laws, the slates - together with the required documentation - shall be filed by the shareholders by the 25th (twenty-fifth) day prior to the date of the Meeting, i.e. by **April 2, 2021**. Slates must be filed in one of two ways: (i) by registered letter with return receipt, to be sent to the registered office of Fila in via XXV Aprile n. 5; Pero (MI) - 20016, or (ii) by certified email to the address "amministrazione@pec.fila.it". In any case, the slates should be filed with the reference "Filing of slates for the Board of Directors" and information should be enclosed that enables the person filing the lists to be identified.

In accordance with Article 11.7 of the By-Laws and Article 144-*octies* of Consob Regulation No. 11971 of May 14, 1999 (the "**Issuers' Regulation**"), the slates filed at the Company should be accompanied by (at the risk of non-acceptance):

- (i) declarations of the individual candidates, in which they accept their candidature and certify, under their own responsibility, the inexistence of any cause of ineligibility or incompatibility, as well as the satisfaction of the requirements prescribed by applicable regulations for the office of Director of the Company, including where applicable, declarations on the independence of candidates;
- (ii) a curriculum vitae containing exhaustive information on their personal and professional characteristics of each candidate;
- (iii) indication of the identity of the shareholders who have presented the slates and their overall shareholding; and
- (iv) any other further declaration, disclosure and/or document required by law and applicable regulatory rules.

The slates, accompanied by the documentation and information on the characteristics of the candidates, will then be made available to the public by the Company, by the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by **April 6, 2021**), at the registered office, on the Company's website at the address www.filagroup.it, "Governance - Documents - Shareholders' Meetings" section, as well as on the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com).

Shareholders presenting a Minority Slate are governed by Consob communication No. DEM/9017893 of February 26, 2009.

Where only one slate is presented, the Shareholders' Meeting will vote on that slate and, where this slate receives the majority of the votes, all the members of the Board of Directors will be taken from this slate in accordance with applicable law and regulations, including gender equality regulations (rounded upwards where resulting in a fraction).

In the absence of slates, or if only one slate is presented and this does not obtain the majority of votes, or if the number of elected Directors on the basis of slates presented is lower than the number of members to be elected, or if it is not possible for any reason to elect the Board of Directors in the manner provided for at Article 11 of the By-Laws, the members of the Board of Directors will be elected by the Shareholders' Meeting by statutory majority, without the application of slate voting, save for the obligation to maintain the minimum number of Independent Directors established by law and in accordance with the applicable law and regulations in terms of gender equality quotas.

Pursuant to Article 11.18 of the By-Laws, where during the year one or more Directors elected from the slate which attained the second highest number of votes at the Shareholders' Meeting vacates office, the Board of Directors shall, where possible, apply the procedure to co-opt an unelected candidate from the slate of the resigning Director, subject to the obligation to maintain the minimum number of Independent Directors established by law and in accordance with applicable law and regulations in relation to gender equality.

For all other information relating to the means for preparation, presentation 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, "Governance - Documents - Governance Systems and Rules" section, in addition to the Board of Directors Illustrative Report on the 4th (fourth) point of the Agenda of the Shareholders' Meeting, which shall be made available on the website in accordance with law.

9. APPOINTMENT OF THE HONORARY CHAIRMAN

As per Article 12.5 of the By-Laws "one or more shareholders representing at least 20% (twenty percent) of the share capital may propose to the Shareholders' Meeting the appointment of a Chairperson with an honorary function, (the "**Honorary Chairperson**"), selected from among persons of high standing and who have contributed to the success and/or the development of the Company.

The Honorary Chairperson may also be appointed from outside the members of the Board of Directors; in such case the Honorary Chairperson may remain in office longer than the term of the Board of Directors. The Honorary Chairperson, where not a Director of the Board, may participate at meetings of the Board of Directors and the Shareholders' Meetings exclusively to express assessments and non-binding opinions on matters dealt with by the Board of Directors or by the shareholders, and may represent the Company on the basis of special powers of attorney issued in writing by the competent corporate boards.

The Board of Directors shall determine any fees or any other remuneration and/or reimbursement of expenses due to the Honorary Chairman.

10. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

In accordance with Article 148 of the CFA and article 17 of the By-Laws, the Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of slates presented by shareholders. The preparation, filing and publication of slates should be completed in accordance with the means and deadlines established or restated in Article 17 of the By-Laws, to which reference should be made for any information not expressly indicated below.

Pursuant to Articles 17.2 and 17.3 of the By-Laws, only shareholders who individually or collectively hold at least 2.5% (one fortieth) of the share capital have the right to present slates. The minimum share ownership is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Company. The relative ownership certificate may be sent after the slate is filed, provided it is done so by the deadline for the publication of slates by the Company, i.e. no later than the 21st (twenty-first) day before the date of the Meeting (i.e. by **April 6, 2021**).

Pursuant to Article 17.7 of the By-Laws and Article 144-*sexies*, paragraph 5 of the Issuers' Regulation, and regarding the presentation of slates for the appointment of the Board of Statutory Auditors only, in the event where only one slate is filed by the deadline for presentation of slates (i.e. by **April 2, 2021**), or slates are only presented by connected shareholders pursuant to the applicable provisions, slates for candidates for the roles of Statutory Auditor and Alternate Auditor may be presented up to the third day subsequent to the stated deadline (therefore by **April 5, 2021**). It should be noted that, in the event the term is extended pursuant to the aforementioned provisions, the threshold for submitting slates is reduced by half and is therefore equal to 1.25% of the shares with voting rights at the Meeting.

Pursuant to Article 17.6 of the By-Laws, individual shareholders, shareholders belonging to the same group or members of a shareholders' agreement pursuant to Article 122 of the CFA, may not present or be involved in the presentation, even through nominees or trust companies, of more than one slate or vote on other slates. Subject to ineligibility, each candidate may appear on only one slate.

Each slate comprises two sections: the first lists the names of the candidates for the office of Statutory Auditor, while the second lists the names of the candidates for the office of Alternate Auditor. The slates must include the names of one or more candidates for the position of auditor and one or more candidates for the position of alternate auditor; candidates are assigned progressive numbers. The number of candidates on each slate however should not exceed the number of board members to be elected.

Article 17.4 of the By-Laws also establishes specific provisions in relation to the composition of the slates in order to guarantee compliance with the gender balance regulations concerning corporate boards as per Article 1, paragraphs 302-303 of Law No. 160 of December 27, 2019, which amended paragraph 1-*ter* of Article 147-*ter* and paragraph 1-*bis* of Article 148 of the CFA. In accordance with the above-stated law, at least two fifths of directorship positions are reserved for the under-represented gender. It is therefore required that the slates include candidates of both genders, so as to guarantee that the new Board of Statutory Auditors comprises at least two fifths of Statutory Auditors from the under-represented gender. If the application of the gender distribution criterion does not result in a whole number of members belonging to the under-represented gender, the requirement shall be rounded down in line with the provisions of the new wording of Article 144-*undecies*.1 of the Issuers' Regulation (as amended by Consob Resolution No. 21359 of May 13, 2020) for bodies made up of 3 (three) members. In this regard, it should be noted that the Board of Directors has formulated a proposal to amend Article 17 (referred to in point 1 (one) of the extraordinary part of the Meeting referred to in this notice) in order to bring it into line with the new wording of Article 144-*undecies*.1 of the Issuers' Regulation.

Pursuant to Article 147-*ter*, paragraph 1-*bis* of the CFA - as referred to by Article 148, paragraph 2 of the CFA - and Article 17.3 of the By-Laws, the slates - together with the required documentation - shall be filed by the shareholders by the 25th (twenty-fifth) day prior to the date of the Meeting, i.e. by **April 2, 2021**. Slates must be filed in one of two ways: (i) by registered letter with return receipt, to be sent to the registered office of Fila in via XXV Aprile n. 5; Pero (MI) - 20016, or (ii) by certified email to the address "amministrazione@pec.fila.it". In any case, the slates should be deposited with the reference "Filing of slates for the Board of Statutory Auditors" and information should be enclosed that enables the person filing the lists to be identified.

In accordance with Article 17.5 of the By-Laws and Article 144-*sexies* of the Issuers' Regulation, the slates filed at the Company should be accompanied by (at the risk of non-acceptance):

- (i) information concerning the identity of the shareholders who have presented the slates and their overall shareholding;
- (ii) the declaration of the shareholders presenting the slate and other than those who hold, including jointly, a controlling or relative majority shareholding, stating the absence of connecting relationships with these latter, according to the applicable regulation;
- (iii) thorough information on the personal and professional characteristics of the candidates;
- (iv) declarations in which the individual candidates accept their candidature and certify that they fulfil the legal requirements;
- (v) the list of management and control positions held by the candidates at other companies;
- (vi) any other further declaration, disclosure and/or document required by law and applicable regulatory rules.

With reference to the document at (v) above, pursuant to Article 2400, last paragraph, of the Civil Code and Article 148-*bis* of the CFA, the list of administration and control offices held by candidates in other companies should be up to date as of the actual date of the Meeting.

The slates, accompanied by the documentation and information on the characteristics of the candidates, will then be made available to the public by the Company, by the 21st (twenty-first) day prior to the date of the Shareholders' Meeting (i.e. by **April 6, 2021**), at the registered office, on the Company's website at the address www.filagroup.it, "Governance - Documents - Shareholders' Meetings" section, as well as on the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com).

Finally, shareholders presenting a Minority Slate are governed by Consob communication No. DEM/9017893 of February 26, 2009.

Where only one slate is presented, the Shareholders' Meeting will vote on that slate and, where this slate receives the majority of the votes, three (3) Statutory Auditors and two (2) Alternate Auditors will be taken from this slate in accordance with the law and regulations in place, including in terms of gender balance.

Finally, in the absence of slates, or where it is not possible for whatever reason to appoint the Board of Statutory Auditors with the procedures indicated in this Article, the 3 (three) Statutory Auditors and the 2 (two) Alternate Auditors will be appointed by the Shareholders' Meeting through the majority provided for by law, in accordance with the laws and regulations in force also in relation to the gender balance quota.

For all other information relating to the means for preparation, presentation and voting on slates, reference should be made to Article 17 of the By-Laws, available at the registered office and published on the Company website at www.filagroup.it, "Governance - Documents - Governance Systems and Rules" section, in addition to the Board of Directors Illustrative Report on the 5th (fifth) point of the Agenda of the Shareholders' Meeting, which shall be made available on the website in accordance with law.

11. DOCUMENTATION

Documentation regarding the matters on the Agenda will be made available to the public in accordance with law at the registered office of the Company in Via XXV Aprile, No. 5; Pero (MI) - 20016, on the authorised storage

mechanism “eMarket STORAGE” at www.emarketstorage.com, and on the Company website www.filagroup.it in the “Governance - Documents - Shareholders’ Meetings” section.

In compliance with the containment measures issued by the competent Authorities to contain the ongoing COVID-19 health emergency, the public is asked to avoid access to the company's headquarters for the acquisition of the documentation in question while these measures are in place.

The shareholders have the right to obtain a copy, at their own expense, of this documentation, by sending a request to the Company at amministrazione@pec.fila.it.

* * *

The information contained in this notice - and, in particular, the date, place, and/or time of the shareholders’ meeting, the terms for the exercise by shareholders of their rights, the procedures for participation at the meeting and/or the manner in which the meeting is held - may be subject to changes, updates or clarifications in consideration of the current emergency situation related to COVID-19 and the consequent measures that may be adopted by the competent authorities. Any changes, updates or clarifications will be promptly communicated in the same manner as that for the publication of this notice.

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This call notice is published, in compliance with the provisions of Article 125-*bis* of the CFA, Article 84 of the Issuers' Regulation and Article 9.3 of the By-Laws, at the authorised distribution mechanism “eMarket SDIR” at the address www.emarketstorage.com on the Company's website at the address www.filagroup.it “Governance - Documents - Shareholders' Meetings” section, as well as in extract in the newspaper “Il Giornale”.

Pero, March 16, 2021

For the Board of Directors
The Chairman

(*Giovanni Gorno Tempini*)

Fine Comunicato n.1565-12

Numero di Pagine: 14