

<p>Informazione Regolamentata n. 1565-9-2023</p>	<p>Data/Ora Ricezione 16 Marzo 2023 18:31:21</p>	<p>Euronext Star Milan</p>
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Societa' : FILA

Identificativo : 173592

Informazione  
Regolamentata

Nome utilizzatore : FILASPANSS01 - Nicoletti

Tipologia : REGEM

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<p><i>Testo del comunicato</i></p>
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Vedi allegato.



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## PRESS RELEASE

### SHAREHOLDERS' MEETING CALLED FOR APRIL 21, 2023

#### BOARD EVALUATION ON THE ASSESSMENT OF THE INDEPENDENCE OF FOUR DIRECTORS AND OF ALL MEMBERS OF THE BOARD OF STATUTORY AUDITORS

#### PROPOSAL FOR THE PURCHASE AND DISPOSAL OF TREASURY SHARES

**Pero, March 16, 2023** – It is announced that the Board of Directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“Fila” or the “Company”) has today called the company Shareholders’ Meeting, in single call, for April 21, 2023, granting the Chairman and Chief Executive Officer, separately, the powers to execute the relative procedures.

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 “*Cura Italia DL*”), whose application was most recently extended to Shareholders' Meetings to be held by July 31, 2023 by Article 3, paragraph 1, of Decree-Law No. 228 of December 30, 2021, as converted by Law No. 15 of February 25, 2022, and subsequently amended by Article 3, paragraph *10-undecies*, of Decree-Law No. 198 of December 29, 2022, as converted into law with amendments by Law No. 14 of February 24, 2023.

The Shareholders’ Meeting of the Company shall be called to resolve on (i) the approval of the Separate Financial Statements at December 31, 2022 and the allocation of profits; (ii) the first section of the Remuneration Policy and Report drawn up as per Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the “CFA”) (i.e. the 2023 remuneration policy); (iii) by consultative vote, the second section of the Remuneration Policy and Report drawn up as per Article 123-ter of the CFA (i.e. the remuneration disbursed in 2022); (iv) the renewal of authorisation to purchase and dispose of treasury shares, following revocation of the previous authorisation granted by the Shareholders’ Meeting of April 27, 2022 for the unused part; and (v) on the supplementation of the board of statutory auditors as per Article 2401 of the Civil Code.

The Shareholders’ Meeting call notice and the relative extract shall be published by the Company in the manner and within the time limits required by the laws and regulations in force.

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## **Board evaluation and verification of independence**

The Board of Directors of Fila, meeting today, carried out the periodic assessments on the functioning of the Board of Directors and of the internal Board Committees of the Company, and on their size and composition, in addition to the meeting of the independence requirements by its members in accordance with Recommendations 6, 21 and 22 of the corporate governance code for listed companies approved in January 2020 by the corporate governance committee promoted by Borsa Italiana S.p.A. (the "**Corporate Governance Code**") with which the Company complies.

Within this scope, the Board of Directors of FILA, on the basis of the declarations provided by the Directors and the additional information made available to the Company, declared satisfaction by the Chairman Giovanni Gorno Tempini and the Directors Donatella Sciuto, Giorgina Gallo and Carlo Paris of the independence requirements set out in (i) Article 148, paragraph 3 of the CFA, as referred to in Article 147-ter, paragraph 4 of the CFA; in addition to (ii) Article 2 of the Corporate Governance Code. The Board of Directors of FILA therefore notes that four of the seven Directors may be considered independent as per the CFA and the Corporate Governance Code. The Board of Statutory Auditors of the Company has verified the correct application of the criteria and procedures adopted by the Board of Directors of FILA to assess the independence of its members.

Also today, as per the Corporate Governance Code, Board of Directors of Fila also reviewed the assessment of the independence of the members of the Board of Statutory Auditors of Fila of February 22, 2023 by the body itself and which, based on the declarations of the Statutory Auditors and the information available to the Company, declared fulfilment of the independence requirements set out in (i) Article 148, paragraph 3 of the CFA, in addition to (ii) Article 2 of the Corporate Governance Code.

## **Proposal for the purchase and disposal of treasury shares**

The Board of Directors of the Company today approved the submission for the approval of the called Shareholders' Meeting of the renewal of the authorisation, in accordance with Articles 2357 and 2357-ter of the civil code and Article 132 of the CFA, of the plan to purchase and dispose of treasury shares, following revocation (for any unused part) of the previous authorisation granted by the Shareholders' Meeting of April 27, 2022, which, for the part concerning the portion of treasury shares, shall expire in the coming months.

In this regard, the Shareholders' Meeting of April 27, 2022 authorised the Company (i) to purchase, on one or more occasions, a maximum number, on a rotating basis, of 500,000 ordinary Fila shares, or a differing number which represents 0.979% of the share capital for a period of 18 months from the motion date (i.e. until October 27, 2023), in addition to (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and of any held in portfolio by the Company.

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In 2022 and pursuant to the authorisation by the Shareholders' Meeting of April 27, 2021, the Company purchased 240,000 ordinary Fila shares, as disclosed to the market in the press release of April 7, 2022. As of today: (i) the Company holds 186,981 treasury shares (representing 0.366% of the Company's ordinary share capital), and (ii) no subsidiary of Fila holds shares in the Company.

The authorisation to purchase and dispose of treasury shares is requested, in general, to tap into any market opportunities which may arise in the future, and in particular to permit the Company to undertake the following transactions: (i) to intervene, in compliance with the applicable provisions, laws and regulations, also through intermediaries, in support of the Fila share's liquidity; (ii) to set up a reserve of securities to be utilised, in line with the company's strategic objectives, to further corporate transactions requiring the exchange or transfer, in any form, of shareholdings; (iii) to allocate treasury shares in service of bond loans or other debt instruments convertible into company shares; (iv) to allocate the treasury shares in service of any incentive plans, for consideration or in the form of a scrip issue, for directors and/or employees and/or collaborators of the company or of the Fila Group; (v) to support other corporate transactions (including any reductions of the share capital through the cancellation of treasury shares, subject to the applicable legal requirements); and (vi) to offer shareholders an additional instruments to monetise their investment.

The authorisation to purchase, on one or more occasion, treasury shares, is requested with regards to a maximum number, on a rotating basis, of 500,000 ordinary Fila shares, representing 0.979% of the share capital of the Company, and for a maximum duration as permitted by Article 2357, paragraph 2 of the Civil Code, i.e. for a period of 18 months from any approval of the proposal.

The Shareholders' Meeting is also requested to authorise, without time limit, the disposal, transfer and/or utilisation of the treasury shares which may be acquired.

The proposal submitted to the Shareholders' Meeting establishes that purchases may be made according to any means permitted by the applicable regulations, to be identified on a case by case basis by the Board of Directors. With regards to the disposal transactions, it is proposed to permit the adoption of any means considered appropriate to serve the purposes pursued, including sale outside of the regulated market. Authorisation is also requested to carry out subsequent purchase and utilisation transactions for trading activities.

The proposal to the Shareholders' Meeting in addition establishes that the unitary consideration for the purchase of the ordinary shares is established on a case by case basis for each transaction subject to the consideration that such may not be 10% greater or lower than the recorded price of the Fila share for the trading session preceding each purchased transaction. This criteria does not permit calculation, at today's date, of the potential maximum payment under the treasury share buyback programme.

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With regards to the consideration for the disposal of the treasury shares acquired, the proposal to the Shareholders' Meeting is to calculate only the minimum consideration, which may not be more than 10% below the price of the share recorded in the trading session before each utilisation transaction, subject to the fact that this limit may not be applied in certain cases.

For further information in this regard, reference should be made to the report prepared by the Board of Directors, which will be made available to the public in the manner and within the time limits required by the laws and regulations in force.

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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. F.I.L.A. has been listed on EXM – Euronext STAR segment of the Italian Stock Exchange since November 2015. The company, with revenue of Euro 653.5 million in 2021, 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 Company 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, Strathmore and Arches. 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. currently operates through 22 production facilities (of which two in Italy) and 35 subsidiaries across the globe and employs over 10,900.*

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#### **For further information:**

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**F.I.L.A. Fabbrica Italiana Lapis ed Affini**



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