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Societa' : FILA

Identificativo : 175677

Informazione
Regolamentata

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Oggetto : F.I.L.A. S.p.A._PR_Post-Shareholders'
Meeting 21.04.2023

Testo del comunicato

Vedi allegato.



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PRESS RELEASE

SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A. APRIL 21, 2023

- *Individual financial statements of F.I.L.A. S.p.A. for the year ended December 31, 2022 approved and consolidated financial statements of the Fila Group for the year ended December 31, 2022 reviewed*
- *Net Profit of F.I.L.A. S.p.A. of Euro 15.7 million for 2022 (Euro 17.0 million for 2021)*
- *Distribution approved of a dividend to shareholders of Euro 0.12 for each of the 51,058,297 issued and outstanding shares, net of treasury shares, at the dividend coupon date, for a maximum amount of Euro 6,126,995.64, with a payment date of May 24, 2023, dividend coupon date of May 22, 2023 and record date on May 23, 2023*
- *Adjusted consolidated revenue of Euro 764.6 million (+17.0% on Euro 653.5 million as per the Fila Group consolidated financial statements for the year ended December 31, 2021)*
- *Adjusted consolidated net profit, excluding IFRS effect, of Euro 42.8 million (Euro 44.1 million in 2021)*
- *The Net Financial Debt at December 31, 2022 was Euro 349.8 million (excluding the IFRS 16 effect of Euro 88.5 million and the positive Mark to Market Interest Hedging for Euro 3.2 million), compared to Euro 340.1 million at December 31, 2021 (excluding the IFRS 16 effect of Euro 87.3 million and the negative impact of the Mark to Market Interest Hedging of Euro 9.9 million).*
- *Approval, by binding vote, of first section of the remuneration policy and report prepared pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the "CFA") (i.e. remuneration policy for the year 2023)*
- *Favourable consultative vote on second section of the remuneration report and policy prepared pursuant to Article 123-ter of the CFA (i.e. remuneration report for the year 2022)*
- *Authorisation renewed to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2022*

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- ***Board of Statutory Auditors supplemented with the confirmation as Statutory Auditor of Ms. Sonia Ferrero and the appointment as Alternate Auditor of Ms. Gianna Luzzati***

Pero, April 21, 2023 - The Shareholders' Meeting of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“F.I.L.A.” or the “Company”), a company listed on the Euronext Milan regulated market, organised and managed by Borsa Italiana S.p.A., Euronext STAR Milan segment, ISIN code IT0004967292, met today in single call, under the chairmanship of Giovanni Gorno Tempini, according to the means set out by Article 106, paragraph 4, of Decree-Law No. 18 of March 17, 2020, converted into law with amendments by Law No. 27 of April 24, 2020, whose application was most recently extended by Article 3, paragraph *10-undecies*, of Decree-Law No. 198 of December 29, 2022, converted into law with amendments by Law No. 14 of February 24, 2023.

Statutory financial statements at December 31, 2022

The Shareholders' Meeting reviewed and approved the individual financial statements of Fila for the year ended December 31, 2022, which report a net profit of Euro 15,668,544.54.

The Shareholders' Meeting in addition noted the Fila Group consolidated financial statements for the year ended December 31, 2022.

Allocation of the result for the year and distribution of a dividend

The Shareholders' Meeting in addition approved the allocation of the net profit for the year of Euro 15,668,544.54 as follows:

- for the distribution of a dividend to shareholders in the amount of Euro 0.12 for each of the 51,058,297 F.I.L.A. S.p.A. shares (ordinary and special) that have been issued and in circulation at the dividend coupon date (net of treasury shares in the portfolio at the record date), for a total maximum amount of Euro 6,126,995.64;
- to Retained earnings the residual profit, for a total minimum amount of Euro 9,541,548.90, which may be increased in relation to the dividend not distributed in respect of treasury shares held in portfolio at the record date.

The dividend will be paid with dividend coupon date of May 22, 2023, record date of May 23, 2023 and payment date of May 24, 2023.

For further information, reference should be made to the illustrative report on the first point of the agenda of the Shareholders' Meeting of Fila of April 21, 2023, available on the company website www.filagroup.it,

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in the “Governance” section and on the “eMarket Storage” authorised storage mechanism at www.emarketstorage.com.

Remuneration policy for 2023 and report on 2022 as per Article 123-ter of the CFA

The Shareholders’ Meeting (i) approved by means of binding vote - in accordance with Article 123-ter, paragraphs 3-bis and 3-ter, CFA - the first section of the remuneration policy and report, drawn up in accordance with Article 123-ter of the CFA (i.e. the remuneration policy 2023); and (ii) expressed a favourable consultative vote - in accordance with Article 123-ter, paragraph 6 of the CFA - on the second section of the remuneration policy and report, drawn up as per Article 123-ter of the CFA (i.e. report on remuneration settled in 2022).

For further information, reference should be made to (i) the illustrative report on the second point of the agenda of the Shareholders’ Meeting of Fila of April 21, 2023, available on the company website www.filagroup.it, in the “Governance” section and on the “eMarket Storage” authorised storage mechanism at www.emarketstorage.com. and (ii) the remuneration policy and report available on the company website (www.filagroup.it), “Governance” section and on the “eMarket Storage” authorised storage mechanism at www.emarketstorage.com.

Renewal of the authorisation to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2022 for the portion not executed

The Shareholders’ Meeting also approved the renewal of the authorisation, in accordance with Articles 2357 and 2357-ter of the Civil Code and 132 of the CFA, of the purchase and disposal of treasury shares, following revocation of the previous authorisation granted by the Shareholders’ Meeting of April 27, 2022, for the part not yet executed, which, for the part concerning the purchase of treasury shares, shall expire in the coming months.

In particular, the Shareholders’ Meeting authorised the Company (i) to purchase, on one or more occasions, a maximum number, of 500,000 ordinary Fila shares, or a differing number which represents 0.9629% of the share capital for a period of 18 months from the motion date (i.e. October 27, 2024); and (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and/or of any held in portfolio by the Company. It remains understood that - considering that at today’s date the Company holds 186,891 treasury shares in portfolio (representing 0.366% of the Company's share capital) - by virtue of this authorisation the Company may hold up to a maximum of 686,891 treasury shares or another number representing in total no more than the maximum limit of 1.345% of the share capital for the resolution and execution of capital increases and/or reductions during the term of the aforementioned authorisation;

The authorisation to purchase and dispose of treasury shares is granted, in general, to tap into any market opportunities which may arise in the future, and in particular to permit the Company to undertake the

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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 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 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. The disposals may be made by any means considered appropriate to serve the purposes pursued, including sale outside of the regulated market. Authorisation was also granted to carry out subsequent purchase and disposal transactions for trading activities.

The unitary price for the purchase of the ordinary Fila shares will be established on a case by case basis for each transaction, subject to the consideration that such may not be higher or lower than 10% the recorded price of the Fila share for the trading session preceding each purchase transaction. This criteria does not permit calculation, at today's date, of the potential maximum payment under the treasury share buy-back programme.

With regards to the consideration for the disposal of the treasury shares acquired, the Shareholders' Meeting calculated 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.

The company, in accordance with applicable regulations, shall communicate to the market the start date of any treasury share buy-back programme, in addition to the additional information required.

For further information, reference should be made to the illustrative report on the third point of the agenda of the Shareholders' Meeting of Fila of April 21, 2023, available on the company website www.filagroup.it, in the "Governance" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

Supplementation of the Board of Statutory Auditors in accordance with Article 2401 of the Civil Code:

The Shareholders' Meeting in addition resolved:

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- to confirm Ms. Sonia Ferrero as Statutory Auditor until the Shareholders' Meeting called to approve the financial statements for 2023⁽¹⁾; and
- to appoint Ms. Gianna Luzzati as Alternate Auditor until the Shareholders' Meeting called to approve the financial statements for 2023⁽²⁾.

The above parties have declared satisfaction 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 Statutory Auditors of Fila will make the relevant verifications at the next appropriate meeting. The results of these assessments shall be promptly forwarded to FILA's Board of Directors and the market. In this regard, it should be noted that, as disclosed to the market, the Board of Statutory Auditors at its meeting of February 22, 2023 confirmed the meeting of the independence requirements of (i) Article 148, paragraph 3, of the CFA; as well as (ii) Article 2 of the Corporate Governance Code, based on the statements made by the Statutory Auditor and the information available to the Company.

The curriculum vitae of Ms. Sonia Ferrero and Ms. Gianna Luzzati can be found on the Company's website, www.filagroup.it, "Governance" section.

As of today's date, Ms. Sonia Ferrero and Ms. Gianna Luzzati do not own any shares in the Company.

For further information, reference should be made to the illustrative report on the fourth point of the agenda of the Shareholders' Meeting of Fila of April 21, 2023, in addition to the proposal drawn up by the shareholder Pencil S.r.l., available on the company website www.filagroup.it, in the "Governance" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

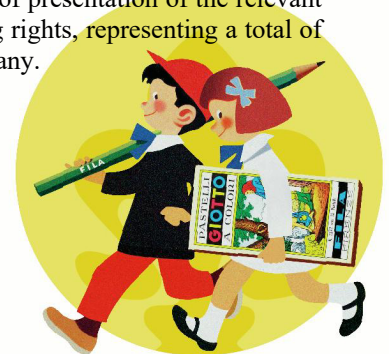
Filing of documentation

The summary of voting and the minutes of the Shareholders' Meeting shall be made available to the public, according to the legally established deadlines and means, at the registered office and on the Fila website (www.filagroup.it), "Governance" section, in addition to the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

(1) Ms. Sonia Ferrero and Ms. Gianna Luzzati were appointed on the basis of the only proposal presented to the Shareholders' Meeting and drawn up by the shareholder Pencil S.r.l., owner as of the date of presentation of the relevant proposal of a total of 11,628,219 ordinary shares and 8,081,856 B shares with multi-voting rights, representing a total of 27.057% of the ordinary share capital and 53.366% of the voting share capital of the Company.

(2) See footnote 1.

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The Executive Officer for Financial Reporting Cristian Nicoletti declares, in accordance with Article 154-bis, paragraph 2, of the CFA, that the accounting information contained in this press release corresponds to the underlying accounting documents, records and accounting entries.

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 764.6 million in 2022, 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 25 production facilities (of which two in Italy) and 33 subsidiaries across the globe and employs over 11,300.

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Fine Comunicato n.1565-22

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