

Informazione Regolamentata n. 1565-56	Data/Ora Inizio Diffusione 22 Dicembre 2023 18:59:52	Euronext Star Milan
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Societa' : FILA

Identificativo Informazione  
Regolamentata : 184824

Nome utilizzatore : Nicoletti

Tipologia : REGEM

Data/Ora Ricezione : 22 Dicembre 2023 18:59:52

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Oggetto : F.I.L.A. S.p.A.\_Call Notice to the Shareholders'  
Meeting of 22.01.2024

*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 46,985,772.68  
Milan Tax No. and Companies Registration Office No.: 08391050963

**SHAREHOLDERS' MEETING CALL NOTICE**

The Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. ("**Fila**" or the "**Company**") is called in ordinary session for January 22, 2024, in single call, at the time of 11AM, to UnaHotels Expo Fiera, via Giovanni Keplero, 20016, Pero (MI), to discuss and consider the following

**AGENDA**

1. Proposal to distribute an extraordinary dividend to be taken from available reserves; resolutions thereon;
2. Appointment of the independent audit firm for the period 2024-2032 pursuant to Legislative Decree No. 39/2010 and Regulation (EU) No. 537/2014 and determination of the relative remuneration; resolutions thereon.

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**1. INFORMATION ON THE SHARE CAPITAL**

At the publication date of this call notice, the share capital of FILA amounts to Euro 46,985,772.68, comprising 51,058,297 shares, of which 42,976,441 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 holds 330,766 ordinary treasury shares (representing 0.648% of the Company's share capital). Pursuant to Article 2368, paragraph 3, of the Civil Code, as referred to in Article 2357-ter, paragraph 2, last sentence, of the Civil Code, treasury shares (i) are counted in the capital for the purpose of calculating the shares required for the regular constitution of the Shareholders' Meeting but (ii) are not counted in the capital for the purpose of calculating the majority and capital shares required for the approval of the Shareholders' Meeting motions. At the date of this call notice, 66,891,243 votes are therefore exercisable at the Shareholders' Meeting.

**2. 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 authorised to keep the register in which Fila's shares are recorded, in accordance with applicable legislation and in accordance with the accounting records at the end of the 7th (seventh) trading

day before the date set for the Shareholders' Meeting (i.e. **January 11, 2024**, "record date"), in accordance with the provisions of Article 83-*sexies* of the CFA and Article 10 of the By-Laws of Fila (the "**By-Laws**").

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 **January 17, 2024**). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the aforementioned time period, as long as it is before 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.

### **3. REPRESENTATION AT THE SHAREHOLDERS' MEETING AND THE DESIGNATED AGENT**

#### *Ordinary proxy*

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)

#### *Proxy to the Designated Agent*

In addition, in accordance with Article 135-*undecies* of the CFA and Article 10.4 of the By-Laws, the company has designated the company Monte Titoli S.p.A. ("**Monte Titoli**" or the "**Designated Agent**"), with registered office in Milan, Piazza degli Affari 6, 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. The granting of proxy to the Designated Agent 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 Monte Titoli by the end of the second trading day before the Shareholders' Meeting (i.e. by **January 18, 2024**), 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 according to the following alternatives (i) for proxy with original signature, delivered by hand within office hours (9AM to 5PM) or through courier or registered letter with signed receipt, FAO: Register Services area, Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan - Ref. "*F.I.L.A. January 2024 Shareholder' Meeting Proxy*" and (ii) for proxy with electronic or digital signature, through the certified e-mail account [RD@pec.euronext.com](mailto:RD@pec.euronext.com). By the same deadline, the proxy and voting instructions are revocable. Proxy is valid only for the proposals on which voting instructions are provided.

For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), parties holding the right to vote

at the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail ([RegisterServices@euronext.com](mailto:RegisterServices@euronext.com)) or by telephone ((+39) 02.33635810 - working days between 9 AM and 5 PM).

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.

#### **4. 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 (i.e. by **January 17, 2024**).

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.

#### **5. 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 (i.e. by **January 2, 2024**), 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.

## 6. 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 "Milano Finanza" newspaper.

Pero, December 22, 2023

For the Board of Directors: the Chairperson of the  
Board of Directors  
(*Giovanni Gorno Tempini*)

Fine Comunicato n.1565-56

Numero di Pagine: 6