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Oggetto : F.I.L.A. S.p.A.\_Shareholders Meeting Call  
Notice 23.04.2024

*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 **April 23, 2024**, in single call, at the time of 10AM, to the Company's offices at via XXV Aprile, n. 5, 20016, Pero (MI), to discuss and consider the following

**AGENDA**

1. Separate financial statements and consolidated financial statements; proposed distribution:
  - 1.1 Approval of the separate financial statements for the year ended December 31, 2023, 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, 2023; resolutions thereon;
  - 1.2 Approval of the proposed allocation of net income for the year; resolutions thereon.
2. Remuneration Policy and Report:
  - 2.1 approval of the Section I of the Remuneration Policy and Report (i.e. remuneration policy for the year 2024) 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 Section II of the Remuneration Policy and Report (i.e. remuneration report for the year 2023) 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 21, 2023 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.
- 6.

7. Appointment of the Board of Statutory Auditors:
  - 7.1 appointment of the members of the Board of Statutory Auditors for the 2024-2026 period;
  - 7.2 appointment of the Chairperson of the Board of Statutory Auditors;
  - 7.3 establishment of the fees of the members of the Board of Statutory Auditors.

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## 1. HOSTING OF THE SHAREHOLDERS' MEETING

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 System 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 "**Italian Healthcare**" Decree Law), whose application was most recently extended to Shareholders' Meetings to be held by April 30, 2024 by Article 3, paragraph 12-*duodecies*, of Decree-Law No. 215 of December 30, 2023, as converted by Law No. 18 of February 23, 2024. In particular, as per Article 106, paragraph 4 of the *Cura Italia* Decree-Law, participation at the Shareholders' Meeting by persons so entitled is exclusively by granting proxy (or sub-delegation) to the representative appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "**CFA**") - Monte Titoli S.p.A., with registered office in Piazza degli Affari No. 6, Milan 20123, (the "**Appointed Representative**" or "**Monte Titoli**") - according to the methods described below in the Paragraph "*Representation at the Shareholders' Meeting*", as the physical participation of individual shareholders is not permitted. Moreover, the Appointed Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the CFA, as an exception to Article 135-*undecies*, paragraph 4 of the CFA, 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 Appointed Representative, the Directors, the Statutory Auditors, the secretary of the meeting, the notary, the Appointed Representative, the representatives of the independent audit 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 46,985,772.68, 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.

### 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 Appointed Representative, 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 7<sup>th</sup> (seventh) open market day (i.e. **April 12, 2024**) preceding the date of the Shareholders' Meeting (the "record date"), in compliance with the provisions of Article 83-*sexies* of the CFA 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 3<sup>rd</sup> (third) business day before the date set for the Shareholders' Meeting (i.e. by **April 18, 2024**). The right to attend and vote, exclusively through the Appointed Representative, at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the aforementioned 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 Appointed Representative; 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 motions, pursuant to Article 127-*bis*, paragraph 2 of the CFA.

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 *Cura Italia* Decree-Law, 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 Appointed Representative, i.e. Monte Titoli.

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 CFA, by means of the "proxy form for the Appointed Representative".

For any clarifications concerning the conferment of proxy to the Appointed Representative (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), Monte Titoli may be contacted by e-mail at [Register.Services@euronext.com](mailto:Register.Services@euronext.com) or by telephone on (+39) 02.33635810 (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 Appointed Representative by means of proxy (or sub-delegation) granted pursuant to Article 135-*novies* of the CFA 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](http://www.filagroup.it), "*Governance*") section. The proxy and/or sub-delegation to the Appointed Representative must contain voting instructions on all or some of the proposals relating to the matters on the Agenda; the Appointed Representative 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 Appointed Representative, 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 [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "*Proxy for Fila 2024 Shareholders' Meeting*") from a 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 FAO RegisterServices, Monte Titoli S.p.A., Piazza degli Affari No. 6, Milan 20123 (Ref. "*Proxy for Fila 2024 Shareholders' Meeting*"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (with the subject "*Proxy for Fila 2024 Shareholders' Meeting*").

In order to allow the Company and the Appointed Representative 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 22, 2024**; it being understood that the Appointed Representative 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 APPOINTED REPRESENTATIVE PURSUANT TO 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 Monte Titoli, in its capacity as Appointed Representative of the Company as per Article 135-*undecies* of the CFA and Article 10.4 of the By-Laws.

The proxy to the Appointed Representative must be given using the specific proxy form, available on the Company's website at the address [www.filagroup.it](http://www.filagroup.it) "*Governance*" section.

The proxy to the Appointed Representative must contain voting instructions on all or some of the proposals relating to the matters on the Agenda. A proxy to the Appointed Representative shall be effective only with respect to proposed motions 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 motions.

The proxy form for the Appointed Representative with the related voting instructions must be received by the Appointed Representative by the end of the 2nd (second) trading day prior to the date of the Shareholders' Meeting (i.e. by 11.59PM on **April 19, 2024**), 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 Appointed Representative by one of the following alternative methods:

- (i) sending of an electronically reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "*Proxy for Fila 2024 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 FAO RegisterServices, Monte Titoli S.p.A., Piazza degli Affari No. 6, Milan 20123 (Ref. "*Proxy for Fila 2024 Shareholders' Meeting*"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (with the subject "*Proxy for Fila 2024 Shareholders' Meeting*").

The proxy to the Appointed Representative and the voting instructions are revocable by the same deadline as above (i.e. by 11.59PM on **April 19, 2024**) 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 12, 2024**). The Company does not guarantee a response to questions received after this deadline.

Questions may be submitted: (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](mailto: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 3<sup>rd</sup> (third) day after the record date (i.e. by **April 15, 2024**), 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 Explanatory 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 19, 2024**, 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](http://www.filagroup.it) "Governance" section.

**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 CFA, 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, to add to the list of matters to be discussed, or to submit proposals for motions on matters already on the Agenda, indicating in the request the additional matters proposed and/or the proposed motions. Considering that this deadline would expire on a public holiday (i.e. March 24, 2024) it is extended to **March 25, 2024**.

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](mailto: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 25, 2024**) 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 motions on items already on the Agenda will be communicated fifteen days before the date set for the Shareholders' Meeting (i.e. by **April 8, 2024**), 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 Appointed Representative, for the sole purpose of this Shareholders' Meeting, those who have the right to vote may individually submit to the Company proposals for motions 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 8, 2024**.

The aforementioned proposals, which shall be clearly and completely worded, shall be submitted in writing, referencing "*Motion 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 must be received by the Company by the aforementioned deadline (i.e. by **April 8, 2024**) by means of a certified e-mail to the address [amministrazione@pec.fila.it](mailto:amministrazione@pec.fila.it).

The motion proposals received by the Company will be published on the Company's website at the address [www.filagroup.it](http://www.filagroup.it) "Governance" section, so that the holders of voting rights may examine them for the purpose of granting proxies and related voting instructions to the Appointed Representative.

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 (see Executive Determination No. 92 of the Head of the Corporate Governance Division of January 31, 2024). 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 21<sup>st</sup> (twenty-first) day before the date of the Meeting (i.e. by **April 2, 2024**). 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 shareholder 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.

The slates provide for a number of candidates not exceeding 12 (twelve), listed numerically. The slates with a number of candidates equal to or greater than 3 (three) should be composed of candidates from both genders (masculine and feminine), so as to guarantee the composition of the Board of Directors in accordance with legal and regulatory provisions in relation to gender balance (male and female), rounded upwards.

The members of each slate are assigned sequential 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.

Pursuant to Article 11.6 of the By-Laws and Article 147-ter, paragraph 1-ter of the CFA, the slates should 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 25<sup>th</sup> (twenty-fifth) day prior to the date of the Meeting, i.e. by **March 29, 2024**. 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](mailto: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 2, 2024**), at the registered office, on the Company's website at the address [www.filagroup.it](http://www.filagroup.it), "Governance - Documents - Shareholders' Meetings" section, as well as on the authorised storage mechanism "eMarketStorage" ([www.emarketstorage.com](http://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](http://www.filagroup.it), in the "Governance" section, in addition to the Board of Directors Explanatory Report on the 4<sup>th</sup> (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 CHAIRPERSON**

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 Chairperson.

#### **10. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

In accordance with Article 148 of the CFA and Article 17.1 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 (see Executive Determination No. 92 of the Head of the Corporate Governance Division of January 31, 2024). 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 21<sup>st</sup> (twenty-first) day before the date of the Meeting (i.e. by **April 2, 2024**).

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 **March 29, 2024**), 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. Considering that this deadline would expire on a public holiday (i.e. April 1, 2024) it is extended to **April 2, 2024**. 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 shareholder 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 Statutory Auditor and one or more candidates for the position of Alternate Auditor; candidates are assigned sequential numbers. The number of candidates on each slate however should not exceed the number of board members to be elected.

Pursuant to Articles 17.4 of the By-Laws and Article 148, paragraph 1-*bis* of the CFA, the slates should include candidates of both genders, so as to guarantee that the new Board of Statutory Auditors comprises at least two fifths of Directors 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.

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 25<sup>th</sup> (twenty-fifth) day prior to the date of the Meeting, i.e. by **March 29, 2024**. 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](mailto:amministrazione@pec.fila.it)". In any case, the slates should be filed 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 21<sup>st</sup> (twenty-first) day prior to the date of the Shareholders' Meeting (i.e. by **April 2, 2024**), at the registered office, on the Company's website at the address [www.filagroup.it](http://www.filagroup.it), in the "Governance" section, as well as on the authorised storage mechanism "eMarketStorage" ([www.emarketstorage.com](http://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](http://www.filagroup.it), in the "Governance" section, in addition to the Board of Directors Explanatory Report on the 5<sup>th</sup> (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](http://www.emarketstorage.com), and on the Company website [www.filagroup.it](http://www.filagroup.it) in the "Governance" section.

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](mailto:amministrazione@pec.fila.it).

\* \* \*

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](http://www.emarketstorage.com) on the Company's website at the address [www.filagroup.it](http://www.filagroup.it) "Governance" section, as well as in extract in the newspaper "Milano Finanza".



Pero, March 14, 2024

For the Board of Directors  
The Chairperson

*(Giovanni Gorno Tempini)*

Fine Comunicato n.1565-8-2024

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