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Meeting Call and Independence Evaluation

Testo del comunicato

Vedi allegato



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PRESS RELEASE

SHAREHOLDERS' MEETING CALL

BOARD EVALUATION AND INDEPENDENCE OF FIVE DIRECTORS OF THE COMPANY AND ALL STATUTORY AUDITORS CONFIRMED

Pero, March 14, 2024 – 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 23, 2024.

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 “Cura Italia DL”), 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.

Specifically, as indicated in the call notice that will be published in accordance with the law, participation in the Shareholders' Meeting by those entitled to attend may take place exclusively by proxy (or sub-delegation) to the Company’s Appointed Representative.

The Shareholders’ Meeting of the Company shall be called to resolve on (i) the approval of the Separate Financial Statements at December 31, 2023 and the allocation of profits and/or reserves for the year; (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 2024 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 2023); (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 21, 2023 for the unused part; (v) on the appointment of the Board of Directors, after determining the number of members and the term of office of the Board of Directors, and on the determination of the emoluments of the Directors; (vi) on the appointment of the Honorary

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Chairperson; and (vii) on the appointment of the Board of Statutory Auditors for the years 2024-2026 and on the determination of the emoluments of the members of the Board of Statutory Auditors.

Authorisation of the purchase and utilisation of treasury shares

The Board of Directors of the Company also today approved the submission for the approval of the Shareholders' Meeting of the renewal of the authorisation, in accordance with Articles 2357 and 2357-ter of the Civil Code and 132 of the CFA, to purchase and dispose of treasury shares, following revocation (for the unused part) of the previous authorisation granted by the Shareholders' Meeting of April 21, 2023.

In this regard, the Shareholders' Meeting of April 21, 2023 authorised the Company (i) to purchase, on one or more occasions, on a rotating basis, a maximum 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 21, 2024), 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.

At today's date, considering the 143,875 Fila ordinary shares purchased in 2023 under the authorisation granted by the Shareholders' Meeting of April 21, 2023 and the 186,891 ordinary shares already in its portfolio at the date of the aforementioned authorisation, the Company holds 330,766 treasury shares, representing approximately 0.648% of the share capital.

Authorization to purchase and dispose of treasury shares is requested, in general, to take advantage of any opportunities that the market may offer in the future, and in particular in order to enable the Company to carry out the following transactions

The authorisation to purchase and dispose of treasury shares is requested, in general, in order to allow the Company to be able 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, as corporate transactions, including exchange, transfer and swap transactions or in service of share capital transactions or other company transactions (such as, joint ventures or combinations) and/or financial transactions of an extraordinary nature in line with the interests of the Company, in relation to which procedures for the exchange or sale, in any form, of shareholdings becomes necessary or beneficial; (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

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additional 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 which it heads; (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); (vi) to offer shareholders an additional instruments to monetise their investment.

The authorisation to purchase, on one or more occasion and on a rotating basis, treasury shares, is requested with regards to a maximum 500,000 ordinary Fila shares, representing 0.9796% 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. Considering that at today's date (i) the Company holds 330,766 treasury shares (representing 0.648% of the Company's share capital), and (ii) no Fila subsidiary holds shares in the latter, the Company, by virtue of the aforementioned authorisation, may come to hold a maximum of 830,766 treasury shares or, where the execution of capital increases and/or reductions during the term of the aforementioned authorisation are approved, another number representing in total no more than the maximum limit of 1.627% of the share capital.

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.

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.

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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.

Board evaluation and verification of independence

The Board of Directors today also carried out its periodic assessment of the functioning of the Board of Directors and the internal Board Committees and on their size and composition, in addition to the independence of their members.

In this regard, the Board of Directors confirmed, according to the information available, the independence, as per Articles 147-ter and 148 of the CFA and the Self-Governance Code for listed companies, of the Directors Giovanni Gorno Tempini, Giorgina Gallo, Donatella Sciuto and Carlo Paris. Consequently, the Board noted that 4 (four) Directors out of 7 (seven) qualify as Independent Directors.

Finally, it is noted that the Board of Statutory Auditors of the company, as per the Self-Governance Code for listed companies, assessed the independence of all its members and informed the Board of Directors meeting of March 14, 2024 in this regard.

Filing of documentation

The documentation concerning the above Shareholders' Meeting (including the call notice, the relative abstract and the illustrative reports of the Board of Directors on the matters on the agenda) shall be available to the public according to the terms and means established by the applicable laws and regulations, at the registered office, on the Company website www.filagroup.it ("Governance - Documents - Shareholders' Meeting" section), and on the authorised "eMarket Storage" mechanism (www.emarketstorage.com).

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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 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

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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 11,700.

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

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Fine Comunicato n.1565-10-2024

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