

REGISTER NO. 17031

FILE NO. 10844

MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING  
OF THE COMPANY

F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI SOCIETA' PER AZIONI  
OF DECEMBER 16, 2024

**ITALIAN REPUBLIC**

In the year two thousand and twenty four, on the twenty-third day of December, at half past four pm

December 23, 2024 - 16.30PM.

In Milan, at the office at Via Giotto 9,

I, the undersigned Mr. Gianluca Gonzales, Notary in Carate Brianza, enrolled in the Register of Notaries of Milan, at the request of Dr. Giovanni Gorno Tempini, born in Brescia on February 18, 1962 and resident in Milan, at via Puccini 1, in his capacity as Chairperson of the Board of Directors and representing the Company

**"F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI SOCIETA' PER  
AZIONI"**

with registered office in Pero at the address Via XXV Aprile 5, with subscribed, paid-in capital of Euro 46,985,772.68, and approved capital of Euro 47,736,706, duration limited to December 31, 2100, tax code, VAT number and registration number with the Milan, Monza Brianza and Lodi Companies Register 08391050963, Economic & Administrative Index No. MI-2022589

proceed to prepare and sign, as per Article 2375 of the Civil Code, the minutes of the Extraordinary Shareholders' Meeting of the aforementioned company, held, in accordance with the provisions of Article 106, paragraph 4 of Legislative Decree No. 18/2020 ("Italian Healthcare Decree"), converted into Law No. 27 of April 24, 2020, whose application was most recently extended for Shareholders' Meetings to be held before December 31, 2024 by Article 11, paragraph 2 of Law No. 21 of March 5, 2024, with the aid of audio-videoconferencing supports and in my constant presence, on December 16, 2024 in Pero, via XXV Aprile No. 5 at the registered office of the company, duly called in single call for December 16, 2024 at the aforementioned location, at 10.30AM, by means of a notice published on the company's website ([www.filagroup.it](http://www.filagroup.it)) on November 13, 2024, in extract form in the newspaper "Milano Finanza" on November 14, 2024, and made available on the "eMarket SDIR" authorised storage mechanism (which can be consulted from the website [www.emarketstorage.com](http://www.emarketstorage.com)) on November 13, 2024.

Therefore, I, as Notary, being requested to draw up by public deed the minutes of the aforesaid meeting, do hereby attest and acknowledge that on December 16, 2024, in Pero, at the Company's registered office at Via XXV Aprile 5, beginning at 10.30AM, the Extraordinary Shareholders' Meeting of the said company was held, having the following

**AGENDA**

1. Amendment of Articles 9, 10 and 16 of the By-Laws; resolutions thereon.

I thus acknowledge that the proceedings of the Shareholders' Meeting were conducted as follows:

At 10.30AM, Mr. Giovanni Gorno Tempini, in attendance, takes up the chair of the session pursuant to Article 10.5 of the By-Laws in his aforementioned capacity as Chairperson of the Board of Directors. The Chairperson, calling the session to order, cordially welcomes the attendees, personally and on behalf of the Board of Directors and Board of Statutory Auditors, and thanks everyone for taking part in the Meeting. Then, pursuant to the final paragraph of the same Article 10.5 of the By-Laws, he designates me, a Notary, to act as secretary.

<p><b>REGISTERED TAX AGENCY TERRITORIAL OFFICE of MONZA AND BRIANZA</b></p> <p>December 27, 2024 at No. 47543 Series 1T Paid € 356.00 of which: I. Register € 200.00 I. Stamp € 156.00</p>
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He notes that:

- in compliance with Article 106, paragraphs 2 and 4, of the Italian Healthcare Decree as subsequently extended and in line with the provisions of the call notice:

(i) the attendance of those entitled to vote participating in the Shareholders' Meeting solely through Monte Titoli S.p.A. - as the Company's Appointed Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "CFA" or "Consolidated Finance Act") - to which shareholders could grant proxies or sub-delegations pursuant to Article 135-*novies* of the CFA or proxies pursuant to Article 135-*undecies* of the CFA, all bearing voting instructions.

Therefore, access to the Meeting location to shareholders or delegates other than Monte Titoli S.p.A. is expressly excluded.

He also notes that "Monte Titoli S.p.A.," through its representative, has, to the extent necessary, disclosed that it does not, in any case, fall under any of the conditions of conflict of interest indicated in Article 135-*decies* of the CFA;

(ii) the Shareholders' Meeting was held in the presence, including remotely through mechanisms identifying participants and their attendance, of the permitted attendees (i.e. the members of the Company's management and supervisory bodies, in addition to the Company's Appointed Representative pursuant to Article 135-*undecies* of the CFA) and without the need in any case for the Chairperson and the secretary taking the minutes to be in the same location.

- in addition to the Chairperson, Chief Executive Officer Massimo Candela and Directors Carlo Paris and Luca Pelosin are present in person for the Board of Directors;

- in addition to the Chairperson, the following are in attendance via audio-conference, in the manner provided for in the By-Laws:

(i) for the Board of Directors, the Directors Annalisa Matilde Elena Barbera and Gianna Luzzati;

(ii) for the Board of Statutory Auditors: Chairperson Gianfranco Consorti and the Statutory Auditor Pietro (the Statutory Auditor Sonia Ferrero is absent with justification),

all of whom, upon identification made by the Chairperson, declare that they have the necessary documents at their disposal and are able to adequately follow the proceedings of the Meeting;

- a number of employees, collaborators and consultants of the Company are also present and/or attending by audio-conference in an auxiliary capacity to support the meeting's technical and organisational requirements, as permitted by the Chairperson;

- the Shareholders' Meeting was called in single call for December 16, 2024 in the above location, at 10.30AM, by notice published on the Company's website ([www.filagroup.it](http://www.filagroup.it)) on November 13, 2024 and in excerpt form in the newspaper Milano Finanza of November 14, 2024, and made available via the authorised storage mechanism eMarket SDIR (available at the address [www.emarketstorage.com](http://www.emarketstorage.com)) on November 13, 2024;

- the share capital amounts to Euro 46,985,772.68 and is divided into 51,058,297 shares, of which 42,976,441 ordinary shares and 8,081,856 special class B shares, all without par value; in particular, he notes that the special class B shares are all multi-vote shares, conferring three voting rights each;

- the Company holds 330,766 ordinary treasury shares whose voting rights are suspended pursuant to Article 2368, paragraph 3 of the Civil Code, as referred to in Article 2357-*ter*, paragraph 2, last paragraph of the Civil Code;

- in consideration of the foregoing, at today's date, 66,891,243 votes are therefore exercisable at the Shareholders' Meeting;

- the ordinary shares of the Company have been admitted for trading on the Euronext Milan, Euronext Milan STAR segment, a regulated market organised and managed by Borsa Italiana S.p.A.;
- the Company has not received requests to add items to the Agenda within the terms allotted by Article 126-*bis* of the CFA, nor any new motions on the items on the Agenda.
- no applications were received by the Company from shareholders prior to the Meeting pursuant to Article 127-*ter* of the Consolidated Finance Act;
- that voting may not take place through correspondence or electronic means.

The Chairperson thereafter states:

- that at 10.35AM there are 182 entitled participants at the Meeting, all by proxy or sub-proxy granted to "Monte Titoli S.p.A.," whose Appointed Representative Ms. Claudia Ambrosini is also connected by audio-conference, totalling 29,496,930 shares, of which 8,081,856 Class B Shares with multi-voting rights, (equal in total to 57.771% of the shares constituting the nominal share capital and 68.261% of the total share capital with voting rights, excluding from the calculation of the resolution quorum the 330,766 treasury shares held by the Company as of the date of today's Meeting, pursuant to Article 2368, paragraph 3, of the Civil Code, as recalled by Article 2357, paragraph 2, final paragraph, of the Civil Code).

He also notes that:

- no proxy solicitations pursuant to Article 136 and subsequent of the CFA have been made with regard to today's Meeting;
- in accordance with the applicable provisions, a list of the names of the participants in the Shareholders' Meeting (all, as stated, with proxy or sub-proxy granted to the Appointed Representative "Monte Titoli S.p.A.") is appended at letter "A" to these minutes; this list will specify the shares for which notice has been given by the intermediary to the issuer pursuant to Article 83-*sexies* of the CFA and indicate the presence of the principal of the voter for each vote and the vote cast, with the relevant number of shares. Any pledgees or usufructuaries participating in the meeting will also be included in the above appendix.

The Chairperson therefore declares the Shareholders' Meeting validly constituted, in extraordinary session and in single call, to deliberate on the matters on the Agenda.

The Chairperson states that the results of the voting will be published according to the legal terms.

Proceeding with the formalities, the Chairperson further announces:

- as recommended by Consob, analysts, qualified experts and journalists have been informed of the Shareholders' Meeting;
- to the best of the Company's knowledge, as an SME as per Article 1, paragraph 1, letter *quater-I*, of the CFA, based on the shareholders register and the communications received in accordance with Article 120 of the Consolidated Finance Act and other information available, the shareholders directly or indirectly holding more than 5% of the subscribed share capital with voting rights are as follows:
- Massimo Candela owns 38,573 ordinary shares directly and 11,628,214 ordinary shares and 8,081,856 special B shares indirectly through the subsidiary Pencil S.r.l.

The Chairperson reminds the shareholders that pursuant to Article 120 of the CFA, shareholders who directly or indirectly hold more than 5% of the Company's share capital but have failed to disclose this situation to the Company and Consob may not exercise the voting rights attached to the shares for which the disclosure has not been provided;

The Chairperson then announces that, to the best of the Company's knowledge, no material shareholder agreements have been entered into pursuant to Article 122 of

the CFA as at the date of the Meeting.

The Chairperson also recalls attention to Article 122 of the CFA, and particularly the fourth paragraph, which provides that voting rights relating to listed shares for which the publication obligations have not been satisfied pursuant to the first paragraph of that same Article 122 of the CFA may not be exercised.

The Chairperson continues with the process of calling the meeting to order, noting that:

- it has been ascertained, by the appointees identified by the same Chairperson, that the persons entitled to vote herein represented have the right to participate, in addition to their identity and that of their representative, and that the proxies enrolled in the company records are in order;
- the minutes will also contain a summary of all that has been said and the statements made, in accordance with applicable law.

He states that the Company has discharged all the obligations – including of an informational nature – provided for by law in respect of the matters on the Agenda.

The Chairperson also states that electronic copies of the following documents have been made available to all interested parties on the Company's website [www.filagroup.it](http://www.filagroup.it), all of which are useful for better following the proceedings of the Meeting, and in particular the call notice, including information on FILA's share capital, and the related extract published in the newspaper "Milano Finanza", the proxy (or sub-proxy) forms to the Appointed Representative and the Explanatory Reports of the Board of Directors on the proposals concerning matters on the Agenda, prepared in accordance with Article 125-ter of the CFA;

Of these documents, in view of the special manner the Meeting was held, no hard copies were distributed.

In addition, all the above documents were also made available to the public at the registered office of the Company, through Borsa Italiana S.p.A. and via the "eMarket SDIR" authorised storage mechanism at the address [www.emarketstorage.com](http://www.emarketstorage.com).

Since the publication obligations mentioned above have been fulfilled for all documentation relating to the only item on the Agenda and the said documentation is available to all participants, the Chairperson proposes that a full reading of all the documentation be omitted, and that only the motion and the most important content included in the Board of Directors' explanatory report be read out.

No opposition is expressed.

The Chairperson announced that the voting will take place, through Monte Titoli S.p.A., as the Company's Appointed Representative, from whom he will ask the outcome of the voting.

He also recalls that the Appointed Representative is allowed to cast differing votes, in view of the multiplicity of proxies given to him/her as a result of the aforementioned manner of conducting the Meeting.

Since the turnout of members cannot change during the course of the Meeting, the Chairperson announces that the capital present at the beginning of the Meeting will be the same as at the end of the Meeting, so he will not update this figure.

He notes that, pursuant to Regulation (EU) 2016/679 of the European Parliament and the Council (the "GDPR"), the details of the shareholders and other attendees of the Shareholders' Meeting are collated and processed by the Company exclusively for the execution of the Shareholders' Meeting and corporate requirements provided for in applicable legislation.

At this point, at 10.41AM, the Chairperson begins the discussion of the only item on the Agenda, namely:

### **1. Amendment of Articles 9, 10 and 16 of the By-Laws; resolutions thereon.**

The Chairperson proposes, firstly, to amend Articles 9 and 10 of the current By-Laws, concerning the calling of Shareholders' Meetings and the manner in which persons are entitled to attend and exercise their voting rights at Shareholders' Meetings, in order to incorporate the regulatory innovations introduced by the Capital Law.

The aforementioned legislative measure, through the introduction of the new Article 135-undecies.1 of the CFA, allows companies with shares listed on a regulated market to provide in their By-Laws that attendance at Shareholders' Meetings and the exercise of voting rights may take place exclusively through the company's appointed representative (the "Appointed Representative"), to whom proxies or sub-delegates may also be conferred pursuant to Article 135-novies of the CFA.

In light of the experience gained in recent years, the Chairperson, together with the Board of Directors, considers that participation at Shareholders' Meetings through the exclusive use of the Appointed Representative allows for the orderly and efficient management of the meetings, while, at the same time, making it easy for those entitled to vote to exercise their voting rights, without this manner of conducting the meetings compromising the participation and voting rights of shareholders as recognised by law.

In light of the foregoing, the Chairperson therefore deems it appropriate to avail itself of the aforementioned power by introducing into the By-Laws the possibility for the Company to make exclusive use of the Appointed Representative as an alternative way of participating and expressing votes at the Shareholders' Meetings, and, consequently, intends to formulate a proposal to amend Articles 9 and 10 of the By-Laws for submission to the Company's Shareholders' Meeting, introducing a new Article 10.5 and aligning the provisions in Articles 9.2 and 10.7 regarding the calling of and exclusively remote attendance at Shareholders' Meetings with the new provision regarding the Appointed Representative.

At this point, the Chairperson passes the floor to me, the Notary Public, in order to proceed with the reading of the Articles being amended and/or introduced.

Taking the floor, I proceed to read Articles 9.2, 10.4, 10.5, and 10.7, highlighting the elements that have been changed.

*"9.2. The Shareholders' Meeting may be called in Italy, including outside the municipality of the company's registered office, or in another European Union country or Switzerland, or entirely remotely, in the manner set out at point 10.7 below, as shall be indicated in the call notice.*

*10.4 For each Shareholders' Meeting, the Company may designate, through notification in the call notice, a person to whom shareholders can confer proxy, with voting instructions on all or some of the proposals on the Agenda (the "Appointed Representative"), in the terms and manner provided by law.*

*10.5 Where provided for and/or permitted by the law and/or the pro tempore regulatory provisions in force, the Company may establish that attendance and exercise of voting rights at the Shareholders' Meeting by those entitled to do so may also take place exclusively by granting proxy (or sub-delegation) of voting rights to the Company's Appointed Representative pursuant to Article 135-undecies Legislative Decree No. 58/1998, in the manner provided for by the same laws and regulatory provisions.*

*10.7 The Shareholders' Meeting, whether an ordinary or extraordinary meeting, including in those cases in which the Company provides that attendance and the exercise of the voting rights of entitled persons shall take place exclusively through the Appointed Representative in accordance with point 10.5 above, may be held, where permitted by the applicable regulations and where the Board of Directors*

*deems it appropriate, including exclusively, **remotely**, in several locations, via audio/video link, on the condition that a collegial approach is taken and the principles of good faith and of equal treatment of shareholders are upheld and, in particular, on the condition that:*

*(a) the Chairperson of the Shareholders' Meeting may declare, also through specially appointed officers, the identity and right to attend of those present, govern the proceedings of the meeting, and ascertain and announce the results of the vote;*

*(b) the minute-taker is able to adequately note all the matters pertaining to the Shareholders' Meeting;*

*(c) attendees may participate in the discussions and vote simultaneously on the matters on the Agenda;*

*(d) such modes of **connection to the meeting** are provided for by the Shareholders' Meeting call notice, **without prejudice to the Board of Directors' right to also provide the technical specifications at subsequent times before the meeting.***

*It is understood that the Chairperson and the person taking the minutes may be in different locations."*

Having read the articles, I again cede the floor to the Chairperson, who resumes discussion of the item on the Agenda, proposing to amend Article 16 of the By-Laws concerning the appointment of the Executive Officer for Financial Reporting (the "Executive Officer") in order to incorporate the regulatory innovations introduced by the Sustainability Decree.

The Chairperson states that, in particular, the aforementioned Legislative Decree has, *inter alia*, introduced a new paragraph 5-ter to Article 154-bis of the CFA, whereby the Executive is also required to certify that the sustainability reporting is prepared in accordance with the applicable reporting standards pursuant to Directive 2013/34/EU and the Sustainability Decree, as well as with the specifications set out in Article 8, paragraph 4 of Regulation (EU) 2020/852; for these purposes, the aforementioned paragraph 5-ter allows issuers to provide that such a declaration may be made by an executive other than the Executive Officer, with specific expertise in sustainability reporting (the "Sustainability Executive").

However, in order for issuers to avail of this option, it is necessary that the role of the Sustainability Executive be provided for in the By-Laws, which will also be required to set out the relative professionalism requirements, as is already provided for with reference to the Executive Officer.

In this regard, the Board of Directors of our Company, in order to be able to benefit from greater flexibility in the identification of the executive called upon to issue sustainability declarations, deems it appropriate to proceed with the aforementioned amendment to the by-laws, thereby introducing the power to grant the declaration powers on sustainability reporting to the Sustainability Executive, outlining the related requirements, it being understood that, in the absence of the Board of Directors exercising this power, this declaration will be issued by the Executive Officer, in accordance with the provisions of the applicable regulations.

In order to incorporate these changes, the Chairperson proposes to change the title of Article 16, to amend Article 16.1, and to introduce a new Article 16.3. The Chairperson then passes the floor to me, the Notary Public, in order to proceed with the reading of these articles.

***"Article 16 – Appointment of an Executive Officer for Financial Reporting for the preparation of the financial statements and of an executive for sustainability reporting***

*16.1. The Board of Directors, after prior mandatory consultation with the Board of Statutory Auditors, shall appoint an Executive Officer responsible for the prepara-*

tion of the financial statements, in accordance with Article 154-bis of Legislative Decree No. 58/1998, granting them adequate means and powers for the accomplishment of the tasks assigned by that provision, including those relating to sustainability reporting, as well as those provided for in the pro tempore regulations, including the implementing regulations.

**16.3. This is without prejudice to the right of the Board of Directors to assign the powers and responsibilities set out in paragraph 5-ter of Article 154-bis of Legislative Decree No. 58 of February 24, 1998, and in the pro tempore regulations, including the implementing legislation, applicable in the field of sustainability reporting to an executive other than the Executive Officer for Financial Reporting, who has adequate experience and specific skills in the field of sustainability reporting and who meets the good standing requirements established for Statutory Auditors by the applicable legal provisions.**

On concluding the reading, the Chairperson reminds that all the proposed amendments do not permit the right of withdrawal by the shareholders who did not participate in the motion as they are outside the scope of Article 2437 and other legal provisions, and then invites me the Notary Public to read the proposed motion.

At this point, having been given the floor by the Chairperson, I will read the motion concerning this Agenda item:

*“The Shareholders’ Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. (“Fila”), in extraordinary session, having reviewed the Board of Directors’ Illustrative Report drawn up in accordance with Article 125-ter of Legislative Decree No. 58 of February 24, 1998 and Articles 72 paragraph 1-bis and 84-ter of the Regulation adopted with Consob Motion No. 11971 of May 14, 1999 and in compliance with Annex 3A to the same Consob regulation, published as per law;*

*resolves*

- 1. to approve the amendments to Articles 9, 10 and 16 of the By-Laws, as proposed by the Board of Directors;*
- 2. to grant the Board of Directors and on its behalf to the Chairperson and the Chief Executive Officer, severally and jointly, with the right to sub-delegate and to avail itself in full or in part of special attorneys, all powers necessary to (a) take all steps necessary to execute the aforementioned resolution; (b) to comply with all consequent legislative and regulatory requirements, including but not limited to the formalities required for its registration in the Register of Companies pursuant to Article 2436 of the Civil Code; and (c) make all non-substantial amendments, additions and/or deletions to the same resolution and to the By-Laws that may be required by the competent authorities or by the Notary, or otherwise deemed useful or appropriate”.*

The Chairperson then asks the Appointed Representative to cast the votes; the Appointed Representative casts the relevant votes. Based on the tallies, the Chairperson declares the proposal read as approved, specifying the result as follows:

Total of 29,496,930 shares represented at the Shareholders’ Meeting, representing 45,660,642 votes

In favour 36,069,255 votes representing 78.994%

Against 9,591,387 votes representing 21.006%

Abstaining 0 votes representing 0%

Not voting 0 votes representing 0%

**TOTAL 45,660,642 votes representing 100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

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Since there is no further business before the session, and no-one wishes to speak, the Chairperson thanks everyone for attending and declares the extraordinary session of the Shareholders' Meeting of FILA S.p.A. closed at 10.55AM on December 16, 2024.

The following are appended hereto: as Appendix A, in a single envelope, the attendance sheets, with the list of the names of the proxies given, with the results of the voting; as Appendix B, the reports by the Board of Directors pursuant to Article 125-ter of the CFA and as Appendix "C", also for the purposes of Article 2436 of the Civil Code, the updated By-Laws with the above approved amendments.

I, the Notary, after reading, do hereby sign these minutes, prepared by me as secretary of the Meeting held on December 16, 2024, at 4.40PM.

Written using electronic instruments by a person in my confidence and completed by my hand, it consists of two sheets and occupies seven pages and part of an eighth.

Signed Gianluca Gonzales Notary

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