



SPAFID  
CONNECT

Informazione Regolamentata n. 1565-19-2022	Data/Ora Ricezione 28 Marzo 2022 18:53:37	Euronext Star Milan
--	---	---------------------

Società' : FILA

Identificativo : 159265

Informazione  
Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

Tipologia : REGEM

Data/Ora Ricezione : 28 Marzo 2022 18:53:37

Data/Ora Inizio : 28 Marzo 2022 18:53:38

Diffusione presunta

Oggetto : F.I.L.A. S.p.A. \_ Shareholders' Meeting  
27.04.22 Call Notice

*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 27, 2022**, 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. Financial statements and consolidated financial statements; allocation of profit for the year and distribution of dividends:
  - 1.1 Approval of the separate financial statements for the year ended December 31, 2021, 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, 2021; resolutions thereon;
  - 1.2 Allocation of net income for the year and distribution of dividends; resolutions thereon;
2. Remuneration Policy and Report:
  - 2.1 approval of the first section of the Remuneration Policy and Report (i.e. remuneration policy for the year 2022) 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 the second section of the Remuneration Policy and Report (i.e. remuneration report for the year 2021) 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 27, 2021 for any portion not executed; resolutions thereon.
4. Incentive plan for the period 2022-2026 concerning ordinary shares of F.I.L.A., called "*2022-2026 Performance Shares Plan*" reserved to employees and/or Senior Directors of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A. and/or other Group companies; resolutions thereon.

\* \* \*

1. **PROCEDURES FOR THE SHAREHOLDERS' MEETING PURSUANT TO THE *CURA ITALIA* DECREE-LAW**

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 Service 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 by Decree-Law No. 228 of December 30, 2021 converted into law with amendments by Law No. 15 of February 25, 2022. 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 designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "**CFA**") - Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan, (the "**Appointed Representative**" or "**Spafid**") - according to the methods 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 51,500 treasury shares.

## 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 7th (seventh) open market day (i.e. **April 14, 2022**) 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 22, 2022**). 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. Spafid.

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), Spafid may be contacted at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following phone numbers (+39) 0280687.319 and (+39) 0280687.335 (business days between 9AM and 5PM).

##### **4.1 Ordinary proxy (or sub-delegation) pursuant to Article 135-*novies* of the CFA**

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 - Documents - Shareholders' Meetings* " ("*Ordinary proxy/sub-delegation form*") 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), by one of the following alternative methods:

- (i) sending of an electronically reproduced copy (PDF) to the certified e-mail address

[assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Fila 2022 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 Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy for Fila 2022 Shareholders' Meeting"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (with the subject "Proxy for Fila 2022 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 26, 2022**; 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 as per Article 135-undecies of the CFA

The proxy, together with the voting instructions, can also be given - without any cost for the principal except for the transmission costs - to Spafid, 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 - Documents - Shareholders' Meetings" section ("Proxy/ sub-delegation form to the Designated Representative").

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 first call of the Shareholders' Meeting (i.e. by 11:59PM on **April 25, 2022**), 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 [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (subject "Proxy for Fila 2022 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 Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy for Fila 2022 Shareholders' Meeting"), with sending in advance of an electronically reproduced copy (PDF) by ordinary e-mail to the following address [assemblee2022@pec.spafid.it](mailto:assemblee2022@pec.spafid.it) (with the

subject "*Proxy for Fila 2022 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 25, 2022**) 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 (the "record date" i.e., by **April 14, 2022**). 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 17, 2022**), 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 Illustrative 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 22, 2022**, 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 - Documents - Shareholders' Meetings*" section. The Company decided to bring forward the deadline for providing the answer, compared to the provisions of Article 127-ter, paragraph 1-bis, of the CFA, in order to allow the shareholders to make an informed choice for the purpose of voting instructions to the Appointed Representative in due time.

## **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 (i.e. by **April 7, 2022**), 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.

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 **April 7, 2022**) 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 motion 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 12, 2022**), 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 and taking into account the extraordinary circumstances and measures related to the COVID-19 pandemic, 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 11, 2022**.

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 shall be sent to the Company by the aforementioned deadline (i.e. by **April 11, 2022**) 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 - Documents - Shareholders' Meetings" 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. 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 - Documents - Shareholders' Meetings" 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).

\* \* \*

The information contained in this notice - and, in particular, the date, place, and/or time of the Shareholders' Meeting, the terms for the exercise by shareholders of their rights, the procedures for participation at the meeting and/or the manner in which the meeting is held - may be subject to changes, updates or clarifications in consideration of the current emergency situation related to COVID-19 and the consequent measures that may be adopted by the competent authorities. Any changes, updates or clarifications will be promptly communicated in the same manner as that for the publication of this notice.

\* \* \*

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 - Documents - Shareholders' Meetings" section, as well as in extract in the newspaper "Il Giornale".

Pero, March 28, 2022

For the Board of Directors  
The Chairperson

*(Giovanni Gorno Tempini)*



