



SPAFID
CONNECT

Informazione Regolamentata n. 1565-29-2022	Data/Ora Ricezione 27 Aprile 2022 15:26:58	Euronext Star Milan
--	---	---------------------

Societa' : FILA

Identificativo : 161013

Informazione
Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

Tipologia : REGEM

Data/Ora Ricezione : 27 Aprile 2022 15:26:58

Data/Ora Inizio : 27 Aprile 2022 15:26:59

Diffusione presunta

Oggetto : F.I.L.A. S.p.A._PR Post-Shareholders'
Meeting of 27.04.2022

Testo del comunicato

Vedi allegato.

PRESS RELEASE

SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A. APRIL 27, 2022

- *Individual financial statements of F.I.L.A. S.p.A. for the year ended December 31, 2021 approved and consolidated financial statements of the Fila Group for the year ended December 31, 2021 reviewed;*
- *F.I.L.A. S.p.A. net profit of Euro 17.0 million (up significantly on Euro 8.1 million as per the individual financial statements of Fila for the year ended December 31, 2020);*
- *Distribution of a dividend to shareholders totalling Euro 11,743,408.31 approved - therefore Euro 0.23 for each of the 51,058,297 ordinary shares currently in circulation, with payment on May 25, 2022, coupon date of May 23, 2022 and record date of May 24, 2022;*
- *Adjusted consolidated revenue of Euro 653.5 million (+7.5% on Euro 608.2 million as per the Fila Group consolidated financial statements for the year ended December 31, 2020);*
- *Adjusted consolidated net profit, excluding IFRS 16 effect, of Euro 42.5 million, (+84.3% compared to Euro 23.1 million in the previous year);*
- *Net Financial Debt at December 31, 2021 of Euro 437.3 million (including IFRS 16 effect of Euro 87.3 million and negative Mark to Market Interest Hedging of Euro 9.9 million) reducing by Euro 56.2 million compared to Euro 493.5 million at December 31, 2020 (including IFRS 16 effect of Euro 84.9 million and negative Mark to Market Interest Hedging effect of Euro 18.8 million);*
- *Approval, by binding vote, of first section of the remuneration policy and report prepared pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the "CFA") (i.e. remuneration policy for the year 2022);*
- *Favourable consultative vote on second section of the remuneration report and policy prepared pursuant to Article 123-ter of the CFA (i.e. remuneration report for the year 2021);*
- *Authorisation renewed to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2021 for the portion not executed;*

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





Il futuro ha i nostri colori. Da 100 anni.

- *Approval of the incentive plan for the period 2022-2026 reserved for employees and/or senior directors of Fila or and/or other companies belonging to the group it heads.*

Pero, April 27, 2022 - The Shareholders' Meeting of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. ("F.I.L.A." or the "Company"), a company listed on the Euronext Milan regulated market, organised and managed by Borsa Italiana S.p.A., Euronext STAR Milan segment, ISIN code IT0004967292, met today in single call, under the chairmanship of Giovanni Gorno Tempini, according to the means set out by 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 "Italian Healthcare Decree-Law"), 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.

Statutory financial statements at December 31, 2021

The Shareholders' Meeting reviewed and approved the individual financial statements of Fila for the year ended December 31, 2021, which report a net profit of Euro 17,002,269.91.

The Shareholders' Meeting in addition noted the Fila Group consolidated financial statements for the year ended December 31, 2021.

Allocation of the result for the year and distribution of a dividend

The Shareholders' Meeting in addition approved:

- to allocate Euro 659,002.08 to the Legal Reserve;
- to allocate to Retained earnings Euro 4,599,859.52;
- the distribution to Shareholders as dividend of a total of Euro 11,743,408.31, from the net profit for the year and, therefore, a dividend of Euro 0.23 for each of the 51,058,297 shares currently in circulation, while (i) in the case in which the total number of shares of the company currently in circulation should increase by the coupon date, the total amount of dividend will remain unchanged and the unitary amount will be automatically adjusted to the new number of shares; and (ii) the treasury shares in the possession of the company at the record date shall be excluded from the distribution of the dividend, with a consequent proportional increase in the unitary amount of the dividend for the other shares.

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





Il futuro ha i nostri colori. Da 100 anni.

The dividend will be paid with dividend coupon of May 23, 2022, record date of May 24, 2022 and payment date of May 25, 2022.

For further information, reference should be made to the illustrative report on the first point of the agenda of the Shareholders' Meeting of Fila of April 27, 2022, available on the company website www.filagroup.it, in the "Governance - Shareholders' Meeting" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

Remuneration policy for 2022 and report on 2021 as per Article 123-ter of the CFA

The Shareholders' Meeting (i) approved by means of binding vote - in accordance with Article 123-ter, paragraphs 3-bis and 3-ter, CFA - the first section of the remuneration policy and report, drawn up in accordance with Article 123-ter of the CFA (i.e. the remuneration policy 2022); and (ii) expressed a favourable consultative vote - in accordance with Article 123-ter, paragraph 6 of the CFA - on the second section of the remuneration policy and report, drawn up as per Article 123-ter of the CFA (i.e. report on remuneration settled in 2021).

For further information, reference should be made to (i) the illustrative report on the second point of the agenda of the Shareholders' Meeting of Fila of April 27, 2022, available on the company website www.filagroup.it, in the "Governance - Shareholders' Meeting" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com, and (ii) the remuneration policy and report available on the company website (www.filagroup.it), "Governance - Annual Reports" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

Renewal of the 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 the portion not executed

The Shareholders' Meeting also approved the renewal of the authorisation, in accordance with Articles 2357 and 2357-ter of the Civil Code and 132 of the CFA, of the purchase and disposal of treasury shares, following revocation of the previous authorisation granted by the Shareholders' Meeting of April 27, 2021, for the part not yet executed, which, for the part concerning the purchase of treasury shares, shall expire in the coming months.

In particular, the Shareholders' Meeting authorised the Company (i) to purchase, on one or more occasions, a maximum number, on a rotating basis, 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. October 27, 2023); and (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and/or of any held in portfolio by the Company.

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





Il futuro ha i nostri colori. Da 100 anni.

The authorisation to purchase and dispose of treasury shares is granted, in general, 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, to further corporate transactions requiring the exchange or transfer, in any form, of shareholdings; (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 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; (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); and (vi) to offer shareholders an additional instruments to monetise their investment.

The 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. The disposals may be made by any means considered appropriate to serve the purposes pursued, including sale outside of the regulated market. Authorisation was also granted to carry out subsequent purchase and disposal transactions for trading activities.

The unitary price for the purchase of the ordinary Fila shares will be established on a case by case basis for each transaction, subject to the consideration that such may not be higher or lower than 10% the recorded price of the Fila share for the trading session preceding each purchase 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 Shareholders' Meeting calculated 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.

The company, in accordance with applicable regulations, shall communicate to the market the start date of the treasury share buy-back programme, in addition to the additional information required.

During 2021 and until today, the company had purchased 240,000 treasury shares (representing 0.47% of the share capital). The company overall currently holds 291,500 ordinary treasury shares.

For further information, reference should be made to the illustrative report on the third point of the agenda of the Shareholders' Meeting of Fila of April 27, 2022, available on the company website www.filagroup.it, in the "Governance - Shareholders' Meeting" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

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





Il futuro ha i nostri colori. Da 100 anni.

2022-2026 Performance Share Plan

Finally, the Shareholders' Meeting approved, pursuant to and for the purposes of Article 114-*bis* of the Consolidated Finance Act, the "2022 - 2026 Performance Share Plan" incentive plan (the "**2022-2026 Plan**"), reserved for employees and/or senior directors of the Company and/or of the other companies belonging to the group it heads (the "**Group**"), to be executed through the free assignment of Fila ordinary shares to the beneficiaries. The 2022-2026 Plan comprises 3 annual vestings of shares ("rolling" plan), each of which corresponds to a three-year performance period (2022-2024 for the first cycle, 2023-2025 for the second cycle and 2024-2026 for the third cycle).

As previously disclosed to the market, Fila's Board of Directors on March 22, 2022, upon the proposal of the Remuneration Committee, identified - subject to, and as of, the approval of the 2022-2026 Plan by the Shareholders' Meeting - its beneficiaries and the maximum number of shares that may be allocated to them depending on the achievement of the quantitative objective (average ROI ⁽¹⁾ of each three-year vesting period, with a relative weight of 70%) and the qualitative objective (the achievement of at least 80% of the objectives set for each three-year vesting period by the Group's sustainability plan in place during each three-year vesting period, with a relative weight of 30%) under the 2022-2026 Plan.

The 2022-2026 Plan also stipulates, for all beneficiaries, an obligation to maintain all the ordinary F.I.L.A. shares that may vest for a period of 24 months from the effective vesting date ("minimum holding"), except for the possibility to sell shares in order to comply with tax obligations through the "sell to cover" method.

For further information, please refer to (i) the explanatory report on the 4th (fourth) item on the agenda of the Fila Shareholders' Meeting of April 27, 2022, available on the Company's website, www.filagroup.it, "Governance - Shareholders' meetings" section and on the "eMarketStorage" authorised storage mechanism, at www.emarketstorage.com; and (ii) the disclosure document drawn up as per Article 84-*bis* and in accordance with Annex 3A of the regulation approved by CONSOB Resolution No. 11971 of May 14, 1999, available on the Company's website at www.filagroup.it, "Governance - Stock Grant Plans" section and on the "eMarketStorage" authorised storage mechanism at www.emarketstorage.com.

Filing of documentation

The summary of voting and the minutes of the Shareholders' Meeting shall be made available to the public, according to the legally established deadlines and means, at the registered office and on the Fila website

⁽¹⁾ The ROI (Return on Investment) indicates the ratio between consolidated EBITDA and net invested capital as per the Group business plan. This objective concerns the following scopes: (i) consolidation of North America (which comprises a portion of the Group consolidation) for a number of beneficiaries located in this geographical area and (ii) consolidation of the Group for all other 2022-2026 Plan beneficiaries.

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

GIOTTO | tratto |  PONGO | DAS | LYRA | MAIMERI | DALER ROWNEY
 LUKAS |  ST CUTHBERTS MILL |  CANSON |  Strathmore |  PRINCETON ARTIST BRUSH |  ARCHES





Il futuro ha i nostri colori. Da 100 anni.

(www.filagroup.it), “Governance - Shareholders’ Meeting” section, in addition to the “eMarket Storage” authorised storage mechanism at www.emarketstorage.com.

The Executive Officer for Financial Reporting Stefano De Rosa declares, in accordance with Article 154-bis, paragraph 2, of the CFA, that the accounting information contained in this press release corresponds to the underlying accounting documents, records and accounting entries.

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 653.5 million in 2021, 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 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 22 production facilities (of which two in Italy) and 34 subsidiaries across the globe and employs over 9,800.

* * *

For further information:

F.I.L.A. Investor Relations

Stefano De Rosa - Investor Relations Officer

Francesca Cocco - Investor Relations

ir@fila.it

(+39) 02 38105206

For financial communication:

Community Strategic Communications Advisers

Tel. (+39) 02 89404231

fila@communitygroup.it

F.I.L.A. Press Office

Cantiere di Comunicazione

Eleonora Galli: (+39) 02 87383180 -186 – mob: (+39) 331 9511099

e.galli@cantierecomunicazione.com

Antonella Laudadio: (+39) 02 87383180 -189

a.laudadio@cantierecomunicazione.com

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



Fine Comunicato n.1565-29	Numero di Pagine: 8
---------------------------	---------------------