



SPAFID CONNECT

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Regolamentata

Nome utilizzatore : FILASPANSS01 - De Rosa

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Data/Ora Ricezione : 19 Dicembre 2018 11:19:17

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Diffusione presunta

Oggetto : F.I.L.A. S.p.A._PR early conclusion stock
exchange offer.

Testo del comunicato

Vedi allegato.

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PRESS RELEASE

EARLY CLOSING OF THE RIGHTS AUCTION OF UNEXERCISED ORDINARY RIGHTS FROM SHARE CAPITAL INCREASE

Pero, December 19, 2018 – F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“**Fila**” or the “**Company**”) announces that on the date hereof, on conclusion of the first Stock Exchange trading session, all ordinary rights unexercised in the rights offer period (the “**Unexercised Ordinary Rights**”) for the subscription of 201,990 new ordinary shares (the “**New Ordinary Shares**”) from the paid-in share capital increase approved by the Extraordinary Shareholders’ Meeting of October 11, 2018 (the “**Share Capital Increase**”) have been sold.

The exercise of the Unexercised Ordinary Rights acquired within the Stock Exchange offer in accordance with Article 2441, paragraph 3 of the Civil Code and, consequently, the subscription of the relative ordinary rights must be made by and not later than December 27, 2018, failing which the rights shall expire.

As already communicated on November 28, 2018, the Company has entered into an underwriting agreement relating to the rights offering (the “**Underwriting Agreement**”). Pursuant to the Underwriting Agreement, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Corporate & Investment Banking, (each acting as Joint Global Coordinators), Banca Akros S.p.A., Banca IMI S.p.A. and BNP PARIBAS (each acting as Joint Bookrunners) committed to, among other things, subscribe for, on a several and not joint and several basis, any and all new ordinary rights that will remain unsubscribed for, following the rights auction up to a maximum aggregate amount of Euro 84,080,149.20. This amount is equal to the amount of the Share Capital Increase, net of Pencil S.p.A.’s irrevocable undertaking. On this matter, please note that Pencil S.p.A. has fulfilled its irrevocable undertaking to subscribe for all new class B shares.

The Registration Document, the Disclosure Note and the Summary Note are available to the public in accordance with law at the registered office of the company in Pero (MI), via XXV Aprile n. 5, on the company website, www.filagroup.it and also on the e-Market STORAGE authorised storage mechanism at 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. In November 2015, F.I.L.A. listed on the STAR segment of the Milan Stock Exchange. The company, with revenue of over Euro 510 million in 2017, 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 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 and Strathmore.

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. operates through 22 production facilities (of which 2 in Italy) and 35 commercial subsidiaries across the globe and employs approx. 9,500 persons.

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Important Regulatory Notice

*This communication does not contain or constitute an offer of, or the solicitation of an offer to buy, securities. The rights and shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933 as amended (the “**Securities Act**”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The rights or shares referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of the ordinary shares in the United States, Australia, Canada or Japan and F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. does not intend to register any*

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portion of the offering of securities in the United States. Copies of this communication are not being made available and may not be distributed or sent into the United States, Canada, Australia or Japan.

*Any public offering will be conducted in Italy pursuant to the prospectus that will be published following the approval by CONSOB (the “**Prospectus**”) in accordance with applicable laws and regulations. Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, persons who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a)-(e) of the Order (all such persons together being referred to as “**Relevant Persons**”) Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.*

*This announcement has been prepared on the basis that any offer of shares or other securities in any Member State of the European Economic Area, other than Italy (each a “**Member State**”), will be made pursuant to an exemption under the Prospectus Directive (i.e., Directive 2003/71/EC, as amended from time to time, including by Directive 2010/73/EU) from the requirement to publish a prospectus for the offers of shares or securities. Accordingly, any person making or intending to make an offer in a Member State of securities which are the subject of the rights offering contemplated by this announcement may only do so in circumstances in which no obligation arises for F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. nor the underwriters have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. or the underwriters to publish or supplement a prospectus for such offer.*

This announcement is an advertisement and is not a prospectus pursuant to (i) the Prospectus Directive; and (ii) Italian Legislative Decree No. 58 of February 24, 1998 (as amended) and CONSOB Regulation No. 11971/1999 (as amended), implementing the Prospectus Directive. With respect to the public offer of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.’s shares in Italy contemplated by the Prospectus, any decision regarding the exercise of the pre-emptive subscription rights and the subscription of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A.’s shares or the sale of the pre-emptive subscription rights in the context of the rights offering

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should only be made on the basis of the information contained in the Prospectus. The Prospectus will be available at the registered office of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. and on the website www.filagroup.it following the Prospectus' approval by CONSOB.

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Rights and the New Shares have been subject to a product approval process, which has determined that such Rights and New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Rights and the New Shares may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Offering.*

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and the New Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.

Before subscribing, please read the Prospectus.

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