

**F.I.L.A. – FABBRICA ITALIANA LAPIS ED AFFINI S.P.A.**



**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON POINT 1 OF THE AGENDA OF  
THE ORDINARY SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED  
AFFINI S.P.A., CALLED FOR APRIL 29, 2025 IN SINGLE CALL.**

(drawn up in accordance with Article 125-*ter* of Legislative Decree No. 58 of February 24,  
1998, and Article 84-*ter* of the Regulation adopted with Consob Resolution No. 11971 of  
May 14, 1999)

Report approved by the Board of Directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini  
S.p.A. at the meeting of March 21, 2025 and available on the website [www.filagroup.it](http://www.filagroup.it).

**Point 1 on the Agenda of the Ordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A., called for April 29, 2025 in single call:**

- 1. Separate financial statements and consolidated financial statements; proposed distribution:**
  - 1.1 Approval of the separate financial statements for the year ended December 31, 2024, 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, 2024, including the Consolidated Sustainability Statement pursuant to Legislative Decree No. 125/2024; resolutions thereon;**
  - 1.2 Approval of the proposed allocation of the net profit for the year; resolutions thereon.**

\* \* \*

Dear Shareholders,

this Report has been prepared pursuant to Article 125-*ter*, paragraph 1 of Legislative Decree No. 58 of February 24, 1998 and Article 84-*ter* of the Regulation adopted with Consob Resolution No. 11971 of May 14, 1999.

This report was approved by the Board of Directors of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. (“**Fila**” or the “**Company**”) in the meeting of March 21, 2025 and is made available to the public, in accordance with applicable law and regulations, at the registered office, on the Company’s website ([www.filagroup.it](http://www.filagroup.it)) and also by the other means established by the applicable regulation.

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With reference to the first point on the Agenda of the Shareholders' Meeting, the Board of Directors proposes for your approval, in accordance with law, the Financial Statements for the year ended December 31, 2024 (consisting of the Statement of Financial Position, the Income Statement, the Statement of Cash Flows, the Statement of Changes of Equity and the Explanatory Notes), together with the Directors' Report.

These documents, together with the consolidated financial statements at December 31, 2024, including the consolidated Sustainability Statement, the Board of Statutory Auditors' Report as per Article 2429 of the Civil Code and the Independent Auditors' Report of Deloitte & Touche S.p.A. on the separate and consolidated financial statements at December 31, 2024, will be made available to the public at the registered office of the Company, on the website [www.filagroup.it](http://www.filagroup.it), on the website of Borsa Italiana S.p.A. and on the authorised storage mechanism “EMARKET STORAGE” at [www.emarketstorage.com](http://www.emarketstorage.com).

The Company's separate financial statements at December 31, 2024 present:

- revenues and income totalling Euro 78.195 million (of which core business revenue of Euro 71.193 million and other revenues and income of Euro 7.002 million);
- operating costs of Euro 75.664 million; and
- an operating profit of Euro 2.530 million;

Net financial income totalled Euro 68.100 million. The pre-tax profit was Euro 70.630 million; the profit for the year was Euro 60.470 million.

The Fila Group consolidated financial statements at December 31, 2024 present:

- core business revenues of Euro 612.583 million, compared to Euro 779.183 million in 2023;
- EBITDA, adjusted and net of IFRS 16 effects, of Euro 103.065 million, compared to Euro 121.104 million in 2023;
- Group profit excluding non-recurring charges of Euro 40.934 million, compared to Euro 30.940 million in 2023; and
- net financial position of Euro 181.079 million, compared to Euro 303.412 million in 2023.

The Directors' Report to the consolidated financial statements includes, in implementation of the provisions of Legislative Decree No. 125/2024, the consolidated Sustainability Statement.

The Board of Directors, in view of the profit for the year, therefore proposes, subject to approval by the Shareholders' Meeting of the separate financial statements at December 31, 2024,

1. to allocate the net profit for the year of Euro 60,470,176.38 as follows:
  - to the distribution of a dividend to shareholders of Euro 0.80 for each of the 51,058,297 F.I.L.A. S.p.A. shares (ordinary and special) that will be issued and in circulation at the ex-dividend date indicated in point 2 below (net of treasury shares that will be in the portfolio at the record date indicated in point 2 below), for a total maximum amount of Euro 40,846,637.60;
  - to Retained earnings the residual profit, for a total minimum amount of Euro 20,423,318.80, which may be increased in relation to the dividend not distributed in respect of treasury shares held in portfolio at the record date indicated in point 2 below;
2. to distribute, gross of any statutory withholdings:

- a dividend in the amount of Euro 0.40 for each of the Fila S.p.A. shares (ordinary and special) issued and in circulation at the ex-dividend date indicated below (net of treasury shares that will be in the portfolio at the record date indicated below), with ex-dividend date, record date and payment date on May 19, 20 and 21, 2025, respectively; and
- a dividend in the amount of Euro 0.40 for each of the Fila S.p.A. shares (ordinary and special) issued and in circulation at the ex-dividend date indicated below (net of treasury shares that will be in the portfolio at the record date indicated below), with ex-dividend date, record date and payment date on November 17, 18 and 19, 2025, respectively.

\* \* \*

Given that presented and where you are in agreement with the above proposals, we invite you to adopt the following motions:

*"The Ordinary Shareholders' Meeting of F.I.L.A. - Fabbrica Italiana Lapis ed Affini S.p.A.*

- *having noted the Explanatory Report of the Board of Directors;*
- *having reviewed the financial statements of the Company for the year ended December 31, 2024 and the consolidated financial statements for the year ended December 31, 2024, including the consolidated Sustainability Statement;*
- *having noted the Board of Statutory Auditors' Report prepared in accordance with Article 2429 of the Civil Code and 153 of Legislative Decree No. 58 of February 24, 1998;*
- *having noted the Independent Auditors' Report of Deloitte & Touche S.p.A., prepared as per Articles 14 and 16 of Legislative Decree No. 39 of January 27, 2010*
- *having reviewed the Directors' Report on Operations;*
- *taking account of Article 2430 of the Civil Code regarding the legal reserve;*

### **resolves**

1. *to approve the separate financial statements of the Company for the year ended December 31, 2024, as proposed and illustrated by the Board of Directors, together with the Directors' Report, which present a profit of Euro 60,470,176.38 and also takes note of the consolidated financial statements of the Company for the year ended December 31, 2024, including the consolidated Sustainability Statement;*
2. *to allocate the net profit for the year of Euro 60,470,176.38 as follows:*
  - a) *to the distribution of a dividend to shareholders in the amount of Euro 0.80 for each of the 51,058,297 F.I.L.A. S.p.A. shares (ordinary and special) that will be issued and in circulation at the ex-dividend dates indicated in point 3 of this motion (net of treasury shares that will be in*

- the portfolio at the record dates indicated in point 3 of this motion), for a total maximum amount of Euro 40,846,637.60;*
- b) the residual amount to retained earnings, for a total minimum amount of Euro 20,423,318.80, which may be increased in relation to the dividend not distributed in respect of treasury shares held in portfolio at the record dates indicated in point 3 of this motion;*
3. *to distribute, gross of any statutory withholdings:*
- a) a dividend in the amount of Euro 0.40 for each of the F.I.L.A. S.p.A. shares (ordinary and special) issued and in circulation at the ex-dividend date indicated below (net of treasury shares that will be in the portfolio at the record date indicated below), with ex-dividend date, record date and payment date on May 19, 20 and 21, 2025, respectively; and*
- b) a dividend in the amount of Euro 0.40 for each of the F.I.L.A. S.p.A. shares (ordinary and special) issued and in circulation at the ex-dividend date indicated below (net of treasury shares that will be in the portfolio at the record date indicated below), with ex-dividend date, record date and payment date on November 17, 18 and 19, 2025, respectively.*
4. *to grant the Board of Directors and, on its behalf, the Executive Directors, severally, all the broadest powers to concretely and fully implement the above resolutions in compliance with the applicable regulations.*

Pero, March 21, 2025

The Chairperson of the Board of Directors

*(Giovanni Gorno Tempini)*