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Oggetto : F.I.L.A. S.p.A._PR_ Shareholders' Meeting April
29, 2025

Testo del comunicato

Vedi allegato



PRESS RELEASE

SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A. APRIL 29, 2025

- Individual financial statements of F.I.L.A. S.p.A. for the year ended December 31, 2024 approved and consolidated financial statements of the F.I.L.A. Group for the year ended December 31, 2024 reviewed;
- F.I.L.A. S.p.A. profit for the year of Euro 60.470 million;
- Distribution of a dividend to shareholders approved, in the amount of Euro 0.80 for each of the 51,058,297 shares in circulation on the ex-dividend date;
- 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 2025);
- 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 2024);
- Authorisation renewed to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 23, 2024 for the portion not executed;
- Approval of the incentive plan for the period 2025-2029 reserved for employees and/or Senior Directors of F.I.L.A. or and/or other companies belonging to the group it heads.

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Pero, April 29, 2025 - 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 under Article 10.5 of the F.I.L.A. By-Laws (the “**By-Laws**”) and Article 135-*undecies*.1 of Legislative Decree No. 58 of February 24, 1998 (the “**CFA**”).

Statutory financial statements at December 31, 2024

The Shareholders' Meeting reviewed and approved the individual financial statements of F.I.L.A. for the year ended December 31, 2024, which report a net profit of Euro 60,470,176.38.

The Shareholders' Meeting in addition noted the F.I.L.A. Group consolidated financial statements, including the consolidated Sustainability Statement, for the year ended December 31, 2024.

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

The Shareholders' Meeting in addition approved:

1. the allocation of the profit for the year as follows:
 - 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) 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 distribute, gross of any statutory withholdings;
 - to Retained earnings the residual profit, for a total minimum amount of Euro 19.623.538,78, which may be increased in relation to the dividend not distributed in respect of treasury shares held in portfolio at the record date;
2. to distribute, gross of any statutory withholdings, in two tranches:
 - a dividend in the amount of Euro 0.40 for each of the F.I.L.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 F.I.L.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.

For stock exchange purposes only, the value of the second dividend payment tranche of Euro 0.40 is to be considered an extraordinary dividend.

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Remuneration policy for 2025 and report on 2024 pursuant to 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 2025); 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 2024).

For further information, reference should be made to (i) the explanatory report on the second point on the Agenda of the F.I.L.A. Shareholders' Meeting of April 29, 2025; and (ii) to the Remuneration Policy and Report, both of which are available on the company website www.filagroup.it, in the "Governance" 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 23, 2024 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 23, 2024, 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 and on a revolving basis, a maximum number of 500,000 ordinary F.I.L.A. shares, or a differing number representing no more than 0.979% of the share capital for a period of 18 months from the motion date (*i.e.* until October 29, 2026); and (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and/or of any held in portfolio by the Company.

The authorisation for the purchase and disposal of treasury shares was granted, in general, to tap into any market opportunities which may arise in the future, and in particular to permit the Company: (i) to intervene, in compliance with the applicable provisions, laws and regulations, also through intermediaries, in support of the F.I.L.A. 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.

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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 F.I.L.A. 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 F.I.L.A. 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.

At today's date, the Company holds 330,766 treasury shares, equal to approximately 0.648% of the share capital.

For further information, reference should be made to the explanatory report on the third point on the Agenda of the F.I.L.A. Shareholders' Meeting of April 29, 2025, available on the company website www.filagroup.it, in the "Governance" section and on the "eMarket Storage" authorised storage mechanism at www.emarketstorage.com.

2025-2029 Performance Share Plan

Finally, the Shareholders' Meeting approved, pursuant to and for the purposes of Article 114-*bis* of the Consolidated Finance Act, the "2025 - 2029 Performance Share Plan" incentive plan (the "**2025-2029 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 F.I.L.A. ordinary shares to the beneficiaries. The 2025-2029 Plan comprises three annual vestings of shares ("rolling" plan), each of which corresponds to a three-year performance period (2025-2027 for the first cycle, 2026-2028 for the second cycle and 2027-2029 for the third cycle).

As previously disclosed to the market, F.I.L.A.'s Board of Directors on March 21, 2025, upon the proposal of the Remuneration Committee, identified - subject to, and as of, the approval of the 2025-2029 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 target (average ROI of each three-year vesting period, with a relative weight of 70%) and the qualitative target (the achievement of at least 80% of the objectives set for each three-year vesting period by the Group's sustainability plan

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in place during each three-year vesting period, with a relative weight of 30%) under the 2025-2029 Plan.

The 2025-2029 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 fourth item on the Agenda of the F.I.L.A. Shareholders' Meeting of April 29, 2025; and (ii) the Prospectus 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. Both documents are available on the Company's website at www.filagroup.it, in the "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 F.I.L.A. website (www.filagroup.it), "Governance" section, in addition to the "eMarket 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. 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 612.6 million in 2024, 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 across the globe and employs over 3,300.

F.I.L.A. Investor Relations

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