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Utenza - referente : FILASPAESTN05 - Nicoletti Cristian

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Oggetto : F.I.L.A. S.p.A. - PR Shareholders' Meeting April 29, 2026

*Testo del comunicato*

Vedi allegato



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## PRESS RELEASE

### SHAREHOLDERS' MEETING OF F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI S.P.A. APRIL 29, 2026

- **Individual financial statements of F.I.L.A. S.p.A. for the year ended December 31, 2025 approved and consolidated financial statements of the F.I.L.A. Group for the year ended December 31, 2025 reviewed;**
- **Distribution of a dividend to shareholders from “Retained Earnings” approved, in the amount of Euro 0.24 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 2026);**
- **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 2025);**
- **Authorisation renewed to purchase and dispose of treasury shares, subject to revocation of the previous authorisation granted by the Shareholders' Meeting of April 29, 2025 for the portion not executed;**
- **Board of Statutory Auditors supplemented with the appointment of Ms. Marina Mottura as Alternate Auditor.**

**Pero, April 29, 2026** - 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 the CFA.

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## **Statutory financial statements at December 31, 2025**

The Shareholders' Meeting reviewed and approved the individual financial statements of F.I.L.A. for the year ended December 31, 2025, which report a net loss of Euro 8,228,852.88, approving in addition the coverage of the loss through use of the "Retained earnings" reserve.

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, 2025.

## **Proposed distribution of reserves**

The Shareholders' Meeting also resolved to pay from the "Retained Earnings" reserve, gross of any withholding taxes, a dividend (ordinary for stock exchange purposes) in the amount of Euro 0.24 for each of the F.I.L.A. shares issued and in circulation at the ex-dividend date (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 18, 19 and 20, 2026, respectively.

## **Remuneration policy for 2026 and report on 2025 pursuant to Article 123-ter of the CFA**

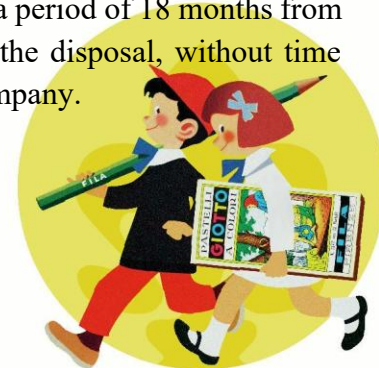
The Shareholders' Meeting (i) approved by means of binding vote - in accordance with Article 123-ter, paragraphs 3-bis and 3-ter, CFA - the first section of the remuneration policy and report, drawn up in accordance with Article 123-ter of the CFA (*i.e.* the remuneration policy 2026); and (ii) expressed 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 2025).

## **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 29, 2025 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 29, 2025, 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 1,300,000 ordinary F.I.L.A. shares, or a differing number representing no more than 2.546% of the share capital for a period of 18 months from the motion date (*i.e.* until October 29, 2027); and (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and/or of any held in portfolio by the Company.

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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.

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 392,692 treasury shares, equal to approximately 0.77% of the share capital.

### **Supplementation of the Board of Statutory Auditors: appointment of an Alternate Auditor**

Finally, the Shareholders' Meeting appointed Ms. Marina Mottura as an Alternate Auditor of the Company until the Shareholders' Meeting called to approve the 2026 Annual Accounts.

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Ms. Marina Mottura has declared satisfaction of the independence requirements set out in (i) Article 148, paragraph 3 of the CFA; in addition to (ii) Article 2 of the Corporate Governance Code. The Company's Board of Statutory Auditors will conduct the relative checks at the next appropriate meeting. The outcome of this assessment will be promptly forwarded to the Board of Directors.

Ms. Marina Mottura's curriculum vitae is available on the Company's website [www.filagroup.it](http://www.filagroup.it) in the "Governance" section.

### **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](http://www.filagroup.it)), "Governance" section, in addition to the "eMarket Storage" authorised storage mechanism at [www.emarketstorage.com](http://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 572.2 million in 2025, 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 19 production facilities across the globe and employs over 2,600.*

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





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**Investor Relations F.I.L.A. S.p.A.**

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