

REGISTER NO. 18361

FILE NO. 11765

**SHAREHOLDERS' MEETING MINUTES
OF THE COMPANY**

**F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI SOCIETA' PER AZIONI
OF APRIL 29, 2026
ITALIAN REPUBLIC**

In the year two thousand and twenty-six, on the fourth day of May, at the time of five past ten AM

May 4, 2026 - time 10.05AM

In Milan, at the office at Via Giotto 9,

I, the undersigned Mr. Gianluca Gonzales, Notary in Carate Brianza, enrolled in the Register of Notaries of Milan, at the request of Dr. Giovanni Gorno Tempini, born in Brescia on February 18, 1962 and resident in Milan, at via Puccini 1, in his capacity as Chairperson of the Board of Directors and representing the Company

**"F.I.L.A. - FABBRICA ITALIANA LAPIS ED AFFINI SOCIETA' PER
AZIONI"**

with registered office in Pero at the address Via XXV Aprile 5, with subscribed, paid-in capital of Euro 46,985,772.68, and approved capital of Euro 47,736,706.00, duration limited to December 31, 2100, tax code, VAT number and registration number with the Milan, Monza Brianza and Lodi Companies Register 08391050963, Economic & Administrative Index No. MI-2022589

proceed to prepare and sign, as per Article 2375 of the Civil Code, the minutes of the Shareholders' Meeting of the aforementioned company, held, pursuant to Article 10.7 of the By-Laws and in accordance with the applicable regulations, with the aid of audio-videoconferencing supports and in my constant presence, on April 29, 2026 in Pero, via XXV Aprile No. 5 at the registered office of the company, duly called in single call for April 29, 2026 at the aforementioned location, at 10AM, by means of a notice published on the company's website (www.filagroup.it) on March 25, 2026, in extract form in the newspaper "Milano Finanza" on March 25, 2026, and made available on the "eMarket SDIR" authorised storage mechanism (which can be consulted from the website www.emarketstorage.com) on March 25, 2026.

Therefore, I, as Notary, being requested to draw up by public deed the minutes of the aforesaid meeting, do hereby attest and acknowledge that on April 29, 2026, in Pero, at the Company's registered office at Via XXV Aprile 5, beginning at 10AM, the Shareholders' Meeting of the said company was held, having the following

AGENDA

1. Separate financial statements and consolidated financial statements; proposed distribution:

1.1 Approval of the separate financial statements for the year ended December 31, 2025, 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, 2025, 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.

2. Proposal to distribute a dividend to be taken from available reserves; resolutions thereon.

3. Remuneration Policy and Report:

3.1 approval of Section I of the Remuneration Policy and Report (i.e. remunera-

**REGISTERED
TAX AGENCY
TERRITORIAL OFFICE
of MONZA AND BRIANZA**

May 6, 2026

at No. 16815

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I. Register € 200.00

I. Stamp € 45.00

tion policy for the year 2026) as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998;

3.2 consultative vote on the second section of the Remuneration Policy and Report (i.e. remuneration report for the year 2025) as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.

4. 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 any portion not executed; resolutions thereon.

5. Supplementation of the Board of Statutory Auditors in accordance with Article 2401 of the Civil Code: appointment of an Alternate Auditor.

I thus acknowledge that the proceedings of the Shareholders' Meeting were conducted as follows:

At 10AM, Mr. Giovanni Gorno Tempini, in attendance, takes up the chair of the session pursuant to Article 10.6 of the By-Laws in his aforementioned capacity as Chairperson of the Board of Directors.

The Chairperson, calling the session to order, welcomes the attendees, personally and on behalf of the Board of Directors and Board of Statutory Auditors, and thanks everyone for taking part in the Meeting.

Following this, in accordance with the last sentence of the same Article 10.6 of the By-Laws, he designates me, the Notary Public, to the role of secretary.

He notes that:

- in compliance with Article 10.5 of the By-Laws and in line with the provisions of the call notice:

(i) the attendance of those entitled to vote participating in the Shareholders' Meeting solely through Monte Titoli S.p.A. - as the Company's Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998 (the "CFA" or "Consolidated Finance Act") - to which shareholders could grant proxies or sub-delegations pursuant to Article 135-novies of the CFA or proxies pursuant to Article 135-undecies of the CFA, all bearing voting instructions.

Therefore, access to the Meeting location to shareholders or delegates other than Monte Titoli S.p.A. is expressly excluded.

He also notes that "Monte Titoli S.p.A.," through its representative, has, to the extent necessary, disclosed that it does not, in any case, fall under any of the conditions of conflict of interest indicated in Article 135-decies of the CFA;

(ii) the Shareholders' Meeting was held in the presence, including remotely through mechanisms identifying participants and their attendance, of the permitted attendees (i.e. the members of the Company's management and supervisory bodies, in addition to the Company's Appointed Representative pursuant to Article 135-undecies of the CFA) and without the need in any case for the Chairperson and the secretary taking the minutes to be in the same location.

- in addition to the Chairperson Giovanni Gorno Tempini, Chief Executive Officer Massimo Candela and Director Carlo Paris are present in person for the Board of Directors;

- the following are in attendance via audio-conference, in the manner provided for in the By-Laws:

(i) for the Board of Directors, the Executive Director Luca Pelosin and the Directors Gianna Luzzati and Annalisa Barbera;

(ii) for the Board of Statutory Auditors: Chairperson Gianfranco Consorti and Statutory Auditors Pietro Michele Villa and Sonia Ferrero,

all of whom, upon identification made by the Chairperson, declare that they have the

necessary documents at their disposal and are able to adequately follow the proceedings of the Meeting;

- a number of employees, collaborators and consultants of the Company are also present and/or attending by audio-conference in an auxiliary capacity to support the meeting's technical and organisational requirements, as permitted by the Chairperson;

- the Shareholders' Meeting was called in single call for April 29, 2026 in the above location, at 10AM, by notice published on the Company's website (www.filagroup.it) on March 25, 2026 and in excerpt form in the newspaper Milano Finanza of March 25, 2026, and made available via the authorised storage mechanism eMarket SDIR (available at the address www.emarketstorage.com) on March 25, 2026;

- the share capital amounts to Euro 46,985,772.68 and is divided into 51,058,297 shares, of which 42,976,441 ordinary shares and 8,081,856 special class B shares, all without par value; in particular, he notes that the special class B shares are all multi-vote shares, conferring three voting rights each;

- the Company holds 392,692 ordinary treasury shares whose voting rights are suspended pursuant to Article 2368, paragraph 3 of the Civil Code, as referred to in Article 2357-ter, paragraph 2, last paragraph of the Civil Code;

- in consideration of the foregoing, at today's date, 66,829,317 votes are therefore exercisable at the Shareholders' Meeting;

- the ordinary shares of the Company have been admitted for trading on the Euronext Milan, Euronext Milan STAR segment, a regulated market organised and managed by Borsa Italiana S.p.A.;

- the Company has not received requests to add items to the Agenda within the terms allotted by Article 126-bis of the CFA, nor any new motions on the items on the Agenda.

- no applications were received by the Company from shareholders prior to the Meeting pursuant to Article 127-ter of the Consolidated Finance Act;

- that voting may not take place through correspondence or electronic means.

The Chairperson thereafter states:

- that at 10.05AM there are 185 entitled participants at the Meeting, all by proxy or sub-proxy granted to "Monte Titoli S.p.A.," whose Appointed Representative Ms. Veronica Zappone is also connected by audio-conference, totalling 29,221,035 shares, of which 8,081,856 Class B Shares with multi-voting rights, (equal in total to 57.674% of the shares with voting rights and 67.911% of the total share capital with voting rights, excluding from the calculation of the resolution quorum the 392,692 treasury shares held by the Company as of the date of today's Meeting, pursuant to Article 2368, paragraph 3, of the Civil Code, as recalled by Article 2357, paragraph 2, final paragraph, of the Civil Code).

He also notes that:

- no proxy solicitations pursuant to Article 136 and subsequent of the CFA have been made with regard to today's Meeting;

- in accordance with the applicable provisions, a list of the names of the participants in the Shareholders' Meeting (all, as stated, with proxy or sub-proxy granted to the Appointed Representative "Monte Titoli S.p.A.") is appended at letter "A" to these minutes; this list will specify the shares for which notice has been given by the intermediary to the issuer pursuant to Article 83-sexies of the CFA and indicate the presence of the principal of the voter for each vote and the vote cast, with the relevant number of shares. Any pledgees or usufructuaries participating in the meeting

will also be included in the above appendix.

The Chairperson therefore declares the Shareholders' Meeting validly constituted, in ordinary session and in single call, to deliberate on the matters on the Agenda.

The Chairperson states that the results of the voting will be published according to the legal terms.

Proceeding with the formalities, the Chairperson further announces:

- as recommended by Consob, analysts, qualified experts and journalists have been informed of the Shareholders' Meeting;

- to the best of the Company's knowledge, as an SME as per Article 1, paragraph 1, letter *quater-1*, of the CFA, based on the shareholders register and the communications received in accordance with Article 120 of the Consolidated Finance Act and other information available, the shareholders directly or indirectly holding more than 5% of the subscribed share capital with voting rights are as follows:

- Massimo Candela owns 76,273 ordinary shares directly and 11,628,214 ordinary shares and 8,081,856 special B shares indirectly through the subsidiary Pencil S.r.l.

The Chairperson reminds the shareholders that pursuant to Article 120 of the CFA, shareholders who directly or indirectly hold more than 5% of the Company's share capital but have failed to disclose this situation to the Company and Consob may not exercise the voting rights attached to the shares for which the disclosure has not been provided;

The Chairperson then announces that, to the best of the Company's knowledge, no material shareholder agreements have been entered into pursuant to Article 122 of the CFA as at the date of the Meeting.

The Chairperson also recalls attention to Article 122 of the CFA, and particularly the fourth paragraph, which provides that voting rights relating to listed shares for which the publication obligations have not been satisfied pursuant to the first paragraph of that same Article 122 of the CFA may not be exercised.

The Chairperson continues with the process of calling the meeting to order, noting that:

- it has been ascertained, by the appointees identified by the same Chairperson, that the persons entitled to vote herein represented have the right to participate, in addition to their identity and that of their representative, and that the proxies enrolled in the company records are in order;

- the minutes will also contain a summary of all that has been said and the statements made, in accordance with applicable law.

He states that the Company has discharged all the obligations – including of an informational nature – provided for by law in respect of the matters on the Agenda.

The Chairperson also states that electronic copies of the following documents have been made available to all interested parties on the Company's website www.filagroup.it, all of which are useful for better following the proceedings of the Meeting:

- the Shareholders' Meeting regulations;
- the call notice, including information on FILA's share capital, and the related extract published in the newspaper "Milano Finanza";
- the proxy (or sub-proxy) forms to the Appointed Representative;
- the privacy policy;
- the By-Laws;
- the explanatory reports of the Board of Directors on the proposals concerning matters on the Agenda, prepared in accordance with Article 125-*ter* of the CFA;
- the Remuneration Report prepared in accordance with Article 123-*ter* of the

Consolidated Finance Act;

- the annual corporate governance and ownership structure report as per Article 123-*bis* of the Consolidated Finance Act;
- the individual and consolidated annual financial report at December 31, 2025, including its annexes, and including the consolidated Sustainability Statement. Of these documents, in view of the special manner the Meeting was held, no hard copies were distributed.

In addition, all the above documents were also made available to the public at the registered office of the Company, through Borsa Italiana S.p.A. and via the “eMarket SDIR” authorised storage mechanism at the address www.emarketstorage.com.

He also notes that key financial information from the latest financial statements of the subsidiaries of FILA included in the scope of consolidation and of the associates of FILA, along with a full copy of the latest financial statements of the subsidiaries of FILA not included in the scope of consolidation, has been made available to the public at the Company’s office. The accounting situations drawn up for the purposes of preparing the consolidated financial statements by the subsidiaries of FILA formed under and subject to the laws of third countries to the European Union have also been made available to the public.

Since the publication obligations mentioned above have been fulfilled for all documentation relating to all items on the Agenda and the said documentation is available to all participants, the Chairperson proposes that a full reading of all the documentation, for all items on the Agenda, be omitted, and that only the motions and the most important content included in the Board of Directors’ explanatory reports be read out.

No opposition is expressed.

The Chairperson announced that the individual votes will take place, through Monte Titoli S.p.A., as the Company’s Appointed Representative, from whom he will ask, from time to time, the outcome of each vote, with the Chairperson also reserving the right to ask the same Appointed Representative general details for completeness of information and better reporting of the vote.

He also recalls that the Appointed Representative is allowed to cast differing votes, in view of the multiplicity of proxies given to him/her as a result of the aforementioned manner of conducting the Meeting.

Since the turnout of members cannot change during the course of the Meeting, the Chairperson announces that the capital present at the beginning of the Meeting will be the same as at the end of the Meeting, so he will not update this figure before each vote.

He notes that, pursuant to Regulation (EU) 2016/679 of the European Parliament and the Council (the “GDPR”), the details of the shareholders and other attendees of the Shareholders’ Meeting are collated and processed by the Company exclusively for the execution of the Shareholders’ Meeting and corporate requirements provided for in applicable legislation.

At this point, at 10.17AM, the Chairperson begins the discussion of the first item on the Agenda, namely:

1. Separate financial statements and consolidated financial statements; proposed distribution:

1.1 Approval of the separate financial statements for the year ended December 31, 2025, 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, 2025, 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.

The Chairperson firstly announces the number of hours employed and the fees invoiced by Deloitte & Touche S.p.A. for the limited audit of the condensed consolidated half-year report for the period ended June 30, 2025 and the audit of the separate and consolidated financial statements for the year ended December 31, 2025 (including, in particular, the activities set out in Article 123-*bis*, paragraph 4, of the CFA):

- the number of hours effectively employed: 4,000;
- the total fees: Euro 283,000.00.

The Chairperson notes that Deloitte & Touche S.p.A. has expressed an unqualified opinion of the financial statements for the year ended December 31, 2025 and on the consolidated financial statements for the year ended December 31, 2025, as stated in its report dated March 27, 2026.

The Company's separate financial statements at December 31, 2025 present:

- revenues and income totalling Euro 75.981 million (of which core business revenue of Euro 68.346 million and other revenues and income of Euro 7.635 million);
- operating costs of Euro 72.490 million; and
- an operating profit of Euro 3.492 million;

Net financial charges totalled Euro 13.417 million. The pre-tax result was a loss of Euro 9.926 million; the loss for the period was Euro 8.229 million.

The Fila Group consolidated financial statements at December 31, 2025 present:

- core business revenues of Euro 572.213 million, compared to Euro 612.583 million in 2024;
- EBITDA, adjusted and net of IFRS 16 effects, of Euro 93.259 million, compared to Euro 103.065 million in 2024;
- Group profit excluding non-recurring charges of Euro 33.029 million, compared to Euro 40.934 million in 2024; and
- net financial position of Euro 189.529 million, compared to Euro 181.079 million in 2024.

The Chairperson reminds the meeting that 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, 2025, to cover the loss of Euro 8,228,852.88 through the use of a portion of the available "Retained Earnings/Accumulated Losses" reserve.

At this point, he passes the floor to the Chairperson of the Board of Statutory Auditors Mr. Gianfranco Consorti; after greeting all those present, the Chairperson of the Board of Statutory Auditors reminds those present that the Board of Statutory Auditors issued its Report on the Company's Financial Statements for the year ended December 31, 2025 pursuant to Article 153 of the CFA on March 27, 2026; this report has been made available to shareholders and the market, as previously mentioned.

As part of its oversight and control activities in 2025, the Board did not note any omissions, censurable matters, imprudent operations or irregularities, nor did any other significant facts emerge. He therefore confirms that the Board has nothing to report to the Shareholders in this regard pursuant to Article 153, paragraph 1 of the CFA.

The Chairperson also notes that the Board of Statutory Auditors does not have any proposals to be presented to the Shareholders' Meeting, pursuant to Article 153, paragraph 2 of the CFA.

Having noted the Company's financial statements and consolidated financial statements for the year ended December 31, 2025, on the basis of the activities and fulfilments carried out during the year to the extent of its competence and as highlighted in the report made available to shareholders, in light of the unqualified opinion expressed by the Report of the independent audit firm, the Board of Statutory Auditors has no observations on the aforementioned financial statements submitted by the administrative body, believing that they suitably and comprehensively represent the financial and economic situation of the Company and the Group at the closing date of the year, in accordance with the relevant legal regulations.

Specifically, the Board of Statutory Auditors has no objections to make, pursuant to Article 153 of the CFA, with regard to the Company's separate financial statements for the year ended December 31, 2025, nor the proposal for the coverage of the loss arising from the financial statements and the distribution of a dividend to be drawn from the available reserves, which is the subject of another item on the Agenda of this meeting.

The Chairperson thanks the Board, the Executive Directors and the heads of the various corporate functions for their customary co-operation during the year and concludes by once again acknowledging those present.

After thanking Mr Gianfranco Consorti for his address and extending particular thanks to the entire Board of Statutory Auditors for its work during the year just ended, the Chairperson invites me, the notary, to read out the draft resolution on this subject. Accordingly, I address the meeting and read out the relevant draft resolution:

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

- having noted the Board's Explanatory Report;**
- having reviewed the financial statements of the Company for the year ended December 31, 2025 and the consolidated financial statements for the year ended December 31, 2025, 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;**
- 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, 2025, as proposed and illustrated by the Board of Directors, together with the Directors' Report, which present a net loss of Euro 8,228,852.88, and also takes note of the consolidated financial statements of the Company for the year ended December 31, 2025, including the consolidated Sustainability Statement;

2. to cover the loss amounting to Euro 8,228,852.88 as per the Financial Statements as of December 31, 2025, through the use of the "Retained Earnings/Accumulated Losses" reserve.

The Chairperson then initiates voting by asking, for this purpose, the Appointed Representative to cast the votes; the Appointed Representative casts the relevant votes.

At the end of the counting of the votes cast by the Appointed Representative, the Chairperson declared the proposal read as approved, specifying the results as follows:

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

A) Approval of the Financial Statements

In favour 45,199,388 votes representing 99.592%

Against 150,679 votes representing 0.332%

Abstaining 34,680 votes representing 0.076%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

B) Approval of the proposal to cover losses:

In favour 45,360,951 votes representing 99.948%

Against 0 votes representing 0.000%

Abstaining 23,796 votes representing 0.052%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

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The Chairperson thereafter moves on to discussion of the second item on the Agenda:

"2. Proposal to distribute a dividend to be taken from available reserves; resolutions thereon."

Regarding this Agenda item, the Chairperson describes to the shareholders the proposed distribution of a dividend for a total amount of Euro 12,195,381.24, to be drawn from the "Retained Earnings" reserve.

The dividend that would result from the partial distribution of this reserve is understood to be "ordinary" for stock exchange purposes.

In this regard, the Chairperson and the Board of Directors preliminarily point out that:

- the financial statements for the year ended December 31, 2025 present Shareholders' Equity before the loss for the year amounting to Euro 325.420 million and reserves available for distribution totalling Euro 252.392 million and, specifically, a "Retained Earnings" reserve of Euro 93.811 million;

- alongside the approval of the financial statements at December 31, 2025, today's Shareholders' Meeting resolved to cover the loss, amounting to Euro 8.229 million, through a partial use of the "Retained Earnings Reserve"; considering this, the value of the "Retained Earnings Reserve" was reduced to Euro 85.582 million, and the total amount of reserves available for distribution to Euro 244.163 million; as such, the "Retained Earnings" reserve is sufficient for the purpose of the distribution of the dividend described in this proposal; the total value of available reserves is also adequate to cover this distribution taking into account the proposed purchase and disposal of treasury shares referred to in Point 4 on the Agenda;

the Chairperson underlines that, except as noted in connection with the coverage of the loss for the year, no events occurred during the first few months of the year that could have significantly reduced the "Retained Earnings" reserve and/or other available reserves;

- the Company is not in the situation referred to in Article 2433, paragraph 3 of the Civil Code.

At this point, the Chairperson refers the shareholders to the tables attached to the Board of Directors' Report, where the Company's shareholders' equity as reported in the financial statements at December 31, 2025, is presented; in addition, in these tables, referring to the provisions of Article 2427, paragraph 7-*bis*, of the Civil Code, the relative possibility of use and availability is indicated for each item, as is the total amount of reserves distributable to shareholders.

In light of the foregoing, considering the liquidity available to the Company, which permits the distribution of a dividend without compromising its balance sheet, financial or economic equilibrium, in order to align the interests of Fila's shareholders with the objectives achieved by the Company and to share the related benefits, the Board of Directors proposes to the Shareholders' Meeting the distribution of a dividend equal to Euro 0.24 (zero point twenty-four) for each Fila share (ordinary and special) in circulation on the ex-dividend date (net of treasury shares that will be in the portfolio on the record date), to be paid from the "Retained Earnings" reserve.

Therefore, considering the 51,058,297 Fila shares outstanding as of today, less the 392,692 treasury shares held by the Company, the total amount of the proposed dividend is Euro 12,159,745.20. It remains understood that the total final amount of the Retained Earnings Reserve to be allocated to the dividend payment will be calculated based on the number of Fila shares actually outstanding on the ex-dividend date.

If the distribution is approved by this Shareholders' Meeting, the dividend will be paid on May 20, 2026, with coupon number 15, ex-dividend date of May 18, 2026 and record date, pursuant to Article 83-*terdecies* of the CFA, on May 19, 2026.

At this point, the Chairperson invites me, the notary, to read out the draft resolution on this subject; accordingly, I address the meeting and read out the relevant draft resolution:

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

— having reviewed the Board of Directors' Explanatory Report;

- on the assumption that the Shareholders' Meeting will approve the financial statements for the year ending December 31, 2025 and the coverage of losses under the terms set forth in the Board of Directors' proposal on Agenda Point 1;

- having noted that the share capital and reserves are to be considered existing and that, based on the assumption set forth in the preceding point and also taking into account the proposed purchase and disposal of treasury shares referred to in Item 4 on the Agenda, there are available and distributable reserves, in-

cluding the "Retained Earnings" reserve, to cover the distribution of dividends to the extent proposed;

- having noted that the Board of Statutory Auditors has confirmed the legitimacy of the proposal

resolves

1. to distribute to the shareholders, from the Retained Earnings reserve, a dividend of Euro 0.24 for each Fila share (ordinary and special) in circulation on the coupon date (net of treasury shares in portfolio on the record date indicated in point 2 of this resolution);

2. to stipulate that the coupon date, the date of entitlement to the payment of the dividend (record date) and the payment date, shall be May 18, May 19 and May 20, 2026, respectively;

3. 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.”

The Chairperson then initiates voting by asking the Appointed Representative to cast the votes; the Appointed Representative casts the relevant votes.

At the end of the counting of the votes cast by the Appointed Representative, the Chairperson declared the proposal read as approved, specifying the results as follows:

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

In favour 45,360,951 votes representing 99.948%

Against 0 votes representing 0.000%

Abstaining 23,796 votes representing 0.052%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

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The Chairperson moves on to discussion of the third item on the Agenda:

“3. Remuneration Policy and Report:

3.1 approval of Section I of the Remuneration Policy and Report (i.e. remuneration policy for the year 2026) as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998;

3.2 consultative vote on the second section of the Remuneration Policy and Report (i.e. remuneration report for the year 2025) as per Article 123-ter, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.”

With reference to this item on the Agenda of the Shareholders' Meeting, the Chairperson reminds shareholders that pursuant to Article 123-ter of the CFA and Article 84-quater of the Issuers' Regulation, the Board of Directors of Fila, on the proposal of the Remuneration Committee, has prepared the “2026 Remuneration Policy and Report” of the Company (the "Remuneration Report"); in accordance with current regulations, the Remuneration Report was made available to the public at the registered office of the Company, on the Company's website at www.filagroup.it and on the authorised “EMARKET STORAGE” mechanism at www.emarketstorage.com, at least 21 days before today's Meeting. The full reading of the document is therefore omitted.

The Chairperson reminds shareholders that:

- the first section of the Remuneration Report is submitted to the binding vote of the Shareholders' Meeting; while
- the second section of the Remuneration Report is submitted to the non-binding vote of the Shareholders' Meeting.

In view of the above, with reference to this item on the Agenda, two separate and distinct votes will be held.

The Chairperson, moving on to the discussion of item 2.1. on the Agenda:

“Approval of the Section I of the Remuneration Policy and Report (i.e. remuneration policy for the year 2026) as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of February 24, 1998”

The Chairperson reports that the Board of Directors presents for the review and approval of shareholders, pursuant to Article 123-ter, paragraph 3-bis of the CFA, the first section of the Remuneration Report, which describes the remuneration policy for members of the Management Boards, Senior Executives and members of the Company's control boards for the year 2026, in addition to the procedures utilised for the adoption and implementation of this policy.

For more detailed information on the first section of the Remuneration Report, the Chairperson refers shareholders to the full text of the Remuneration Report, made available to the public as specified above.

He also recalls that, pursuant to the aforementioned regulations, Shareholders are required to cast a binding vote on the first section of the Remuneration Report.

Then the Chairperson, inviting members to cast their votes on the matter, passes the floor to me, the Notary, in order to read the motion with reference to the first section of the Remuneration Report.

I then read the following motion:

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

- having examined Section I of the Remuneration Policy and Report adopted by the Company and prepared pursuant to Articles 123-ter of Legislative Decree No. 58 of February 24, 1998 and 84-quater of the Consob Issuers' Regulation resolves

1. to approve, in accordance with Article 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree No. 58 of February 24, 1998, section one of the remuneration policy and report adopted by the Company and prepared pursuant to Articles 123-ter of Legislative Decree No. 58 of February 24, 1998 and 84-quater of the Consob Issuers' Regulation, which describes the remuneration policy for members of the Management Boards, Senior Executives and members of the Company's control boards for the year 2026, in addition to the procedures utilised for the adoption and implementation of this policy.”

The Chairperson, moving to the voting, asks the Appointed Representative to cast votes; the Appointed Representative casts the relevant votes.

At the end of the counting of the votes cast by the Appointed Representative, the Chairperson declares the proposal read as approved, specifying the result as follows:

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

In favour 40,245,226 votes representing 88.676%

Against 5,115,725 votes representing 11.272%

Abstaining 23,796 votes representing 0.052%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

* * *

Moving to item 3.2 on the Agenda, the Chairperson submits for the review of the shareholders, as per Article 123-ter, paragraph 6 of the CFA, the second section of the Remuneration Report, which describes each of the elements that constitute the remuneration of members of the governing and control boards and Senior Executives, as well as remuneration of any type paid for any reason to these persons in 2025, referring to the full text of the Remuneration Report, already made available to the public, for further details.

He recalls, once again, that Shareholders, pursuant to the aforementioned regulations, are asked to cast a non-binding vote on the second section of the Remuneration Report.

The Chairperson then passes the floor to me, the Notary, for the purpose of reading the motion with reference to the second section of the Remuneration Report.

I then read the following motion:

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

- having examined Section II of the Remuneration Policy and Report adopted by the Company and prepared pursuant to Articles 123-ter of Legislative Decree No. 58 of February 24, 1998 and 84-quater of the Consob Issuers' Regulation

resolves

1. to express its favourable opinion, in accordance with Article 123, paragraph 6 of Legislative Decree No. 58 of February 24, 1998, on the second section of the remuneration policy and report adopted by the Company and prepared pursuant to Articles 123-ter of Legislative Decree No. 58 of February 24, 1998 and 84-quater of the Consob Issuers' Regulation, which describes each of the elements that constitute the remuneration of members of the governing and control boards and Senior Executives, as well as remuneration of any type paid for any reason to these persons in 2025."

The Chairperson then asks the Appointed Representative to cast the votes; the Appointed Representative casts the relevant votes.

At the end of the counting of the votes cast by the Appointed Representative, the Chairperson declares the proposal read as approved, specifying the result as follows:

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

In favour 43,763,707 votes representing 96.428%

Against 1,418,244 votes representing 3.125%

Abstaining 202,796 votes representing 0.447%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

The Chairperson then moves on to the fourth item on the Agenda:

"4. 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 any portion not executed; resolutions thereon"

With reference to this item on the Agenda of the Shareholders' Meeting, the Chair-

person presents for shareholder examination and approval the renewal of the authorisation to purchase and dispose of Fila treasury shares, in accordance with Articles 2357 and 2357-ter of the Civil Code and 132 of the CFA, following revocation of the previous authorisation granted by the Shareholders' Meeting of April 29, 2025, for the part not executed.

In this regard, the Shareholders' Meeting of April 29, 2025 authorised the Company (i) to purchase, on one or more occasions, on a rotating basis, a maximum 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. until October 29, 2026), in addition to (ii) the undertaking of the disposal, without time limits, of treasury shares acquired and of any held in portfolio by the Company.

At today's date, the Company holds 392,692 treasury shares, equal to approximately 0.77% of the share capital.

The Chairperson moves on to concisely outline the reasons for the authorisation request, as well as the terms and methods according to which the Company intends to carry out the implementation of the above plan for the purchase and disposal of treasury shares, which are substantially in line with the authorisation granted by the Shareholders' Meeting on April 29, 2025.

1. Reasons for the requested authorization to purchase and dispose of treasury shares

The authorisation to purchase and dispose of treasury shares (the subject of this Agenda item) is requested, 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:

- a) to intervene, in compliance with the applicable provisions, laws and regulations, also through intermediaries, in support of the Fila share's liquidity;
- b) to set up a reserve of securities to be utilised, in line with the company's strategic objectives, as extraordinary transactions, including exchange, transfer and swap transactions or in service of share capital transactions or other company transactions (such as, joint ventures or combinations) and/or financial transactions of an extraordinary nature in line with the interests of the company, in relation to which procedures for the exchange or sale, in any form, of shareholdings becomes necessary or beneficial;
- c) to allocate treasury shares in service of bond loans or other debt instruments convertible into company shares;
- d) to allocate treasury shares in service of incentive plans, for consideration or for free, for the Directors and/or employees and/or collaborators of the Company or companies belonging to the Group;
- e) to execute other corporate transactions on share capital (including any reductions of the share capital through the cancellation of treasury shares, as described in paragraph 7 below, subject to the applicable legal requirements);
- f) to offer shareholders an additional tool to monetise their investment.

The authorisation requested would permit the Board of Directors to carry out repeated and subsequent purchase and sales operations (or other acts of disposal) of treasury shares on a revolving basis, also for fractions of the maximum authorised quantity, so that the total number of treasury shares held by the Company does not at any time exceed the legal limit of 20% of share capital, and subject to the limits set by the authorisation which must be approved by the Shareholders' Meeting.

The Board of Directors also considers it necessary for the Company to undertake any acts of disposal of treasury shares purchased to enable the maximisation of the value that may be derived from market performance and, therefore, also to undertake trading activities, provided that these are in compliance with the law concerning market abuse.

2. Maximum number, class and nominal value of the shares to which the authorization refers

The Company's share capital amounts to Euro 46,985,772.68 and is divided into 51,058,297 shares, of which 42,976,441 ordinary shares and 8,081,856 special class B shares ("B Shares"), all without nominal value. The requested authorisation, as described in the Agenda item, exclusively covers ordinary shares of the Company.

Authorisation is requested to purchase a number of ordinary shares up to a maximum 1,300,000 units, or the different number overall representing no more than the maximum limit of 2.546% of share capital in the case of the approval and execution of increases and/or reductions in share capital during the duration period of the authorisation indicated in paragraph 4 below. Considering that at today's date, (i) the Company holds, as previously noted, 392,692 treasury shares representing 0.77% of the Company's share capital, and (ii) no Fila subsidiary holds shares in the Company, by virtue of the aforementioned authorisation the Company may hold up to a maximum of 1,692,692 treasury shares or another number representing in total no more than the maximum limit of 3.316% of the share capital for the resolution and execution of capital increases and/or reductions during the term of the aforementioned authorisation.

By virtue of the requested authorisation, the Board of Directors may purchase treasury shares in compliance with the laws and regulations in force and with the provisions of this Report and subject to any limitations set out in contracts to which the Company is a party.

3. Information for a comprehensive evaluation of compliance with the provisions of Article 2357, paragraph 1 and 3 of the Civil Code

The maximum number of shares to which the purchase authorisation under discussion refers is 1,300,000 ordinary shares, representing 2.546% of the Company's share capital. Therefore, authorisation to purchase the treasury shares under this proposal complies with the provisions of Article 2357, paragraph 3 of the Civil Code, according to which under no circumstances can the nominal value of purchased shares exceed 20% of the Company's share capital. Considering that at the Meeting date, (i) the Company holds 392,692 treasury shares (representing 0.77% of the Company's share capital), and (ii) no Fila subsidiary holds shares in the Company, by virtue of the aforementioned authorisation the Company may a maximum of 1,692,692 treasury shares or another number representing in total no more than the maximum limit of 3.316% of the share capital for the resolution and execution of capital increases and/or reductions during the term of the aforementioned authorisation.

In accordance with Article 2357, paragraph 1 of the Civil Code, the purchase of treasury shares must be within the limits of the distributable profits and available reserves from the latest duly approved financial statements.

To this end, the Chairperson refers to the financial statements for the year ended December 31, 2025, as recently approved by this Shareholders' Meeting, which show available reserves totalling Euro 244.163 million and are therefore sufficient in accordance with Article 2357, paragraph 1, of the Civil Code, also taking into account the dividend distribution referred to in point 2 on the agenda, which has just been discussed and approved. These available reserves are a the sum of the reserves avail-

able for distribution as per the financial statements for the year ended December 31, 2025, amounting to Euro 252.392 million (reduced partially by the coverage of the loss for the year of Euro 8.229 million), submitted at the same time to the Shareholders' Meeting when approving the aforementioned financial statements under point 1 on the Agenda.

The Board of Directors is required to verify compliance with the conditions set out by Article 2357, paragraphs 1 and 3 of the Civil Code to purchase treasury shares prior to carrying out each authorised purchase.

On the purchase of shares or on their disposal, exchange, transfer or devaluation, the appropriate adjustments must be carried out in the accounts, in compliance with applicable legal provisions and accounting standards. In the case of disposal, exchange, transfer or devaluation, the amount can be reutilised for further purchases, until the expiry of the authorisation period of the Shareholders' Meeting, subject to the amount and expenditure limits, and the conditions established by the Shareholders' Meeting.

4. Duration of the requested authorisation

The authorisation to purchase treasury shares is requested for the maximum permitted duration under Article 2357, paragraph 2, of the Civil Code and therefore for a period of 18 (eighteen) months from the date of any approval of this proposal by the Shareholders' Meeting. During this period, the Company can carry out the transactions on treasury shares, provided for herein, in one or more tranches.

The authorisation to sell, dispose and/or utilise treasury shares which will be purchased is requested without time limit, in consideration of the absence of legal constraints in this regard and the opportunity to be given maximum flexibility, also in terms of the timeframe, for their possible disposal.

5. Minimum and maximum purchase price

The Chairperson proposes that the unitary price for the purchase of the shares is 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.

As regards the price for the disposal of purchased treasury shares, it is proposed that the Shareholders' Meeting decides only on the minimum price, and that it grants the Board the power to determine, on a case by case basis, any additional condition, method and terms of the act of disposal.

This minimum price may not be lower than 10% of the recorded price of the share for the trading session preceding each sales transaction. This price limit shall not, however, be applied: (i) in the case of executing transactions in relation to which it is beneficial to exchange or sell shareholdings also to be carried out through a swap or transfer or during share capital operations involving the allocation or disposal of treasury shares (such as, by way of example, mergers, spin-offs, issue of convertible bonds or warrants served by treasury shares); (ii) in the case of sale or allocation, including free allocation, in favour of Directors, employees and/or collaborators of the Company and/or its subsidiaries to implement incentive plans.

6. Manner by which the purchases and acts of disposal will be made

In consideration of the various goals pursuable through treasury share transactions, the Board proposes that authorisation is granted for purchases to be made according to any means permitted by the pro-tempore applicable legislation and regulations, to be identified on a case by case basis at the Board's discretion and, therefore:

- (i) through a public purchase or exchange offer;
- (ii) with purchases to be carried out on regulated markets according to the procedures established by Borsa Italiana S.p.A., which do not allow the direct subscription

- of a purchase trading proposal with a corresponding predetermined sales proposal;
- (iii) through the purchase and sale of derivative instruments traded in regulated markets or multilateral trading facilities which involve the physical transfer of underlying shares at the conditions established by Article 144-*bis*, letter c) of the Issuers' Regulation;
 - (iv) through the proportional grant of call options to shareholders;
 - (v) in the performance of systematic internalisation according to non-discriminatory methods and involving the automatic and non-discretionary execution of transactions based on preset parameters;
 - (vi) according to the means established by market practices permitted by Consob as per Article 13 of Regulation (EU) No. 596/2014;
 - (vii) at the conditions indicated by Article 5 of Regulation (EU) No. 596/2014.

With regard to disposal transactions, the Chairperson, jointly with the Board of Directors, proposes that the authorisation permits the adoption of any means considered appropriate to serve the purposes pursued, including sale outside of the regulated market. The Board of Directors also requests authorisation to carry out subsequent purchase and sale transactions for trading activities.

Finally, in accordance with the exemption indicated in Article 132, paragraph 3 of the CFA, the above operating procedures do not apply in the case of a purchase of treasury shares owned by employees of the Company, its subsidiaries or parent companies and are assigned or subscribed in accordance with Articles 2349 and 2441, paragraph 8 of the Civil Code, or stemming from remuneration plans approved pursuant to Article 114-*bis* of the CFA.

7. Further information, where the purchase is instrumental for the reduction of the share capital through the cancellation of treasury shares acquired

The purchase of treasury shares is not intended to reduce the company's share capital, without prejudice to the Company's right, where a reduction in share capital is approved by the Shareholders' Meeting on a future date, to execute such a reduction by cancelling treasury shares in portfolio.

At this point, having been given the floor by the Chairperson, I will read the motion concerning this Agenda item:

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

- **having examined the Board of Directors' Report, prepared in accordance with Article 125-*ter* of Legislative Decree No. 58 of February 24, 1998 (the "CFA") and Article 73 of the Consob Issuers' Regulation and in conformity with Annex 3A, Schedule No. 4, of the same Regulation;**
- **considering the financial statements for the year ended December 31, 2025 approved by today's Shareholders' Meeting;**
- **noting the opportunity to authorise the purchase and disposal of treasury shares for the purposes and in accordance with the procedures indicated in the Report of the Board of Directors;**
- **having considered the provisions of Articles 2357 and 2357-*ter* of the Civil Code and Article 132 of the CFA;**

resolves

- 1. to revoke, from the date of the current Shareholders' Meeting motion, the resolution, for any part not yet executed, on the authorisation for the purchase and disposal of treasury shares passed at the Shareholders' Meeting of April 29, 2025;**

2. to authorise, in accordance with Article 2357 of the Civil Code, for a period of 18 (eighteen) months effective from the date of this Shareholders' Meeting motion, the acquisition, on one or more occasions and at any moment, of a maximum number of 1,300,000 ordinary shares, or a different number of shares which will represent 2.546% of the share capital resulting from increases and/or reductions in capital during the period of the authorisation, and, in any case, in accordance with the limits required by law and any limits provided for by contracts to which the Company is a party, for the purposes pursuant to the report of the Board of Directors and in accordance with the following terms and conditions:

a. the purchase may be carried out according to one of the methods envisaged by the combined provision in Article 132 of the CFA and Article 144-bis of the Consob Issuers' Regulation, taking into account the specific exemption provided by paragraph 3 of Article 132 of the CFA and, in any case, with any other means permitted by applicable legal and regulatory provisions;

b. the unitary share purchase price may not be higher or lower than 10% of the official price recorded for the trading session preceding each purchase transaction;

c. it remains understood that - considering that at today's date the Company holds 392,692 treasury shares in portfolio (representing 0.77% of the Company's share capital) - by virtue of this authorisation the Company may hold up to a maximum of 1,692,692 treasury shares or another number representing in total no more than the maximum limit of 3.316% of the share capital for the resolution and execution of capital increases and/or reductions during the term of the aforementioned authorisation;

3. pursuant to Article 2357-ter of the Civil Code, to authorise acts of disposals, on one or more occasions, of the treasury shares acquired and those held in the Company's portfolio, in accordance with applicable legal and regulatory provisions and with any limits imposed by contracts to which the Company is a party, for the purposes pursuant to the Report of the Board of Directors and in accordance with the following terms and conditions:

a. the shares may be disposed of or transferred at any time without time limit;

b. disposal transactions may also be undertaken before the purchases have been fully completed and may take place on one or more occasions in the manner considered to be most beneficial to the company, establishing that disposal may occur: (i) through the disposal of ownership of treasury shares, or through the transfer of any real and/or personal rights relating to them (ii) through sale on the market, including through trading activities, or outside the regulated market, (iii) through disposal or assignment, including free assignment, in favour of directors, employees and/or collaborators of the company and/or its subsidiaries, in implementation of incentive plans, (iv) through another act of disposal, as part of transactions in relation to which it is considered beneficial to swap or sell shareholdings, including through exchange or transfer, (v) during share capital transactions involving the assignment or disposal of treasury shares (such as, by way of example, mergers, spin-offs, issue of convertible bonds or warrants served by treasury shares), or in the case of distribution of dividends, or, finally (vi) under any other form of disposal permitted by applicable law, granting the Board of Directors the power to establish, on a case by case basis in compliance with legal and regulatory provisions, and with the methods and conditions that are considered most beneficial;

c. the unitary price for the sale of the shares shall be determined by the Board of Directors from time to time, it remaining understood that this price may not be more than 10% lower than the official price recorded in the trading session preceding each sale transaction. However, this price limit does not apply in cases of disposal or allocation, including free allocation, in favour of Directors, employees and/or collaborators of the Company and/or its subsidiaries in implementation of incentive plans, as well as in cases involving the execution of transactions in relation to which it is considered beneficial to swap or sell shareholdings, including through exchange or transfer, or during share capital transactions involving the allocation or disposal of treasury shares (including, by way of example, mergers, spin-offs, issue of convertible bonds or warrants served by treasury shares);

4. to confer to the Board of Directors, with the express right of delegation, the widest powers necessary or appropriate to execute this resolution, including by means of authorised intermediaries and approving any and all executive provisions of the relative acquisition programme."

The Chairperson asks the Appointed Representative to cast the votes; the Appointed Representative casts the relevant votes. With the usual tallies, the Chairperson declared the proposal read as approved, specifying the result as follows:

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

In favour 45,360,895 votes representing 99.947%

Against 56 votes representing 0.001%

Abstaining 23,796 votes representing 0.052%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

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The Chairperson then moves on to the fifth and final item on the Agenda:

5. Supplementation of the Board of Statutory Auditors in accordance with Article 2401 of the Civil Code: appointment of an Alternate Auditor.

The Chairperson reminds the shareholders that they are required to resolve on the supplementation of the Board of Statutory Auditors pursuant to Article 2401 of the Civil Code and Article 17 of the By-Laws by appointing an Alternate Auditor.

He reminds those present, first of all, that on April 23, 2024, the Ordinary Shareholders' Meeting appointed the Board of Statutory Auditors and the Chairperson of the Board of Statutory Auditors for three financial years (i.e. until the approval of the Annual Accounts for the year 2026), in accordance with the procedures set forth in the By-Laws, in the persons of:

- Gianfranco Consorti (Chairperson of the Board of Statutory Auditors), chosen from the Minority Slate submitted by a grouping of shareholders consisting of asset management companies and other investors;
- Pietro Michele Villa, chosen from the Majority Slate submitted by shareholder Pencil S.p.A.;
- Sonia Ferrero, also from the Majority Slate.

Alternate Auditors were then appointed in the persons of:

Stefano Amoroso, Majority Slate, and Tina Marcella Amata, Minority Slate.

The Chairperson then informs the shareholders that on December 23, 2025, Alternate Auditor Ms. Tina Marcella Amata tendered her resignation to the Company: in light of the above, the shareholders were asked to supplement the Board of Statutory Auditors by appointing an Alternate Auditor. Specifically, minority shareholders were invited to submit a proposal, considering the fact that Ms. Tina Marcella Amata was originally appointed from the Minority Slate, on the understanding that, in the absence of proposals from Minority Slate members, the vacant Alternate Auditor may be appointed by the majority shareholder.

The Chairperson reminds the meeting that the composition of the Board must in any case remain in line with the principle of gender balance prescribed by the legal and regulatory provisions and by the By-Laws. The mandate of the Alternate Auditor thus appointed will expire together with those currently in office, appointed by the Shareholders' Meeting of April 23, 2024 (i.e., at the Shareholders' Meeting to approve the financial statements for the year 2026). The Shareholders' Meeting supplements the Board of Statutory Auditors by statutory majority and without application of the slate voting mechanism (which is required only for the appointment of the entire Board of Statutory Auditors).

The Chairperson reminds shareholders that no nominations were received from minority shareholders.

The Chairperson also notes that the majority shareholder Pencil S.r.l. had submitted the nomination as Alternate Auditor of Ms. Marina Mottura, born in Turin, July 9, 1963, who meets all the requirements and for whom all the documents required for this purpose were submitted by the shareholder together with the nomination.

The Chairperson then asks the Appointed Representative to cast the votes for a final time; the Appointed Representative casts the relevant votes. Based on the tallies, the Chairperson declares the proposal read as approved, specifying the result as follows:

Appointment of Ms. Marina Mottura as Alternate Auditor

Total of 29,221,035 shares represented at the Shareholders' Meeting, representing 45,384,747 votes

In favour 45,360,951 votes representing 99.948%

Against 0 votes representing 0.000%

Abstaining 23,796 votes representing 0.052%

Not voting 0 votes representing 0.000%

TOTAL 45,384,747 votes representing **100.00%**

The provisions of law referred to in Article 8 of the By-Laws have been observed.

At this point, the Chairperson announces that Ms. Marina Mottura has been appointed Alternate Auditor, and on behalf of the Board of Directors, the Board of Statutory Auditors and the shareholders, wishes the newly appointed Alternate Auditor well in her work.

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Since there is no further business before the session, and no-one wishes to speak, the Chairperson thanks everyone for attending, extends his best wishes and gratitude to all FILA's workers and management, and declares the ordinary session of the Shareholders' Meeting of FILA S.p.A. closed at 11:11 AM on April 29, 2026.

The following are appended hereto: as Appendix A, in a single envelope, the attendance sheets, which lists the proxies granted, with the results of each voting; as Appendix B, also in a single envelope, the reports by the Board of Directors pursuant to Article 125-ter of the CFA; as Appendix C, the envelope containing the Directors' Report, the consolidated financial statements for the year ended December 31, 2025, the separate financial statements for the year ended on that same date, the certifica-

tions pursuant to Article 154-*bis* of the CFA, the Board of Statutory Auditors' report and the Independent Auditors' Report, and, as Appendix D, the Remuneration Report.

I, the Notary, after reading, do hereby sign these minutes, prepared by me as secretary of the Meeting held on April 29, 2026, at 10:45AM.

Written using electronic instruments by a person in my confidence and completed by my hand, it consists of six sheets and occupies 19 pages and part of a 20th.

Signed Gianluca Gonzales Notary

A long diagonal line extending from the end of the dashed line down and to the right, indicating a signature or a mark.