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Oggetto : F.I.L.A. S.p.A.\_ PR\_Slates for the 2024 renewal of the Corporate Boards

*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

### SLATES FOR THE RENEWAL OF THE CORPORATE BOARDS

**Pero, April 2, 2024** - With regards to the Shareholders' Meeting of F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A. ("F.I.L.A." or the "Company") called for April 23, 2024, and in view of the renewal of the Board of Directors and the Board of Statutory Auditors as per the Shareholders' Meeting agenda, it is noted that, in accordance with law, the following slates have been filed for the renewal of the Corporate Boards of F.I.L.A.:

Slate of candidates for the position of Director presented by the shareholder Pencil S.p.A. holder of n. 11,628,214 ordinary F.I.L.A. shares and of n. 8,081,856 of class "B" F.I.L.A. shares, equal to approximately 27.057% of the ordinary share capital and approximately 53.630% of the voting share capital of the Company ("Pencil"), formed as follows:

#	CANDIDATE NAME AND SURNAME	PLACE AND DATE OF BIRTH
1.	<i>Giovanni Gorno Tempini (*)(**)</i>	<i>Brescia, February 18, 1962</i>
2.	<i>Massimo Candela</i>	<i>Milano, June 2, 1965</i>
3.	<i>Luca Pelosin</i>	<i>Varese, January 31, 1966</i>
4.	<i>Annalisa Matilde Barbera</i>	<i>Milano, August 28, 1969</i>
5.	<i>Gianna Luzzati(**)</i>	<i>Torino, November 9, 1962</i>
6.	<i>Donatella Sciuto (**)</i>	<i>Varese, January 5, 1962</i>
7.	<i>Antonio Scarabosio (**)</i>	<i>Torino, May 20, 1969</i>

(\*) Candidate for the position of Chairman of the Board of Directors of the Company, who will be appointed in the manner referred to in Article 12.1 of the Company's By-Laws.

(\*\*) Candidate declaring satisfaction of the independence requirements referred to (i) in Article 148, paragraph 3, of Legislative Decree 24 February 1998, no. 58 (the "CFA"), as referred to in Article 147-ter, paragraph 4, of the CFA; as well as (ii) Article 2 of listed companies corporate governance code, to which the Company adheres.

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The slate of candidates for the position of Statutory Auditor presented by Pencil S.p.A. comprises:

#	CANDIDATE NAME AND SURNAME	PLACE AND DATE OF BIRTH
Section I – Statutory Auditors		
1.	<i>Pietro Michele Villa</i>	<i>Milano, June 3, 1967</i>
2.	<i>Sonia Ferrero</i>	<i>Torino, January 9, 1971</i>
3.	<i>Giuseppe Persano Adorno</i>	<i>Palermo, August 7, 1965</i>
Section II - Alternate Auditors		
1.	<i>Stefano Amoroso</i>	<i>Milano, November 22, 1964</i>
2.	<i>Marina Mottura</i>	<i>Torino, July 9, 1963</i>

Slate of candidates for the position of Director presented by a group of shareholders made up of asset management companies and other investors<sup>1</sup>, holders of a total of no. 4,040,921 F.I.L.A. shares equal to approximately 9.40264% of the ordinary share capital of F.I.L.A. (the "**Other Shareholders**"), formed as follows:

#	CANDIDATE NAME AND SURNAME	PLACE AND DATE OF BIRTH
1	<i>Carlo Paris (*)</i>	<i>L'Aquila, November 4, 1956</i>
2	<i>Laura Oliva (*)</i>	<i>Rimini, December 27, 1968</i>

(\*) Candidate declaring satisfaction of the independence requirements referred to (i) in Article 148, paragraph 3 (CFA) as referred to in Article 147-ter, paragraph 4, of the CFA; as well as (ii) Article 2 of the corporate governance code of listed companies, to which the Company adheres.

<sup>1</sup> Arca Fondi Sgr S.p.A. gestore dei fondi: Fondo Arca Economia Reale Equity Italia e Fondo Arca Economia Reale Bilanciato Italia 30; Eurizon Capital Sgr S.p.A. gestore del fondo Eurizon AM Rilancio Italia TR; Fideuram Asset Management Ireland gestore del fondo Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A. gestore dei fondi: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy; Kairos Partners Sgr S.p.A. in qualità di Management Company di Kairos International Sicav – Comparto Made in Italy; nonché in qualità di Alternative Investment Fund Manager di Kairos Alternative Investments S.A. Sicav - Renaissance Eltif; Mediobanca SGR S.p.A. gestore del fondo Mediobanca Mid & Small Cap Italy; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.p.A. gestore dei fondi: Mediolanum Flessibile Futuro Italia e Mediolanum Flessibile Sviluppo Italia; Amber Capital UK LLP gestore dei fondi: Amber Global Opportunities Fund e Priviledge-Amber Event Europe; Amber Capital Italia SGR S.p.A. gestore del fondo Alpha Ucits Sicav Amber Equity Fund.

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The slate of candidates for the position of statutory auditor presented by the other shareholders includes:

#	CANDIDATE NAME AND SURNAME	PLACE AND DATE OF BIRTH
Section I – Statutory Auditors		
1.	<i>Gianfranco Consorti</i>	Atri (TE), July 7, 1950
Section II - Alternate Auditors		
2.	<i>Tina Marcella Amata</i>	Catania, August 8, 1968

In relation to the additional matters on the agenda of the stated Shareholders' Meeting of the company related to the renewal of the Corporate Boards, Pencil S.p.A. also formulated the following proposed resolutions:

- (i) in relation to point 4.1 on the agenda of the Shareholders' Meeting (determination of the number of members of the Board of Directors), proposes to the Shareholders' Meeting to establish the number of members of the Company's Board of Directors at 7 (seven);
- (ii) in relation to point 4.2 on the agenda of the Shareholders' Meeting (determination of the term of office of the Board of Directors), proposes that the Shareholders' Meeting establish that the Company's Board of Directors mandate will last for 3 (three) financial years, or until the approval of 2026 Accounts;
- (iii) in relation to point 4.4 on the agenda of the Shareholders' Meeting (determination of the remuneration of the members of the Board of Directors), proposes to establish the overall gross annual remuneration due to the Board of Directors of the Company for the entire duration of the mandate in Euro 298,000.00 (two hundred and ninety-eight thousand), an amount to be broken down in compliance with the motions to be taken by the Board of Directors;
- (iv) in relation to item 4.5 on the agenda of the Shareholders' Meeting (appointment of the Honorary Chairman; related and consequent resolutions), proposes to appoint as Honorary Chairman of the Company pursuant to Article 12.5 of the Articles of Association, Alberto Candela, born in Milan on March 27, 1939 and to establish that the mandate will last for 3 (three) years, that is, until the approval of the financial statements for the year ended December 31, 2026;
- (v) in relation to point 5.2 on the agenda of the Shareholders' Meeting (appointment of the Chairman of the Board of Statutory Auditors), proposes to appoint Pietro Michele Villa, Chairman of the Company's Board of Statutory Auditors for the financial years 2024-2026, in the event that slates for the appointment of the Company's Board of Statutory Auditors have not been validly presented that are different from the list presented by Pencil and which, pursuant to the provisions of law and applicable

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regulations, are not linked even indirectly with the shareholders who presented or with those who voted on the list for the appointment of the Board of Statutory Auditors of the Company with the most voted.

- (vi) in relation to point 5.3 on the agenda of the Shareholders' Meeting (determination of the emoluments of the members of the Board of Statutory Auditors), proposes to establish, for the entire duration of the mandate, an annual gross remuneration (a) equal to Euro 44,000,00 (forty-four thousand / 00) for the chairman of the Company's board of statutory auditors; and (b) equal to Euro 33,000.00 (thirty-three thousand / 00) for each of the Standing Auditors.

The slates, together with the relative accompanying documentation, are available to the public at the registered office in Pero (Mi), via XXV Aprile n. 5 and on the company website [www.filagroup.it](http://www.filagroup.it), Governance section, in addition to the authorized storage mechanism "EMARKET STORAGE" [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 779.2 million in 2023, 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.

At year-end, the F.I.L.A. Group operated through 25 production facilities (of which two in Italy) and 33 subsidiaries across the globe and employs over 11,800 (of which 8,423 related to DOMS).

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### For further information:

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