



## FIERA MILANO

Fiera Milano S.p.A. - Registered office: Piazzale Carlo Magno, 1 - 20149 Milan  
Operational and administrative office: SS del Sempione, 28 - 20017 Rho (Milan)  
Share Capital: Euro 42,147,437.00 fully paid up

Companies Register, Tax code and VAT no. 13194800150 – Economic Administrative Register 1623812

### NOTICE OF PUBLICATION OF THE PROSPECTUS AND PROSPECTUS SUPPLEMENT FOR THE RIGHTS OFFER AND THE ADMISSION TO TRADING OF A MAXIMUM NO. 31,126,821 OF ORDINARY SHARES OF FIERA MILANO S.P.A.

made in accordance with Article 31 of Regulation (EC) no. 809/2004 and Article 9, paragraph 5, and Article 56, paragraph 5, of CONSOB Regulation no. 11971/1999 and subsequent amendments and additions

Fiera Milano S.p.A. ("Fiera Milano", the "Company" or the "Issuer") communicates that it has published:

(i) the Prospectus for the Rights Offer and for the admission to trading on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. of a maximum of 31,126,821 Fiera Milano ordinary shares, as approved by CONSOB on 26 November 2015 with protocol no. 0090933/15 (the "Prospectus"); and

(ii) the Prospectus Supplement approved by CONSOB on 27 November 2015 with protocol no. 0091085 (the "Prospectus Supplement"). The Prospectus Supplement was prepared in compliance with Article 94, paragraph 7 and Article 113, paragraph 2 of the Consolidated Finance Act to give additional information to that provided in the Prospectus following the decisions of the Board of Directors meeting on 26 November 2015 to approve the final amount of the Rights Offer, the maximum number of shares to be offered, the Offer Price, their aggregate amount and the ratio at which they are to be offered.

The transaction described in the Prospectus has the same risk factors of an investment in equities. To arrive at a correct investment evaluation, investors are requested to pay particular attention to the section headed "Disclaimer" in the Prospectus and the specific risk factors in Section I, Chapter 3 of the Prospectus. The Disclaimer and the Risk Factors should be read in conjunction with the other information contained in the Prospectus and Prospectus Supplement.

The approval of the publication of the Prospectus and of the Prospectus Supplement in no way constitutes an opinion from CONSOB on the proposed investment or on the figures and information regarding the same.

The terms with capital letters in the present notice, unless expressly defined, have the same meaning as those ascribed them in the Prospectus and the Prospectus Supplement.

#### The Issuer

Fiera Milano S.p.A. has its registered office at Piazzale Carlo Magno no.1; its Companies Register, Tax code and VAT no. is 13194800150; its Economic Administrative Register no. is 1623812; its Share Capital is Euro 42,147,437.00 fully paid up. - [www.fieramilano.it](http://www.fieramilano.it).

#### Details of the Rights Offer and the financial instruments

The Rights Offer for a maximum total of Euro 69,879,713, is for a maximum no. 31,126,821 of New Shares deriving from the Share Capital Increase. The New Shares will be offered to existing shareholders of Fiera Milano at the Offer Price in the ratio of no. 3 New Shares every no. 4 Fiera Milano shares held. The Offer Price, equal to Euro 2.245 for each New share (of which Euro 0.01 to ascribed to share capital and Euro 2.235 to be the share premium), was fixed by the Board of Director meeting held on 26 November 2015 and it was calculated by applying a discount of approximately 31.9% to the theoretical ex-rights price (TERP) of the shares using the reference price of 26 November 2015, equal to Euro 4.07. The New Shares will be identical in character and have the same rights as the ordinary shares already in issue at the date the New Shares are issued and will be traded on the Mercato Telematico Azionario, STAR Segment. The New Shares will be uncertificated and will be registered shares, freely transferable with no indication of nominal value and having regular dividends rights from the date they are issued and will be governed by the regulations for uncertificated securities under Article 83-bis and following of the Consolidated Finance Act and the relative implementation regulations and will be entered in the centralised system managed by Monte Titoli. The New Shares will have the following ISIN code: IT0003365613. The Rights to subscribe to the New Shares will have the ISIN code: IT0005137721.

#### Timetable of the Rights Offer and recipients

The Offer Period is from 30 November 2015 to 18 December 2015 (inclusive). The Rights to subscribe the shares from the Rights Offer must be exercised, under penalty of forfeiture, during the Offer Period through authorised intermediaries that are part of the centralised administrative system; these will relay the relative instructions to Monte Titoli by 14:00 hours on the final day of the Offer Period. Therefore, any entity subscribing to the rights must make its subscription request in the way and under the conditions that its custodian intermediary will have communicated to ensure compliance with the above terms. The rights may be traded on the stock exchange from 30 November 2015 to 14 December 2015 (inclusive). Any rights that are not exercised during the Offer Period will be offered on the stock exchange by the Issuer within a month of the end of the Offer Period, for at least five trading days in accordance with Article 2441, paragraph three of the Italian Civil Code (the "Unsubscribed Rights Offer"). The date from which and the date until which any unsubscribed rights will be offered on the stock exchange and the number of rights to be offered will be made public through a specific notice. The Unsubscribed Rights Offer is not intended in any form for residents of the United States of America, Canada, Japan and Australia or in any other country where marketing of the Offer is not permitted without the necessary authorisation of the relevant authorities.

#### Payment and delivery of shares deriving from the Rights Offer

Full payment for the New Shares must be made at the time they are subscribed to the authorised intermediary to whom the request to subscribe to the shares through the exercise of the relevant Rights was made. No fees or ancillary costs from the subscribers are expected by the Issuer. The Shares that have been subscribed by the end of the Offer Period will be credited to the accounts of the intermediaries registered with the centralised system managed by Monte Titoli S.p.A. at the end of the record date of the last day of the Offer Period and will therefore be available from the subsequent settlement date. The Shares subscribed within the Unsubscribed Rights Offer period will be credited to the accounts of the intermediaries registered with the centralised system managed by Monte Titoli S.p.A. at the end of the record date of the last day for the exercise of the Rights and will therefore be available from the subsequent settlement date.

#### Admission to trading

The ordinary shares of Fiera Milano will be traded on the MTA – STAR Segment. The shares will be automatically admitted to trading in accordance with Article 2.4.1 of the stock exchange Regulations on the same market on which the Fiera Milano ordinary shares in issue at the time the New Shares are issued are traded.

#### Subscription undertaking and guarantee

On 20 July 2015, the shareholder Fondazione Ente Autonomo Fiera Internazionale di Milano that holds 62.062% of the share capital of the Issuer gave an irrevocable and unconditional undertaking to the Issuer to subscribe to its entire quota of rights in the Rights Offer and to exercise the corresponding rights. It should be noted that the undertaking given by Fondazione Ente Autonomo Fiera Internazionale di Milano is not subject to guarantees and that, at the date of the Prospectus, no underwriting syndicate to ensure full subscription of the Rights Offer had been set up.

#### Availability of the Prospectus and Prospectus Supplement

The Prospectus and the Prospectus Supplement are publicly available at the registered office of the Issuer in Milan at Piazzale Carlo Magno 1 and at the administrative and operational offices in Rho (Milan) at Strada Statale del Sempione 28, as well as on the website ([www.fieramilano.it](http://www.fieramilano.it)) of the Issuer.

Milan, 28 November 2015