

THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

AT THE ORDINARY SESSION

- Approves the Financial Statements as of 31 December 2023 and the distribution of a dividend of 14 cents per share;
- Acknowledges the Consolidated Non-Financial Statement pursuant to Article 4 of Italian Legislative Decree 254 of 2016;
- Approves the Remuneration Policy and the second section of the 2023 Report on the Remuneration Policy and remuneration paid;
- Appoints the Board of Statutory Auditors, determining its members, President and remuneration;
- Authorizes the buyback and disposal of treasury shares, subject to revocation, for the unexecuted part, of the previous authorization resolved by the Shareholders' Meeting of 27 April 2023.

AT THE EXTRAORDINARY SESSION

- Amends articles 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association;
- Amends article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative).

Milan, 23 April 2024 - The Ordinary and Extraordinary Shareholders' Meeting (the **"Meeting"**) of Fiera Milano S.p.A. (the **"Company"** and/or **"Fiera Milano"**), chaired by the President of the Board of Directors Carlo Bonomi, met today in single call.

Financial Statements as of 31 December 2023

The Shareholders' Meeting approved the Financial Statements as of 31 December 2023 of the parent company Fiera Milano S.p.A. which recorded Revenues of Euro 232.6 million (Euro 172.5 million in 2022), an EBITDA of Euro 74.7 million and a Net Profit of Euro 37.9 million.

The Shareholders' Meeting also approved the distribution of a dividend of 0.14 euros, before tax withholdings, for each of the ordinary shares in circulation, which will be paid starting from 2 May 2024, with ex-dividend date no. 10 on 29 April 2024 and record date on 30 April 2024. Payment will be made through the authorized intermediaries where the shares are registered in the Monte Titoli System.

During the Shareholders' Meeting, the Consolidated Financial Statements as of 31 December 2023 were presented, which closed with Revenues of Euro 283.8 million compared to Euro 220.3 million in 2023, recording an EBITDA of Euro 97.1 million, compared to Euro 58.4 in 2023. The Net Profit from continuing operations amounted to Euro 29.0 million (an increase of Euro 34.7 million compared to Euro -5.8 million in 2022), while the Net Profit for the period from discontinued operations amounted to Euro 16.5 million and referred to the higher values arising from the transfer of the business unit relating to the "TUTTOFOOD" exhibition regarding the acquisition of 18.5% of Fiere di Parma S.p.A. Net Profit as of 31 December 2023, amounted to Euro 45.5 million, compared to a net loss of Euro 5.8 million in the previous fiscal year.



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For further details, please refer to the press release issued on 13 March 2024, on the occasion of the approval by the Board of Directors of the Draft Financial Statements and the Consolidated Financial Statements relating to the financial year ended 31 December 2023.

Finally, the 2023 Consolidated Non-Financial Statement was presented, pursuant to Italian Legislative Decree 254/2016.

Report on the Remuneration Policy and remuneration paid pursuant to article 123-ter of Italian Legislative Decree 58/98

The Shareholders' Meeting approved the first section (with binding vote) pursuant to art. 123-ter, paragraph 3-ter of Italian Legislative Decree 58/1998 and the second section (with non-binding consultative vote) pursuant to paragraph 6 of the same provision, of the Report on the Remuneration Policy and remuneration paid.

Appointment of the Board of Statutory Auditors for the financial years 2024-2026

The Shareholders' Meeting, at the ordinary session, proceeded to appoint the Board of Auditors, which will remain in office for the three-year period 2024-2026 and in particular until the date of the Shareholders' Meeting called for the approval of the Financial Statements as of 31 December 2026, appointing Alessandro Angelo Solidoro as Chairperson of the Board of Statutory Auditors, Monica Mannino and Piero Antonio Capitini as Statutory Auditors, and Emanuela Valdosti and Massimo Luigi Roberto Invernizzi as Substitute Auditors.

In this regard it should be noted that:

- Monica Mannino, Piero Antonio Capitini and Massimo Luigi Roberto Invernizzi were drawn from the slate of candidates n.1 presented by Fondazione Ente Autonomo Fiera Internazionale di Milano, holder of n. 45,898,995 shares of the Company, equal to 63.82% of the share capital;
- Alessandro Angelo Solidoro and Emanuela Valdosti were drawn from the slate of candidates n. 2 presented by the following shareholders: Camera di Commercio di Milano Monza Brianza Lodi and Parcam S.r.l., holders of n. 4,689,317 shares of the Company, equal to 6.52% of the share capital.

The ordinary shareholders' meeting also resolved to set the annual remuneration for the Chairperson of the Board of Statutory Auditors at Euro 60,000.00 and the annual remuneration for each Statutory Auditor other than the Chairperson at Euro 50,000.00. The members of the Board of Statutory Auditors will also be entitled to reimbursement of expenses incurred in the performance of their duties.

The Statutory Auditors declared that they meet the independence requirements established by article 148, paragraph 3 of Italian Legislative Decree 58/1998 and by the Corporate Governance Code for Listed Companies.

It should also be noted that, to the best of the Company's knowledge, none of the Statutory Auditors holds shares in the Company.

The curricula vitae of the Statutory Auditors and the additional supporting documentation required by current legislation are available on the website www.fieramilano.it, in the Investors/Governance/Shareholders' Meeting section.



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Buy back and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the civil code

The Shareholders' Meeting resolved to authorize the Board of Directors, pursuant to and by effect of the art. 2357 civil code et seq., to buy back treasury shares of the Company, subject to revocation, for the unexecuted part, of the previous authorization resolved by the Shareholders' Meeting of 27 April 2023, for the quantity, at the price, in the terms and with the methods described in the explanatory report on the matters, available on the Company's website in the Investors/Governance/Shareholders' Meeting section.

Amendment of articles 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association

The Shareholders' Meeting, at the extraordinary session, amended articles 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association as shown in the text contained in the Board of Directors Explanatory Report, available on the Company's website in the Investors/Governance/Shareholders' Meeting section.

Amendment of article 12 of the Articles of Association

The Shareholders' Meeting, at the extraordinary session, amended article 12 of the Articles of Association, introducing a new paragraph 12.4, relating to the method of participation in the Shareholders' Meeting and the exercise of voting rights also exclusively through the representative designated by the company pursuant to the art. 135-*undecies* of Italian Legislative Decree. 58/1998.

More information

The minutes of the Shareholders' Meeting held today will be made available to the public, within the terms of the law, on the authorized storage mechanism eMarketSTORAGE (www.emarketstorage.it) and on the Company's website in the Investors, Governance, Shareholders' Meeting section.

The summary report on the votes will be made available on the company website, in compliance with art. 125-*quater* of the TUF, within the terms of the law.



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Fiera Milano

Fiera Milano is the domestic market leader and one of the main integrated operators worldwide in the exhibition and congress sector. The Group manages the leading exhibition site in Italy and dominates events in numerous manufacturing sectors: fashion, furniture and furnishings, home and lifestyle, mechanical tooling industry, tourism, professional hospitality, food, plant engineering and energy, construction and art. Specifically, the business of the Group is focused on the management, organization and hosting of exhibitions and other events through ensuring the availability of equipped exhibition space, project support and related services. Its offer is completed by engineering services, stand-fitting services as well as a multichannel platform that includes web content and congresses. Fiera Milano has been listed in the STAR segment of the Euronext Milan stock market since 2002.

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