



FIERA MILANO

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***FIERA MILANO: CONSOB APPROVES THE PROSPECTUS
FOR THE RIGHTS OFFER***

***THE BOARD OF DIRECTORS APPROVES THE FINAL TERMS OF
THE SHARE CAPITAL INCREASE***

Milan, 26 November 2015. Fiera Milano communicates that today CONSOB has approved the prospectus (“**Prospectus**”) for the rights offer and the admission to trading in the STAR segment of the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A., of the ordinary shares in Fiera Milano arising from the paid capital increase approved by the Extraordinary Shareholders’ Meeting of 31 July 2015 (the “**Capital Increase**”).

Furthermore, the Board of Directors of Fiera Milano S.p.A., meeting today, in accordance with the mandate granted it by the Extraordinary Shareholders’ Meeting of 31 July 2015, has approved the final terms of the Capital Increase and subsequent offer of rights. In detail, the Board of Directors approved the issue of a maximum of no. 31,126,821 ordinary shares of Fiera Milano, with no indication of nominal value, having regular dividend rights, to be offered to existing shareholders at Euro 2.245 per share (of which Euro 0.01 to ascribed to share capital and Euro 2.235 to be the share premium), in the ratio of no. 3 new Fiera Milano shares every no. 4 Fiera Milano shares held, for a maximum total value of Euro 69,879,713.

The subscription price was calculated by applying a discount of approximately 31.9% to the theoretical ex-rights price (TERP) of the shares using today’s reference price of Euro 4.07.

Therefore, the timetable of the Rights Offer will be as follows:

- the rights, under penalty of forfeiture, may be exercised from 30 November 2015 to 18 December 2015 (inclusive) (the “**Offer Period**”);
- the rights may be traded on the stock exchange from 30 November 2015 to 14 December 2015 (inclusive).

Fiera Milano S.p.A.

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Any rights that are not exercised during the Offer Period will be offered on the stock exchange by the Issuer within a month following 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 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 released by the day prior to the start of the trading period for the unsubscribed rights.

It should be noted that on 20 July 2015, the shareholder Fondazione Fiera Milano that holds 62.062% of the Fiera Milano share capital 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.

The final terms of the Rights Offer will be given in a supplement to the Prospectus which, having been approved by CONSOB, will be made public before the start of the Offer Period (the “**Prospectus Supplement**”).

The Prospectus and the Prospectus Supplement will be 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, and also on the website of the Issuer (www.fieramilano.it).

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