



FIERA MILANO

**FIERA MILANO: ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETINGS**

- **The Extraordinary Shareholders' Meeting approves the amendments to some of the Articles of Association**
- **The Financial Statements at 31 December 2016 are approved**
- **The Board of Directors and its Chairperson Mr Lorenzo Caprio are appointed for the financial years 2017, 2018 and 2019**
- **The remuneration policy of the Company and the authority to acquire and dispose of treasury shares are approved**

Milan, 21 April 2017. The Extraordinary and Ordinary Shareholders' Meetings of Fiera Milano SpA chaired by Mr Roberto Rettani met today in the Auditorium of the Centro Servizi of the fieramilano exhibition site (in Rho).

The Agenda was as follows:

Extraordinary section

1. Proposed amendments to Articles 13, 14, 15, 16, 17, 18 and 20 of the Company Articles of Association requested by the shareholder Fondazione Fiera Milano under Articles 2367 of the Italian Civil Code and 125-ter of Legislative Decree of 24 February 1998 no. 58.

Ordinary section

1. The Financial Statements at 31 December 2016, the Board of Directors' Management Report, the Report of the Board of Statutory Auditors, and the Report of the independent auditors. Presentation of the Consolidated Financial Statements at 31 December 2016.

2. The appointment of the Board of Directors and of its Chairperson following prior decisions on the length of their mandates, the number of members of the Board of Directors and their remuneration.

3. The Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98.

4. Authority to acquire and dispose of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code following prior cancellation of the authority granted by the Shareholders' Meeting of 28 April 2016.

■ ***Amendments to the Articles of Association.*** The Shareholders' Meeting approved the amendments to some of the Articles of Association and, in particular Article 13 (Chairpersonship of Shareholders' Meetings), Article 14 (Board of Directors), Article 15 (Convening Meetings of the Board of Directors and Board Resolutions); Article 16 (Chairperson of the Board of Directors), Article 17 (Powers, functions and compensation of the Board of Directors), Article 18 (Chairperson), and Article 20 (Board of Statutory Auditors).

■ ***2016 Financial Statements.*** The Shareholders' Meeting approved the Financial Statements at 31 December 2016 of the Parent Company Fiera Milano SpA, which had revenues from sales



FIERA MILANO

and services of Euro 173.4 million; a gross operating result that was negative for Euro 1.8 million, and a net result that was negative for Euro 25.2 million.

The results of the Company were penalised by the unfavourable exhibition calendar with the absence of some important directly organised biennial exhibitions and some triennial exhibitions, as well as by impairment charges taken on investments in its portfolio.

■ **Appointment of the Board of Directors** . The Shareholders' Meeting established eight as being the number of members of the Board of Directors, appointed the Board of Directors of the Company for the three financial years 2017-2019 and appointed Mr Lorenzo Caprio as its Chairperson. In addition to the Chairperson, the following will be members of the Board of Directors for the first time: Mr Alberto Baldan, Ms Stefania Chiaruttini, Mr Gianpietro Corbari, Ms Francesca Golfetto, Mr Angelo Meregalli, Ms Marina Natale and Ms Elena Vasco.

The *curricula vitae* of the Directors are available on the Company website www.fieramilano.it, in the section Investor Relations/Corporate Governance/Shareholders' meetings.

■ **Report on Remuneration**. The Shareholders' Meeting approved section one of the Report on Remuneration prepared pursuant to Article 123-ter of Legislative Decree 58/98.

■ **Authority to acquire and dispose of treasury shares**. The Shareholders' Meeting approved the authority to acquire and dispose of treasury shares following prior cancellation of the previous authority. The authority is valid for 18 months and is for the acquisition of a maximum number of shares that does not exceed, including the treasury shares already held by the Company and its subsidiaries, 20% of the total share capital of the Company. The acquisition price of the shares cannot be more than 10% higher or 10% lower than the reference price of the shares on the stock market on the trading day preceding each single transaction. Disposal of the shares is permitted before the buy-back has been exhausted and may take place in one or more *tranches* but the shares may not be sold at a price that is below the lowest price at which the shares were acquired. This price limit is not applicable if the shares are used as part of an equity-based incentive plan.

At today's date, Fiera Milano held directly and indirectly 939,018 treasury shares, equivalent to 1.31% of the share capital.

The Manager responsible for preparing the Company's accounts, Sebastiano Carbone, in accordance with paragraph 2 article 154-*bis* of the Consolidated Finance Law, herewith declares that the accounting information contained in the present press release is consistent with the Company's official documents, books and accounting records.

For further information:

Investor Relations Fiera Milano S.p.A.

Gianna La Rana Tel +39 0249977816

gianna.larana@fieramilano.it

www.fieramilano.it

Direttore Comunicazione Fiera Milano S.p.A.

PierCarla Delpiano Tel +39 0249977812

piercarla.delpiano@fieramilano.it

www.fieramilano.it