



ORDINARY SHAREHOLDERS' MEETING

Milan, 5 November 2024 - The Ordinary 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 a single call and approved:

1. **The update of Section One of the Report on the remuneration policy and remuneration paid, related to the 2024 Remuneration Policy;**
2. **The "2024-2027 Share Plan".**

Update of the 2024 Remuneration Policy: binding resolution on Section One of the Report on the Remuneration Policy and remuneration paid pursuant to Article 123-ter of Legislative Decree 58/1998

On 23 April 2024, the Fiera Milano Shareholders' Meeting approved - with a binding vote - Section One and - with an advisory vote - Section Two of the Report on the remuneration policy and remuneration paid (hereinafter, the "**Report**") prepared pursuant to Article 123-ter of Legislative Decree 58/1998 (hereinafter, the "**TUF**").

Subsequently, on 3 October 2024, upon recommendation of the Appointments and Remuneration Committee and in accordance with current regulations, the Board of Directors resolved to submit for approval by the Shareholders' Meeting the update of the "2024 Remuneration Policy" (the "**Policy**"), presented in Section One of the Report.

In line with the **human capital development** plan outlined in the **2024-2027 Strategic Plan**, the update of the Policy aims to introduce medium-long term variable incentive plans for all permanent employees of the Company and the Italian Companies subject to Management and Coordination, granting free allocation of Fiera Milano ordinary shares upon achievement of specific performance targets. Previously, the Policy only provided medium-long term variable incentive plans for a selected panel of employees.

The Shareholders' Meeting voted in favor of the update of the Section One of the Report ("**2024 Remuneration Policy**").

Documentation related to the Policy update has been made available on the Company's website, in the "Investors/Governance/Shareholders' Meeting" section, and on the authorized storage mechanism www.emarketstorage.com.



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Approval of a share plan pursuant to Article 114-bis of Legislative Decree 58/1998.

By placing employees at the center of its vision and in line with the execution of the 2024-2027 Strategic Plan, Fiera Milano has embarked on a strategic path to enhance the potential of its human capital, strengthening the sense of belonging and engagement by adopting advanced corporate welfare policies aimed at fostering a conscious participation in the creation of sustainable value for the Group.

Considering the above reasons and to ensure the full implementation of the outlined strategies, on 3 October 2024, upon recommendation of the Appointments and Remuneration Committee, the Company's Board of Directors resolved to submit for approval by the Shareholders' Meeting, pursuant to Article 114-bis of Legislative Decree 58 of 24 February 1998, a medium-long term incentive plan, the "2024-2027 Share Plan" (hereinafter, the "**Plan**"), for all permanent employees of the Company and the Italian Companies subject to Management and Coordination by the Fiera Milano Group (hereinafter, the "**Group**"): Fiera Milano Congressi S.p.A., Nolostand S.p.A., and Made Eventi S.r.l. (hereinafter, the "**Companies under Management and Coordination**").

The Shareholders' Meeting voted in favor of the adoption of the Plan, granting the Board of Directors all the broadest powers necessary to give it complete and integral implementation.

The main contents of the Plan are outlined below:

1) Reasons for adoption

The Plan aims to align the interests of Fiera Milano employees and those of the Companies under Management and Coordination with the company's objectives, linking the remuneration of its staff to the positive results that the Group will be able to generate over time, promoting a sense of belonging and the entrepreneurial spirit of its people, in line with the best practices that are emerging in Italy and abroad, always maintaining a careful approach to the overall sustainability of remuneration systems.

2) Recipients

The Plan is aimed at all permanent employees of the Company and at all Companies Subject to Management and Coordination (hereinafter, the "**Recipients**"), including employees of the Company or of the Companies Subject to Management and Coordination who are also recipients of one or more Long Term Incentive Plans ("LTI").

3) Methods and clauses for implementing the Plan

The Plan has a four-year time horizon and is structured in four annual cycles (2024, 2025, 2026, and 2027): each year, a certain number of Shares will be granted free of charge to each beneficiary, up to an individual maximum value of Euro 2,000.

The employees of the Company or of the Companies Subject to Management and Coordination who are also recipients of one or more LTI Plans, and, in particular, the Chief Executive Officer and/or General Manager, the front line reporting to the Chief Executive Officer and/or the Deputy General Manager, and the Key Executives participating in the aforesaid LTI Plans shall be allocated a certain number of Shares free of charge, up to a maximum individual monetary value of Euro 500 for each year of the Plan.

For each year of the Plan, the right to receive the allocated shares will accrue upon fulfilment of the conditions and achievement of the Performance Targets to be determined by the Board of Directors when approving the Plan Rules and Regulations

4) Restrictions on the transfer of vested shares

The vested shares under the Plan may not be transferred or subject to any lien or other acts of disposal *inter vivos* for any reason for 36 months from their effective delivery date (hereinafter, the "**Lock-Up Period**").



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Such Shares, delivered to the Beneficiaries through the authorised financial intermediary identified by the Company, will have regular dividend entitlement but must remain on deposit with the intermediary throughout the duration of the Lock-Up Period.

If a Beneficiary terminates their Relationship with the Company (or the relevant Company Subject to Management and Coordination) during the Lock Up, the Vested Shares that have been delivered to the Beneficiary, while remaining in the Beneficiary's ownership, shall remain unavailable for 36 months.

5) Funding

The Plan Shares will comprise Shares already outstanding and in the Company's portfolio, or subsequently acquired under Article 2357 et seq. of the Italian Civil Code. It should be noted that the proposed adoption of the Plan is consistent with the proposed update of the 2024 Remuneration Policy, as detailed in Section One of the Report on the remuneration policy and remuneration paid, submitted for binding shareholder vote as the first point on the agenda.

Further details on the approved Plan are available in the Information Document related to the Plan (hereinafter, the "**Information Document**"), prepared in accordance with Article 84-bis and Annex 3A of the Regulation approved by Consob Resolution No. 11971 on 14 May 1999 (the "Issuers' Regulation"), which was made available to the public on 3 October 2024, on the Company's website www.fieramilano.it, in the "Investors/Governance/Shareholders' Meeting" section, and on the authorized storage mechanism www.emarketstorage.com.

Other information

The minutes of the 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 of the voting will be published on the Company's website, in compliance with Article 125-quater of the TUF, within the legal deadlines.



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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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