

## Proposals for the Shareholders' Meeting

**Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, "Fiera Milano" or the "Company"), convened for 5 November 2024 at 3 pm in a single call.**

*(Report pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, as amended, and Article 84-ter of Consob Regulation No. 11971 of 14 May 1999, as amended)*

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

Dear Shareholders,

Firstly, we would like to remind you that on 23 April 2023, the Shareholders' Meeting of Fiera Milano resolved in favour of the approval - by means of a binding vote - of Section One and - by means of an advisory vote - of Section Two of the Report on Remuneration Policy and Remuneration Paid (hereinafter, the **Report**) prepared pursuant to Article 123-ter of Legislative Decree 58/1998 (hereinafter, the **Consolidated Law on Finance**).

On 3 October 2024, upon the proposal of the Nomination and Remuneration Committee and in compliance with the applicable provisions of law, the Board of Directors resolved to submit the updated "2024 Remuneration Policy" (hereinafter also the **Policy**), illustrated in Section One of the Report, to the Shareholders' Meeting for approval.

With the updating of the Policy, for the reasons set out in the report on the second item on the agenda, Fiera Milano intends to provide for the adoption of medium-long term variable incentive plans in favour of all employees hired on a permanent basis by the Company and at the Italian companies of the Fiera Milano Group subject to management and coordination, aimed at the free allocation of Fiera Milano ordinary shares upon the achievement of predetermined performance targets identified for the Fiera Milano Group.

In fact, the current Policy only provides for the adoption of medium-long term variable incentive plans aimed at the free allocation of cash and ordinary shares of Fiera Milano in favour of a selected panel of Company employees, upon the achievement of predetermined performance targets.

On the occasion of this update, the Company also intends to propose the integration of the definition of "Benefits and other instruments" contained in the current Policy, in order to better specify that benefits consist of the provision of goods and/or services assigned in accordance with market practice and in compliance with current regulations. Including but not limited to, board, lodging, insurance coverage, allocation of a car for mixed use with driver and that such specific benefits may be granted in favour of the Chairperson and executive directors of the Company.

For the sake of completeness, it should be noted that at the time of the update, the Company also corrected a material error in the synoptic table summarising the main elements of variable remuneration provided for in the current Remuneration Policy in order to align the LTI target incentive percentage of KEs with what is already provided for in section 1.5 of the Report.

Pursuant to paragraph 3 *ter* of Article 123-*ter* of the Consolidated Law on Finance, the Shareholders' Meeting is therefore called upon to pass a binding resolution in favour or against the update of Section One of the Report ("2024 Remuneration Policy").

Since no changes have been made to the content of Section Two of the Report ("Implementation of the 2023 Remuneration Policy"), the latter will not be submitted to the advisory vote of the Shareholders' Meeting.

For the specific contents of the update to Section One of the Report submitted for your examination, please refer to the document that will be made available within the terms of the law on the Company's website at [www.fieramilano.it](http://www.fieramilano.it) in the "Investors/Governance/Shareholders" Meeting" section and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com)

Please note that changes to the content of the report are highlighted in red in the document.

Given the above, we submit the following for your approval

### **proposed resolution**

*"The Shareholders' Meeting of Fiera Milano, having acknowledged the proposed amendments to Section One of the Report on remuneration policy and remuneration paid pursuant to Article 123-ter of Legislative Decree 58/98,*

### ***resolves***

*to approve the update of Section One of the Report on the remuneration policy and remuneration paid prepared pursuant to Article 123-ter of Legislative Decree No. 58/98, concerning the Company's remuneration policy".*

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

*(Report pursuant to Article 84-*bis* and Annex 3A of the Regulation on Issuers)*

Dear Shareholders,

On 3 October 2024, upon the proposal of the Nomination and Remuneration Committee, the Board of Directors of the Company resolved to submit for your examination, pursuant to Article 114-*bis* of Legislative Decree No. 58 of 24 February 1998, a medium- and long-term incentive plan, the "2024-2027 Share Plan"(hereinafter, the "**Plan**"), in favour of all employees hired on a permanent basis by Fiera Milano and at the following Italian companies subject to the management and coordination of 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 Subject to Management and Coordination**").

The main contents of the Plan are outlined below:

### **1) Reasons for adoption**

The Plan is aimed at aligning the interests of the employees of Fiera Milano and the Companies Subject to 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) Beneficiaries**

The Plan is intended for all employees hired on a permanent basis by the Company and at the Companies Subject to Management and Coordination (hereinafter, the "**Beneficiaries**"), including employees of the Company or the Companies Subject to Management and Coordination who are also recipients of one or more LTI Plans.

### **3) Ways and means of implementing the Plan**

The Plan has a four-year time horizon and is divided into four annual cycles (2024, 2025, 2026 and 2027): for each year, a certain number of shares will be allocated free of charge to each beneficiary, up to a maximum individual 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 for each year of the Plan shall be allocated a certain number of shares free of charge up to a maximum individual countervalue of Euro 500.

For each year of the Plan's duration, 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 regulations.

### **4) Limits to 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 the effective date of their receipt (hereinafter, the "**Lock Up Period**").

Such shares, delivered to the Beneficiaries through the authorised financial intermediary identified by the Company, will have regular dividend rights, but must remain on deposit with the latter for the duration of the Lock Up Period.

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

### **5) Provision**

The Plan shares will comprise of shares already outstanding and in the Company's portfolio, or subsequently purchased under Article 2357 et seq. of the Italian Civil Code.

It should be noted that the proposed adoption of the Plan is in line with the proposed update of the 2024 Remuneration Policy, as set forth in Section One of the Report on Remuneration Policy and Remuneration Paid, submitted to the binding vote of the Shareholders' Meeting as the first item on the agenda.

Below are the main contents of the information document relating to the Plan (hereinafter, the "**Information Document**"), prepared pursuant to Article 84-*bis* and Annex 3A of the Regulation approved by Consob with resolution No. 11971 on 14 May 1999 (the "**Issuers' Regulation**"), which will be made available to the public on 3 October 2024, on the Company's *website* [www.fieramilano.it](http://www.fieramilano.it), in the "*Investors/Governance/Shareholders' Meeting*" section, and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

We remind you that the Shareholders' Meeting is called upon not only to approve the guidelines of the Plan in the Information Document but also to grant the Board of Directors any power necessary or appropriate to implement the Plan, in particular (for example only) any power to: (i) prepare and approve the Rules and Regulations of the Plan and to make such amendments to it as may be necessary and/or appropriate, also to adapt them to extraordinary events that have occurred; (ii) identify, include or exclude Beneficiaries; (iii)

set performance targets; (iv) determine for each annual cycle the number of shares allocated to each Beneficiary; (v) define the contents of the allocation sheets; (vi) verify the attainment of the objectives and compliance with the conditions for the delivery of the allocated shares as identified in the Plan regulations; (vii) proceed to the actual delivery of the shares to the Beneficiaries; (viii); as well as (ix) draw up and/or complete any document necessary or appropriate to the Plan, perform any act, fulfilment (including market disclosure in compliance with applicable laws and regulations), formality, communication that is necessary or appropriate for the management and/or implementation of the Plan, with the power to delegate its powers, duties and responsibilities concerning the Plan's execution and implementation.

Given the above, we submit the following for your approval

### **proposed resolution**

*"The Shareholders' Meeting of Fiera Milano, having acknowledged the Explanatory Report of the Board of Directors and the Information Document prepared pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of Consob Regulation No. 11971 of 14 May 1999 and subsequent amendments and additions;*

### **resolves**

- 1) to approve the Company's "2024-2027 Share Plan", drafted pursuant to Article 114-bis of Legislative Decree 58/98, in the terms set forth in the Information Document published pursuant to applicable regulations;*
- 2) to vest the Board of Directors with the broadest powers necessary or appropriate to fully and completely implement the "2024-2027 Share Plan", including but not limited to the power to: (i) prepare and approve the Rules and Regulations of the Plan and to make such amendments to it as may be necessary and/or appropriate, also to adapt them to extraordinary events that have occurred; (ii) identify, include or exclude Beneficiaries; (iii) set performance targets; (iv) determine for each annual cycle the number of shares allocated to each Beneficiary; (v) define the contents of the allocation sheets; (vi) verify the attainment of the objectives and compliance with the conditions for the delivery of the allocated shares as identified in the Plan regulations; (vii) proceed to the actual delivery of the shares to the Beneficiaries; (viii); as well as (ix) draw up and/or complete any document necessary or appropriate to the Plan, perform any act, fulfilment (including market disclosure in compliance with applicable laws and regulations), formality, communication that is necessary or appropriate for the management and/or implementation of the Plan, with the power to delegate its powers, duties and responsibilities concerning the Plan's execution and implementation."*

Rho (Milan), 4 October 2024

On behalf of the Board of Directors  
The Chairman  
Carlo Bonomi