



**FIERA MILANO**

FIERA MILANO S.P.A.

Registered office in Milan, Piazzale Carlo Magno 1

Operating and administrative headquarters in Rho (MI), S.S. del Sempione 28

Share Capital Euro 42,445,141.00 fully paid up.

Milan Company Register,

Tax code and VAT number 13194800150

## **Ordinary and Extraordinary Shareholders' Meeting Call**

**(Published on the Company's website on 14 March 2024)**

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the “**Company**”) is convened in a single call for **23 April 2024, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

### **Agenda**

#### **Ordinary session**

1. Financial statements as at 31 December 2023:
  - 1.1 approval of the Financial Statements as at 31 December 2023, of the Report of the Board of Directors, of the Report of the Board of Statutory Auditors and the Independent Auditor's Report. Presentation of the Consolidated Financial Statements as at 31 December 2023 and the 2023 Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016;
  - 1.2 allocation of the results for the financial year.
2. Report on the Remuneration Policy and on the Remuneration Paid pursuant to article 123-ter of Legislative Decree 58/1998:
  - 2.1 Binding decision on the first section;
  - 2.2 non-binding decision on the second section.
3. Appointment of the Board of Statutory Auditors:
  - 3.1 appointment of Standing Statutory Auditor and Substitute Statutory Auditors;
  - 3.2 appointment of the Chairman;
  - 3.3 determination of remuneration.
4. Authorisation for the purchase and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation, for the portion not executed, of the resolution passed by the Shareholders' Meeting on 27 April 2023.

#### **Extraordinary Session**

1. Amendment to articles 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association.
2. Amendment to article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative).

Pursuant to Decree-Law No. 215 of 30 December 2023 (the so-called Decreto Milleproroghe), as amended by Conversion Law No. 18 of 23 February 2024, which extended until 30 April 2024, among other things, the provisions set forth in Art. 106, paragraph 7 of Decree-Law No. 18 of 17 March 2020, **the Company has established that the persons entitled by law to participate in the Shareholders' Meeting may participate exclusively by means of telecommunication** that guarantees their identification, without it being necessary in any event for the Chairperson of the Shareholders' Meeting and the person in charge of the minutes to be in the same place. The instructions for participating in the Shareholders' Meeting will be made known by the Company to the above-mentioned parties.

The indications and timing concerning the right to intervene and vote (including by proxy) at the Shareholders' Meeting, the right to ask questions at the Shareholders' Meeting, additions to the agenda and the presentation of new resolution proposals, as well as any other information required by law, are contained in the full text of the notice of call published - on 14 March 2024 - on the Company's website at [www.fieramilano.it](http://www.fieramilano.it), Section "*Investors/Governance/Shareholders' Meeting*", to which reference should be made.

With reference to the appointment of the Board of Statutory Auditors, it should be noted, in particular, that the lists must be deposited at the certified email address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt at the Company's operating and administrative headquarters, in Rho (MI), S. S. del Sempione 28 (Corporate Affairs Office), at least twenty-five days before the date set for the Shareholders' Meeting (*i.e.* by 29 March 2024). In the event that only one list has been filed within the twenty-fifth day preceding the Shareholders' Meeting, or only lists submitted by Shareholders who, pursuant to the combined provisions of Articles 144-*quinquies* and 144-*sexies*, paragraph 4, of the Issuers' Regulations, are related to each other, the deadline for the submission of lists will be extended by a further three calendar days (*i.e.* until Tuesday 1 April 2024) and the latter may be presented by Shareholders who, alone or together with other Shareholders, represent at least 1.25% of the share capital with voting rights at the Ordinary Shareholders' Meeting.

The Board of Directors' Reports on the items on the agenda and the proposed resolutions will be made available to Shareholders and the public on 14 March 2024. The additional documentation relating to the items on the agenda, as required by the regulations in force, will be made available to shareholders and the public within the legal and regulatory deadlines. Within the aforementioned deadlines, the said documents will therefore be available at the Company's registered office and at the operating and administrative headquarters in Rho (MI), S.S. del Sempione 28, Centro Servizi (office reception), on the Company's website [www.fieramilano.it](http://www.fieramilano.it) (in the section *Investors/Governance/Shareholders' Meeting*) and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 14 March 2024

The Chairperson of the Board of Directors  
Carlo Bonomi

This extract is published in the Corriere della Sera newspaper on 15 March 2024.