



FIERA MILANO

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON APRIL 23RD 2024

Attendance to the meeting no. 54 Shareholders by proxy
representing no. 55,652,632 ordinary shares corresponding to 77.383637% of the ordinary share capital

Ordinary Session

1. Financial statements as at 31 December 2023:

1.1 Approval of the Financial Statements as of December 31, 2023, of the Report of the Board of Directors, of the Report of the Board of Statutory Auditors and of the Independent Auditor's Report. Presentation of the Consolidated Financial Statements at 31 December 2023 and the 2023 Consolidated Disclosure of Non-financial Information pursuant to Legislative Decree 254/2016;

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	53	55,570,252	99.851975	99.851975	77.269090
Against	0	0	0.000000	0.000000	0.000000
Abstentions	1	82,380	0.148025	0.148025	0.114547
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

1.2 Allocation of the financial year results.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	54	55,652,632	100.000000	100.000000	77.383637
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

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

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	53	55,634,855	99.968057	99.968057	77.358919
Against	1	17,777	0.031943	0.031943	0.024718
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

2.2 non-binding decision on the second section

	NO. OF SHAREHOLDERS (BY PROXY))	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	9	51,641,845	92.793176	92.793176	71.806735
Against	45	4,010,787	7.206824	7.206824	5.576902
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

3. Appointment of the Board of of Statutory Auditors:

3.1 appointment of Standing Statutory Auditors and Substitute Statutory Auditors;

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
LIST 1	6	46,945,862	84.355151	84.355151	65.277084
LIST 2	44	7,843,018	14.092807	14.092807	10.905527
Against	0	0	0.000000	0.000000	0.000000
Abstentions	4	863,752	1.552042	1.552042	1.201026
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

3.2 appointment of the Chairman; (ITEM NOT SUBMITTED FOR VOTE)

3.3 determination of remuneration

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	54	55,652,632	100.000000	100.000000	77.383637
Against	0	0	0.000000	0.000000	0.000000
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

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.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	53	55,634,855	99.968057	99.968057	77.358919
Against	1	17,777	0.031943	0.031943	0.024718
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

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.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	14	54,169,865	97.335675	97.335675	75.321886
Against	40	1,482,767	2.664325	2.664325	2.061752
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637

2. Amendment to article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative).

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	11	54,158,827	97.315841	97.315841	75.306538
Against	43	1,493,805	2.684159	2.684159	2.077100
Abstentions	0	0	0.000000	0.000000	0.000000
Not Voting	0	0	0.000000	0.000000	0.000000
Total	54	55,652,632	100.000000	100.000000	77.383637