



FIERA MILANO

FIERA MILANO: ORDINARY MEETING OF SHAREHOLDERS

- *Approval of Financial Statements for the year to 31 December 2017*
- *Appointment of the Board of Statutory Auditors for the period 2018-2020 and determination of the related remuneration; Riccardo Raul Bauer appointed Chairperson of the Board of Statutory Auditors*
- *Approval of the remuneration policy and the performance share plan 2018-2019*
- *Approval of authorisation to buy back and dispose of treasury shares*

Milan, 23 April 2018. The Ordinary Meeting of Shareholders of Fiera Milano S.p.A. chaired by Lorenzo Caprio was held today in the Auditorium of the Centro Servizi of the fieramilano exhibition site (Rho).

■ **Financial Statements 2017.** The Shareholders' Meeting approved the financial statements for the year to 31 December 2017 of the parent company, Fiera Milano S.p.A., which show Revenues from sales and services of Euro 219.5 million (+27% compared with 2016) and a loss of Euro 0.9 million representing an improvement compared with a loss of Euro 25.2 million. During the Meeting, the Consolidated Financial Statements for the year to 31 December 2017 were presented, showing revenues of Euro 271.3 million, an increase of 23% compared with 2016, and a Net Profit of Euro 1.7 million, which was a significant improvement on the Net Loss of Euro 22.9 million in the 2016 financial year. Lastly, the Consolidated disclosure of non-financial information pursuant to Italian Legislative Decree 254/2016 was presented.

■ **Appointment of the Board of Statutory Auditors.** For the period 2018-2020, the Shareholders' Meeting appointed Riccardo Raul Bauer, Daniele Federico Monarca and Mariella Tagliabue as Statutory Auditors. Daniele Beretta and Marina Scandurra were appointed as Substitute Auditors.

In addition, the remuneration of the Board of Statutory Auditors was determined as follows: gross remuneration per year of Euro 50,000 for the Chairperson and Euro 35,000 for each Statutory Auditor, plus reimbursement of expenses incurred in carrying out their duties.

The *curricula vitae* of the Statutory Auditors have been published on the website www.fieramilano.it, in the section Investor Relations/Corporate Governance/Shareholders' Meeting.

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

■ **Incentive Plan.** The Shareholders' Meeting approved an incentive plan in accordance with Article 114-bis of Legislative Decree 58/98 called the "Performance Share Plan 2018-2019 comprising cash and performance shares". The Shareholders' Meeting also conferred on the Board of Directors all the necessary and appropriate powers to complete and to implement the said Plan.

Fiera Milano S.p.A.

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■ **Purchase and disposal of treasury shares.** The Shareholders' Meeting approved authorisation to purchase treasury shares, following prior cancellation of the previous authority. The buyback authority is valid for 18 months and provides that the maximum number of shares purchased, including shares already held by the Company and its subsidiaries, may not exceed 20% of the number of ordinary shares in circulation. The unit price of the shares purchased may not be higher than 10% and no lower than 10% of the reference price recorded by Fiera Milano shares on the Italian stock exchange in the trading session preceding each individual transaction. The shares may be sold, even before the buyback authority has been exhausted, in one or more tranches and the selling price must be no lower than that of the lowest purchase price. This price limit will not be applicable in the event the shares are disposed of as part of an equity-based incentive scheme.

At today's date Fiera Milano holds, directly and indirectly, no. 939,018 treasury shares representing 1.31% of its share capital.

The Manager responsible for preparing the Financial Statements, Sebastiano Carbone, declares pursuant to paragraph 2 of Article 154-*bis* of the Consolidated Financial Law that the accounting information contained in the present communication corresponds to the results contained in the accounting records and documents.

For further information:

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