



FIERA MILANO

ORDINARY SHAREHOLDERS' MEETING HELD ON 27th OF APRIL 2023

**Attendance to the meeting: no. 20 Shareholders by proxy
representing no.55.689.602 ordinary shares corresponding to 77,435043% of the ordinary share capital**

1. Financial statements as at 31 December 2022:

1.1 Approval of the Financial Statements as of December 31, 2022, 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 2022 and the 2022 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	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

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	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

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	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

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	8	52.942.896	95,067830	95,067830	73,615815
Against	11	2.542.206	4,564956	4,564956	3,534876
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

3. Appointment of the Board of Directors

3.1 determination of the number of members

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

3.2 determination of the term of office

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

3.3 appointment of Directors

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
LIST 1	5	47.544.489	85,374087	85,374087	66,109461
LIST 2	2	4.689.317	8,420453	8,420453	6,520382
LIST 3	13	3.455.796	6,205460	6,205460	4,805201
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	20	55.689.602	100,000000	100,000000	77,435043

3.4 appointment of the Chairperson

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

3.5 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	17	53.817.102	96,637613	96,637613	74,831377
Against	2	1.668.000	2,995173	2,995173	2,319314
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

4. Approval of an Incentive Plan pursuant to Art. 114 bis of Legislative Decree 58/1998.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	8	52.942.896	95,067830	95,067830	73,615815
Against	11	2.542.206	4,564956	4,564956	3,534876
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

5. Appointment of the independent auditors for the period 2023 - 2031 and determination of their remuneration. (PWC)

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% ON ORDINARY SHARES REPRESENTED	% ON SHARES ADMITTED TO VOTE	% ON ORDINARY SHARE CAPITAL
In Favour	19	55.485.102	99,632786	99,632786	77,150691
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	204.500	0,367214	0,367214	0,284352
Not Voting	0	0	0,000000	0,000000	0,000000
Total	20	55.689.602	100,000000	100,000000	77,435043

6. Authorisation for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation of the resolution passed by the Shareholders' Meeting on 22 April 2022.

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Total	20	55.689.602	100,000000	100,000000	77,435043