



**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 Shareholders' Meeting Call**

**(Published on the Company's website on 16 March 2023)**

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the "**Company**") is convened in a single call for **27 April 2023, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

#### **Agenda**

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;
  - 1.2 allocation of the financial year results.
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 Directors:
  - 3.1 determination of the number of members;
  - 3.2 determination of the term of office;
  - 3.3 appointment of Directors;
  - 3.4 appointment of the Chairperson;
  - 3.5 determination of remuneration.
4. Approval of an Incentive Plan pursuant to Art. 114 bis of Legislative Decree 58/1998.
5. Appointment of the independent auditors for the period 2023 - 2031 and determination of their remuneration.
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.

Pursuant to Art. 3, paragraph 1 of Decree-Law No. 198 of 29 December 2022 (the so-called Decreto Milleproroghe), as amended by Conversion Law No. 14 of 24 February 2023, which extended until 31 July 2023, among other things, the provisions set forth in Art. 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020, **the Company has established that parties entitled pursuant to the law to attend 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 16 March 2023 - 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 Directors, 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 Secretariat, Governance and Compliance Office), at least twenty-five days before the date set for the Shareholders' Meeting (*i.e.* by 2 April 2023).

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 16 March 2023, together with the information document on the share incentive plan pursuant to Art. 114-bis of Legislative Decree 58/1998. 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 (by 31 March 2023 at the latest). 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.

This extract was published in the Milano Finanza newspaper on 17 March 2023.

Rho (Milan), 16 March 2023

The Chairperson of the Board of Directors  
Carlo Bonomi