

## Proposals for the Ordinary Shareholders' Meeting

**Ordinary Shareholders' Meeting of Fiera Milano S.p.A. convened for 22 April 2022 at 3.30 pm in a single call.**

**(Report pursuant to Article 125-ter, paragraph 1, Italian Legislative Decree no. 58 of 24 February 1998, as amended)**

### **1. Financial Statements at 31 December 2021.**

- 1.1 approval of the Financial Statements at 31 December 2021, Report of the Board of Directors on Operations and Report of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2021 and the 2021 Consolidated Disclosure of Non-financial Information pursuant to Legislative Decree no. 254/2016;**
- 1.2 allocation of the result for the financial year.**

Dear Shareholders,

The preliminary Financial Statements at 31 December 2021, that we submit for your attention, closed with a net profit of Euro 36,621,672.14, which allows us to propose to carry forward the net profit.

We would also like to draw your attention to the Group Consolidated Financial Statements at 31 December 2021, which, although not subject to approval by the Shareholders' Meeting, are supplementary to the information provided in the Financial Statements of Fiera Milano S.p.A.

Given the above, we submit the following for your approval

#### **resolution proposals**

**1.1 Approval of the Financial Statements at 31 December 2021, Report of the Board of Directors on Operations and Report of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2021 and the 2021 Consolidated Disclosure of Non-financial Information pursuant to Legislative Decree no. 254/2016;**

*'The Shareholders' Meeting of Fiera Milano S.p.A., having considered the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the report of the Independent Auditors, and having examined the Financial Statements at 31 December 2021,*

#### ***resolves***

*to approve the Financial Statements for the year ended 31 December 2021, consisting of the statement of financial position, the statement of comprehensive income, the statement of changes in shareholders' equity, the statement of cash flows and the related notes to the financial statements, which shows a net profit of Euro 36,621,672.14 as presented by the Board of Directors as a whole, in the individual entries and with the proposed provisions, as well as the related Report of the Board of Directors on Operations'.*

## 1.2 Allocation of the result for the financial year

*'The Shareholders' Meeting of Fiera Milano S.p.A., having considered the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the report of the Independent Auditors, and having examined the Financial Statements at 31 December 2021,*

### ***resolves***

*to approve the proposal made by the Board of Directors to carry forward the net profit for the year of Euro 36,621,672.14".*

We also present the Shareholders' Meeting with the Consolidated Disclosure of Non-financial Information prepared by the Company in accordance with Italian Legislative Decree no. 254/2016.

## 2. Report on the Remuneration Policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree 58/98:

### 2.1 binding resolution on the first section;

### 2.2 non-binding resolution on the second section.

Dear Shareholders,

On 15 March 2022, the Board of Directors approved, under current legal provisions, the Report on remuneration policy and payments prepared pursuant to Article 123-ter of the Consolidated Finance Act (the '**Report**'), which will be made available to the public on 31 March 2022.

Pursuant to paragraph 3-ter of Article 123-ter of the Consolidated Finance Act, the Shareholders' Meeting is asked to vote, by binding resolution, in favour or against, Section One of the Report and, pursuant to paragraph 6 of the same provision, by non-binding resolution, in favour or against, Section Two of the Report.

Given the preceding, the Directors submit for your consideration Section One of the Report mentioned above. This section describes the Company's remuneration policy (the '**Policy**'), by which the Board of Directors determines the remuneration of its members and, specifically, of Directors with special responsibilities, members of the Committees and the other Executives with strategic responsibilities in the Group.

On the other hand, Section Two provides an adequate representation of each of the items comprising the remuneration of the members of the Board of Directors, of the other Executives with Strategic Responsibilities and members of the Company's Board of Statutory Auditors. It describes in detail the remuneration paid, in the year concerned, in any capacity and in any form, by the Company, its subsidiaries or associated companies.

The Policy results from a clear and transparent process in which the Board of Directors of the Company and the Appointments and Remuneration Committee play central roles.

The Company's Board of Directors, on the proposal of the Appointments and Remuneration Committee, adopted the Policy, drafted also in light of the provisions of Article 5 of the Code of Corporate Governance and related recommendations and the amendments to the Issuers' Regulations in the implementing provisions of Article 123-ter of the Consolidated Law on Finance, as amended by Legislative Decree no. 49/2019.

Specifically, the Policy of the Company aims to:

- attract, motivate and retain resources with the professional qualities required to pursue the Group's objectives profitably;
- align management and shareholder interests, pursuing the priority objective of sustainable value creation in the medium/long-term by forging a strong link between remuneration on the one hand and individual and Group performance on the other;
- reward merit to properly recognise the individual contributions made by employees.

For the Remuneration Report's specific contents, please refer to the document which will be made available on the Company's website at the address [www.fieramilano.it](http://www.fieramilano.it) in the 'Investors/Governance' section.

Given the above, we submit the following for your approval

## **resolution proposals**

### **2.1 Binding resolution on the first section.**

'The Shareholders' Meeting of Fiera Milano S.p.A. for the Report on remuneration policy and payments made pursuant to Article 123-ter of Italian Legislative Decree 58/98 and, in particular, Section One,

#### ***resolves***

*to approve the contents of Section One of the Report on the remuneration policy and payments made prepared pursuant to Article 123-ter of Legislative Decree 58/98, concerning the Company's policy on the remuneration of the members of the Board of Directors, and in particular the Directors with special duties, the members of the Committees and the Executives with Strategic Responsibilities in the Group, as well as the procedures used for the adoption and implementation of this policy.*

### **2.2 Non-binding resolution on the second section.**

'The Shareholders' Meeting of Fiera Milano S.p.A. for the Report on remuneration policy and payments made pursuant to Article 123-ter of Italian Legislative Decree 58/98 and, in particular, Section Two,

#### ***resolves***

*to approve the content of Section Two of the Report on remuneration policy and payments made prepared pursuant to Article 123-ter of Italian Legislative Decree No. 58/98, concerning the remuneration awarded to members of the Board of Directors, Executives with Strategic Responsibilities and members of the Company's Board of Statutory Auditors.*

### **3. Authorisation to purchase and dispose of own shares under Articles 2357 and 2357-ter of the Italian Civil Code. (Report pursuant to Article 73 and Annex 3A of the Issuers' Regulations)**

Dear Shareholders,

First of all, we would like to remind you that 12 October 2021 saw the expiration of the 18-month authorisation to purchase own shares and to dispose of all or part of the own shares purchased without time limits and even before having completed the purchases. The authorisation was granted to the Company by the Shareholders' Meeting of 20 April 2020.

During the validity period of the above-mentioned authorisation to purchase own shares, the Company did not purchase any own shares and, therefore, as of today, it holds 273,758 own shares, equal to 0.38 % of the share capital.

For the reasons set out below, we therefore propose that you grant an authorisation to purchase and dispose of own shares in accordance with Articles 2357 et seq. of the Italian Civil Code.

The purchase of the Company's ordinary shares will be carried out in accordance with the existing rules for listed companies of any other applicable EU and national laws.

See below for the reasons and procedures for the purchase and disposal of treasury shares whose authorisation we request.

#### **A) Reasons for requesting authorisation to purchase and dispose of treasury shares**

The Board of Directors is requesting this authorisation because it believes that the purchase of treasury shares could represent an attractive investment opportunity and/or may be instrumental in improving the financial structure of the Company, as well as facilitating any agreements that presuppose the exchange of share packages.

The authorisation is also requested to dispose of treasury shares to be used as part of share incentive plans adopted as required by law, or as part of any bond issues convertible into Company shares.

Authorisation is requested to carry out transactions, under the laws and regulations in force, to stabilise share price movements linked to contingent market anomalies, improving the liquidity of the shares.

We propose that the Shareholders' Meeting, under the conditions and within limits specified below, authorise the Board of Directors to dispose of shares purchased, in addition to those already held. We consider this option an important tool of management and strategic flexibility.

#### **B) Maximum number and par value of the shares covered by the authorisation; compliance with the provisions of paragraph 3 of Article 2357 of the Italian Civil Code.**

The purchase mandate requested applies to the Company's ordinary shares without par value and, under Article 2357, paragraph 3, of the Italian Civil Code, may not exceed 5% of the share capital, including shares held by the Company and its subsidiaries at today's date. The subsidiaries will receive instructions for the timely notification of any purchases of shares in Fiera Milano SpA to ensure compliance with the aforementioned overall limit of 5% of the Company's share capital.

At the date of this Report, the Company's subscribed and paid-up share capital is Euro 42,445,141.00 (forty-two million four hundred and forty-five thousand one hundred and forty-one), and comprises 71,917,829 (seventy-one million nine hundred and seventeen thousand eight hundred and twenty-nine) registered shares without par value.

The consideration paid or received for transactions in treasury shares will be recorded directly under shareholders' equity as required by 'IAS 32' and the accounting treatment thereof will comply with regulations in force.

### **C) Duration of the authorisation**

The share purchase authorisation is requested for a period of 18 months from the date of approval by the Shareholders' Meeting, while the authorisation to dispose of shares is requested without a time limit.

### **D) Consideration for the purchase and disposal of shares**

Without prejudice to the provisions of letter E) below, treasury shares may be purchased, in compliance with trading conditions established in Article 3 of Delegated Regulation (EU) 2016/1052 (hereinafter "Regulation 1052") implementing Regulation (EU) 596/2014 and applicable provisions of the Italian Civil Code, at a price not greater than the higher price of the most recent independent transaction and the current highest independent price bid on the trading venues where the purchase is made. This is on the proviso that the unit price shall be neither lower nor higher than 10% of the reference price recorded for Fiera Milano shares on the MTA Market (Mercato Telematico Azionario) organised and managed by Borsa Italiana SpA in the trading session preceding each purchase transaction.

The shares may be sold, even before the purchase mandate has been exhausted, in one or more tranches, at a price not below the lowest purchase price.

This price limit will not apply if the shares are disposed of as part of share incentive plans. Should the shares be used as part of extraordinary transactions, by way of example and without limitation, share swaps, part-exchanges, conferrals or as part of equity transactions or other corporate and/or financial transactions and/or other extraordinary transactions and any other non-cash disposal transaction, the Board of Directors will decide the financial terms of the transaction according to its type and characteristics, also taking account of the market performance of the Fiera Milano SpA shares.

### **E) Procedures for the purchase of treasury shares**

The purchase of treasury shares may take place in one or more tranches, in compliance with applicable laws and regulations including, as appropriate, permitted market practices.

Purchases of treasury shares must be made pursuant to the provisions of Article 3 of Regulation 1052, or applicable provisions of the Italian Civil Code, and in such a way as to ensure equal treatment for all shareholders in accordance with Article 132 of the Consolidated Finance Act, exclusively in the following ways:

- i. public offer to buy or exchange;
- ii. on regulated markets in accordance with the operating procedures laid down in the organisation and management rules for said markets, which do not allow the direct matching of offers to buy with offers to sell at a predetermined trading price;

Disposals may be made, on one or more occasions, even before the purchases have been completed, through sale on regulated and/or unregulated markets or off-market, by public offer, or as a consideration for the purchase of shareholdings and possibly for assignment to shareholders.

Given the above, we submit the following for your approval

### **proposed resolution**

*"The Shareholders' Meeting of Fiera Milano S.p.A., having considered the proposal of the Board of Directors prepared according to Article 125-ter of Italian Legislative Decree 58/98, Article 73 of Consob Regulation no. 11971 by resolution dated 14 May 1999, and in accordance with Annex 3A – Table 4 of the same Regulation, and the proposal contained therein, taking into account the provisions of Article s 2357 and 2357-ter of the Italian Civil Code,*

***resolves***

- 1) to authorise the Board of Directors, pursuant to Article 2357 et seq. of the Italian Civil Code, to purchase treasury shares of the Company for the quantity, at the price, within the terms and in the manner set out below:*
  - that the purchase may be made in one or more tranches, within 18 months from the date of this resolution;*
  - that the consideration for the purchase of each share shall not be greater than the price of the last independent transaction or the price of the highest current independent offer (whichever is highest) in the trading venues where the purchase is made. It is understood that the unit price must be neither 10% lower nor higher than the reference price recorded for Fiera Milano shares on the MTA market organised and managed by Borsa Italiana SpA on the trading day before each individual purchase transaction;*
  - that the maximum number of shares purchased, including shares held by the Company and its subsidiaries, may not exceed 5% of the Company's share capital;*
  - The purchase of treasury shares may take place in one or more tranches, in compliance with applicable laws and regulations including, as appropriate, accepted market practices. The purchase of treasury shares must be carried out in compliance with the conditions set out in Article 3 of Delegated (EU) Regulation 2016/1052 and in accordance with the provisions of Article 132 of Italian Legislative Decree 58/98, Article 144-bis of the Regulation issued by Consob with resolution no. 11971 of 14 May 1999, and any other applicable regulations, including EU regulations;*
- 3) authorising the Board of Directors, pursuant to current legal provisions, to dispose of all or part of the treasury shares purchased, without time limits, even before the share purchase authorisation is exhausted; Disposals may be made, on one or more occasions, even before the purchases have been completed, through sale on regulated and/or unregulated markets or off-market, public offer, or as a consideration for the purchase of shareholdings and possibly for assignment to shareholders. The sale price must not be below the lowest purchase price. This price limit will not apply if the shares are disposed of as part of share incentive plans. If the shares are used in the context of extraordinary transactions, including, by way of example and without limitation, share swaps, part-exchanges, conferrals or as part of equity transactions or other corporate and/or financial transactions and/or other extraordinary transactions and any other non-cash disposal transaction, the Board of Directors will determine the financial terms of the transaction according to its type and characteristics, also taking account of the market performance of the Fiera Milano shares;*
- 4) granting the Board of Directors and, acting on its behalf, the appointed Chairman and Chief Executive Officer, jointly and severally, all necessary power to make purchases or disposals and, in any event, to implement the above resolutions, also through proxies, in compliance with any requests made by the competent authorities."*

Rho (Milan), 16 March 2021

p. The Board of Directors  
The Chairman  
Carlo Bonomi