

<b>Informazione Regolamentata n. 0620-25-2015</b>	<b>Data/Ora Ricezione 29 Giugno 2015 19:12:16</b>	<b>MTA - Star</b>
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Societa' : FIERA MILANO  
 Identificativo : 60291  
 Informazione  
 Regolamentata  
 Nome utilizzatore : FIERAMILANON01 - Cecchin  
 Tipologia : IRED 02  
 Data/Ora Ricezione : 29 Giugno 2015 19:12:16  
 Data/Ora Inizio : 29 Giugno 2015 19:27:17  
 Diffusione presunta  
 Oggetto : Notice of Convocation of an Extraordinary  
 Meeting of Shareholders

*Testo del comunicato*

Please find attached herewith the notice of an Extraordinary Meeting of Shareholders that is convened once on 31 July 2015

The following is a translation of the Italian language Notice of convocation. For any difference between the two texts, the Italian text shall prevail.



FIERA MILANO S.p.A.  
Registered office in Milan, Piazzale Carlo Magno, 1  
Operational and administrative headquarters in Rho (MI), Strada Statale del Sempione, 28  
Share capital Euro 42,147,437.00 fully paid-up  
Milan Company Register,  
Tax code and VAT number 13194800150

### **Notice of Convocation of an Extraordinary Meeting of Shareholders**

Shareholders are invited to attend an Extraordinary Meeting in Rho (MI), in the Auditorium of the Centro Servizi of the Exhibition Site, Strada Statale del Sempione 28, (reserved parking available with entry from Porta Sud), on 31 July 2015 at 14.00, in a single convocation, to approve the following

#### **Agenda**

1. Proposal to cancel the indicated nominal share value; consequent amendment of Article 5 of the Articles of Association, and all resolutions pertaining thereto and resulting therefrom.
2. Proposal for a paid share capital increase, to raise a total maximum amount, including any potential share price premium, of Euro 70 million, to be offered pro-rata to all holders of shares in the Company, in accordance with article 2441, paragraph 1, of the Italian Civil Code; consequent amendment of article 5 of the Company's Articles of Association, and all resolutions pertaining thereto and resulting therefrom.

The total issued and fully paid up share capital is Euro 42,147,437.00 (forty-two million one hundred and forty-seven thousand four hundred and thirty-seven/00) and is made up of no. 42,147,437 (forty-two million one hundred and forty-seven thousand four hundred and thirty-seven) registered shares each of nominal value Euro 1.00 (one). The shares are indivisible and each carries one voting right except for treasury shares held either directly or indirectly, which do not have this right. At today's date, the Company holds directly no. 626,758 treasury shares, equal to 1.49% of the share capital.

#### **Additions to the Agenda and tabling of new resolutions**

Shareholders who collectively represent at least one-fortieth of the Company's share capital may also request, in writing, additions to the agenda of the meeting within ten days of publication of this notice of the Shareholders' Meeting in accordance with Article 126-bis of Legislative Decree 58/1998 - the Consolidated Finance Act - (hereinafter, "TUF") and article 10.3 of the Articles of Association, by specifying in the request the additional topics they wish to discuss or any proposals for additional discussions regarding items already on the Agenda. Any such request must be sent, together with certification of ownership of the shares, by registered delivery, with proof of receipt, to the operational and administrative offices of the Company in Rho (Milan), S.S. del Sempione 28 (*Investor Relations*

*Department*) or by e-mail to the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it). Within the same time limit and in the same way a report which gives the reasons behind the request for additional topics to be deliberated or for additional discussions of items already on the Agenda must be delivered to the Board of Directors of the Company. Requests for additions to the Agenda are not permitted if they regard topics that the Shareholders' Meeting has been asked to approve under applicable law by the Directors or regard a plan or report prepared by the Directors.

#### **Legitimate attendance at the Shareholders' Meeting**

Legitimate attendance at the Shareholders' Meeting and the exercise of the right to vote must be proved by a communication to the Company from an intermediary that agrees with the latter's accounting records on behalf of the person having the right to vote on the basis of evidence of possession of the shares at the end of the accounting day on the seventh stock market trading day preceding the date set for the Shareholders' Meeting (22 July 2015); credit or debit registrations to the share account after this time will not be considered for the legitimate exercise of voting rights at the Shareholders' Meeting. Those who appear as shareholders of the Company after this date are not permitted to attend or vote in the Shareholders' Meeting. The aforementioned communication from the intermediary must reach the Company by the end of the third stock market trading day prior to the date set for the Shareholders' Meeting (28 July 2015). Those persons whose communication arrives at the Company after this date, as long as it is before the start of business of the Shareholders' Meeting that has been convened once, may still legitimately attend and vote at the Meeting.

#### **Proxy attendance at the Shareholders' Meeting**

Any person who may legitimately attend the Shareholders' Meeting may be represented by a written proxy according to the provisions of enacted law if the person who may legitimately vote signs the proxy form that is available in the Investor Relations/Corporate Governance/Shareholders' Meeting section of the Company's website [www.fieramilano.it](http://www.fieramilano.it). The proxy may be sent to the operational and administrative headquarters of the Company in Rho (Milan), Strada Statale del Sempione, 28 (*Investor Relations Department*) or to the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it). Proxies attending the Shareholders' Meeting on behalf of shareholders must guarantee, assuming full responsibility, the identity of the delegator and have a proxy form that is identical to the original notification.

The proxy may also be freely given, with instructions on how to vote, to the company Computershare S.p.A. which has been delegated for this purpose by the Company in accordance with article Article135-*undecies* of Legislative Decree 58/1998 - the Consolidated Finance Act - TUF by signing the proxy form available from 29 June 2015 in the Investor Relations/Corporate Governance/Shareholders' Meeting section of the Company's website [www.fieramilano.it](http://www.fieramilano.it) on condition that the original is received by Computershare S.p.A. at its registered office at via Lorenzo Mascheroni 19, 20145 Milan. If desired, a copy of the original may be sent in advance by fax to +39-02-46776850 with a declaration that the proxy corresponds to the original notification or it may be sent as an e-mail attachment to the e-mail address [ufficiomilano@pecserviziottitoli.it](mailto:ufficiomilano@pecserviziottitoli.it), by the end of the second stock market trading day preceding the date of the Shareholders' Meeting (i.e. by 29 July 2015). Proxies given in this manner may only be used for proposals where voting instructions have also been given. The proxy and the voting instructions may be retracted within the same time period above (i.e. by 29 July 2015).

#### **Right to table questions regarding items on the Agenda**

Shareholders may table questions regarding the items on the agenda before the Shareholders' Meeting in accordance with Article 127-ter of the Consolidated Finance Act (TUF), these must be sent by registered delivery, with proof of receipt, to the operational and administrative offices of the Company (*Investor Relations Department*) or by e-mail to the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it). Questions received by the third day preceding the date of the only convocation of the Shareholders' Meeting (i.e by 28 July 2015) will be answered, at the latest, during the Shareholders' Meeting and the Company reserves the right to give a single answer to questions covering the same item.

**Documentation and Information**

The documentation relating to items on the Agenda will be deposited at the registered office of the Company and at its operational and administrative offices in Rho (Milan), Strada Statale del Sempione 28, Centro Servizi, *Office* reception, on the website [www.emarketstorage.com](http://www.emarketstorage.com) managed by Bit Market Services S.p.A and in the Investor Relations/Corporate Governance/Shareholders' Meeting section of the Company's website [www.fieramilano.it](http://www.fieramilano.it) and will be made available to the shareholders and the public as required by law. Shareholders may obtain copies of all the aforementioned documentation.

Rho (Milano), 29 June 2015

The Chairman of the Board of Directors  
Roberto Rettani

(Notice published in the daily newspaper *Avvenire* on 30 June 2015)

Fine Comunicato n.0620-25

Numero di Pagine: 5