



SPAFID CONNECT

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Societa' : FIERA MILANO

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Informazione
Regolamentata

Nome utilizzatore : FIERAMILANON01 - Cecchin

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Data/Ora Ricezione : 10 Marzo 2017 20:24:27

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Diffusione presunta

Oggetto : Notice of convocation of the Extraordinary Shareholders' Meeting and the Ordinary Shareholders' Meeting

Testo del comunicato

Notice of convocation of the Extraordinary Shareholders' Meeting and the Ordinary Shareholders' Meeting which will be convened on 21 April 2017.

Such notice will be published tomorrow 11 March 2017, on the daily newspaper "Avvenire".

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

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 42,445,141.00 fully paid-up
Milan Company Register,
Tax code and VAT number 13194800150

Notice of convocation of the Extraordinary Shareholders' Meeting and the Ordinary Shareholders' Meeting

Extraordinary and Ordinary meetings of shareholders of Fiera Milano SpA are both convened once in Rho (Milan), in the Auditorium of the Centro Servizi of the Exhibition Site, Strada Statale del Sempione 28, (reserved parking available on entering from Porta Sud), on 21 April 2017 at 14.30 hours to approve the following

Agenda

Extraordinary section

1. Proposed amendments to Articles 13,14,15,16,17,18 and 20 of the Articles of Association requested by the shareholder Fondazione Fiera Milano under Articles 2367 of the Italian Civil Code and 125-*ter* of Legislative Decree of 24 February 1998 no. 58. Resolutions pertaining thereto and resulting therefrom.

Ordinary section

1. The Financial Statements at 31 December 2016, the Board of Directors' Management Report, the Report of the Board of Statutory Auditors, and the Report of the Independent Auditors. Resolutions pertaining thereto and resulting therefrom. Presentation of the Consolidated Financial Statements at 31 December 2016.
2. The appointment of the Board of Directors and of its Chairperson following prior decisions on the length of their mandates, the number of members of the Board of Directors and their remuneration. Resolutions pertaining thereto and resulting therefrom.
3. The Report on Remuneration pursuant to Article 123-*ter* of Legislative Decree 58/98. Resolutions pertaining thereto and resulting therefrom.
4. Authority to acquire and dispose of treasury shares under Articles 2357 and 2357-*ter* of the Italian Civil Code following prior cancellation of the authority granted by the Shareholders' Meeting of 28 April 2016. Resolutions pertaining thereto and resulting therefrom.

The issued and fully paid-up share capital is Euro 42,445,141.00 (forty-two million four hundred and forty-five thousand one hundred and forty-one) made up of no. 71,917,829 (seventy-one million nine hundred and seventeen thousand eight hundred and twenty-nine) registered shares with no nominal value. 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. 939,018 treasury shares, equal to 1.31% 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 in accordance with Article 126-*bis* of Legislative Decree 58/1998 (the "Consolidated Finance Act") and Article 10.3 of the Articles of Association specifying in the request the additional topics they wish to discuss or any proposals for additional discussions on 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), Strada Statale del Sempione 28 (Investor Relations Department) or by e-mail to the e-mail address investor.relations@fieramilano.it. Within the same time limit and in the same way a report which gives the reasons for 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 concern topics that the Shareholders' Meeting has been asked to approve by the Directors under applicable law or pertain to 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 trading day preceding the date set for the Shareholders' Meeting (i.e. by 10 April 2017); 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 (i.e. by 18 April 2017). Those persons whose communication arrives at the Company after this date, as long as it arrives before the start of the Shareholders' Meeting that has been convened, 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 on the Company website www.fieramilano.it (under *Investor Relations/Corporate Governance/Shareholders' Meeting*). Notification of the proxy may be made by sending the form 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. Proxies attending the Shareholders' Meeting on behalf of shareholders must demonstrate, assuming full responsibility, that they are the person delegated in the original notification 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 Computershare S.p.A., which has been delegated for this purpose by the Company, in accordance with Article 135-*undecies* of the Consolidated Finance Act, by signing the proxy form available from 10 March 2017, the date the Notice of

the Shareholders' Meeting is published, on the Company website www.fieramilano.it (under *Investor Relations/Corporate Governance/Shareholders' Meetings*) on condition that the original is received by Computershare S.p.A. at its registered office in via Lorenzo Mascheroni 19, 20145 Milan, and by sending in advance a fax to +39-02-46776850 declaring that the proxy corresponds to the original notification or by sending it as an e-mail attachment to the e-mail address ufficiomilano@pecserviziotitoli.it by the end of the second stock market trading day preceding the date of the Shareholders' Meeting (i.e. by 19 April 2017). 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 19 April 2017).

Right to table questions regarding items on the Agenda

Shareholders may table questions regarding the items on the agenda of the Shareholders' Meeting before the Meeting in accordance with Article 127-ter of the Consolidated Finance Act; 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. Questions received by the third day preceding the date of the only convocation of the Shareholders' Meeting (i.e. by 18 April 2017) 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.

Item two on the Agenda of the Ordinary Shareholder' Meeting: it should be remembered that, in accordance with Article 14 of the Articles of Association, appointment of members of the Board of Directors takes place based on lists presented by shareholders who, alone or with other shareholders, represent at least 2.5% of the share capital with voting rights in Ordinary Shareholders' Meetings. Shareholders must deposit the lists of candidates for Directors at the Company's registered office or, preferably, at the reception desk of the administrative and operational headquarters of the Company in Rho (Milan), S.S. del Sempione 28, by the twenty-fifth day prior to the date fixed for the only convocation of the Shareholders' Meeting (i.e. by 27 March 2017); all lists of candidates to be Directors must be accompanied by information on the identities of the shareholders presenting the list and the percentage of shares held by these shareholders, as well as the necessary certification of ownership of the shares released by authorised intermediaries in accordance with law.

Certification of ownership of the shares at the date on which the lists are deposited may be provided at a later date as long as it is provided by the twenty-first day preceding the date for the only convocation of the Shareholders' Meeting (i.e. by 31 March 2017).

At least twenty-five days prior to the date fixed for the only convocation of the Shareholders' Meeting, detailed information must be provided on the professional and personal qualifications of the candidates, including a list of the administrative and control positions held by each candidate in other companies (that must be updated and communicated to the Company should any changes occur prior to the date of the Shareholders' Meeting), and statements given by individual candidates, of their own responsibility, that no reason exists to make their candidacy ineligible or incompatible and that they meet the requisites for taking office laid down by current regulations, including a declaration that they meet the necessary independence from the Company in accordance with the requirements for independence under the enacted Self-regulatory

Code of listed companies. Lists of candidates for the administrative bodies that fail to comply with the relative legal requirements shall not be recognised as having been presented.

Documentation and Information

In accordance with enacted law, 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 Company website www.fieramilano.it under *Investor Relations/Corporate Governance/ Shareholders' Meetings*, and on the website www.emarketstorage.com managed by Spafid Connect S.p.A. as required by law. Shareholders may obtain copies of all the aforementioned documentation.

Rho (Milan), 10 March 2017

The Chairperson of the Board of Directors
Roberto Rettani

(Notice published in the daily newspaper Avvenire on 11 March 2017)

Fine Comunicato n.0620-8

Numero di Pagine: 6