



# SPAFID CONNECT

Informazione Regolamentata n. 0620-25-2017	Data/Ora Ricezione 22 Giugno 2017 15:54:43	MTA - Star
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Societa' : FIERA MILANO

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Regolamentata

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Data/Ora Ricezione : 22 Giugno 2017 15:54:43

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Diffusione presunta

Oggetto : 3.1 Notice of convocation of the Ordinary  
Shareholders' Meeting

## *Testo del comunicato*

Please find attached the Notice of convocation of the Ordinary Shareholders' Meeting which will be convened on 25 July 2017

The following is a faithful translation into English of the Italian document “Convocazione di Assemblea Ordinaria”. For any difference between the two texts, the Italian shall prevail upon the English version.



## **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 Ordinary Shareholders' Meeting**

An Ordinary meeting of shareholders of Fiera Milano SpA is convened 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 25 July 2017 at 15.00 hours in single convocation to discuss and approve all issues and matters pertaining to the items on the following

#### **Agenda**

1. An increase in the number of members of the Board of Directors.
2. Appointment of a new Director.

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 proposed 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](mailto: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 14 July 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 20 July 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's website [www.fieramilano.it](http://www.fieramilano.it) (under *Investor Relations/Corporate Governance/Shareholders' Meetings*). 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](mailto: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 22 June 2017, the date the Notice of the Shareholders' Meeting is published, on the Company's website [www.fieramilano.it](http://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](mailto:ufficiomilano@pecserviziotitoli.it) by the end of the second stock market trading day preceding the date of the Shareholders' Meeting (i.e. by 21 July 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 21 July 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](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 22 July 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.

**As regards item one and two on the Agenda:** it should be remembered that, the rules relating to the increase in the number of members of the Board of Directors and the appointment of an additional Director, are embodied in the provisions of Article 14.6 of the Articles of Association and, therefore, they will be subject to the resolutions approved in accordance with the law and without application of the voting list procedures.

### **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's website [www.fieramilano.it](http://www.fieramilano.it) under *Investor Relations/Corporate Governance/ Shareholders' Meetings*, and on the authorised storage system [www.emarketstorage.com](http://www.emarketstorage.com) as required by law. Shareholders may obtain copies of all the aforementioned documentation.

Rho (Milan), 20 June 2017

The Chairperson of the Board of Directors  
Lorenzo Caprio

(Notice published in the daily newspaper "Avvenire" on 23 June 2017)

Fine Comunicato n.0620-25

Numero di Pagine: 5