



# SPAFID CONNECT

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Societa' : FIERA MILANO

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Diffusione presunta

Oggetto : 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 23 April 2018.

The following is a translation of the Italian language Notice of convocation of the Ordinary Shareholders' Meeting. 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 42,445,141.00 fully paid-up  
Milan Company Register,  
Tax code and VAT number 13194800150

### **Notice of convocation of the Ordinary Shareholders' Meeting**

The ordinary meeting of Shareholders of Fiera Milano S.p.A. is 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 23 April 2018 at 15.00 hours to deliberate and approve the following items on the

#### **Agenda**

1. The Financial Statements at 31 December 2017, the Board of Directors' Management Report, the Report of the Board of Statutory Auditors, and the Report of the independent auditors. Presentation of the Consolidated Financial Statements at 31 December 2017 and the Consolidated Disclosure of Non-Financial Information under Legislative Decree no. 254/2016.
2. Appointment of the Board of Statutory Auditors.
  - 2.1 Appointment of members of the Board of Statutory Auditors and its Chairperson.
  - 2.2 Approval of the remuneration of the Board of Statutory Auditors.
3. Report on Remuneration in accordance with Article 123-ter of Legislative Decree 58/98.
4. Approval of the new Incentive scheme pursuant to Article 114-bis of Legislative Decree 58/98.
5. 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 21 April 2017.

#### **Share capital**

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 and indirectly no. 939,018 treasury shares, equal to 1.31% of the share capital.

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

Shareholders who alone or collectively represent at least one-fortieth of the Company's share capital may 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 Company 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 that 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**

In accordance with law and Article 12 of the Company Articles of Association, 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 Company shares at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting (*i.e.* 12 April 2018, the "record date"); 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. Therefore, those persons or entities that appear as shareholders of the Company after this date will not be 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 2018). 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. It should be noted that the communication to the Company by the authorised intermediary is only released on the request of the person or entity entitled to this right.

There exists no procedure for voting by post or electronically.

### **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](http://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 by e-mail 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 have a proxy form that is identical to the original proxy notified and the identities of the shareholders that gave the proxies.

The proxy may also be freely given, with instructions on how to vote, to Computershare S.p.A., which has been appointed for this purpose by the Company, in accordance with Article 135-*undecies* of the Consolidated Finance Act. This may be done by signing the proxy form available from 13 March 2018 (*i.e.* the date the Notice of the Shareholders' Meeting is published) on the Company 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. A fax must be sent in advance to +39-02-46776850 or as an e-mail attachment to the e-mail address [ufficiomilano@pecserviziitoli.it](mailto:ufficiomilano@pecserviziitoli.it) by the end of the second stock market trading day preceding the date of the Shareholders' Meeting (*i.e.* by 19 April 2018). 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 2018).

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

Shareholders may table questions regarding items on the agenda of the Shareholders' Meeting before the Meeting in accordance with Article 127-*ter* of the Consolidated Finance Act. The questions must be sent 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). Questions received by the third day preceding the date of the only convocation of the Shareholders' Meeting (*i.e.* by 20 April 2018) 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.

### **Appointment of the Board of Statutory Auditors and its Chairperson**

With reference to Item 2 on the Agenda, it should be remembered that, under the law, prevailing regulations and Article 20 of the Company Articles of Association available on the Company website [www.fieramilano.it](http://www.fieramilano.it) in the section *Investor Relations/Corporate Governance/Company Articles of Association*, Statutory Auditors are appointed from lists presented by shareholders.

Statutory Auditors are appointed 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, as required under Article 20 of the Company Articles of Association and Consob Resolution no. 20273 of 24 January 2018.

The lists should not contain more candidates than there are positions to be filled (and the names should be numbered sequentially) and must include candidates of both genders.

The lists – each composed of two sections (*i.e.* one section for candidates to be elected as Standing Statutory Auditors and one for candidates to be elected as Substitute Statutory Auditors) – must be signed by those who presented the lists and delivered and deposited at the registered office or, preferably, at the operational and administrative offices of the Company in Rho (Milan), Strada Statale del Sempione 28, Centro Servizi, Office Reception or alternatively sent by e-mail to the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it) by the twenty-fifth day prior to the date of the only convocation of the

Shareholders' Meeting (*i.e.* by 29 March 2018). Each list must be accompanied by information relating to the identities of the shareholders presenting the list and the percentage of shares they hold and by authentication, released in accordance with law, by authorised persons attesting to the ownership of the shares.

The authentication proving ownership of the shares on the date the lists were deposited (released in accordance with law by authorised persons) may be presented later than the aforementioned date as long as it is by the twenty-first day prior to the date of the only convocation of the Shareholders' Meeting (*i.e.* by 3 April 2018).

With the lists and aforementioned information (and by 29 March 2018 in the same ways as for the lists and the aforementioned information) must be deposited:

- (i) declarations in which the individual candidates accept their candidacy and testify, of their own responsibility, that no reasons of ineligibility or incompatibility exist and that they meet the legal and regulatory requirements to be appointed. In addition to the above, in the event a list is presented by shareholders that do not, including jointly, hold a controlling or majority interest in the Company, Article 144-*sexies*, paragraph 4, of the Listing Rules requires that this list be accompanied by a declaration testifying to the absence of relations with one or more reference shareholders as defined in Article 144-*quinquies* of the Listing Rules;
- (ii) exhaustive information on the personal and professional profiles of the candidates (*i.e.* a *curriculum vitae*), with a list of the administration and control positions held in other companies, also in the past, by each candidate (this list must be updated and communicated to the Company immediately should any changes occur prior to the Shareholders' Meeting).

If, by the end of the twenty-fifth day prior to the date of the only convocation of the Shareholders' Meeting (*i.e.* by 29 March 2018), only one list or only lists from shareholders who, under Article 144-*sexies*, paragraph 4, of the Listing Rules are connected in such a way as described in Article 144-*quinquies* of the Listing Rules, have been deposited, the period in which lists may be presented will be extended by three calendar days – meaning that lists may be presented by 3 April 2018 - and the shareholding required to present lists will be halved (*i.e.* to 1.25% of the share capital with voting rights in the Ordinary Shareholders' Meeting).

Each candidate may only appear on one list and may not appear if they already hold the position of Statutory Auditor in five other listed companies.

The Chairperson of the Board of Statutory Auditors is the first candidate on the list obtaining the second highest number of votes, according to the law and Article 20.2 of the Company Articles of Association.

The current Self-regulatory Code for Listed Companies recommends that Statutory Auditors of listed companies be chosen from persons that can be considered independent under the same criteria used to assess the independence of directors under Article 3 of the Self-regulatory Code.

Lists of candidates for the Board of Statutory Auditors that fail to comply with the relative legal requirements shall not be recognised as having been presented.

### **Documentation and Information**

The Board of Directors' Management Report and any other documentation relating to matters on the agenda required under prevailing law will be made available to shareholders and members of the public within the

time limits laid down by law. They will be available 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](http://www.fieramilano.it) under *Investor Relations/Corporate Governance/Shareholders' Meetings*, as well as at Borsa Italiana S.p.A. and on the electronic storage website [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders may obtain copies of all the aforementioned documentation.

Rho (Milan), 12 March 2018

Chairperson of the Board of Directors  
Lorenzo Caprio

Fine Comunicato n.0620-4

Numero di Pagine: 7