



# SPAFID CONNECT

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Societa' : FIERA MILANO

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Diffusione presunta

Oggetto : b)Notice of convocation of the Ordinary  
Shareholders' Meeting

## *Testo del comunicato*

Please find attached the Notice of call for the Ordinary Shareholders' Meeting which will be convened on 18 April 2019.

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**

FIERA MILANO S.p.A.  
Registered office at Piazzale Carlo Magno 1, Milan  
Operational and administrative offices at S.S. del Sempione 28, Rho (MI)  
Share capital Euro 42,445,141.00, fully paid up  
Milan Register of Companies,  
Tax Code and VAT no. 13194800150

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

The Ordinary Shareholders' Meeting of Fiera Milano S.p.A. will be held on single call at the Auditorium in the Centro Servizi of the exhibition site, Strada Statale del Sempione 28, Rho (Milan) (reserved parking is available with entry from Porta Sud), on **18 April 2019 at 15:00 hours**, to discuss and to adopt related and ensuing resolutions on items of the following

#### **Agenda**

1. Financial Statements at 31 December 2018, the Board of Directors' Management Report, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2018 and the Consolidated Disclosure of Non-financial Information under Italian Legislative Decree no. 254/2016.
2. Report on Remuneration pursuant to Article 123-ter of Italian Legislative Decree 58/98.
3. Authorisation for the buyback and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, following prior cancellation of the resolution of the Shareholders' Meeting of 23 April 2018.

#### **Information on share capital.**

The paid in share capital of the Company 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) shares with no nominal value. The shares are indivisible and carry one voting right each, except in the case of treasury shares held directly and indirectly which do not have this right. At today's date, the Company holds 939,018 treasury shares, equal to 1.31% of the share capital.

#### **Additions to the Agenda and submission of new resolution proposals.**

Within ten days of publication of this notice and, in compliance with art. 126-bis, Italian Legislative Decree 58/98 (hereinafter the "**Consolidated Finance Act**") and art. 10.3 of the Articles of Association, Shareholders who, individually or jointly, represent at least one-fortieth of the Company share capital can

submit requests in writing to supplement the list of items for discussion, indicating in the request the additional topics proposed or further resolution proposals on matters already included in the agenda. Such requests, together with certification confirming the shareholding ownership, must reach the Company through the certified e-mail address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it) or the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it) or by registered delivery mail to the operational and administrative offices of the Company at S.S. del Sempione 28, Rho (MI) (Investor Relations Office). By this deadline and by the same means, a report must be sent to the Company's Board of Directors containing the reasons for the additional resolution proposals submitted, or relating to further resolution proposals submitted on matters already included in the agenda. Requests for addition to the agenda are not permitted for topics which, by law, are reserved to the Shareholders' Meeting on proposal from the Directors or based on a project or report prepared by them.

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

In accordance with law and with art. 12 of the Articles of Association, legitimate attendance at the Shareholders' Meeting and the exercise of voting rights is certified by notification to the Company, by the authorised intermediary in compliance with its own accounting records, on behalf of the person entitled to vote, based on evidence recorded at close of business accounting on the seventh market trading day prior to the date set for the Shareholders' Meeting (i.e. 9 April 2019, the "record date"). Credit and debit records completed in accounts after this deadline are not valid for the purpose of legitimising the right to vote at the Shareholders' Meeting. Consequently, persons proving to hold Company shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The intermediary notification referred to above must reach the Company by close of business on the third market trading day prior to the date set for the Shareholders' Meeting (i.e. 15 April 2019). It remains understood that legitimate attendance and voting is confirmed if the notification reaches the Company beyond the above deadline, but before the opening of the Shareholders' Meeting. Note that the Company must be notified by the authorised intermediary, at the request of the rights holder.

No procedure for voting by mail or by electronic means is envisaged.

### **Representation at the Shareholders' Meeting.**

In accordance with law, every person with legitimate entitlement to attend the Shareholders' Meeting can arrange representation, by written proxy, with the option for this purpose of using the proxy form issued by the authorised intermediaries on request from the rights holder or of using the form available on the Company website [www.fieramilano.it](http://www.fieramilano.it), in the section "*Investor Relations/Corporate Governance/Shareholders' Meetings*". The proxy form must be sent to the certified e-mail address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it) or the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it) or sent by registered delivery mail to the operational and administrative offices of the Company at S.S. del Sempione 28, Rho (MI) (Investor Relations Office). The proxy attending the Shareholders' Meeting must in any event, under his own liability, confirm that the proxy form submitted and the identity of the person granting proxy are true to the original records.

Proxy can be granted, free of charge, with voting instructions, to Computershare S.p.A., appointed by the Company to act as Authorised Representative pursuant to art. 135-undecies of the Consolidated Finance

Act, by signing the proxy form available from 14 March 2019 (i.e. the notice of convocation publication date) on the Company website [www.fieramilano.it](http://www.fieramilano.it) in the section “*Investor Relations/Corporate Governance/Shareholders' Meetings*”, provided that the original reaches the registered office of Computershare S.p.A. at Via Lorenzo Mascheroni 19, 20145 Milan, if preferred with advance copy via fax to 02-46776850 or as an attachment to an e-mail sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by the end of the second market trading day prior to the date set for the Shareholders' Meeting (i.e. 16 April 2019). Proxy granted in this manner is valid only for the proposals for which voting instructions have been provided. The proxy form and voting instructions can be cancelled by the same deadline referred to above (i.e. 16 April 2019).

**Right to submit questions prior to the Shareholders' Meeting.**

Holders of voting rights can submit questions on items on the agenda even prior to the Shareholders' Meeting, in compliance with the provisions of art. 127-ter of the Consolidated Finance Act, sending the questions via e-mail to [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it) or by recorded delivery mail to the operational and administrative offices of the Company (Investor Relations Office). Such questions must reach the Company by close of business on the third day before the date set for the Shareholders' Meeting (i.e. 15 April 2019). Replies to the questions will be provided by the Company at the latest during the Shareholders' Meeting, with the Company reserving the right to provide a single response to questions with the same contents.

**Documentation and Information.**

The Board of Directors' reports and other documentation relating to items on the agenda, as envisaged by current regulations, will be made available to Shareholders and the public, by the legal deadlines, at the Company's registered office, the operational and administrative offices, S.S. del Sempione 28, Centro Servizi, Rho (MI), the reception offices, on the Company website [www.fieramilano.it](http://www.fieramilano.it) (in the section *Investor Relations/Corporate Governance/Shareholders' Meetings*) and on the authorised storage device [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders have the right to obtain a copy of the aforementioned documentation.

Rho (Milan), 12 March 2019

The Chairman of the Board of Directors  
Lorenzo Caprio

Fine Comunicato n.0620-3

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