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Societa' : FIERA MILANO

Identificativo : 128519

Informazione
Regolamentata

Nome utilizzatore : FIERAMILANON01 - Cicero

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Data/Ora Ricezione : 10 Marzo 2020 14:33:02

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Diffusione presunta

Oggetto : Notice of convocation of the Ordinary
Shareholders' Meeting

Testo del comunicato

Notice of call for the Ordinary Shareholders' Meeting which will be convened on 20 April 2020

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



FIERA MILANO

FIERA MILANO SpA

Registered office in Milan, Piazzale Carlo Magno 1

Operating and administrative offices in Rho (MI), S.S. del Sempione 28

Share Capital EUR 42,445,141.00 fully paid-up

Milan Business Register,

Tax Code and VAT no. 13194800150

Convening of Ordinary Shareholders' Meeting

The Shareholders' Meeting of Fiera Milano SpA (hereinafter the '**Company**') is convened in a single call at the Auditorium of the Service Centre of the Exhibition Centre, Strada Statale del Sempione no. 28, Rho (MI) (private parking area with entrance from Porta Sud), for **20 April 2020 at 3 pm**, to discuss and pass resolutions relating to and resulting from the following topics

Agenda

1. Financial Statements at 31 December 2019, Report of the Board of Directors on Operations and Report of the Board of Statutory Auditors, Report of the Independent Auditors. Presentation of the Consolidated Financial Statements at 31 December 2019 and the 2019 Consolidated Disclosure of Non- financial Information pursuant to Italian Legislative Decree no. 254/2016.
2. Allocation of profit for the year 2019.
3. Appointment of the Board of Directors:
 - 3.1 determination of the number of members;
 - 3.2 determination of the term of office;
 - 3.3 appointment of Directors by voting list;
 - 3.4 appointment of the Chairman;
 - 3.5 determination of remuneration.

4. Report on the Remuneration Policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree 58/98:
 - 4.1 approval of section one;
 - 4.2 advisory vote on section two.
5. Authorisation for the purchase and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation of the resolution passed by the Shareholders' Meeting on 18 April 2019.

Information on share capital

The Company's subscribed and paid-in share capital is EUR 42,445,141.00 (forty-two million four hundred and forty - five thousand one hundred and forty-one) and comprises 71,917,829.00 (seventy-one million nine hundred and seventeen thousand eight hundred and twenty-nine) shares without par value. The shares are indivisible and give the right to one vote each, except for treasury shares which do not confer such 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.

Shareholders who, even jointly, represent at least one fortieth of the Company's share capital may request, in writing, within ten days of the publication of this notice and, in compliance with the provisions of Article 126-bis of Italian Legislative Decree 58/98, the Consolidated Law on Financial Intermediation (hereinafter, the 'TUF') and Article 10.3 of the Articles of Association, additions to the list of items to be discussed, indicating in the request the additional items proposed or further proposals for resolutions on items already on the agenda. Such requests, together with certification confirming the ownership of the shareholding, must reach the Company at its certified email address fieramilano@legalmail.it or the email address investor.relations@fieramilano.it or by registered letter with return receipt at the operational and administrative offices of the Company at S.S. del Sempione 28, Rho (MI) (Investor Relations Office). By this deadline and using 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. The Company shall make the report available to the public, accompanied by its own assessments, if any, at the same time as it publishes the news of the supplementation or presentation, in accordance with the procedures set out in Article 125-ter, paragraph 1, TUF. A request to add to the agenda is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or pursuant to a project or report prepared by them.

Entitlement to attend the Shareholders' Meeting.

Pursuant to the law and Article 12 of the Articles of Association, the right to participate in the Shareholders' Meeting and exercise the right to vote is certified by a notification to the Company, made by the authorised intermediary in accordance with its accounting records. The intermediary does this on behalf of the person entitled to vote, based on evidence recorded at the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting (*i.e.* 7 April 2020, so-called '*record date*'); Credit and debit

records completed in accounts after this deadline do not legitimise the right to vote at the Shareholders' Meeting. Consequently, persons who become owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The notification from the intermediary mentioned above must reach the Company by close of business on the third trading day before the date of the Shareholders' Meeting (i.e. by 15 April 2020). Participation and voting rights are unaffected if the Company receives notification after this deadline, provided that it takes place before the beginning of the Shareholders' Meeting. Please note that the authorised intermediary notifies the Company at the request of the rights holder.

There is no procedure for postal or electronic voting.

Representation at the shareholders' meeting.

Pursuant to current legislation, any person entitled to attend the Shareholders' Meeting may be represented by written proxy, with the right to use the proxy form issued by authorised intermediaries at the request of the entitled person or using the form available on the Company's website www.fieramilano.it, in the 'Investors' section. The proxy form must be sent to the certified email address fieramilano@legalmail.it or the email address investorrelations@fieramilano.it or by registered letter with return receipt 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, confirm, under their own responsibility, that the proxy form submitted and the identity of the person granting proxy are true to the original records.

The proxy may be granted, free of charge, with voting instructions, to *Computershare* SpA, appointed by the Company to act as Authorised Representative pursuant to Article 135-undecies of the TUF, by signing the proxy form available from 10 March 2020 (i.e. the date of publication of the notice of convening) on the Company website www.fieramilano.it in the 'Investors' section'. This proxy form must be received in original by *Computershare* SpA at Via Lorenzo Mascheroni 19, 20145 Milan, if preferred with advance copy via fax to 02-46776850 or attached to an email sent to ufficiomilano@pecserviziitoli.it, by the end of the second trading day before the date set for the Shareholders' Meeting (i.e. 16 April 2020). A proxy thus granted takes effect only for those proposals in relation to which voting instructions have been issued. The proxy and voting instructions may be revoked within the same deadline as above (i.e. by 16 April 2020).

Right to ask questions on the agenda items.

Holders of voting rights can submit questions on agenda items even before the Shareholders' Meeting, under the provisions of Article 127-ter of the TUF, sending the questions via email to investor.relations@fieramilano.it or by registered letter with return receipt to the operational and administrative offices of the Company (Investor Relations Office). Such questions must reach the Company by 15 April 2020. The Company will reply to the questions at the latest during the Shareholders' Meeting, and reserves the right to provide a single response to questions with duplicate contents.

Appointment of the Board of Directors.

For item three on the agenda, please note that, pursuant to Article 14 of the Articles of Association, Directors will be elected from lists that may be submitted by Shareholders who, alone or together with other

Shareholders, represent a total of at least 2.5% of the share capital with voting rights at the Ordinary Shareholders' Meeting. Shareholders are invited to deposit at the certified email address fieramilano@legalmail.it or by registered letter with return receipt at the operational and administrative offices of the Company, in Rho (MI), S.S. del Sempione 28 (Corporate Secretariat Office), at least twenty-five days before the date set for the Shareholders' Meeting (i.e. by 26 March 2020), their proposals for appointment to the office of Director, together with information on both the identity of the shareholders who submitted the list and the percentage of shareholding they hold, as well as the certification issued pursuant to law by the authorised intermediaries, showing ownership of the shareholding.

Certifications proving ownership of the shareholding on the date on which the lists are filed can also be produced subsequently, provided that this takes place twenty-one days before the date set for the Shareholders' Meeting (i.e. by 30 March 2020).

Together with the lists, at least twenty-five days before the date set for the Shareholders' Meeting, exhaustive information concerning the personal and professional characteristics of the candidates must also be filed with the list of administrative and control positions held by each candidate in other companies, including non-listed companies (to be updated and promptly communicated to the Company in the event of changes before the Shareholders' Meeting is held). Declarations by the individual candidates accepting their candidacy should also be filed. In these declarations they should also certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as that they fulfil the requirements prescribed by current legislation for taking office, including any declaration of independence from the Company, issued in accordance with the criteria of independence set out in the current Corporate Governance Code for listed companies.

Please note that lists for the Board of Directors submitted that do not comply with the relevant provisions of the Articles of Association will be deemed not to have been submitted.

Please also note that any lists containing three or more candidates will have to comply with the limit established by Article 147-ter, paragraph 1-ter, TUF, on the assumption that Article 14.4 of the Articles of Association has been adjusted in accordance with a specific resolution passed by the Board of Directors on this date and currently being published in the Companies' Register.

The lists will be made available to the public without delay at the Company's registered office in Milan, Piazza Carlo Magno no.1, at the operational and administrative offices in Rho (MI), S.S. del Sempione 28, Service Centre (Reception Offices), as well as on the Company's website. www.fieramilano.it (in the 'Investors' section) and on the website of the authorised storage mechanism www.emarketstorage.com.

Documentation and Information.

The Board of Directors' Reports and further documentation relating to items on the agenda, as required by current regulations, will be made available to Shareholders and the public, by the legal deadline (30 March 2020), 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 (in the *Investors* section) and on the authorised storage mechanism www.emarketstorage.com. Shareholders have the right to obtain a copy of the documentation mentioned above.

Rho (Milan), 10 March 2020

The Chairman of the Board of Directors
Lorenzo Caprio

Fine Comunicato n.0620-4

Numero di Pagine: 7