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| Informazione Regolamentata n. 0620-35-2020 | Data/Ora Ricezione 01 Settembre 2020 15:23:53 | MTA - Star |
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Societa' : FIERA MILANO
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Regolamentata
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Data/Ora Ricezione : 01 Settembre 2020 15:23:53
Data/Ora Inizio : 01 Settembre 2020 15:23:54
Diffusione presunta
Oggetto : Notice of convocation of the Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Notice of call for the Ordinary and Extraordinary Shareholders' Meeting
which will be convened on 2 October 2020.

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



FIERA MILANO

FIERA MILANO S.P.A.

Registered offices at Piazzale Carlo Magno 1, Milan

Operating and administrative offices at S.S. del Sempione 28, Rho (Milan)

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

Company Register of Milan no.,

fiscal code and VAT no. 13194800150

Notice of Ordinary and Extraordinary Shareholders' Meeting

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter the "**Company**") is convened in a single call at the Service Centre of the Exhibition Centre, Strada Statale del Sempione no. 28, Rho (Milan), on **2 October 2020 at 11.30 a.m.**, to discuss and pass resolutions relating to and resulting from the following topics.

Agenda

Ordinary Session

1. Proposal to confirm the appointment as Director and Chairperson of Carlo Bonomi, already co-opted pursuant to Article 2386 of the Italian Civil Code.
2. Appointment of a Director to replace a Director leaving office.

Extraordinary Session

3. Amendment of Articles 9, 10, 15, 17, 18, 20, 21 and 24 of the Articles of Association.

Information on share capital

The Company's subscribed and paid-in share capital is EUR 42,445,141.00 and comprises 71,917,829 shares without par value. The shares are indivisible and each equate to the right to one vote, except for treasury shares which do not confer that right. At today's date, the Company holds 482,024 treasury shares, equal to 0.67% of the share capital.

Additions to the agenda and submission of new resolution proposals.

Shareholders who, even jointly, represent at least one 40th 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 (Milan) (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 makes the report available to the public, together with any evaluations, at the same time as it publishes the news of the supplementation or presentation, in line with the procedures set out in Article 125-*ter*, paragraph 1, TUF. Requests for additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or based on a project or report they have prepared.

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. 23 September 2020, the 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 29 September 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.

Representation at the shareholders' meeting.

Pursuant to article 71, paragraph 1, of the Law Decree of 14 August 2020, no. 104, that has extended, with regard to the shareholders' meetings convened within 15 October 2020, among other, the provisions of article 106, paragraph 4 of the Law Decree of 17 March 2020, no. 18, any person entitled to attend the Shareholders' Meeting must be represented by Computershare S.p.A., appointed for this purpose by the Company to act as Authorised Representative, pursuant to Article 135-*undecies* of the TUF. Participation in person or by granting a proxy to third parties is not allowed.

Pursuant to article 135-novies of the Legislative Decree 24 February , 1998, no. 58, Computershare S.p.A. is allowed to receive delegation or sub-delegations as an exception to the provisions of article 135-undecies, paragraph 4, of the same Decree.

The delegation to the Authorised Representative may be given by signing the proxy available from 1 September 2020 (i.e. the date of publication of the notice of call) on the Company website www.fieramilano.it in the “Investors” section. This proxy form must be attached to an email to be sent to ufficiomilano@pecserviziotitoli.it, a copy of which may be anticipated to the email address ufficiomi@computershare.it, within the end of the second trading day before the date set for the Shareholders’ Meeting (i.e. 30 September 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 30 September 2020). The Authorised Representative will be available for any clarification or information at the email address ufficiomi@computershare.it.

It is understood that - by availing the Company of the option stated in article 106, paragraph 4 of the Law Decree of 17 March 2020, no. 18,- participation in the Shareholders’ Meeting will be allowed to the Authorized Representative and to the other parties entitled to attend, other than the shareholders, through electronic means of communication that allow the identification and immediate participation of the same, with electronic methods that will be communicated by the Society.

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 29 September 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.

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 (1 September 2020), at the Company’s registered offices, the operational and administrative offices, S.S. del Sempione 28, Centro Servizi, Rho (Milan), 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), 1 September 2020

The Chairperson of the Board of Directors
Carlo Bonomi

Fine Comunicato n.0620-35

Numero di Pagine: 5