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Regolamentata  
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Data/Ora Inizio : 16 Marzo 2021 10:30:08  
Diffusione presunta  
Oggetto : Notice of call of the Ordinary Shareholders'  
Meeting

*Testo del comunicato*

Notice of call of the Ordinary Shareholders' Meeting convened on 28 April 2021.

The following is a translation from 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 S.p.A.

Registered office in Milan, Piazzale Carlo Magno 1

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

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

Milan Register of Companies,

Tax code and VAT number 13194800150

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

The Shareholders' Meeting of Fiera Milano S.p.A. (the '**Company**') is convened in a single call for **28 April 2021 at 3 pm**, to discuss and pass resolutions relating to and resulting from the following

#### **Agenda**

1. Financial Statements at 31 December 2020
  - 1.1 Approval of the Financial Statements at 31 December 2020, Report of the Board of Directors on Operations and Report of the Board of Statutory Auditors and the External Auditors. Presentation of the Consolidated Financial Statements at 31 December 2020 and the 2020 Consolidated Disclosure of Non-Financial Information pursuant to Legislative Decree no. 254/2016.
  - 1.2 Allocation of the result for the financial year.
2. Appointment of the Board of Statutory Auditors for the financial years 2021-2023:
  - 2.1 appointment of Effective Statutory Auditors and Alternate Statutory Auditors;
  - 2.2 appointment of the Chairman;
  - 2.3 determination of remuneration.
3. Remuneration Policy and remuneration paid pursuant to Article 123-ter of Legislative Decree 58/98 report:
  - 3.1 binding resolution on the first section;
  - 3.2 non-binding resolution on the second section.
4. Approval of the Incentive Plan pursuant to Article 114-bis of Legislative Decree 58/98.

## Representation at the Shareholders' Meeting

Pursuant to Article 3, section 6 let. B of Law Decree no. 183 of 31 December 2020 (so called "Decreto Milleproroghe"), as amended by Law no. 21 of 26 February 2021, which extended the provisions of Article 106, paragraph 4 of Legislative Decree no. 18 of 17 March 2020, among others, to Shareholders' Meetings held within 31 July 2021, **the Company has established that attendance at the Shareholders' Meeting shall take place, exclusively, through Computershare S.p.A, with registered office in Milan, Via Lorenzo Mascheroni 19 - appointed for this purpose as Designated Representative pursuant to Article 19-undecies of Legislative Decree 135-undecies of Legislative Decree 58/98 (the 'Consolidated Finance Act'), as participation in person or by proxy by third parties is not permitted.**

The proxy to the Designated Representative pursuant to Article 135-undecies may be issued by signing the form '*Proxy Form and Voting Instructions to Computershare S.p.A. as Designated Representative*', available from 16 March 2021 (i.e. the date of publication of the notice of call) on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the '*Investors*' section. The proxy pursuant to Article 135-undecies of the Consolidated Finance Act with the voting instructions, together with a copy of a valid document, must be attached to an email message to be sent to [operations@pecserviziolitoli.it](mailto:operations@pecserviziolitoli.it). A copy may be sent in advance by email to [operations@computershare.it](mailto:operations@computershare.it) by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 26 April 2021). A proxy thus granted takes effect only for those proposals concerning which voting instructions have been issued. The proxy and voting instructions may be revoked within the same deadline as above (i.e. by 26 April 2021).

Please note that the Appointed Representative may also be granted with proxies or sub-proxies pursuant to Article 135-novies of the Consolidated Finance Act as an exception to Article 135-undecies, paragraph 4, of the Consolidated Finance Act, exclusively using the '*Proxy or Sub-Proxy Form*', available from 16 March 2021 (i.e. the date of publication of the call notice) on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the "Investors" section. The proxy pursuant to Article 135-novies of the Consolidated Finance Act with the voting instructions, together with a copy of a valid document, must be attached to an email message to be sent to [operations@pecserviziolitoli.it](mailto:operations@pecserviziolitoli.it). A copy may be sent in advance by email to [operations@computershare.it](mailto:operations@computershare.it).

The intermediary must communicate to the Company, certifying entitlement to participate in the Shareholders' Meeting. This is also necessary in case of the conferral of proxy or sub-proxy to the Company's Designated Representative; therefore, in the absence of the communication mentioned above, the proxy and/or sub-proxy shall be considered invalid.

The Authorised Representative is available for any request or information at the email address [operations@computershare.it](mailto:operations@computershare.it).

It is understood that 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 the Company will communicate.

## Information on share capital

The subscribed and paid-in share capital of the Company is equal to Euro 42,445,141.00 and consists of 71,917,829 shares with no nominal value. The shares are indivisible and give the right to one vote each,

except for treasury shares which do not confer such right. The Company holds 273,758 treasury shares at today's date, equal to 0.38% of the share capital.

### **Supplement to the Agenda.**

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 the Consolidated Finance Act 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](mailto:fieramilano@legalmail.it) or the email address [investor.relations@fieramilano.it](mailto: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 assessments, if any, at the same time as it publishes the news of the supplementation or presentation, following the procedures set out in Article 125-*ter*, paragraph 1, Consolidated Finance Act. 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.

### **Submission of draft resolutions**

Since participation in this Shareholders' Meeting is allowed exclusively through the Appointed Representative, shareholders who intend to submit proposals on the agenda items are invited to send them by 16 April 2021 to the email address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it) or in hard copy to the Company's operating and administrative offices in Rho (MI), S.S. del Sempione 28 (Investor Relations Office), together with a copy of their identity document and documentation proving their entitlement to exercise their right under the law.

We recommend that proposals are formulated clearly and comprehensively, preferably accompanied by an explanatory report.

After verifying the relevance of the proposals for the agenda, as well as their completeness and compliance with the applicable regulations, the Company will disclose all the proposals (and any accompanying illustrative reports) received, within the deadline above, by publishing them on the Company's website at [www.fieramilano.it](http://www.fieramilano.it) in the "Investors" section by 19 April 2021.

### **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 authorized 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.* 19 April 2021, so-called 'record date'); credit and debit records

completed in accounts after this deadline do not legitimize 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 23 April 2021).

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 authorized intermediary notifies the Company at the request of the rights holder.

#### **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 Consolidated Finance Act, sending the questions via email to [investor.relations@fieramilano.it](mailto: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 21 April 2021. The Company will answer the questions at the latest during the Shareholders' Meeting. The Company reserves the right to provide a single answer to the questions with the same content.

#### **Appointment of the Board of Statutory Auditors**

With reference to item two on the agenda, please note that, pursuant to Article 20 of the Articles of Association, Statutory Auditors will be appointed from the lists submitted by Shareholders who, alone or together with other Shareholders, represent 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](mailto: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 (provided that the deadline is a public holiday - i.e. 3 April - the Company will consider the lists submitted by 6 April 2021 to be valid), their proposals for appointment to the office of Statutory Auditor, 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 authorized 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 7 April 2021).

If, at the end of the twenty-fifth day preceding the Shareholders' Meeting (i.e. the same deadline of 6 April 2021), only one list has been filed or only lists filed by Shareholders who, pursuant to the combined provisions of Article 144-quinquies and Article 144-sexies, Section 4, of the Issuers' Regulations, are related to each other, the deadline for filing lists will be extended by an additional three calendar days (i.e., until 9 April 2021) and the lists may be filed by Shareholders who, alone or together with other Shareholders, represent at least 1.25% of the voting stock at the Ordinary Shareholders' Meeting,

Together with the lists, at least twenty-five days before the date set for the Shareholders' Meeting (i.e. the same deadline of 6 April 2021), 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.

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](http://www.fieramilano.it) (in the 'Investors' section) and on the website of the authorized storage mechanism [www.emarketstorage.com](http://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 (at the latest 30 March 2021), by the legal deadline, 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 '*Investors*' section) and on the authorized storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders have the right to obtain a copy of the documentation mentioned above.

Rho (Milan), 16 March 2021

The Chairman of the Board of Directors  
Carlo Bonomi

Fine Comunicato n.0620-7

Numero di Pagine: 7