



**FIERA MILANO**

**PROCEDURE  
FOR RELATED  
PARTY TRANSACTIONS**

Approved by the Board of Directors on 16 June 2021

## Contents

|   |    |
|---|----|
| 1. Reference context .....  | 3  |
| 2. Scope and purpose of the Procedure .....   | 3  |
| 3. Arrangements for adoption, updating and publicity .....  | 3  |
| 4. Supervision of the Procedure .....   | 4  |
| 5. Definition of Related Party .....  | 4  |
| 6. Identification of Related Parties .....  | 5  |
| 7. Definition of Related Party Transactions .....   | 5  |
| 8. Categories of Related Party Transactions.....  | 5  |
| 9. Procedures for the investigation and approval of Related Party Transactions.....               | 6  |
| 9.1 Procedures for Transactions of Lesser Importance .....  | 6  |
| 9.2 Procedures for Transactions of Greater Importance .....                                       | 7  |
| 10. Disclosure obligations .....  | 8  |
| 10.1 Timely market disclosure obligations .....   | 8  |
| 10.2 Obligations to inform the public on the occasion of a Transaction of Greater Importance .... | 8  |
| 10.3 Obligations to inform the public on the occasion of a Transaction of Lesser Importance ..... | 9  |
| 10.4 Obligations to provide periodic information to the public.....                               | 9  |
| 10.5 Reporting obligations to the Supervisory Authority .....                                     | 10 |
| 11. Framework Resolutions.....  | 10 |
| 12. Excluded Transactions .....   | 10 |
| 12.1 Shareholders' resolutions pursuant to Articles 2389 and 2402 of the Italian Civil Code ..... | 11 |
| 12.2 Resolutions addressed to all shareholders on equal terms.....                                | 11 |
| 12.3 Remuneration resolutions .....   | 11 |
| 12.4 Low Value Transactions .....   | 11 |
| 12.5 Compensation plans adopted pursuant to Article 114-bis Consolidated Finance Act .....        | 12 |
| 12.6 Ordinary Transactions that are concluded on Market Equivalent or Standard Terms .....        | 12 |
| 12.7 Transactions ordered by the Supervisory Authority .....                                      | 13 |
| 12.8 Transactions with or between subsidiaries and associated companies.....                      | 13 |
| 13. Transactions within the competence of the Shareholders' Meeting .....                         | 14 |
| Annex A .....   | 15 |
| Annex B.....  | 17 |
| Annex C .....   | 20 |

## 1. Reference context

The Board of Directors of Fiera Milano S.p.A. (hereinafter, '**Fiera Milano**' or the '**Company**') adopted this Procedure for Related Party Transactions (hereinafter the '**Procedure**') in compliance with the requirements of the '*Regulation containing provisions on Related Party Transactions*', approved by Consob with Resolution no. 17221 of 12 March 2010 as subsequently amended, most recently, with resolution no. 21624 of 10 December 2020 (hereinafter, the '**Regulation**') and the indications and guidelines for applying the Regulation on Related Party Transactions provided by Consob in Communication no. DEM/10078683 of 24 September 2010 (hereinafter, the '**Communication**').

## 2. Scope and purpose of the Procedure

This Procedure, together with its annexes which form an integral and substantial part of it, constitutes an update of the previous version of the Procedure, dated 18 May 2018.

Pursuant to Article 2391-bis of the Italian Civil Code, in compliance with the principles indicated in the Regulation, the Procedure identifies the rules and controls that aim to ensure the transparency and substantial and procedural fairness of Related Party Transactions carried out directly by Fiera Milano or through its subsidiaries.

The Company currently meets the requirements of Article 3(f) of the Regulation so as to take advantage of the exemption granted by Article 10(1) of the Regulation which, without prejudice to the provisions of Article 5 on public disclosure, provides for <sup>1</sup>the possibility for smaller listed companies to apply to Transactions of Greater Importance<sup>2</sup> the Procedure identified for Transactions of Lesser Importance under Article 7 of the Regulation<sup>3</sup>.

Should the Company, in the future, no longer qualify as a smaller listed company, it shall adapt this Procedure to the derogated provisions in accordance with the provisions of the Regulation.

The Procedure is prepared in coordination with the organisational procedures in force in Fiera Milano and in the group it heads, with particular reference to the administrative and accounting procedures adopted pursuant to Article 154-bis of Italian Legislative Decree 58/1998 (hereinafter the '**Consolidated Finance Act**').

## 3. Arrangements for adoption, updating and publicity

To be fully effective, the Board of Directors of the Company shall approve this Procedure and any amendments or additions, subject to the favourable opinion of a committee of Independent Directors. These directors shall meet the independence requirements outlined in the Corporate Governance Code promoted by Borsa Italiana (the '**Corporate Governance Code**'). The Company identifies this committee as the Control, Risk and Sustainability Committee.

The Board of Directors of the Company shall evaluate whether to update the Procedure at intervals of not more than three years. In so doing, they shall take into account, inter alia, any changes in its ownership structure, and the effectiveness demonstrated in practice of the rules and controls adopted to ensure the transparency and substantive and procedural fairness of Related Party Transactions. Purely formal amendments – including the updating of the definitions contained in **Annex A** after a change in the relevant accounting standards – may be made by the Chief Executive Officer, who must inform the Board of Directors at the first subsequent meeting.

---

<sup>1</sup>'Smaller companies' are defined as companies for which neither the assets on the balance sheet nor the revenues, as shown in the latest approved consolidated financial statements, exceed EUR 500 million. Smaller companies may no longer qualify as such if for two consecutive financial years they do not jointly meet the above requirements.

<sup>2</sup> To identify Transactions of Greater Importance, please refer to the quantitative criteria listed in Annex 3 of the Regulation and referred to in Annex B to this Procedure.

<sup>3</sup> 'Transactions of Lesser Importance' are defined as Related Party Transactions other than Transactions of Greater Importance and Low Value Transactions identified pursuant to Article 4(1)(a) of the Regulation.

The Procedure is published on the Company's website, [www.fieramilano.it](http://www.fieramilano.it), in the *Investor Relations – Corporate Governance* section and is mentioned in the Annual Report on Operations and the Annual Report on Corporate Governance and Ownership Structure.

#### 4. Supervision of the Procedure

The Board of Statutory Auditors monitors the conformity of the adopted Procedure with the principles indicated in the Regulation and its implementation. It reports to the Shareholders' Meeting pursuant to Article 2429, second paragraph, of the Italian Civil Code or Article 153 of the Consolidated Finance Act.

#### 5. Definition of Related Party

- a) For this Procedure, following the principles set out in the Regulation, a person or a member of his/her close family is considered to be a Related Party of Fiera Milano if they:
- i. have control or joint control over Fiera Milano;
  - ii. have a significant influence on Fiera Milano;
  - iii. are one of the executives with strategic responsibilities of Fiera Milano or one of its parent companies.
- b) For this Procedure, following the principles set out in the Regulation, an entity is considered a Related Party of Fiera Milano if:
- i. it belongs to the Fiera Milano Group (which means that each parent company, subsidiary and Group company is related to the others);
  - ii. it is an associate of Fiera Milano or is a joint venture of Fiera Milano (or an associate or joint venture that is part of the Fiera Milano Group) or Fiera Milano is an associate or joint venture of the entity (or an associate or joint venture that is part of a group to which the entity belongs);
  - iii. the entity and Fiera Milano are joint ventures of the same third party;
  - iv. it is a joint venture of a third entity and Fiera Milano is an associate of the third entity or Fiera Milano is a joint venture of a third entity and the entity is an associate of the third entity;
  - v. it is represented by a post-employment benefit plan for employees of Fiera Milano or a related entity;
  - vi. it is controlled or jointly controlled by a person or close family member considered to be a related party of Fiera Milano pursuant to point a).
  - vii. a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or a parent company of the entity);
  - viii. the entity, or any member of a group to which it belongs, provides management services with strategic responsibilities to Fiera Milano or a parent company of Fiera Milano.

For functional definitions of a Related Party, please refer to Annex A<sup>4</sup>.

To determine the subjective perimeter of correlation for Fiera Milano, the definition of Related Party contained in this paragraph must be applied by assessing the substance of the relationship and the

---

<sup>4</sup> Any adjustments to Annex A required by the legislation in force at the time may be made by the current CEO subject to reporting to the first available Board of Directors Meeting.

specific circumstances of the actual cases, not limiting the assessment to the legal form. Its application must also comply with all the international accounting standards adopted under the Procedure set out in Article 6 of Regulation (EC) No. 1606/2002.

The definitions in force at the opening of negotiations on a transaction shall be deemed applicable, irrespective of any subsequent amendments and/or updates occurring.

## **6. Identification of Related Parties**

The list of Related Parties of Fiera Milano is organised, in accordance with the definition provided in paragraph 5 above, through a specific database. The Company has adopted specific operating instructions establishing the methods and criteria for managing the database explicitly prepared for this Procedure, as well as for its constant updating in the light of the register of company equity investments, information on the composition of the management and control bodies, and information provided by the subjects indicated in Article 114(5) of the Consolidated Finance Act, also at the request of the Company.

According to the Regulation, this update is conducted quarterly or immediately following updates received on any changes in related party relationships from subjects who, according to the Regulation, are required to provide the Company with the information necessary to enable it to identify related parties and transactions with them.

## **7. Definition of Related Party Transactions**

Related Party Transactions are transfers of resources, services or obligations between the Company and one or more related parties identified as defined in paragraph 5, regardless of whether a consideration is agreed upon<sup>5</sup>. In any case, the following shall be deemed included: (i) merger, demerger by incorporation or demerger in the strict non-proportional sense, where carried out with related parties, (ii) any decision relating to the allocation of remuneration and economic benefits, in any form, to members of the Board of Directors and the Board of Statutory Auditors and the Company's key management personnel.

In examining each Related Party relationship, the focus is on the substance of the relationship and not simply its legal form.

## **8. Categories of Related Party Transactions**

The following categories of Related Party Transactions have been identified to regulate the procedures for instruction and approval and the disclosure rules that the Company is to comply with:

---

<sup>5</sup> By way of example, the following list of transactions is provided, which is not exhaustive:

- a) purchases or sales of goods (finished or semi-finished);
- b) purchases or sales of real estate and other assets;
- c) performance or obtaining of services;
- d) leasing;
- e) transfers for research and development;
- f) transfers in the form of licences;
- g) transfers in the form of financing (including loans and capital contributions in cash or in kind);
- h) guarantee or pledge clauses;
- i) commitments to intervene if a particular future event occurs or not, including executory contracts (material and non-material); and
- j) settlement of liabilities on behalf of the Company or by the Company on behalf of another party.

- **Transactions of Greater Importance** (paragraph 9.2): Related Party Transactions identified in accordance with the quantitative criteria listed in Annex B to this Procedure;
- **Transactions of Lesser Importance** (paragraph 9.1): Related Party Transactions other than Transactions of Greater Importance and Low Value Transactions (paragraph 12.3);
- **Framework Resolutions** (paragraph 11): framework resolutions relating to a series of similar transactions with certain categories of related parties;
- **Excluded Transactions** (paragraph 12): Related Party Transactions for which, in compliance with the cases and the exemption powers envisaged by the Regulation, the provisions on the procedures for examination and approval and disclosure rules set out in this Procedure do not apply in whole or in part.

## 9. Procedures for the investigation and approval of Related Party Transactions

Without prejudice to the provisions of paragraph 12 below, this paragraph sets out the principles and regulates the procedures to be followed by Fiera Milano in managing Related Party Transactions.

Fiera Milano has specific organisational procedures defined and adopted according to the administrative and accounting procedures under Article 154-bis of Italian Legislative Decree 58/1998. These procedures are designed to ensure the transparency and substantive and procedural fairness of Related Party Transactions, which are designed to enable (i) the identification of relevant information according to these regulations, (ii) the parties responsible for receiving such information flows and ascertaining whether a specific transaction falls within the scope of application of this Procedure, (iii) the means for ensuring the traceability of transactions subject to analysis and (iv) the party called upon to verify their adequacy and compliance periodically.

The above organisational procedures also ensure an adequate and timely flow of information between the bodies and top management of the subsidiaries, on the one hand, and Fiera Milano on the other.

### 9.1 Procedures for Transactions of Lesser Importance

Transactions of Lesser Importance, without prejudice to the decision-making structure adopted by the Company through the granting of proxies and powers, must be examined and approved in accordance with the procedure described below.

- A. The Control, Risk and Sustainability Committee (hereinafter, the '**Committee**'), set up within the Board of Directors of the Company as a body composed exclusively of non-executive and independent directors, is the body designated to provide the non-binding opinion, required by the Regulation, on the Company's interest in carrying out the transaction and on the benefit and substantive fairness of its conditions.

Whenever this Committee is not entirely made up of Unrelated Directors<sup>6</sup>, it carries out the activities envisaged in this article with a composition limited to Unrelated Directors only, provided that there are no less than two members and that they are independent<sup>7</sup>.

If the Committee does not include the minimum number of Unrelated and Independent Directors, it shall immediately inform the Board of Directors, which shall appoint another Independent

<sup>6</sup> 'Unrelated Directors' means Directors other than the counterparty to a particular transaction and its related parties.

<sup>7</sup> 'Independent' means directors recognised as such in application of the recommendations contained in the Corporate Governance Code.

Unrelated Director in order of seniority to the Committee or, if such an addition is not possible, an independent expert.

- B. The body competent to decide on the transaction and the Committee must be provided with complete and adequate information on the transaction well in advance (at least three days). Where the terms of the transaction are defined as equivalent to market or standard terms, the documentation prepared must contain supporting evidence.
- C. The Committee expresses a non-binding reasoned opinion on the Company's interest in carrying out the Transaction as well as on the substantial fairness of the relevant conditions. This opinion must be prepared analytically and its conclusion must give a precise and clear indication of the Committee's will, whether favourable or unfavourable, to the transaction under analysis. This opinion is annexed to the minutes of the Committee meeting.
- D. The Committee may be assisted by one or more Independent Experts of its choice<sup>8</sup>, after verifying their independence and taking into account the reports indicated in paragraph 2.4 of Annex 4 to the Regulation. A special expense fund will be set up for this purpose at the Company's cost. If, for particular reasons, this fund is not sufficient to meet the Committee's needs, the latter shall immediately inform the Board of Statutory Auditors so that it can verify whether the fund should be supplemented and inform the Board of Directors thereof.
- E. If the Transaction of Lesser Importance falls within the decision-making competence of the Board of Directors, the directors involved in the transaction – that is, those with an interest in the transaction, on their own behalf or on that of third parties, if in conflict with that of the Company – must abstain from voting on the transaction, although they may participate in the related discussion. The director involved in the transaction contributes to the constitutive quorum of the governing body but is excluded from the decision-making quorum.
- F. The minutes of the resolutions approving Transactions of Lesser Importance must contain an in-depth and documented examination of the reasons for the Company's interest in performing the transaction, and the benefit and fairness of the conditions of the same.
- G. If the power to decide on the Transaction is assigned to a different person or body than the one that prepared the preliminary investigation, the latter shall be provided with complete and adequate information, together with the documentation prepared in relation to the Transaction and the opinion issued by the Committee.
- H. An adequate and complete disclosure is also provided at least quarterly to the Board of Directors and the Board of Statutory Auditors on the performance of Transactions of Lesser Importance.

The same provisions as above apply to Transactions of Lesser Importance of companies controlled by Fiera Milano.

## **9.2 Procedures for Transactions of Greater Importance**

Under the waiver granted to the Company according to Art. 10, paragraph 1, of the Regulation, Transactions of Greater Importance, without prejudice to the provisions of paragraph 10 below (Public disclosure obligations for Related Party Transactions) and the fact that the Board of Directors

---

<sup>8</sup> The experts shall be chosen from subjects of recognised professionalism and competence (banks, auditing companies, law firms and other experts with specific technical expertise), with acknowledged independence and absence of conflicts of interest relating to the transaction. They shall express an opinion on the economic conditions, the executive and technical procedures and the legitimacy of the transaction (e.g. fairness opinions issued by financial advisors or legal opinions issued by law firms).



retains the right to decide, must be examined and approved in compliance with the Procedure adopted for Transactions of Lesser Importance described in paragraph 9.1 above.

## **10. Disclosure obligations**

### **10.1 Timely market disclosure obligations**

Fiera Milano has adopted a procedure for the internal management and external disclosure of inside information, which has incorporated the provisions of Regulation (EU) No. 596/2014 on market abuse. If a Related Party Transaction falls within the scope of the above procedure, the public announcement, in addition to the other information to be published pursuant to the above procedure and Regulation (EU) No. 596/2014, shall contain the following information:

- a) description of the transaction;
- b) indication of the counterparty of the Related Party Transaction and description of the nature of the relationship;
- c) the name or business name of the counterparty to the transaction;
- a) indication of whether the materiality thresholds set out in Annex B have been exceeded and indication of whether an Information Document has been published subsequently, as set out in Annex C;
- b) indication of the procedure followed to approve the transaction and whether the Company has resorted to a case of exclusion under paragraph 12;
- c) the possible approval of the transaction despite the Committee's contrary opinion.

### **10.2 Obligations to inform the public on the occasion of a Transaction of Greater Importance**

On the occasion of Transactions of Greater Importance with related parties, to be carried out also by Italian or foreign subsidiaries, the Company prepares an information document containing the information set out in Annex C.

The information document is also prepared if, during the same financial year, the Company enters into transactions with the same related party or with parties related both to the latter and to Fiera Milano that are similar or carried out in performance of a unitary plan which, while not qualifying individually as Transactions of Greater Importance, exceed, when considered cumulatively, the materiality thresholds indicated in Annex B. For the above evaluations, transactions excluded pursuant to paragraph 12 of this Procedure are not relevant.

Without prejudice to the provisions of Article 17 of Regulation (EU) No 596/2014, this information document shall be made available to the public at the company's registered office within seven days of the approval of the transaction by the competent body. Alternatively, suppose the competent body resolves to submit a contractual proposal. In that case, it shall be made available from the time when the contract, including a preliminary one, is concluded according to the applicable rules, as indicated in Part III, Title II, Chapter I of Consob Regulation No 11971 of 14 May 1999.

Within the same time limits set for the publication of the information document, the Company shall make available to the public, as an annex to the information document or on its website, any opinions issued by the Committee or any independent experts appointed or used by the Board of Directors. With reference to the opinions of independent experts, the Company may indicate only the elements indicated in Annex C of this Procedure, giving reasons for this choice.

Where the Shareholders' Meeting has jurisdiction or powers, the same information document shall be made available within seven days of the approval of the proposal to be submitted to the Shareholders' Meeting. If there are significant updates to be made to the published information document, the Company shall, no later than the twenty-first day before the General Meeting, make a new version of the document available to the public and at the registered office.



If the crossing of the materiality thresholds is triggered by the accumulation of transactions, the information document is made available to the public within fifteen days of the approval of the transaction or the conclusion of the contract that triggers the crossing of the materiality threshold and contains information, also on an aggregate basis for homogeneous transactions, on all the transactions considered for the purposes of accumulation. If transactions that result in exceeding the materiality thresholds are carried out by subsidiaries, the information document shall be made available to the public within fifteen days from the time when the Company required to prepare the document is informed of the approval of the transaction or the conclusion of the contract that resulted in materiality.

Pursuant to Article 114(2) of the Consolidated Finance Act, subsidiaries shall promptly provide the information necessary to prepare this document in accordance with the procedures set out in the organisational procedures adopted by Fiera Milano.

### **10.3 Obligations to inform the public on the occasion of a Transaction of Lesser Importance**

For Transactions of Lesser Importance, there are no specific disclosure obligations to the market, except for Related Party Transactions approved with a negative opinion of the Committee. Within fifteen days of the end of each quarter of the financial year, a document specifying the counterparty, the purpose and the amount of the transactions approved during the quarter concerned in the event of a negative opinion expressed by the Committee, as well as the reasons why the Committee did not agree with the opinion, is made available to the public at the company's registered office in accordance with the procedures indicated in Part III, Title II, Chapter I of Consob Regulation No. 11971 of 14 May 1991. Within the same period, the opinion is made available to the public as an annex to the information document or on the Company's website.

### **10.4 Obligations to provide periodic information to the public**

Pursuant to Article 154-ter of the Consolidated Finance Act, the Company provides information in the interim management report<sup>9</sup> and in the annual management report<sup>10</sup>:

- a) on individual Transactions of Greater Importance concluded during the reporting period;
- b) any other individual Related Party Transactions concluded during the reporting period that materially affected the Company's financial position or results;
- c) any change in the Related Party Transactions described in the last annual report that materially affected the Company's financial position or results during the reporting period.

This information may also be included in the periodic financial documentation by referring to any information documents published upon the approval of a Transaction of Greater Importance, reporting any significant updates.

Without prejudice to the provisions of Article 17 of Regulation (EU) No 596/2014, if transactions were approved despite a negative opinion from the Control and Risk Committee, a document must be

<sup>9</sup> Regarding the information to be included in the half-yearly management report, this constitutes relevant information:

1. any change in the Related Party Transactions described in the last annual report that had a material effect on the financial position or results of the Company during the reporting period;

an indication for each transaction, also in tabular form, of i) the name of the counterparty ii) the nature of the relationship with the related party iii) the purpose of the transaction iv) the amount of the transaction v) any other information that may be necessary for understanding the effects of the Related Party Transaction on the Company's financial statements.

<sup>10</sup> Regarding the information to be included in the annual management report, this constitutes relevant information:

1. where applicable, a description of the policies under which Related Party Transactions may be conducted;
2. an indication for each transaction, also in tabular form, of i) the name of the counterparty ii) the nature of the relationship with the related party iii) the purpose of the transaction iv) the amount of the transaction v) any other information that may be necessary for understanding the effects of the Related Party Transaction on the Company's financial statements.

made available to the public and at the registered office of the Company, within fifteen days of the end of each quarter of the financial year, containing details of the counterparty, the purpose and amount of the transactions approved in the reference quarter despite a negative opinion from the Committee, as well as the reasons why it was decided not to share that opinion. Within the same period, the opinion is made available to the public as an annex to the information document or on the Company's website, [www.fieramilano.it](http://www.fieramilano.it), in the Investor Relations – Corporate Governance section.

## **10.5 Reporting obligations to the Supervisory Authority**

At the same time as disclosure to the public, the Company must transmit to Consob the documents and opinions referred to in Article 10.2 through a link to the authorised storage mechanism in accordance with the provisions of Article 65-septies, paragraph 3, of the Issuers' Regulations.

## **11. Framework Resolutions**

In the case of recurring similar transactions with the same related party, the Company may use the Framework Resolutions instrument.

Such resolutions shall be effective for not more than one year, shall relate to sufficiently identified transactions and shall state the foreseeable amount of the transactions to be effected in the relevant period and the reasons for the conditions envisaged.

The rules applicable to both the preliminary investigation and authorisation phases of the framework resolution are set out in paragraph 9 (Procedures for the investigation and approval of Related Party Transactions) of this Procedure. However, this discipline is not applicable to the individual transactions concluded in implementation of the above-mentioned framework decision.

On the occasion of the approval of a framework resolution, if the foreseeable maximum amount of the transactions covered by that resolution is such that it exceeds one of the materiality thresholds set out in [Annex B](#), the Company shall publish an information document containing the information set out in [Annex C](#). In this case, operations concluded in implementation of the framework decision shall not be taken into account for the purposes of cumulation under paragraph 10.2.

Individual transactions concluded under framework resolutions are fully and adequately reported to the Board of Directors quarterly.

## **12. Excluded Transactions**

The category of Excluded Transactions includes Related Party Transactions for which, in compliance with the cases and the exemption options envisaged by the Regulation, the provisions on the procedures for examination approval set out in the previous articles do not apply in whole or in part.

The Committee receives, at least annually, a list of the transactions carried out, also by subsidiaries, in application of the cases of optional exclusion envisaged in paragraphs 12.3, 12.5, 12.7 and 12.8 and, pursuant to Article 4, paragraph 1, letter e-bis)(i) of the Regulation, it monitors, also through the use of sample verification methods and with the power to access the information and the corporate functions necessary to perform its tasks, the application of the above cases of exemption with reference to the Transactions of Greater Importance.

Regarding the verification provided for by Article 4, paragraph 1, letter e-bis)(ii) of the Regulation, please note that, as indicated in paragraph 12.6 below, the Company does not avail itself of any exemption for transactions defined as ordinary and concluded at market or standard conditions that would qualify as Transactions of Greater Importance.

Regarding the different types of Excluded Transactions, the following paragraphs define the areas and methods of exemption from the rules of the Regulation.

### **12.1 Shareholders' resolutions pursuant to Articles 2389 and 2402 of the Italian Civil Code**

Pursuant to the provisions of the Regulation, the provisions on the manner of examination and approval and on disclosure in paragraphs 9 and 10 above of this Procedure do not apply to:

- a) shareholders' Meeting resolutions pursuant to Article 2389, paragraph one, of the Italian Civil Code relating to the remuneration due to the members of the Board of Directors and, pursuant to Article 2402 of the Italian Civil Code, relating to the remuneration due to the members of the Board of Statutory Auditors;
- b) shareholders' resolutions pursuant to Article 2389, paragraph three, of the Italian Civil Code on the remuneration of directors holding special offices within the overall amount decided in advance by the Shareholders' Meeting.

### **12.2 Resolutions addressed to all shareholders on equal terms**

Pursuant to the provisions of the Regulation, the provisions on the methods of examination and approval and on the discipline of disclosure contained in paragraphs 9 and 10 above of this Procedure do not apply to transactions resolved upon by companies and addressed to all shareholders on equal terms, including:

- a) rights issues, including those servicing convertible bonds, and free capital increases provided for in Article 2442 of the Italian Civil Code;
- b) demergers in the strict sense, whether total or partial, with proportional share allocation;
- c) reductions in share capital through reimbursement to shareholders provided for in Article 2445 of the Italian Civil Code and purchases of own shares pursuant to Article 132 of the Consolidated Finance Act.

### **12.3 Remuneration resolutions**

In accordance with the option envisaged by the Regulation, this Procedure excludes from the application of the provisions of paragraphs 9 and 10, without prejudice to the provisions of paragraph 10.4 on the subject of obligations to provide periodic information to the public, resolutions, other than the resolutions of the shareholders' meeting referred to in paragraph 12.1 above, on the subject of the remuneration of directors vested with special offices as well as other executives with strategic responsibilities, provided that:

- a) the company has adopted a remuneration policy approved by the Shareholders' Meeting;
- b) a committee of non-executive directors or directors, the majority of whom were independent, helped define the remuneration policy;
- c) the remuneration allocated is identified in compliance with this policy and quantified using criteria that do not involve discretionary assessments.

### **12.4 Low Value Transactions**

In accordance with the option provided by the Regulation, this Procedure excludes from the application of the provisions of paragraphs 9 and 10 Low Value Transactions.

To exclude Related Party Transactions that do not entail appreciable risks for the protection of investors, the following low value thresholds were identified, differentiated according to the nature of the counterparty:

- a) for Transactions concluded with the persons indicated in letters a.i), a.ii) (in both cases, excluding close family members), b.v), b.vii) of the definition of Related Party as per paragraph 5 above of this Procedure EUR 50,000.00;
- b) for Transactions concluded with the persons indicated in letters a.iii) and with close family members of the persons indicated in letter a) of the definition of Related Party as per paragraph 5 above of this Procedure EUR 25,000.00.
- c) for Transactions concluded with the entities indicated in letters b.i), b.ii), b.iii), b.iv), b.vi) and b.viii) of the definition of Related Party set out in paragraph 5 above of this Procedure EUR 150,000.00.

Low Value Transactions are not considered for the purpose of verifying whether the size thresholds are exceeded pursuant to Annex B.

## 12.5 Compensation plans adopted pursuant to Article 114-bis Consolidated Finance Act

In compliance with the power provided by the Regulation, this Procedure excludes from the application of the provisions of paragraphs 9 and 10, without prejudice to the provisions of paragraph 10.4 on the subject of periodic public disclosure obligations, the compensation plans based on financial instruments approved by the Shareholders' Meeting under Article 114-bis of the Consolidated Finance Act and the related executive transactions.

## 12.6 Ordinary Transactions that are concluded on Market Equivalent or Standard Terms

For this Procedure, 'Ordinary Transactions' means transactions that are part of the Company's <sup>11</sup> ordinary operations<sup>12</sup> and related financial activities.<sup>13</sup>

---

<sup>11</sup> In assessing whether a transaction falls within the **ordinary operations** or related financial activity, the following elements should be considered:

- i. purpose of the transaction: the fact that the purpose of the transaction is not related to the activity typically carried out by the Company constitutes an indication of anomaly that may indicate its non-ordinary nature;
- ii. recurrence of the type of transaction within the company's activity: the regular repetition of a transaction by the company is a significant indication that it is part of its ordinary activities, in the absence of other indications to the contrary;
- iii. size of the transaction: a transaction that is part of the operating activities of a company may not be part of the ordinary operations because it is of a particularly significant size, larger than those usually characterising similar transactions carried out by the Company;
- iv. contractual terms and conditions, regarding the characteristics of the amount: in particular, transactions for which a non-monetary consideration is expected, even if subject to third-party appraisals, or transactions with contractual terms that deviate from customary practice, are generally considered to fall outside the ordinary course of business;
- v. nature of the counterparty: in the context of transactions already subjectively qualified as Related Party Transactions, it is possible to identify a subset of transactions that do not fall within the ordinary operating activities or related financial activities because they are carried out with a counterparty that is atypical for the type of transaction carried out;
- vi. time of approval and completion: the materiality of the above elements will also be assessed by paying particular attention to the time of approval and completion of the transaction. In particular, when assessing the indices of belonging to the ordinary operating activities and the related financial activity, we need to consider that an anomalous element may assume greater weight, in such a judgement, if the transaction is resolved close to the end of the financial year of the listed company or related party.

<sup>12</sup> **Operating activities** are defined as the Company's principal revenue-generating activities and all other management activities that are not classified as 'investing' or 'financing'. **Investing activities** include transactions that result in the purchase and sale of fixed assets and financial investments that do not qualify as cash and cash equivalents. **Financing activities** include activities that result in changes in the size and composition of the Company's paid-in capital and borrowings.

<sup>13</sup> This is understood to be the financial activity connected with and ancillary to the conduct of the operational activity (e.g. short-term liabilities for the acquisition of services for current operations).

Without prejudice to the provisions of the following paragraph in the case of Transactions of Greater Importance, this Procedure excludes from the application of the provisions of paragraphs 9 and 10 – without prejudice, however, to the provisions of paragraphs 10.1 if the transaction is subject to the disclosure requirements provided for by Regulation (EU) 596/2014 and 10.4 concerning the obligations of periodic disclosure to the public to be provided in the Interim Management Report and the Annual Management Report pursuant to Article 5, paragraph 8, of the Related Parties Regulation – the ‘**Ordinary Transactions that are concluded on terms equivalent to market or standard terms**’<sup>14</sup>, provided that: (i) the related approval resolution contains the elements that prove the ‘ordinary’ nature of the transaction as falling within the typical operating activity of Fiera Milano or within its typical activity as Parent Company (ii) the relevant approval resolution also contains objective evidence of the existence of market equivalent or standard conditions, and (ii) the Board of Directors is provided with quarterly ex post information on the transactions concluded, also on an aggregate basis, to allow adequate monitoring of the same and the adoption of any corrective measures.

If a transaction that is part of the operational activity of Fiera Milano assumes the dimensions of a Transaction of Greater Importance, the exemption envisaged herein for Ordinary Transactions that are concluded at conditions equivalent to market or standard conditions will not apply to that transaction. However, all the provisions concerning the procedures for the instruction and approval of the same transaction set forth in paragraph 9.2 of this Procedure as well as the disclosure requirements set forth in paragraph 10 for Transactions of Greater Importance shall apply.

Ordinary Transactions that are concluded on market equivalent or standard terms, to the extent that they are transactions excluded under this paragraph 12.6, shall not be considered for the purposes of verifying whether the size thresholds are exceeded pursuant to [Annex B](#).

### **12.7 Transactions ordered by the Supervisory Authority**

In accordance the option envisaged by the Regulation, this Procedure excludes from the application of the provisions contained in paragraphs 9 and 10, without prejudice to the provisions of paragraph 10.4 concerning the obligation to provide periodic disclosures to the public, transactions to be carried out in compliance with instructions for stability purposes issued by the Supervisory Authority, or in compliance with instructions issued by the parent company for the implementation of instructions issued by the Supervisory Authority in the interest of the stability of the Fiera Milano Group.

### **12.8 Transactions with or between subsidiaries and associated companies**

In accordance with the option envisaged by the Regulation, this Procedure excludes from the application of the provisions of paragraphs 9 and 10, without prejudice to the provisions of paragraph 10.4 concerning the obligation to provide periodic information to the public, transactions with or between subsidiaries, including jointly, as well as transactions with associated companies, if in the subsidiaries or associated companies that are counterparties to the transaction there are no interests, qualified as material, of other related parties of Fiera Milano. Interests arising from the mere sharing of one or more directors or key management personnel between the company and its subsidiaries shall not be regarded as significant.

---

<sup>14</sup> ‘Market equivalent or standard conditions’ are conditions similar to those usually applied to unrelated parties for transactions of a corresponding nature, size and risk, or based on regulated tariffs or imposed prices, or those applied to parties with whom Fiera Milano is obliged by law to contract at a specific price. Examples include, but are not limited to, Transactions concluded at conditions equivalent to market or standard conditions: a) transactions whose consideration is determined by objective and documented evidence, such as official prices or quotations (e.g. currency quotations, interest rates, public and market offers, to which internal price lists based on documented and verifiable benchmark procedures are equated for these purposes), b) transactions concluded under conditions that are verifiably not inconsistent with usual market conditions.



The qualification of the significance of any interests of other related parties is conducted on a case-by-case basis concerning the actual facts and circumstances, also based on the criteria identified below. In particular, significant interests may, for example, exist if:

- a) the companies party to the transaction share one or more directors or other executives with strategic responsibilities and such persons benefit from incentive plans based on financial instruments (or in any case from variable remuneration) dependent on the results achieved by the subsidiaries or associated companies with which the transaction is carried out; in such circumstances, the assessment of materiality shall be conducted in light of the weight assumed by the remuneration dependent on the performance of the subsidiary (including the incentive plans mentioned above) with respect to the total remuneration of the director or manager with strategic responsibilities;
- b) the subsidiary or associate is owned, even indirectly, by the party controlling Fiera Milano and the actual weight of the shareholding in the subsidiary or associate held by the party controlling Fiera Milano exceeds the actual weight of the shareholding held by the same party in Fiera Milano. To assess this effective weight, equity investments are weighted in their entirety, while indirect ones are weighted according to their percentage of capital. Where there are other economic interests in addition to the interest in the related party, those interests shall be considered together with those arising from the interest calculated according to its actual weight.

On the other hand, the mere holding of an interest in the subsidiary or associated company by other companies controlled by the listed company or associated with it does not in itself constitute a material interest.

Transactions with or between subsidiaries, including jointly controlled companies, as well as transactions with associated companies are not taken into account to verify whether the size thresholds pursuant to Annex B are exceeded.

### **13. Transactions within the competence of the Shareholders' Meeting**

If a Related Party Transaction falls within the competence of the Shareholders' Meeting or has to be authorised by it, the rules set out in paragraph 9 of this Procedure shall apply during the preliminary investigation and approval of the resolution proposal to be submitted to the Shareholders' Meeting.

Concerning a Transaction of Greater Importance, the proposed resolution submitted to the Shareholders' Meeting may be approved<sup>15</sup> even in the presence of a contrary opinion of the Committee, provided that, in such a case, the majority of the Unrelated Shareholders<sup>16</sup> voting do not vote against the transaction.

In particular, to prevent the approval of the proposed resolution, the relevant Shareholders' Meeting must be attended by Unrelated Shareholders representing at least 10% of the share capital with voting rights.

---

<sup>15</sup> Without prejudice to the provisions of Articles 2368, 2369 and 2373 of the Italian Civil Code and without prejudice to the provisions of the Articles of Association that may be required by law.

<sup>16</sup> 'Unrelated shareholders' shall mean persons entitled to vote other than the counterparty to a particular transaction and persons related both to the counterparty to a particular transaction and to the company.

## **Annex A**

### **Functional definitions of a Related Party**

#### **Control (IFRS 10)**

An investor controls an investee entity when they are exposed to variable returns, or have rights to such returns, arising from their relationship with that entity and at the same time have the ability to affect those returns by exercising their power over that entity.

#### **Joint control (IFRS 11)**

Joint control is the sharing, on a contractual basis, of control over an arrangement, which exists only when the unanimous consent of all parties sharing control is required for decisions concerning the relevant activities.

#### **Key management personnel (IAS 24)**

Key management personnel are defined as persons having the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the company, including directors (whether executive or otherwise) of the company.

For this Procedure, the perimeter of key management personnel includes:

- the Board Members and Statutory Auditors of Fiera Milano;
- the Chief Financial Officer of the Company and the Financial Reporting Officer;
- the Chief Revenue Officer of the Company;
- regarding the parent company Fondazione Fiera Milano, the members of the Executive Committee, the Board of Auditors and the General Manager.

The mere sharing of one or more key managers with another entity does not necessarily make the latter a related party of Fiera Milano; a case-by-case assessment should be made to establish whether there is a relationship between this entity and Fiera Milano, possibly attributing materiality to indicators such as the occurrence of significant transactions between Fiera Milano and this entity, the provision of essential technical information between them or the exchange of management personnel.

#### **Significant influence (IAS 28)**

Significant influence is the power to participate in determining the financial and operating policies of an investee company without having control or joint control over it. If an entity owns, directly or indirectly (e.g. through subsidiaries), 20 per cent or more of the voting power of the investee company, it is presumed to have significant influence, unless the contrary can be clearly demonstrated. Conversely, if an entity owns, directly or indirectly (e.g. through subsidiaries), less than 20 per cent of the voting power of the investee company, it is presumed that the entity does not have significant influence, unless such influence can be clearly demonstrated. Even if another entity has an absolute or relative majority, this does not necessarily preclude an entity from having significant influence.

The existence of significant influence by an entity is usually indicated by the occurrence of one or more of the following circumstances: (a) representation on the board of directors, or equivalent body, of the investee company; (b) participation in decision-making, including participation in decisions about dividends or other profit distributions; (c) the existence of material transactions between the entity and the investee company; (d) the exchange of managerial staff; or (e) the provision of essential technical information.



**Joint venture (IAS 28)**

A joint venture is an arrangement whereby the parties that have joint control over an entity have rights to the net assets of that entity.

Under IAS 24, a joint venture comprises the subsidiaries of the joint venture.

**Associate (IAS 28)**

An associate is an entity over which the investor exercises significant influence.

Under IAS 24, an associated company includes the subsidiaries of the associated company.

**Close family members (IAS 24)**

An individual's close family members are considered to be those relatives who are expected to influence, or be influenced by, the individual in their dealings with the company. They are assumed to include at least: a) the children, spouse or partner of the person concerned, b) the children of the spouse or partner of the person concerned; (c) the dependents of the person concerned or of their spouse or partner.

## Annex B

### **Identification of Transactions of Greater Importance with Related Parties**

Related Party Transactions in which at least one of the following materiality ratios, applicable depending on the specific transaction, exceeds 5%, shall be considered as such:

- a) Equivalent-value materiality ratio: is the ratio between the countervalue of the transaction and the shareholders' equity taken from the most recent consolidated balance sheet published by the Company or, if higher, the capitalisation of the Company recorded at the close of the last trading day included in the reference period of the most recent periodic accounting document published (annual or half-yearly financial report or quarterly interim report).

If the economic conditions of the transaction are determined, the countervalue of the transaction is:

- i) for cash components, the amount paid to/by the contractual counterparty;
- ii) for components consisting of financial instruments, the fair value determined, at the date of the transaction, in accordance with IAS/IFRS;
- iii) for financing or guarantee operations, the maximum amount that can be disbursed.

If the economic conditions of the transaction depend wholly or partly on quantities not yet known, the countervalue of the transaction is the maximum value receivable or payable under the agreement.

- b) Assets materiality ratio: is the ratio of the total assets of the entity subject to the transaction to the total assets of the Company. The data to be used must be taken from the most recent consolidated balance sheet published by the Company; where possible, similar data shall be used to determine the total assets of the entity being transacted.

For acquisitions and disposals of investments in companies that affect the scope of consolidation, the value of the numerator is the total assets of the investee company, regardless of the percentage of capital involved.

For acquisitions and disposals of investments in companies that do not affect the scope of consolidation, the value of the numerator is:

- i) in the case of acquisitions, the value of the transaction plus any liabilities of the acquired company assumed by the acquirer;
- ii) in the case of disposals, the value of the asset disposed of.

Regarding transactions involving the acquisition of interests in companies that do not affect the scope of consolidation, please note that the liabilities of the acquired company will be included in the calculation of the numerator value only if it is contractually agreed that the acquirer must assume certain obligations in respect of these liabilities. In the absence of contractual obligations, the numerator of the indicator will be equal only to the countervalue of the transaction.

For transactions involving the acquisition and disposal of other assets (other than the acquisition of an equity interest), the value of the numerator is:

- i) in the case of acquisitions, the higher of the countervalue and the book value that will be attributed to the asset;
- ii) in the case of disposals, the book value of the asset.

- c) Liabilities materiality ratio: is the ratio of the total liabilities of the acquired entity to the total assets of the Company. The data to be used must be taken from the most recent consolidated balance sheet published by the Company; where possible, similar data should be used to determine the total liabilities of the acquired company or business.

Regarding how the liabilities materiality ratio is calculated, please note that in the determination of 'total liabilities', the liability elements of the balance sheet of the acquired entity that are components of equity are excluded.

Transactions of Greater Importance also include those concluded with the same related party, or with parties related both to the latter and to the companies themselves, if, although not individually included among those identified according to the above quantitative criteria, such transactions are similar (or carried out in performance of a unitary design) and exceed the materiality thresholds, when considered cumulatively during the financial year. Transactions carried out by Italian or foreign subsidiaries are also relevant for these purposes and Excluded Transactions are not considered.

## Annex C

### Information Document on Transactions of Greater Importance with Related Parties

#### 1. Warnings

Overview of the risks related to potential conflicts of interest arising from the Related Party Transaction described in the information document.

#### 2. Information on the operation

2.1. Description of the characteristics, terms and conditions of the operation.

2.2. Indication of the related parties with whom the transaction has been carried out, the nature of the relationship and, where disclosure is made to the board of directors, the nature and extent of those parties' interests in the transaction.

2.3. Indication of the economic reasons and the benefit to the company of the transaction.

2.4. Method of determining the consideration for the transaction and assessment of its fairness in relation to market values of similar transactions.

Indicate:

- the existence, if any, of independent expert opinions supporting the fairness of such consideration and their conclusions, stating:
  - the bodies or entities that commissioned the opinions and appointed the experts;
  - the assessments made to select the independent experts and the checks on their independence. In particular, to indicate any economic and financial relations between the independent experts and (i) the related party, its subsidiaries, its controlling entities, companies under common control and the directors of those companies; (ii) the Company, its subsidiaries, its controlling entities, companies under common control and the directors of the aforesaid companies, taken into account when qualifying the expert as independent and the reasons why such relationships were considered irrelevant for the independence opinion. Information on any relationships may be provided by attaching a declaration by the independent experts themselves;
  - the terms and subject matter of the mandate given to the experts;
  - the names of the experts responsible for assessing the fairness of the fee.

The opinions of the independent experts or their essential elements must be attached to the information document or published on the Company's website. The essential elements of the opinions that must in any case be published are as follows:

- evidence, where appropriate, of the specific limitations encountered in carrying out the assignment (e.g. concerning access to significant information), the assumptions used, and the conditions to which the opinion is subject;
- evidence of any critical issues raised by the experts in relation to the specific transaction;
- an indication of the valuation methods used by the experts to assess the fairness of the consideration;
- indication of the relative importance attached to each of the valuation methods adopted for the purposes specified above;
- indication of the values resulting from each valuation method adopted;
- where a range of values is identified based on the valuation methods used, an indication of the criteria used to determine the final value of the consideration;
- indication of the sources used to determine the relevant data to be processed;
- indication of the main parameters (or variables) taken as reference for the application of each method.

Regarding the items of expert advice made public, it should be confirmed that such information has been reproduced consistently with the content of the opinions referred to and that, to the best of the issuer's knowledge, there are no omissions that would render the reproduced information inaccurate or misleading.

- 2.5. An illustration of the economic and financial effects of the transaction, providing at least the applicable materiality ratios. If the transaction exceeds the materiality parameters determined by Consob pursuant to Articles 70 and 71 of the Issuers' Regulations, please note that pro-forma financial information will be published in the document provided for, depending on the case, by paragraph 4 of the above-mentioned Article 70 or by Article 71 and within the time limits set out in those provisions.
- 2.6. If the amount of the remuneration of the members of the board of directors of the Company and/or of companies controlled by it is intended to change as a result of the transaction, details of the changes. If no changes are envisaged, insert a statement to that effect anyway.
- 2.7. For transactions in which the related parties involved are members of the board of directors and the board of statutory auditors, general managers and executives of the Company, information must be provided on the Company's financial instruments held by the above persons and on their interests in extraordinary transactions, as provided for in paragraphs 14.2 and 17.2 of Annex I to Regulation No 809/2004/EC.
- 2.8. Indication of the bodies or directors who conducted or participated in the negotiations and/or prepared and/or approved the transaction, specifying their respective roles, with particular regard to the Committee of Independent Directors. Regarding the resolutions approving the transaction, specify the names of those who voted for or against the transaction, or abstained, specifying the reasons for any dissent or abstention. Please also note that any opinions of the Independent Committee are attached to the disclosure document or published on the Company's website.
- 2.9. If the transaction's materiality derives from the accumulation of several transactions carried out during the financial year with the same related party, or with parties related both to the latter and to the Company, the information indicated in the previous points must be provided with reference to all such transactions; such information may also be provided on an aggregate basis, for similar transactions.