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Informazione Regolamentata n. 0620-22-2021	Data/Ora Ricezione 02 Settembre 2021 16:46:38	MTA - Star
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Regolamentata
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Diffusione presunta
Oggetto : Notice of call of the Ordinary and
Extraordinary Shareholders' Meeting

Testo del comunicato

Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

The following is a translation from Italian 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 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 and Extraordinary Shareholders' Meeting

The Shareholders' Meeting of Fiera Milano S.p.A. (the '**Company**') is convened in a single call for **5 October 2021 at 3 pm**, to discuss and pass resolutions relating to and resulting from the following

Agenda

Ordinary Session

1. Approval of a partial amendment to the Incentive Plan pursuant to Article 114-bis of Legislative Decree 58/98.

Extraordinary Session

2. Approval of the planned merger by incorporation of Fiera Milano Media S.p.A. into Fiera Milano S.p.A. and simultaneous amendment of article 4 of the latter's articles of association (purpose).
3. Amendment of Article 17.2 (i) of the articles of association (matters reserved for the Board of Directors).

Attendance and representation at the Shareholders' Meeting

Pursuant to Article 6, section 3 of Law Decree no. 105 of 23 July 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 December 2021, **the Company has established that attendance at the Shareholders' Meeting shall exclusively take place by way of long distance communications, through proxy granted to 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 2 September 2021 (i.e. the date of publication of the notice of call) on the Company's website 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@pecserviziotitoli.it. A copy may be sent in advance by email to operations@computershare.it by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 1 October 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 1 October 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 2 September 2021 (i.e. the date of publication of the call notice) on the Company's website 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@pecserviziotitoli.it. A copy may be sent in advance by email to 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.

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 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 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 11 September 2021 to the email address 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 in the "Investors" section by 20 September 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.* 24 September 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 30 September 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 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 1 October 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.

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 2 September 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 (in the 'Investors' section) and on the authorized storage mechanism www.emarketstorage.com. Shareholders have the right to obtain a copy of the documentation mentioned above.

Rho (Milan), 2 September 2021

The Chairman of the Board of Directors
Carlo Bonomi

Fine Comunicato n.0620-22

Numero di Pagine: 6