

Proposals for the Ordinary Shareholders' Meeting

Ordinary Shareholders' Meeting of Fiera Milano S.p.A. convened for 5 October 2021 at 3 p.m. in a single call.

(Report pursuant to Article 125-ter, paragraph 1, Italian Legislative Decree no. 58 of 24 February 1998, as amended)

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

Dear Shareholders,

On 1 September 2021, the Board of Directors resolved to submit for your review, pursuant to Article 114-*bis* of the Consolidated Law on Finance, an amendment of the medium- and long-term incentive plan, structured in the form of performance shares known as the "2021-2022 Performance Shares Plan" (hereinafter, the "**Plan**").

The amendment of the Plan only concerns the duration of the lock-up period, which is to be set at 36 months, instead of 60 months as previously established.

The amendment brings this management incentive tool into line with market best practices in order to guarantee achievement of the targets for the adoption of the incentive tool, as indicated in the previous information document.

The proposed amendment of the Plan is shown in the comparative text below¹

Original text	New proposal
<p>4.5</p> <p>[...]</p> <p>Fifty per cent of the Vested Shares under the Plan may not be transferred or subject to any lien or other acts of disposal <i>inter vivos</i> for any reason whatsoever for a period of <u>60 months</u> (Lock Up) from the date of receipt of such Vested Shares.</p> <p>These Shares, delivered to the Beneficiaries through the authorised financial intermediary, will have regular dividend entitlement, but must remain on deposit with the authorised financial intermediary identified by the Company throughout the duration of the Lock Up.</p>	<p>4.5</p> <p>[...]</p> <p>Fifty per cent of the Vested Shares under the Plan may not be transferred or subject to any lien or other acts of disposal <i>inter vivos</i> for any reason whatsoever for a period of 36 months (Lock Up) from the date of receipt of such Vested Shares.</p> <p>These Shares, delivered to the Beneficiaries through the authorised financial intermediary, will have regular dividend entitlement, but must remain on deposit with the authorised financial intermediary identified by the Company throughout the duration of the Lock Up.</p>

¹ Please note that the parts of the original text (left column) deleted by the new proposal (right column) are underlined; the parts that are proposed to be added in the new proposal (right column) are highlighted in bold.

<p>Should the Beneficiaries terminate their relationship with their company during the Lock Up, the aforementioned Vested Shares, while remaining in the hands of the Beneficiary, shall be unavailable for <u>60 months</u>.</p>	<p>Should the Beneficiaries terminate their relationship with their company during the Lock Up, the aforementioned [Allocated/Vested] Shares, while remaining in the hands of the Beneficiary, shall be unavailable for 36 months.</p>
<p>4.8 [...] Should the Beneficiaries terminate their relationship with the company during the Lock Up, the aforementioned Shares, while remaining in the beneficiary's hands, shall be unavailable for <u>60 months</u>.</p>	<p>4.8 [...] Should the Beneficiaries terminate their relationship with the company during the Lock Up, the aforementioned Shares, while remaining in the beneficiary's hands, shall be unavailable for 36 months.</p>

Please refer to the new Information Document prepared in accordance with the applicable legal provisions, where the amendment has been incorporated.

Given the above, we submit the following for your approval

proposed resolution

"The Shareholders' Meeting of Fiera Milano S.p.A., having acknowledged the Information Document relating to the Plan,

- *having considered Articles 114-bis of Legislative Decree 58/98 and 84-bis of CONSOB Regulation No. 11971 of 14 May 1999, as amended and supplemented;*
- *having acknowledged the illustrative Report of the Board of Directors and the Information Document drafted pursuant to the aforementioned Article 114-bis of Legislative Decree 58/98;*

resolves

- 1) to approve the new version of the Performance Shares Plan 2021-2022, which now provides for a lock-up period of 36 months;*
- 2) to confirm all the powers already conferred on the Board of Directors at the Shareholders' Meeting of 28 April 2021*

Rho (Milan), 2 September 2021

p. The Board of Directors
The Chairman
Carlo Bonomi