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Oggetto : LAUNCH OF SHARE BUYBACK
PROGRAMME AND COOPTATION OF
TWO NEW BOARD MEMBERS

Testo del comunicato

Vedi allegato.



FIERA MILANO

LAUNCH OF SHARE BUYBACK PROGRAMME COOPTATION OF TWO NEW BOARD MEMBERS

Milan, 13 October 2022 - Fiera Milano S.p.A. (“**Fiera Milano**” and/or the “**Company**”), leader in Italy and one of the main integrated operators in the world in the exhibition and congress industry, announces that, pursuant to the authorization obtained by the Shareholders’ Meeting held on April 22, 2022 and to the resolution approved today by the Board of Directors, it intends to launch a share buyback programme (the “**Programme**”). In the same meeting, the Board of Directors of Fiera Milano also appointed by cooptation Agostino Santoni and Regina De Albertis as new board members.

Beginning of share buyback programme

Further details on the Programme are provided below in compliance with art. 144-*bis*, paragraph 3, of Consob Regulation 11971/1999 (the “**Issuers Regulation**”) and in compliance with art. 2, paragraph 1, of the Delegated Regulation (EU) no. 2016/1052 (the “**MAR Delegated Regulation**”). The Programme will be implemented within the *safe harbour system* provided under Regulation (EU) 596/2014 (the “**MAR**”).

Objective of the Programme

The program is aimed at increasing treasury shares portfolio to service stock-based incentive plans, existing and future, reserved for executives and/or employees of the Company.

Operating procedures and trading venues

Purchase transactions will be made on the regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A., through the authorized intermediary Equita SIM S.p.A. in charge of the implementation of the Programme, which will act completely independently in accordance to operational procedures to ensure the equal treatment of shareholders as established by law or regulations in force and applicable from time to time (including, without limitation, art. 2357 of the Italian Civil Code, art. 132 of the Legislative Decree 58/1998 (the “**TUF**”), art. 144-*bis*, paragraph I, lett. b) of the Issuers’ Regulation, and the provisions of the Regulations for Markets organized and managed by Borsa Italiana S.p.A.).

Maximum number of treasury shares and maximum outflow

The maximum number of treasury shares that can be purchased through the execution of the Programme, on one or more occasions, in any case shall not exceed 410,000 Fiera Milano ordinary shares (the “**Programme Shares**”). The maximum purchase outlay for the execution of the Programme is set at a total of Euro 1.5 million.

Minimum and maximum purchase price and number of purchased shares

Purchases of treasury shares will be made at price conditions in accordance with the provisions of art. 3, paragraph 2, of the MAR Delegated Regulation and, therefore, to a consideration not exceeding the highest price between (i)

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the price of the last independent transaction and (ii) the price of the highest current independent purchase offer at the headquarters of negotiation where the purchase is made.

In addition to the foregoing, the purchases may not be made at a price per Fiera Milano ordinary share which deviates, decreasing and increasing, by more than 10% from the reference price recorded by the share in the trading venue where the purchase in the trading session preceding each single transaction.

In accordance with the provisions of art. 3, paragraph 3, of the MAR Delegated Regulation, the quantity of shares purchased on each trading day will not exceed 25% of the average daily volume of Fiera Milano ordinary shares traded on the trading venue where the purchase is made, calculated on the basis of the average daily trading volume in the 20 (twenty) trading days preceding the purchase date.

Duration of the Programme

The Board of Directors of 13 October 2022 established - in implementation of the authorization for the purchase and disposal of treasury shares granted by the Shareholders' Meeting of 22 April 2022 - that the Programme will start on 24 October 2022 and will last until the purchase of all the Programme Shares and, in any case, no later than the period of 18 months from the approval of the Shareholders' Meeting on 22 April 2022.

Purchases of treasury shares can be performed even only partially and its implementation may be revoked/interrupted at any time, except for the due timely communications to the market in the ways and terms provided for by the applicable legislation.

It should be noted that the programme for the purchase of treasury shares, given the aforementioned purpose, is not preordained for any capital reduction operation.

In accordance with art. 5, paragraphs 1 (b) and 3 of the MAR and art. 2 of the MAR Delegated Regulation, the Company will communicate the transactions carried out under the Programme to CONSOB and the market in an aggregate and detailed form, also by publication on its website, according to the timing provided for by the applicable legislation.

As of the date of this press release, the Company holds no. 273,758 treasury shares equal to 0.4% of the share capital.

Cooptation of two new board members

The Board of Directors of Fiera Milano, following the resignation of the independent non-executive Directors Marina Natale and Angelo Meregalli, communicated to the market on 27 July 2022, appointed by cooptation Agostino Santoni and Regina De Albertis as new non-executive Directors, which will remain in office until the Shareholders' Meeting called to approve the Financial Statements as of December 31, 2022.

With reference to the independence assessment of the Directors Agostino Santoni and Regina De Albertis, it should be noted that the Board of Directors has verified the existence of the independence requirements pursuant to art. 148, paragraph 3, of the Legislative Decree. 58/1998 (TUF) only.

Based on information available to the Company, Agostino Santoni and Regina De Albertis do not hold any shares in the Company.

It is also noted that the curriculum vitae of Agostino Santoni and Regina De Albertis are available to the public at the registered office and on the Company's website (www.fieramilano.it) within the Investors section, Governance

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area.

Following cooptation, the Board of Directors is therefore composed as follows: Carlo Bonomi, Luca Palermo, Alberto Baldan, Stefania Chiaruttini, Francesca Golfetto, Elena Vasco, Ferruccio Resta, Agostino Santoni and Regina De Albertis. Ferruccio Resta has been appointed as member of the Control Risk and Sustainability Committee, Agostino Santoni has been appointed as member of the Remuneration and Appointments Committee.

Fiera Milano

Fiera Milano is the domestic market leader and one of the main integrated operators worldwide in the exhibition and congress sector. The Group manages the leading exhibition site in Italy and dominates events in numerous manufacturing sectors: fashion, publishing, furniture and furnishings, home and lifestyle, mechanical tooling industry, tourism, professional hospitality, food, plant engineering and energy, construction and art. Specifically, the business of the Group is focused on the management, organisation and hosting of exhibitions and other events through ensuring the availability of equipped exhibition space, project support and related services. Its offer is completed by engineering services, stand-fitting services as well as a multichannel platform that includes web content and congresses. Fiera Milano has been listed in the STAR segment of the Euronext Milan stock market since 2002.

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