

Informazione Regolamentata n. 0620-31-2023	Data/Ora Ricezione 16 Marzo 2023 15:14:06	Euronext Star Milan
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Regolamentata  
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Diffusione presunta  
Oggetto : Notice of call of the Ordinary Shareholders'  
Meeting

*Testo del comunicato*

Notice of call of the Ordinary Shareholders' Meeting convened on 27 April 2023.



**FIERA MILANO**

FIERA MILANO S.P.A.

Registered office in Milan, Piazzale Carlo Magno 1

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

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

Milan Company Register,

Tax code and VAT number 13194800150

## **Ordinary Shareholders' Meeting Call**

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the "**Company**") is convened in a single call for **27 April 2023, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

### **Agenda**

1. Financial statements as at 31 December 2022:
  - 1.1 approval of the Financial Statements as of December 31, 2022, of the Report of the Board of Directors, of the Report of the Board of Statutory Auditors and of the Independent Auditor's Report. Presentation of the Consolidated Financial Statements at 31 December 2022 and the 2022 Consolidated Disclosure of Non-financial Information pursuant to Legislative Decree 254/2016;
  - 1.2 allocation of the financial year results.
2. Report on the Remuneration Policy and on the Remuneration Paid pursuant to article 123-ter of Legislative Decree 58/1998:
  - 2.1 binding decision on the first section;
  - 2.2 non-binding decision on the second section.
3. Appointment of the Board of Directors:
  - 3.1 determination of the number of members;
  - 3.2 determination of the term of office;
  - 3.3 appointment of Directors;
  - 3.4 appointment of the Chairperson;
  - 3.5 determination of remuneration.
4. Approval of an Incentive Plan pursuant to Art. 114 bis of Legislative Decree 58/1998.
5. Appointment of the independent auditors for the period 2023 - 2031 and determination of their remuneration.
6. Authorisation for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation of the resolution passed by the Shareholders' Meeting on 22 April 2022.

Pursuant to Art. 3, paragraph 1 of Decree-Law No. 198 of 29 December 2022 (the so-called Decreto Milleproroghe), as amended by Conversion Law No. 14 of 24 February 2023, which extended until 31 July 2023, among other things, the provisions set forth in Art. 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020,, **the Company has established that parties entitled pursuant to the law to attend the Shareholders' Meeting may participate exclusively by means of telecommunication** that guarantees their identification, without it being necessary in any event for the Chairperson of the Shareholders' Meeting and the person in charge of the minutes to be in the same place. The instructions for participating in the Shareholders' Meeting will be made known by the Company to the above-mentioned parties.

#### **Information relating to the share capital**

The subscribed and paid-up share capital of the Company is equal to Euro 42,445,141.00 and is made up of 71,917,829 shares with no par value. The shares are indivisible and carry one voting right each, except in the case of treasury shares which do not have this right. As of today, the Company owns 683,758 treasury shares, equal to 0.95% of the share capital.

#### **Entitlement to participate in the Shareholders' Meeting.**

Pursuant to the law and Art. 12 of the Articles of Association, the entitlement to participate in the Shareholders' Meeting and exercise voting rights is certified by a notice to the Company, issued by the authorised intermediary in accordance with its accounting records, in favour of the party entitled to vote, based on the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. 18 April 2023, the so-called "record date"); credit and debit entries made to the accounts after this deadline are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Accordingly, those who only hold shares in the Company after that date will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's notice referred to above must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by 24 April 2023).

Entitlement to participate and vote remains unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received before the Shareholders' Meeting proceedings commence. Please note that the notice to the Company is made by the authorised intermediary at the request of the entitled party.

#### **Representation in the Shareholders' Meeting.**

Pursuant to Art. 3, paragraph 1 of Decree-Law No. 198 of 29 December 2022 (the so-called "Decreto Milleproroghe"), as amended by Conversion Law No. 14 of 24 February 2023, which extended until 31 July 2023, among other things, the provisions of Art. 106, paragraph 4 of Decree-Law No. 18 of 17 March 2020, **the Company has established that participation in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A. - with registered office in Milan, Via Lorenzo Mascheroni 19 - designated for this purpose as Designated Representative pursuant to Art. 135-undecies of Legislative Decree 58/98 (hereinafter, the "Consolidated Finance Act"), as participation in person or by proxy to third parties is not permitted.**

The proxy to the Designated Representative pursuant to Art. 135-undecies may be issued by signing the proxy form "*Proxy Form and Voting Instructions to Computershare S.p.A. as Designated Representative*", available

as of 16 March 2023 (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/Governance/Shareholders' Meeting" section. Pursuant to Art. 135-undecies of the Consolidated Finance Act, the proxy with the voting instructions, together with a copy of a valid ID document, must be submitted, according to the instructions on the proxy form itself, by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 25 April 2023). A proxy so conferred shall be effective only for those proposals in respect of which voting instructions have been given. The proxy and voting instructions are revocable within the same period as above (i.e. by 25 April 2023).

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to Art. 135-novies of the Consolidated Finance Act, as an exception to Art. 135-undecies, paragraph 4, of the Consolidated Finance Act, exclusively by means of the "Proxy or Sub-delegation Form" form, available as of 16 March 2023 (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/Governance/Shareholders' Meeting" section. Pursuant to Art. 135-novies of the Consolidated Finance Act, the proxy with the voting instructions, together with a copy of a valid ID document, must be submitted in accordance with the procedures and deadlines on the form itself.

The notice to the Company issued by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting, is also required in the event of the granting of proxy or sub-delegation to the Company's Designated Representative; Therefore, in the absence of the aforementioned notice, the delegation and/or sub-delegation shall be deemed null and void.

The Designated Representative will be available for further clarification or information at the email address [operations@computershare.it](mailto:operations@computershare.it).

It is understood that participation in the Shareholders' Meeting will be permitted to the Designated Representative and other parties entitled to participate, other than shareholders, by means of electronic means of communication that allow for their immediate identification and participation, with connection procedures that will be notified by the Company.

### **Additions to the Agenda.**

Shareholders who, also 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 (i.e. 26 March 2023) and, in compliance with the provisions of Art. 126-bis of the Consolidated Finance Act and Art. 10.3 of the Articles of Association, the addition to the list of items to be discussed, indicating in the request the additional items proposed or the additional proposals for resolutions on items already on the agenda. These applications, together with the certification attesting ownership of the shareholding, must reach the Company by notification to the certified email address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt at the Company's operating and administrative headquarters in Rho (MI), S. S. del Sempione 28 (*Investor Relations Office*). A report must be submitted to the Board of Directors of the Company by the same deadline and under the same procedures, stating the reasons for the additional resolution proposals submitted, or the reasons for the additional resolution proposals submitted on items already on the agenda.

Additions to the agenda or the presentation of further proposed resolutions on items already on the agenda shall be announced, in the same form prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the Shareholders' Meeting.

Concurrently with the publication of the announcement of additions to the agenda or the submission of further proposals for resolutions on items already on the agenda, the Company shall make available to the public the

aforementioned report, accompanied by its own assessments, if any, in accordance with the procedures set forth in Art. 125-ter, paragraph 1 of the Consolidated Finance Act. A request for an addition 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 on the basis of a draft or report prepared by them.

### **Presentation of proposed resolutions.**

In consideration of the fact that participation in this Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders who intend to submit proposals on the items on the agenda are invited to send them by 17 April 2023 to the certified email address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt to the Company's operating and administrative headquarters in Rho (MI), S. S. del Sempione 28 (*Investor Relations Office*), together with a copy of their ID document and documentation certifying the entitlement to participate in the financial year in accordance with the law.

It is recommended that proposals be formulated in a clear and comprehensive way, preferably accompanied by a report stating the reasons for the proposal.

After verifying the relevance of the proposals with respect to the agenda, as well as their completeness and compliance with the applicable regulations, the Company will disclose all proposals (and any accompanying illustrative reports) received, within the aforementioned deadline, by publishing them on the Company's website at [www.fieramilano.it](http://www.fieramilano.it) in the "Investors" section by 19 April 2023.

### **Appointment of the Board of Directors.**

With reference to item three on the agenda, it is recalled that, pursuant to Art. 14 of the Articles of Association, directors will be elected on the basis of lists that may be submitted by Shareholders who, alone or together with other Shareholders, represent a total of at least 2.5% of the voting capital in the Shareholders' Meeting. At least twenty-five days prior to the date set for the Shareholders' Meeting (*i.e.* by 2 April 2023), Shareholders are invited to deposit at the certified mail address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt at the Company's operating and administrative headquarters in Rho (MI), S.S. del Sempione 28 (Corporate Secretariat, Governance and Compliance Office) their proposals for appointment to the office of Director, accompanied by information on both the identity of the shareholders who submitted the list and the percentage of their overall shareholding, as well as the certification issued in accordance with the law by authorised intermediaries, showing ownership of the shareholding.

Certifications proving the ownership of the shareholding on the date on which the lists are filed may also be produced at a later date provided that it is no later than the 21st day prior to the date set for the Shareholders' Meeting (*i.e.* by 6 April 2023).

Together with the lists, at least twenty-five days before the date set for the Shareholders' Meeting, pursuant to Art. 14. 4 of the Articles of Association, exhaustive information must be filed regarding the personal and professional characteristics of the candidates with the list of directorships and auditing positions held by each of them in other companies, including non-listed companies (to be updated and promptly communicated to the Company in the event of any changes before the Shareholders' Meeting is actually held), as well as the declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the laws in force for assuming the office, including the declaration of independence

from the Company, if any, issued in compliance with the independence criteria provided for by the Corporate Governance Code in force.

Please note that lists submitted without complying with the relevant statutory provisions will be considered as not submitted.

At least twenty-one days before the date scheduled for the Shareholders' Meeting (i.e. 6 April 2023), the lists will be made available to the public at the Company's registered office in Milan, Piazzale Carlo Magno no. 1, at the operating and administrative headquarters in Rho (MI), S.S. del Sempione 28, Centro Servizi (Reception Offices), as well as on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the "Investors" section and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

For further information on the appointment of the Board of Directors, please refer to the illustrative report prepared by the Board of Directors pursuant to Art. 125-ter of the Consolidated Finance Act and made available to the public within the terms and according to the procedures set forth by law.

#### **Right to ask questions on agenda items.**

Those with voting rights may submit questions on the items on the agenda even before the Shareholders' Meeting in compliance with the provisions of Art. 127-ter of the Consolidated Finance Act, by sending them by certified mail to [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt, to the Company's operating and administrative headquarters (Investor Relations Office). These questions must reach the Company by 20 April 2023; answers to the questions received will be published on the Company's website by the morning of the Shareholders' Meeting, with the Company having the right to provide a single answer to questions with the same content.

#### **Documentation and Information.**

The Board of Directors' Reports on the items on the agenda and the proposed resolutions will be made available to Shareholders and the public on 16 March 2023, together with the information document on the share incentive plan pursuant to Art. 114-bis of Legislative Decree 58/1998. The additional documentation relating to the items on the agenda, as required by the regulations in force, will be made available to shareholders and the public within the legal and regulatory deadlines (by 31 March 2023 at the latest).

Within the aforementioned deadlines, the said documents will therefore be available at the Company's registered office and at the operating and administrative headquarters in Rho (MI), S.S. del Sempione 28, Centro Servizi (office reception), on the Company's website [www.fieramilano.it](http://www.fieramilano.it) (in the section Investors/Governance/Shareholders' Meeting) and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 16 March 2023

The Chairperson of the Board of Directors  
Carlo Bonomi

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