

Informazione Regolamentata n. 0620-46-2023	Data/Ora Ricezione 27 Aprile 2023 19:26:39	Euronext Star Milan
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Societa' : FIERA MILANO

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Informazione
Regolamentata

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Data/Ora Ricezione : 27 Aprile 2023 19:26:39

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Diffusione presunta

Oggetto : Press release related to the Shareholders'
Meeting resolutions (27 April 2023)

Testo del comunicato

Vedi allegato.

**FIERA MILANO**

THE ORDINARY SHAREHOLDERS' MEETING

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- Approves the Financial Statements as at 31 December 2022 and the proposal of the Board of Directors to carry forward the net loss for the year;
- Acknowledges the Consolidated Non-Financial Statement pursuant to Article 4 of Italian Legislative Decree 254 of 2016;
- Appoints the Board of Directors determining the number of members, the duration of the position, the members and the remuneration;
- Approves the 2022 Remuneration Policy and the second section of the Report on the 2022 Remuneration Policy and remuneration paid;
- Authorizes the buy back and disposal of treasury shares, subject to revocation of the previous authorization resolved by the Shareholders' Meeting of 22 April 2022;
- Approves the new 2023-2025 Performance Shares Plan pursuant to article 114-bis of Italian Legislative Decree 58/1998;
- Assigns the mandate for the statutory auditing for the period 2023 – 2031 to PWC S.p.A. and determines the related remuneration.

Milan, 27 April 2023 - The Ordinary Shareholders' Meeting of Fiera Milano S.p.A. (the "**Company**" and/or "**Fiera Milano**"), chaired by the Chairman of the Board of Directors Carlo Bonomi, was held today in a single call.

Financial Statements as at 31 December 2022

The Shareholders' Meeting approved the Financial Statements as at 31 December 2022 of the Parent Company Fiera Milano which recorded Revenues of Euro 172.5 million (Euro 99.0 million in 2021), EBITDA of Euro 41.6 million and a net result of Euro - 5.5 million. The Shareholders' Meeting also approved the proposal of the Board of Directors to carry forward the net loss for the year of -5.5 million Euros.

During the Shareholders' Meeting, the Consolidated Financial Statements as at 31 December 2022 were presented, which closed with Revenues of Euro 220.3 million compared to Euro 122.3 million in 2021, recording a net result of Euro -5.8 million compared to Euro 44.1 million in 2021. For further details, refer to the press release issued on 15 March 2023, on the occasion of the approval by the Board of Directors of the Draft Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2022.

Finally, it was presented the 2022 Consolidated Non-Financial Statement, pursuant to Italian Legislative Decree 254/2016.

Appointment of the Board of Directors

The Ordinary Shareholders' Meeting held today resolved to set the number of members of the Board of Directors at 9 (nine), setting the duration of the position at 3 (three) financial years; the Board will therefore remain in office until the Shareholders' Meeting which will be called to approve the Company's Financial Statements as at 31 December 2025.

**FIERA MILANO**

The Ordinary Shareholders' Meeting appointed the following no.8 directors from the slate presented by Ente Autonomo Fiera Internazionale di Milano which obtained 85,37% of the votes of the participants in the Meeting: Carlo Bonomi, Francesco Conci, Ferruccio Resta, Michaela Castelli, Agostino Santoni, Monica Poggio, Regina De Albertis, Paola Annamaria Petrone. Elena Vasco was then nominated from the slate presented by Camera di Commercio di Milano Monza Brianza Lodi which obtained 8.42% of votes of the participants in the Meeting.

The *curriculum vitae* of the Directors are available on the company website www.fieramilano.it, in the Investors section.

The Ordinary Shareholders' Meeting also resolved:

- to determine a fixed annual remuneration due to the Chairman of the Board of Directors equal to Euro 120,000.00 (one hundred and twenty thousand/00), *pro rata temporis*, without prejudice to the reimbursement of the documented expenses incurred in the performance of duties;

- to determine a fixed annual remuneration due to each of the other Directors equal to Euro 40,000.00 (forty thousand/00), for a total of Euro 320,000.00 (three hundred and twenty thousand/00), *pro rata temporis*, without prejudice to the reimbursement of documented expenses incurred in the performance of duties;

- the payment of an attendance fee of Euro 400.00 (four hundred/00) to each Director for each Board Meeting in which the same has participated.

Report on the Remuneration Policy and remuneration paid pursuant to article 123-ter of Italian Legislative Decree 58/98

The Shareholders' Meeting approved the first section (with a binding vote) pursuant to art. 123-ter, paragraph 3-ter of Italian Legislative Decree 58/1998 and the second section (with a non-binding consultative vote) pursuant to paragraph 6 of the same provision, of the Report on the Remuneration Policy and remuneration paid.

Buy back and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the civil code

The Shareholders' Meeting resolved to authorize the Board of Directors, pursuant to and by effect of art. 2357 code civ. et seq., to buy back treasury shares of the Company, subject to revocation of the previous authorization resolved by the Shareholders' Meeting of 22 April 2022, for the quantity, at the price, in the terms and in the manner described in the explanatory report on the matters annexed The Agenda of the Shareholders' Meeting, available on the company website in the Governance section, Shareholders' Meeting.

2023-2025 Performance Shares Plan pursuant to article 114-bis of Italian Legislative Decree 58/1998

The Shareholders' Meeting resolved to approve the 2023-2025 Performance Shares Plan drawn up pursuant to article 114-bis of Italian Legislative Decree 58/98, in the terms described in the Information Document published pursuant to the applicable regulations and available on the company website in the Governance section, Shareholders' Meeting, and to grant the Board of Directors all the broadest powers necessary or appropriate to fully implement the 2023-2025 Performance Shares Plan.

**FIERA MILANO****Appointment of the statutory audit for the period 2023-2031 to the company PWC S.p.A and determination of the remuneration**

The Shareholders' Meeting, acknowledging the reasoned proposal of the Board of Statutory Auditors for the assignment of the statutory auditing for the period 2023 - 2031, resolved to assign the independent auditors PWC S.p.A. the assignment of statutory audit of the Fiera Milano Group for the period 2023-2031, for a total annual fee (net of ISTAT increases, out-of-pocket expenses, VAT and supervisory contribution) equal to Euro 382,150.00, giving mandate to the Chairman of the Board of Directors and to the Chief Executive Officer severally, also through proxies, to provide for the formalization of the aforementioned office and, in any case, to what is required, necessary or useful for the execution of the resolutions, pursuant to of the current regulatory provisions.

Other information

The minutes of the Shareholders' Meeting held today will be made available to the public, in accordance with the law, at the authorized storage mechanism eMarketSTORAGE (www.emarketstorage.it) and on the company website in the Investors, Governance, Shareholders' Meeting section.

The summary report of the votes will be made available on the company website, in compliance with art. 125-*quater* of the TUF, within the terms of the law.

**FIERA MILANO****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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