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Oggetto : Notice of call of the Ordinary and Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

**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 and Extraordinary Shareholders' Meeting Call

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the "**Company**") is convened in a single call for **23 April 2024, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

Agenda

Ordinary session

1. Financial statements as at 31 December 2023:
 - 1.1 approval of the Financial Statements as at 31 December 2023, of the Report of the Board of Directors, of the Report of the Board of Statutory Auditors and the Independent Auditor's Report. Presentation of the Consolidated Financial Statements as at 31 December 2023 and the 2023 Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016;
 - 1.2 allocation of the results for the financial year.
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 Statutory Auditors:
 - 3.1 appointment of Standing Statutory Auditor and Substitute Statutory Auditors;
 - 3.2 appointment of the Chairman;
 - 3.3 determination of remuneration.
4. Authorisation for the purchase and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation, for the portion not executed, of the resolution passed by the Shareholders' Meeting on 27 April 2023.

Extraordinary Session

1. Amendment to articles 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association.
2. Amendment to article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative).

Pursuant to Decree-Law No. 215 of 30 December 2023 (the so-called Decreto Milleproroghe), as amended by Conversion Law No. 18 of 23 February 2024, which extended until 30 April 2024, among other things, the provisions set forth in Art. 106, paragraph 7 of Decree-Law No. 18 of 17 March 2020, **the Company has established that the persons entitled by law to participate in 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 776,010 treasury shares, equal to 1.08% of the share capital.

Entitlement to participate in the Shareholders' Meeting.

Pursuant to the law and Article 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. 12 April 2024, 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 18 April 2024).

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 Decree-Law No. 215 of 30 December 2023 (the so-called Decreto Milleproroghe), as amended by Conversion Law No. 18 of 23 February 2024, which extended until 30 April 2024, among other things, the provisions set forth in Art. 106, paragraph 7 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 Article 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 Article 135-*undecies* must be issued by signing the proxy form “*Proxy Form and Voting Instructions to Computershare S.p.A. as Designated Representative*”, available as of 14 March 2024 (i.e. the date of publication of the notice of call) on the Company's website www.fieramilano.it in the “*Investors/Governance/Shareholders' Meeting*” section. Pursuant to Article 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 19 April 2024). 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 19 April 2024).

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations 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 by means of the “*Proxy or Sub-delegation Form*”, available as of 14 March 2024 (i.e. the date of publication of the notice of call) on the Company's website www.fieramilano.it in the “*Investors/Governance/Shareholders' Meeting*” section. Pursuant to Article 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 clarification or information at 02467 76815/14 or at the email address ufficiomi@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. 24 March 2024) and, in compliance with the provisions of Article 126-*bis* of the Consolidated Finance Act and Article 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, 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 Article 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 individual proposals for 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 8 April 2024 to the certified email address 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 in the "Investors/Governance/Shareholders' Meeting" section" and the authorised storage mechanism www.emarketstorage.com, by 10 April 2024.

Appointment of the Board of Statutory Auditors.

With reference to item three on the agenda, it is recalled that, pursuant to Article 20.2 of the Articles of Association, auditors 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 29 March 2024), Shareholders are invited to deposit at the certified mail address 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 Affairs Office*) their proposals for appointment to the office of Auditor, 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 2 April 2024).

Together with the lists, pursuant to Article 20. 2 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 Legislative Decree 58/98 and the Corporate Governance Code in force.

In accordance with the provisions of Consob communication No. DEM/9017893 of 26 February 2009, shareholders who intend to submit minority lists are recommended to file, together with the list and the other documentation indicated above, also a declaration certifying the absence of affiliations, including indirect ones, pursuant to Article 147-ter, paragraph 3, of the Consolidated Finance Act and Article 144-quinquies of the Issuers' Regulation with the shareholder holding a controlling interest or relative majority.

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

In the event that only one list has been filed within the twenty-fifth day preceding the Shareholders' Meeting, or only lists submitted by Shareholders who, pursuant to the combined provisions of Articles 144-quinquies and 144-sexies, paragraph 4, of the Issuers' Regulations, are related to each other, the deadline for the submission of lists will be extended by a further three calendar days (i.e. until Tuesday 1 April 2024) and the latter may be presented by Shareholders who, alone or together with other Shareholders, represent at least 1.25% of the share capital with voting rights at the Ordinary Shareholders' Meeting.

At least twenty-one days before the date scheduled for the Shareholders' Meeting (i.e. by 2 April 2024), 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 in the "Investors/Governance/Shareholders' Meeting" section and on the authorised storage mechanism www.emarketstorage.com.

For further information on the appointment of the Board of Statutory Auditors, please refer to the illustrative report prepared by the Board of Directors pursuant to Article 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 Article 127-ter of the Consolidated Finance Act, by sending them by certified mail to fieramilano@legalmail.it, or by registered mail with return receipt, to the Company's operating and administrative headquarters (Investor Relations Office). Such questions must be received by the Company by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. 12 April 2024). The answers to the questions received will be published on the Company's [website www.fieramilano.it](http://www.fieramilano.it), in the "Investors/Governance/Shareholders' Meeting" section, by the morning of the second trading day prior to the date of the Shareholders' Meeting (i.e. 19 April 2024), with the right for the Company to provide a unified response 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 14 March 2024. 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. 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 (in the section *Investors/Governance/Shareholders' Meeting*) and on the authorised storage mechanism www.emarketstorage.com. Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 14 March 2024

The Chairperson of the Board of Directors
Carlo Bonomi

Fine Comunicato n.0620-5-2024

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