

## **Proposals for the Shareholders' Meeting** **Ordinary Session**

**Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, "Fiera Milano" or the "Company"), convened for 23 April 2024 at 3 pm in a single call.**

*(Report pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998, as amended, and Article 84-ter of Consob Regulation No. 11971 of 14 May 1999, as amended)*

### **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.**

Dear Shareholders,

The draft Financial Statements for the year ended 31 December 2023, which we submit to your attention, close with a net profit of Euro 37,865,916.95, which allows us to offer you the distribution of a dividend, before any withholding taxes by law, of Euro 0.14 for each of the common shares outstanding on the date of payment of the dividend, with the exception of the Company's treasury shares.

As of today, the Company holds 776,010 treasury shares, equal to 1.08% of the share capital.

In addition, we present (i) the Consolidated Financial Statements of the Fiera Milano Group as at 31 December 2023, which, although not subject to approval by the Shareholders' Meeting, are complementary to the information provided with the Financial Statements of Fiera Milano, and (ii) the Consolidated Disclosure of Non-Financial Information pursuant to Legislative Decree No. 254/2016 of the Company.

Given the above, we submit the following for your approval

### **proposed resolution**

**1.1 Approval of the Financial Statements as of 31 December 2023, 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 as at 31 December 2023 and the 2023 Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016**

*"The Shareholders' Meeting of Fiera Milano, having noted the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors, examined the Financial Statements as at 31 December 2023,*

### ***resolves***

*to approve the Financial Statements for the year ended 31 December 2023, consisting of the statement of financial position, the statement of comprehensive income, the statement of*

*changes in shareholders' equity, the statement of cash flows and the related notes to the financial statements, which shows a net profit of Euro 37,865,916.95 as presented by the Board of Directors as a whole, in the individual entries and with the proposed provisions, as well as the related Report of the Board of Directors on Operations".*

## **1.2 Allocation of results for the financial year.**

*"The Shareholders' Meeting of Fiera Milano, having noted the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors, examined the Financial Statements as at 31 December 2023,*

### ***resolves***

*to approve the proposal made by the Board of Directors to:*

- distribute a gross ordinary dividend of Euro 0.14 for each ordinary share entitled, based on the amount of profit for the 2023 financial year;*
- retain the remaining profit for the year, net of the aforementioned distribution;*
- establish that the payment of the dividend takes place for each ordinary share entitled on 2 May 2024 ("payment date"), with a release of coupon No. 10 on 29 April 2024 ("ex date"), in accordance with the Italian Stock Exchange calendar, and record date of 30 April 2024."*

## **2. Report on the Remuneration Policy and on the Remuneration Paid pursuant to article 123-ter of Italian Legislative Decree 58/1998:**

### **2.1 Binding decision on the first section;**

### **2.2 non-binding decision on the second section.**

Dear Shareholders,

the Board of Directors, on 13 March 2024, approved, in compliance with current legal provisions, the Report on Remuneration Policy and Remuneration Paid (hereinafter, the '**Report**') prepared under Article 123-ter of Italian Legislative Decree 58/1998 (hereinafter, the '**Consolidated Law on Finance**'), which will be made available to the public within the terms of the law.

Under paragraph 3-ter of Article 123-ter of the Consolidated Law on Financial Intermediation, the Shareholders' Meeting is called upon to pass a binding resolution, in favour or against, regarding Section One of the Report and, under paragraph 6 of the same provision, a non-binding resolution, in favour or against, regarding Section Two of the Report.

Concerning the preceding, the Directors, therefore, submit for your examination the Report mentioned above, Section One of which illustrates the Company's remuneration policy (hereinafter, the '**Policy**'), which the Board of Directors follows in defining the remuneration due to the members of the Board of Directors, and specifically to the Directors with special duties, the members of the Committees and the other Executives with Strategic Responsibilities ("top management" in the definition adopted by the Corporate Governance Code").

Section Two, on the other hand, provides an adequate representation of each of the items making up the remuneration of the members of the Board of Directors, of the other Executives with Strategic Responsibilities, as well as the members of the Board of Statutory Auditors of the Company, and illustrates in detail the remuneration paid, during the year of reference, for any reason and in any form, by the Company, its subsidiaries or affiliated companies.

The Policy results from a clear and transparent process in which the Company's Board of Directors and the Nomination and Remuneration Committee play a central role.

The Board of Directors, on the proposal of the Nomination and Remuneration Committee, adopted the Policy, also drafted in light of Article 5 of the Code of Corporate Governance and related recommendations and the amendments to the Issuers' Regulations in the implementing provisions of Article 123-ter of the Consolidated Law on Finance, as amended by Italian Legislative Decree 49/2019.

In particular, please note that the Company Policy aims to:

- attract, motivate and retain staff with the professional qualities required for the profitable pursuit of the Group's objectives;
- align the interests of management with those of Shareholders by pursuing the priority objective of creating sustainable value in the medium to long term, by developing a strong link between remuneration, on the one hand, and individual performance and that of the Group, on the other;
- recognise individual merit, in order to adequately value each person's contribution to the Group.

For the specific contents of the Report submitted for your examination, please refer to the document that will be made available within the terms of the law on the Company's website at [www.fieramilano.it](http://www.fieramilano.it) in the 'Investors/Governance/Shareholders' Meeting' section and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

Given the above, we submit the following for your approval

## **proposed resolution**

### **2.1 Binding decision on the first section.**

*'The Shareholders' Meeting of Fiera Milano S.p.A. for the Report on remuneration policy and payments made under Article 123-ter of Italian Legislative Decree 58/98 and, in particular, Section One,*

#### ***resolves***

*to approve the contents of Section One of the Report on Remuneration Policy and Remuneration Paid Prepared under Article 123-ter of Legislative Decree 58/98, concerning the Company's policy on the remuneration of the members of the Board of Directors, and in particular of the Directors with special duties, of the members of the Committees and of the Group's Executives with Strategic Responsibilities, as well as the procedures used for the adoption and implementation of such policy'.*

### **2.2 Non-binding decision on the second section.**

*'The Shareholders' Meeting of Fiera Milano S.p.A. for the Report on remuneration policy and payments made under Article 123-ter of Italian Legislative Decree 58/98 and, in particular, Section Two,*

#### ***resolves***

*to approve the content of Section Two of the Report on remuneration policy and payments made prepared under Article 123-ter of Italian Legislative Decree 58/98, concerning the*

*remuneration awarded to members of the Board of Directors, Executives with Strategic Responsibilities and members of the Company's Board of Statutory Auditors.*

**3. Appointment of the Board of Statutory Auditors:  
3.1 appointment of Standing Statutory Auditors and Substitute Statutory Auditors;  
3.2 appointment of the Chairman;  
3.3 determination of remuneration.**

Dear Shareholders,

The Shareholders' Meeting of 28 April 2021 conferred the mandate of the Board of Statutory Auditors. It will expire with the Shareholders' Meeting convened to approve the Financial Statements for the year ending 31 December 2023.

We therefore invite you to appoint, pursuant to Article 2364, paragraph 1, point 2) of the Italian Civil Code, the appointment of the new supervisory body in compliance with current legal and regulatory provisions, as well as the provisions of the Articles of Association, made available on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the Investors/Governance/Articles of Association section.

To take the necessary resolutions, we remind you that:

- pursuant to Article 2400, paragraph 1 of the Italian Civil Code, the term of office of the supervisory body is equal to three financial years and, therefore, the newly appointed Board of Statutory Auditors will remain in office until the date of the Shareholders' Meeting convened to approve the Financial Statements as at 31 December 2026;
- pursuant to Article 2400, last paragraph of the Italian Civil Code, at the time of the appointment of the members of the Board of Statutory Auditors and before accepting the appointment, the administrative and control positions held by each of them at other companies are announced to the Shareholders' Meeting;
- pursuant to Article 148, paragraph 3 of Legislative Decree 58/1998, the following persons may not be elected as statutory auditors and, where elected, they shall be disqualified from office: a) persons who are in the conditions referred to in Article 2382 of the Italian Civil Code; b) spouses, relatives and the like up to the fourth degree of kinship of the directors of the company, spouses, relatives and the like up to the fourth degree of kinship of the directors of the companies it controls, the companies it is controlled by and those subject to common control; c) persons who are linked to the company, the companies it controls, the companies it is controlled by and those subject to common control or to directors of the company or persons referred to in paragraph b) by self-employment or employee relationships or by other relationships of an economic or professional nature that might compromise their independence;
- pursuant to Article 148, paragraph 4, of Legislative Decree No. 58/1998, statutory auditors must meet the good repute requirements prescribed by the regulation adopted pursuant to Article 17, paragraph 3 of the Law of 23 August 1988, No. 400 by the Minister of Justice;
- under Article 20.1 of the Articles of Association:
  - i. the Board of Statutory Auditors is composed of three standing statutory auditor and two substitute statutory auditors;
  - ii. outgoing Statutory Auditors can be re-elected;
  - iii. the Statutory Auditors must meet the requirements of good repute, professionalism and independence provided for by current legal and regulatory provisions and, in any case, they must be chosen from among people who can be qualified as independent

- also on the basis of the criteria established with reference to the directors by the Corporate Governance Code of Borsa Italiana S.p.A.;
- iv. the composition of the Board of Statutory Auditors must ensure that the least represented gender belongs to a number of effective Statutory Auditors at least equal to what is required by laws and regulations in force at the time;<sup>1</sup>
  - v. persons who hold the same office in more than four Italian companies with shares listed on regulated markets in Italy or in other European Union countries or in companies issuing financial instruments that are widely distributed among the public pursuant to current legislation may not be appointed as Standing Statutory Auditor, and if elected shall forfeit their office;

The Board of Statutory Auditors is appointed from lists of candidates submitted by Shareholders who, in compliance with the Articles of Association, current legal provisions and Consob Executive Order No. 92 of 31 January 2024, represent a total of at least 2.5% of share capital.

Regarding the appointment procedure through list voting, please note that:

- the lists presented by shareholders must consist of two sections: one for the appointment of Standing Statutory Auditors and the other for Substitute Statutory Auditors;
- lists must be composed of candidates belonging to both genders (so that a number of candidates belonging to the lesser represented gender is at least equal to the number established by the laws and regulations in force at the time, i.e. at least two-fifths of the candidates) and must contain a number of candidates not exceeding the number of members to be elected, listed by a sequential number;
- each candidate may only appear on one list, failing which they will be ineligible.
- the submission of lists of candidates for the office of member of the Board of Directors and the appointment of the same, must be carried out in compliance with Article 20.1 of the Articles of Association and the applicable provisions of law. Lists submitted without complying with the above provisions will be considered as not submitted;
- pursuant to the provisions of Article 148, paragraph 2-bis, of Legislative Decree No. 58/1998 and Article 20.2 of the Articles of Association, the chairmanship of the Board of Statutory Auditors shall go to the first candidate of the list that came out second by number of votes and that is not connected, not even indirectly, in accordance with the provisions of the laws and regulations in force, with the shareholders who submitted, contributed to submitting, or voted for the list that came out first by number of votes;
- the lists containing the proposed appointments must be deposited at the certified email address [feramilano@legalmail.it](mailto:feramilano@legalmail.it), or by registered mail with return receipt at the Company's operating and administrative offices, in Rho (MI), S.S. del Sempione 28 (Corporate Affairs Office), at least twenty-five days prior to the date set for the Shareholders' Meeting on single call (i.e. by 29 March 2024) and must be accompanied by:
  - i. information on the identity of the shareholders submitting the list and the percentage of the share capital held by them;
  - ii. certification, issued in compliance with the law by persons authorised to do so, showing ownership of the shareholding. Certifications proving ownership of the shareholding on the date on which the lists are deposited may also be produced later

---

<sup>1</sup> Pursuant to Article 148 paragraph 1-bis of Legislative Decree No. 58/1998, at least two-fifths of the standing statutory auditor members of the Board of Statutory Auditors must belong to the least represented gender. Therefore, at least one of the three statutory auditors of the Fiera Milano Board of Statutory Auditors must belong to the least represented gender.

- provided that it is within twenty-one days (i.e. 2 April 2024) before the date set for the Shareholders' Meeting;
- iii. declarations by which the individual candidates accept, under their own responsibility, the candidacy and certify the non-existence of causes of ineligibility and incompatibility – also with reference to the limit on the accumulation of offices – and the existence of the requirements prescribed by current legislation for assuming the office, including the requirements of honourableness set forth in Article 148, paragraph 4 of Legislative Decree 58/98, as well as the requirements of independence set forth in Article 148, paragraph 3 of Legislative Decree 58/98 and the Corporate Governance Code;
  - iv. *curriculum vitae* outlining the personal and professional characteristics of each candidate, with a list of directorships and auditing positions held, including in the past, in other companies (to be updated and promptly communicated to the Company in the event of any changes before the actual holding of the Shareholders' Meeting);
  - v. If a list is submitted by shareholders other than those who hold, even jointly, a controlling or relative majority interest in the Company's capital, this list must be accompanied by a declaration by the submitting shareholders, certifying the absence of any relationship of connection with one or more reference shareholders as defined by current legislation and in accordance with the provisions of the CONSOB communication No. DEM/9017893 of 26 February 2009.

- the lists will be published by the Company at least twenty-one days before the date scheduled for the Shareholders' Meeting (i.e. 2 April 2024), in compliance with the provisions of the Articles of Association and Article 144-*octies* of Consob Regulation No. 11971/1999, as amended and supplemented (hereinafter, the '**Issuers' Regulation**');

- pursuant to Article 144-*sexies*, paragraph 5, of the Issuers' Regulation, in the event that, at the end of the twenty-fifth day preceding the shareholders' meeting, only one list has been filed for the appointment of the members of the Board of Statutory Auditors, or only lists submitted by shareholders who, pursuant to Article 144-*sexies*, paragraph 4, of the Issuers' Regulation, are connected to each other pursuant to Article 144-*quinquies* of the Issuers' Regulation, lists may be submitted until the third day following the expiry of the aforementioned deadline (i.e. until Tuesday 1 April 2024) and the shareholding in the share capital required for the submission of lists is reduced to half (1.25% of the share capital).

- If only one list is submitted or if no list is submitted, the Shareholders' Meeting shall appoint the Board of Statutory Auditors pursuant to and with the majorities prescribed by law, ensuring gender balance.

Finally, we would like to point out that, in accordance with the application criteria set out in Standard Q.1.5. of the Rules of Conduct of the Board of Statutory Auditors of Listed Companies approved on 21 December 2023 by the National Council of Chartered Accountants and Accounting Experts, "*taking into account its own experience and the results of the self-appraisal, it is good practice for the outgoing board to express to the shareholders, with a view to renewal its guidance on the professional profiles and skills that appropriately complement the qualitative composition of the board, as well as the time commitment required to carry out the task and the remuneration appropriate to attract persons of adequate standing, without neglecting the provisions of Law No. 49 of 21 April 2023.*"

For the purposes of submitting lists, we therefore invite you to consider the "*Guidelines to shareholders on the renewal of the Board of Statutory Auditors of Fiera Milano S.p.A. for the three-year period 2024-2026*" expressed by the outgoing Board of Statutory Auditors and made available to the public on 28 February 2024 on the Company's website [www.fieramilano.it](http://www.fieramilano.it) (in the "*Investors/Governance/Shareholders' Meeting*" section) and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

Lastly, we invite you to determine - under Article 2364, paragraph 1, point 3) of the Italian Civil Code - the total annual remuneration due to the Standing Statutory Auditors and the annual remuneration due to the Chairman of the Board of Statutory Auditors, including all taxes and contributions payable by the Company; It should be noted that the Statutory Auditors are in any event responsible for reimbursing the expenses incurred in the exercise of their functions. On this point, it is recommended that Shareholders submit proposals on the determination of remuneration together with the presentation of the lists and, in any event, within the deadline for the submission of individual proposals for resolution (i.e. 8 April 2024).

The Shareholders are therefore invited, besides presenting the lists to appoint the Statutory Auditors, to formulate proposals for resolutions on the items under item 3.3 on the Agenda, based on the following:

### **proposed resolution**

#### **3.1 Appointment of Standing Statutory Auditors and Substitute Statutory Auditors**

Shareholders are invited to submit and vote on lists to appoint members of the Board of Statutory Auditors under Article 20.2 of the Articles of Association.

#### **3.2 Appointment of the Chairman.**

If no lists are submitted, that is, a single list is submitted, shareholders are invited to appoint the Chairman of the Board of Statutory Auditors, submitting a proposal for resolution.

#### **3.3 Determination of remuneration.**

Shareholders are invited to determine the maximum total amount of annual remuneration, including any tax and contribution charged to the Company, due to each Standing Statutory Auditor and the Chairman of the Board of Statutory Auditors.

#### **4. Authorisation for the purchase and disposal of treasury shares under Articles 2357 and 2357-ter of the Italian Civil Code, subject to revocation of the resolution passed by the Shareholders' Meeting on 27 April 2023.**

*(Report pursuant to Article 73 and Annex 3A of the Regulation on Issuers)*

Dear Shareholders,

Firstly, we remind you that with a resolution dated 27 April 2023, the Shareholders' Meeting authorised the Company to purchase treasury shares, and to dispose of all and/or part of the purchased treasury shares with no time limit and even before having completed the purchases, for 18 months from the date of the same resolution.

Under this authorisation, on 9 November 2023, the Board of Directors resolved to initiate the treasury share purchase programme, which was concluded on 30 November 2023, and, as of today, Fiera Milano holds 776,010 treasury shares, equal to 1.08% of the share capital.

Since the term of validity of the above authorisation will expire on 27 October 2023, to avoid having to call a shareholders' meeting close to said expiry date, for the reasons stated below we deem it useful to propose that you proceed with a new authorisation to purchase and

dispose of treasury shares under Article 2357 of the Italian Civil Code et seq. subject to revocation of the existing authorisation for the portion not carried out.

The purchase of ordinary shares of the Company will be carried out in compliance with the provisions in force for listed companies and any other applicable EU and national regulations.

The reasons and procedures for purchasing and disposing of treasury shares for which we request your authorisation are set out below.

### **A) Reasons for requesting authorisation to purchase and dispose of own shares**

The Board of Directors requests this authority because it considers that the purchase of treasury shares could be a valuable instrument to:

- facilitate any agreements involving the exchange of blocks of shares;
- dispose of treasury shares to be used in the context of share incentive plans, both existing and future, or in the context of potential issues of bonds convertible into Company shares;
- also in compliance with applicable regulations, to stabilise share price movements linked to anomalies in the market and improve the liquidity of the shares;

and, in any event, pursue the purposes permitted by the applicable regulatory provisions, including those covered by Regulation (EU) 596/2014, as well as, where applicable, by the market practices permitted by Consob.

It is also proposed to the Shareholders' Meeting, under the conditions and within limits specified below, to authorise the Board of Directors to dispose of any shares purchased, as well as of any treasury shares already held as this facility is considered an important component of management and strategic flexibility.

### **B) Maximum number and nominal value of the shares to which the authorisation relates; compliance with the provisions of Article 2357(3) of the Civil Code.**

The purchase mandate requested applies to the Company's ordinary shares without par value and, under Article 2357, paragraph 3, of the Italian Civil Code, may not exceed 5% of the share capital, including shares held by the Company and its subsidiaries at today's date. The subsidiaries will receive instructions for the timely notification of any purchases of shares in Fiera Milano to ensure compliance with the aforementioned overall limit of 5% of the Company's share capital.

As of this report, the paid-in share capital is equal to Euro 42,445,141.00 (forty-two million four hundred and forty-five thousand one hundred and forty-one) and comprises 71,917,829 (seventy-one million nine hundred and seventeen thousand eight hundred and twenty-nine) registered shares with no nominal value.

The fee paid or received for transactions involving the purchase or sale of treasury shares will be recognised in the accounts per the applicable *pro tempore* regulations.

### **C) Duration of authority**

The buyback authority is required for 18 months from the date the Shareholders' Meeting adopts the relevant resolution, while the authorisation to dispose of treasury shares, which may be purchased or already in the portfolio, is required without a time limit.

### **D) Fees for the Purchase and Disposal of Shares**



Without prejudice to the provisions of paragraph E) below, the shares may be purchased in compliance with the conditions relating to trading set forth in Article 3 of Delegated Regulation (EU) 2016/1052 (hereinafter, the "**Regulation 1052**") implementing Regulation (EU) 596/2014 and the applicable provisions of the Italian Civil Code, and at a price that is not higher than the highest price between the price of the last independent transaction and the price of the highest current independent bid on the trading venues where the purchase is made, it being understood that the unit price shall be neither lower nor higher than 10% compared to the reference price recorded for the Fiera Milano share on the Euronext Milan Market organised and managed by Borsa Italiana S.p.A. in the session preceding each individual purchase transaction.

Shares may be sold, even before the purchases have been exhausted, on one or more occasions, at a price lower than the purchase prices.

this restriction on the disposal price does not apply if the shares are disposed of as part of a stock option plan. If the shares are used in the context of extraordinary transactions, including, for example but not limited to, exchange, swap, contribution or in the service of capital transactions or other corporate and/or financial transactions and/or other transactions of an extraordinary nature or in any case for any other non-cash disposition, the economic terms of the transaction will be determined by the Board of Directors based on the nature and characteristics of the transaction, also taking into account the market performance of Fiera Milano stock.

#### **E) Procedures for the purchase of treasury shares**

Purchases of treasury shares may be made in one or more tranches in compliance with applicable laws and regulations, including, where applicable, permitted market practices.

In particular, transactions for the purchase of treasury shares must be carried out in compliance with the conditions outlined in Article 3 of Regulation 1052, or with the applicable provisions of the Italian Civil Code, and in such a way as to ensure equal treatment among Shareholders under Article 132 of the Consolidated Law on Finance, exclusively through the following methods:

- i. takeover bid;
- ii. on regulated markets in compliance with the operating procedures laid down in the rules governing the organisation and management of those markets, which do not permit the direct matching of trading proposals on purchase with predetermined trading proposals on sale.

Disposals may be effected, in one or more tranches, even before the purchases have been exhausted, by sale on regulated and/or non-regulated markets or off-market, by public offer, or as consideration for the purchase of participations and possibly by assignment to shareholders.

#### **F) Information on the instrumentality of the purchase for capital reduction.**

The purchase of treasury shares subject to this authorisation request is not instrumental to the reduction of the share capital by cancellation of the treasury shares purchased; without prejudice to the Company's right, should the Shareholders' Meeting in the future should approve a reduction of the share capital, to implement it also by cancelling the treasury shares held in the portfolio.

Given the above, we submit the following for your approval

## proposed resolution

*"The Shareholders' Meeting of Fiera Milano, having examined the report of the Board of Directors prepared under Article 125-ter of Legislative Decree No. 58/98, as well as Article 73 of Consob Regulation No. 11971 of 14 May 1999 and in compliance with Annex 3A - Schedule 4, of the same Regulation and the proposal contained therein, considering Articles 2357 and 2357-ter of the Italian Civil Code, hereby resolves to approve the following proposal,*

### **resolves**

- 1) to revoke, for the portion not executed, the resolution authorising the purchase and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of 27 April 2023;*
- 2) to authorise the Board of Directors, pursuant to and for Article 2357 of the Italian Civil Code et seq., to purchase the Company's treasury shares for the purposes indicated in the Board of Directors' report on the sixth item on the Agenda, for the quantity, price, terms and conditions set forth below:*
  - the purchase may take place in one or more tranches within 18 months from this resolution;*
  - the fee for the purchase of each share shall not be greater than the price of the last independent transaction or the price of the highest current independent offer (whichever is highest) in the trading venues where the purchase is made. It is understood that the unit price must be neither 10% lower nor higher than the reference price recorded for Fiera Milano shares on the Euronext Milan market organised and managed by Borsa Italiana S.p.A. on the trading day before each purchase transaction;*
  - the maximum number of shares purchased may not, including shares held by the Company and its subsidiaries, exceed 5% of the shares into which the share capital is divided;*
  - Purchases of treasury shares may be made in one or more tranches in compliance with applicable laws and regulations, including, where applicable, permitted market practices. Treasury share purchase transactions must be carried out in compliance with the conditions set out in Article 3 of the Delegated Regulation (EU) 2016/1052 and in compliance with Article 132 of Italian Legislative Decree 58/98, Article 144-bis of Consob Regulation No. 11971 of 14 May 1999, and any other applicable legislation, including EU legislation;*
- 3) to authorise the Board of Directors, under current legal provisions, to dispose of all or part of the treasury shares purchased, with no time restrictions, even before the purchases have been exhausted; Disposals may be made, in one or more tranches, even before the purchases have been exhausted, by sale on regulated and/or non-regulated markets or off-market, by public offer, or as consideration for the purchase of participations and possibly by assignment to shareholders. The selling price must be no lower than that of the lowest purchase price. This price limit will not be applicable in the event the shares are disposed of as part of a stock option plan. If the shares are used in extraordinary transactions, including, for example but not limited to, exchange, swap, contribution or in the service of capital transactions or other corporate and/or financial transactions and/or other transactions of an extraordinary nature or in any case for any other non-cash disposition, the Board of Directors will determine the economic terms of the transaction based on the nature and characteristics of the transaction, also considering the market performance of Fiera Milano stock;*
- 4) to grant the Board of Directors all powers necessary to carry out purchases and disposals and in any case to implement the foregoing resolutions, also through proxies, complying*

*with any requests by the competent authorities”.*

Rho (Milan), 14 March 2024

On behalf of the Board of Directors  
The Chairman  
Carlo Bonomi