

Addition to the Proposals for the Shareholders' Meeting Extraordinary Session

This explanatory report has been supplemented and amended in respect to the version published on 14 March 2024 to better clarify the provision of the proposed new paragraph 12.3 of the Articles of Association, regarding the procedures of participation in shareholder's meetings.

Specifically, the addition made to the text of the above-mentioned paragraph 12.3 is intended to specify that the notice of call may establish that the Meeting is held exclusively by means of telecommunication, "within the limits and in the manner permitted by current regulatory provisions", omitting the indication of the physical place where the meeting is held.

Below, in place of what was already published on the matter on 14 March 2024, is the text of the explanatory report on the subjects on the agenda of the Extraordinary Shareholders' Meeting of 23 April 2024, amended as stated.

Note that to further highlight the amendment made, it has been marked with an underlined character in the "proposed text" column.

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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 Art. 125-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998 as amended)

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.

Dear Shareholders,

At the meeting of 13 March 2024, the Board of Directors resolved to convene, at the same time as the Ordinary Shareholders' Meeting, also the Extraordinary Shareholders' Meeting, in order to bring to the attention of the latter some changes considered appropriate to allow easier management of the Company, always in compliance with stringent governance requirements.

Specifically:

- in **Art. 4.1**, changes are proposed to the purpose of the Company. It should be noted that these changes are made solely for a better specification of the Company's activities and do not constitute a significant change in Fiera Milano's core business. In particular, the following activities were outlined: (i) the management of infrastructures, including network infrastructures, within the managed exhibition sites; (ii) the provision of technological services, even if not related to the organisation of fairs, exhibitions, congresses, conferences and round tables, of any other event, even if not predominantly related to traditional activities; (ii) the provision of logistical services, even if not related to the organisation of fairs, exhibitions, congresses, conferences and round tables, of any other event, even if not predominantly related to traditional activities;
- in **Art. 10.1**, it is proposed to remove the provision relating to the participation in the shareholders' meeting by means of telecommunications and the exercise of the right to vote electronically, in order to reposition this provision within **Art. 12** ("Right to attend

the Shareholders' Meeting") as a new **paragraph 12.3**, specifying, also, that the notice of call may provide that the Shareholders' Meeting is held exclusively by means of telecommunications, without indication of the physical place where the meeting is held;

- in **Art. 10.2**, it is proposed to provide that *"the Shareholders' Meeting, both ordinary and extraordinary, is held in a single call"*, except for exceptions that may be established by the Board of Directors at the time of the call;
- for **Art. 15.1**, the proposed amendment concerns only the removal of the method for convening the meeting of the Board of Directors by registered letter, telegram or fax, in line with the most modern means of communication;
- in **Art. 17.2** changes are proposed to the powers that are not delegable and are reserved to the exclusive competence of the Board of Directors. Specifically:
 - (i) the approval of the budget, as a non-delegable power by the Board of Directors, is repositioned to letter b) together with the approval of the strategic lines and guidelines, of the industrial and financial plans, for the consistency of the negotiation of strategic powers;
 - (ii) letter c) eliminates the provision for the transfer of movable property to other companies in the Group among the non-delegable powers;
 - (iii) in letter e) a limit of EUR 5 million is proposed, as a non-delegable power, for the establishment of mortgages, encumbrances or other security rights of any kind on all or on significant parts of the Company's bonds, properties or assets. This limit is also provided for in letter f) for the granting of bank guarantees to third parties by the Company;
 - (iv) letter g) provides for the entering into loan agreements without consideration as a delegable power;
 - (v) letter i) also includes recruitment, promotion, transfer, exercise of disciplinary power and dismissal, determination of tasks, classification, fixed and variable remuneration, and any agreements attached and/or ancillary to the employment relationship for Managers with a gross annual salary exceeding EUR 250,000.00 (two hundred and fifty thousand);
 - (vi) in letter j), in addition to the already present provision of competence in the matter of appointment, the provision of competence in the matter of dismissal of the General Manager and of the Executives with Strategic Responsibilities (Top Management pursuant to the Corporate Governance Code) in accordance with the Corporate Governance Code;
 - (vii) in letter n), with a view to aligning with the provisions of the Corporate Governance Code, it is expected that the appointment and dismissal of the head of the Internal Audit function will take place after the favourable opinion of the Control and Risk Committee, rather than on the proposal of the Chief Executive Officer, after the opinion of the Board of Statutory Auditors and independent directors;
- **Art. 17.7** changes propose to provide, in line with the Corporate Governance Code, that the Remuneration and Nomination Committee is composed of only non-executive directors (as well as mostly independent); Furthermore, a clarification has been made about the term *Controllo Interno* in Italian, which remains Internal Audit in English;
- in order to make the wording of **Art. 18.1** consistent, it is proposed to delete the independence requirements for the appointment of the Chairperson by the Board of Directors (cf. original text), so that the requirements for the appointment of the Chairperson by the Board of Directors are in line with the requirements for the

appointment by the shareholders' meeting, which already currently do not provide for independence.

Below is the text comparing the modified articles¹:

ORIGINAL TEXT	PROPOSED TEXT
Article 4 Purpose	
<p>4.1 The object of the Company is:</p> <p>(i) Management of exhibition sites owned by the Company or by third parties, and of exhibitions, as well as the performance of any other ancillary and/or related activity, including related rental and partial sub-rental of all related services; (ii) Supply of services for the organisation of exhibitions, shows, congresses, conferences, round tables and auxiliary and related events, such as – merely by way of example – marketing, promotion, and administrative services, information-technology support, organisational consultancy, logistics and organisation, advertising support and public relations and, in general, any other service concerning or consequent to the organisation of the aforementioned events, also via the creation, acquisition or lease aimed at managing: Internet domains and/or sites, satellite or cable TV channels, information-technology supports and, in any case, of any instrument developed using new technologies; and</p> <p>(iii) management of press publications (excluding daily newspapers), publication of catalogues, periodical programmes, notices and printed items related and connected to the events and activities indicated in the previous point; and</p> <p>(iv) purchase, sale, brokerage, manufacturing and management at any title of advertising and advertising space of any kind and in any medium;</p> <p>(v) creation, management, sale and distribution, both in Italy and abroad, directly and/or indirectly,</p>	<p>4.1 The object of the Company is:</p> <p>(i) Management of exhibition sites including related infrastructures, including networks, owned by the Company or by third parties, and of exhibitions and events, as well as the performance of any other ancillary and/or related activity, including related rental and partial sub-rental of all related services;</p> <p>(ii) Supply of services for the organisation of exhibitions, shows, congresses, conferences, round tables and auxiliary and related events, of any other event, such as – merely by way of example – marketing, promotion, and administrative services, information-technology support, organisational consultancy, logistics and organisation, advertising support and public relations and, in general, any other service concerning or consequent to the organisation of the aforementioned events, also via the creation, acquisition or lease aimed at managing: Internet domains and/or sites, satellite or cable TV channels, information-technology supports and, in any case, of any instrument developed using new technologies; and</p> <p>(iii) the provision of technological services, even if not related to the organisation of fairs, exhibitions, congresses, conferences and round tables, of any other event, even if not predominantly related to traditional activities;</p> <p>(iv) the provision of logistical services, even if not related to the organisation of fairs, exhibitions, congresses, conferences and round tables, of any other event, even if not predominantly related to traditional activities;</p> <p>(iii) (v) management of press publications (excluding daily newspapers), publication of catalogues, periodical programmes, notices and printed items related and connected to the events and activities indicated in the previous point; and</p> <p>(iv) (vi) purchase, sale, brokerage, manufacturing and management at any title of advertising and advertising space of any kind and in any medium;</p> <p>(v) (vii) creation, management, sale and distribution, both in Italy and abroad, directly and/or</p>

¹ It is specified that the parts of the original text deleted in the proposed text are crossed out and in bold; the parts proposed to be added to the proposed text are highlighted in bold.

<p>on own account and/or on behalf of third parties, of digital products and solutions with a view to building commercial relationships;</p> <p>(vi) strategic and operational consultancy also in the field of digital communication, carried out by way of example through organization of training events (meetings, conventions, seminars and round table) both in Italy or abroad; planning, organization and management of training courses; consultancy and assistance.</p>	<p>indirectly, on own account and/or on behalf of third parties, of digital products and solutions with a view to building commercial relationships;</p> <p>(vi) (viii) strategic and operational consultancy also in the field of digital communication, carried out by way of example through organization of training events (meetings, conventions, seminars and round table) both in Italy or abroad; planning, organization and management of training courses; consultancy and assistance.</p>
<p>Article 10 Convening the Shareholders' Meeting</p>	
<p>10.1 The Shareholders' Meeting represents all shareholders, and its resolutions, taken in accordance with law and these Company Articles of Association, bind all shareholders, even if they are absent, abstain or dissent.</p> <p>A Company shareholders' meeting, both ordinary and extraordinary, may be convened and held also in a venue other than the Company's registered office, as long as it is in Italy or in another European Union member country, through a notice to be published in, in accordance with law, on the Company website and in any other way required by Consob rules. Shareholders' meetings may also be convened by the Board of Directors upon request of shareholders representing at least one-twentieth of the company's share capital or, subject to notification of the Chairperson of the Board of Directors, by the Board of Statutory Auditors or by at least two members of this board.</p> <p>Where provided for in the notice of call, and in the manner indicated therein, participation in the Shareholders' Meeting by means of telecommunications and/or the exercise of voting rights by electronic means is permitted, in accordance with applicable laws and regulations.</p> <p>The Ordinary Shareholders' Meeting must be convened at least once a year, within one hundred and twenty days from the end of the financial year; when the legal conditions are met, it may be convened within one hundred and eighty days from the end of the financial year.</p>	<p>10.1 The Shareholders' Meeting represents all shareholders, and its resolutions, taken in accordance with law and these Company Articles of Association, bind all shareholders, even if they are absent, abstain or dissent.</p> <p>A Company shareholders' meeting, both ordinary and extraordinary, may be convened and held also in a venue other than the Company's registered office, as long as it is in Italy or in another European Union member country, through a notice to be published in, in accordance with law, on the Company website and in any other way required by Consob rules. Shareholders' meetings may also be convened by the Board of Directors upon request of shareholders representing at least one-twentieth of the company's share capital or, subject to notification of the Chairperson of the Board of Directors, by the Board of Statutory Auditors or by at least two members of this board.</p> <p>Where provided for in the notice of call, and in the manner indicated therein, participation in the Shareholders' Meeting by means of telecommunications and/or the exercise of voting rights by electronic means is permitted, in accordance with applicable laws and regulations.</p> <p>The Ordinary Shareholders' Meeting must be convened at least once a year, within one hundred and twenty days from the end of the financial year; when the legal conditions are met, it may be convened within one hundred and eighty days from the end of the financial year.</p>
<p>10.2 The notice of call must state the date, time and place of the meeting as well as the list of items to be discussed and other information required by the applicable laws and regulations. The same notice may also indicate the date, time and place for the second call and, if necessary, for the third call if the first and second call are cancelled.</p>	<p>10.2 The Shareholders' Meeting, both ordinary and extraordinary, is held in a single call, unless otherwise provided by the notice of call. The notice of call must state the date, time and place of the meeting as well as the list of items to be discussed and other information required by the applicable laws and regulations. The same notice may also indicate the date, time and place for the second call and, if necessary, for the third call if the first and second call are cancelled.</p>
<p>Article 12</p>	

<i>Right to participate in the Shareholders' Meeting</i>	
<p>12.1 The right to participate in the Shareholders' Meeting is governed by law, the Articles of Association and the provisions contained in the notice of call.</p> <p>12.2 For the entitlement to participate in the Shareholders' Meeting, the provisions of the law shall be observed. Those who have the right to vote may be represented by written proxy within the limits of the law; a proxy that may be notified by certified email or in compliance with the procedures established by specific regulation by the Ministry of Justice, according to the forms that will be indicated in the notice of call. The related documents are kept at the Company. It is up to the Chairperson of the meeting to verify the regularity of the proxies, and, in general, the right to participate.</p>	<p>12.1 The right to participate in the Shareholders' Meeting is governed by law, the Articles of Association and the provisions contained in the notice of call.</p> <p>12.2 For the entitlement to participate in the Shareholders' Meeting, the provisions of the law shall be observed. Those who have the right to vote may be represented by written proxy within the limits of the law; a proxy that may be notified by certified email or in compliance with the procedures established by specific regulation by the Ministry of Justice, according to the forms that will be indicated in the notice of call. The related documents are kept at the Company. It is up to the Chairperson of the meeting to verify the regularity of the proxies, and, in general, the right to participate.</p> <p>12.3 Pursuant to Art. 2370, paragraph 4 of the Italian Civil Code, participation in the Shareholders' Meeting may also take place by means of telecommunication, and/or the exercise of electronic voting within the limits of what may be provided by the notice of call and in the manner permitted by the Chairperson of the Shareholders' Meeting. In the notice of call, it may be established that the Shareholders' Meeting be held exclusively by means of telecommunications, <u>within the limits and in the manner permitted by current regulatory provisions</u>, omitting the indication of the physical place where the meeting is held.</p>
<i>Article 15</i> Convening the Board of Directors and its resolutions	
<p>15.1 The Board of Directors is convened at the place indicated in the notice of call, including at a place other than the registered office, provided that it is in Italy or a country of the European Union, whenever this is deemed necessary by the Chairperson, or if a written request is made by at least a third of the directors or the Board of Statutory Auditors or, including individually, by each member of the Board of Statutory Auditors.</p> <p>The call is made at least 5 (five) days before the meeting and, in cases of urgency, at least 24 (twenty-four) hours before that meeting, by sending a registered letter, telegram or fax or email message confirming receipt to each Director and Standing Statutory Auditor.</p> <p>In the absence of convening formalities, the Board is in any event validly constituted if all the directors and all the Standing Statutory Auditors are present.</p>	<p>The call is made at least 5 (five) days before the meeting and, in cases of urgency, at least 24 (twenty-four) hours before that meeting, by sending a registered letter, telegram or fax or email message confirming receipt to each Director and Standing Statutory Auditor.</p>
<i>Article 17</i>	

<i>Powers, functions and compensation of the Board of Directors</i>	
<p>17.2 Besides attributions that, by law, cannot be delegated, and those under the previous paragraph 17.1, the Board of Directors also has exclusive competence for:</p> <p>(a) the purchase, subscription, and transfer, taking direct responsibility for the same, of shares, quotas or interests in other companies, including newly constituted companies, and transfer of option rights, with the exception of transactions concerning mere investment of liquidity;</p> <p>(b) the approval of strategic guidelines and policies, industrial and financial plans and of all risk assumption and risk management policies, with no exceptions, as well as evaluation of the functionality, efficiency and effectiveness of the internal control systems of the Company;</p> <p>(c) the spin-off of property and movable assets to other companies, both those in the process of being constituted and those already constituted;</p> <p>(d) any form of loan taken out by the Company exceeding the limit of 30% of net equity;</p> <p>(e) the constitution of mortgages, encumbrances or other guarantee rights of any type whatsoever on all or relevant parts of the Company's bonds, property or assets;</p> <p>(f) the approval of the budget;</p> <p>(g) bank guarantees to third parties granted by the Company;</p> <p>(h) the stipulation of contracts concerning property assets, with the sole exception of (i) real estate rental contracts concluded for the performance of the Company's business for periods not exceeding six years and (ii) real estate rental contracts concluded for the benefit of Company employees included in the approved budget and for periods not exceeding four years;</p> <p>(i) the conferment of appointments, consultancy, services not provided within budget limits, as supplemented and amended during the year, exceeding EUR 250,000.00;</p> <p>(j) the appointment of the General Manager – and possibly one or two Deputy General Managers – as well as the appointment of the Chief Operating</p>	<p>17.2 Besides attributions that, by law, cannot be delegated, and those under the previous paragraph 17.1, the Board of Directors also has exclusive competence for:</p> <p>(a) the purchase, subscription, and transfer, taking direct responsibility for the same, of shares, quotas or interests in other companies, including newly constituted companies, and transfer of option rights, with the exception of transactions concerning mere investment of liquidity;</p> <p>(b) the approval of strategic guidelines and policies, industrial and financial plans and of all risk assumption and risk management policies, with no exceptions, as well as evaluation of the functionality, efficiency and effectiveness of the internal control systems of the Company and the budget;</p> <p>(c) the spin-off of property and movable assets to other companies, both those in the process of being constituted and those already constituted;</p> <p>(d) any form of loan taken out by the Company exceeding the limit of 30% of net equity;</p> <p>(e) the constitution of mortgages, encumbrances or other guarantee rights of any type whatsoever on all or relevant parts of the Company's bonds, property or assets, exceeding EUR 5,000,000.00 (five million);</p> <p>(f) the approval of the budget;</p> <p>(g) (f) bank guarantees to third parties granted by the Company, exceeding EUR 5,000,000.00 (five million);</p> <p>(h) (g) the stipulation of contracts concerning property assets, with the sole exception of (i) leases of immovable property concluded for the purpose of conducting the Company's business for periods not exceeding six years, and; (ii) of real estate leases in favour of employees of the Company, provided that they are included in the approved budget and that they do not exceed four years and (iii) loan agreements without consideration;</p> <p>(i) (h) the conferment of appointments, consultancy, services not provided within budget limits, as supplemented and amended during the year, exceeding EUR 250,000.00 (two hundred and fifty thousand);</p> <p>(i) the recruitment, promotion, transfer, exercise of disciplinary power and dismissal, determination of tasks, classification, fixed and variable remuneration, and any agreements attached and/or ancillary to the employment relationship for Managers with a gross annual salary exceeding EUR 250,000.00 (two hundred and fifty thousand);</p> <p>(j) the appointment and revocation of the General Manager – and possibly one or two Deputy General Managers - as well as the appointment of the Chief</p>

<p>Officer and Senior Executives – on the proposal of the Chief Executive Officer if appointed, or of the Chairperson, and the determination of the relevant powers;</p> <p>(k) the appointment or termination of the appointment of the Manager responsible for preparing the Company’s financial accounts as per Article 22 below;</p> <p>(l) the appointment of the Supervisory Board;</p> <p>(m) the constitution and disbanding of internal Committees of the Board of Directors, the appointment, removal, and remuneration of their members and approval of their operating procedures;</p> <p>(n) the appointment and removal of the Internal Audit Manager as proposed by the Chief Executive Officer, after having obtained the opinion of the Board of Statutory Auditors and of the Independent Directors.</p> <p>The Board of Directors must ensure that the Manager responsible for preparing the Company’s financial accounts is provided with the appropriate powers and means to perform his or her duties as required by applicable law, as well as ensure the observance of administrative and accounting procedures.</p>	<p>Operating Officer and Senior Executives—and revocation of Executives with strategic responsibilities (qualifying as “Top Management” pursuant to the Corporate Governance Code of Listed Companies issued by Borsa Italiana S.p.A.) - upon the proposal of the Chief Executive Officer if appointed or of the Chairperson, and the determination of the related powers;</p> <p>(k) the appointment or termination of the appointment of the Manager responsible for preparing the Company’s financial accounts as per Article 22 below;</p> <p>(l) the appointment of the Supervisory Board;</p> <p>(m) the constitution and disbanding of internal Committees of the Board of Directors, the appointment, removal, and remuneration of their members and approval of their operating procedures;</p> <p>(n) the appointment and removal of the Internal Audit Manager as proposed by the Chief Executive Officer, after having obtained the opinion of the Board of Statutory Auditors and of the Independent Directors, after the opinion of the Control and Risk Committee.</p> <p>The Board of Directors must ensure that the Manager responsible for preparing the Company’s financial accounts is provided with the appropriate powers and means to perform his or her duties as required by applicable law, as well as ensure the observance of administrative and accounting procedures.</p>
<p>17.7 The Board of Directors sets up at least one committee for appointments and remuneration, composed mostly of independent directors chaired by an independent director, as well as a control and risk committee, composed of only independent directors and chaired by one of them. These committees will be advisory and/or proactive in nature, in accordance with the provisions of current legislation and the Code of Corporate Governance of Listed Companies issued by Borsa Italiana S.p.A.</p> <p>The Board of Directors and, on its behalf, the Chairperson is the direct point of contact of the internal audit department and the latter reports directly to the Board of Directors regarding its roles and responsibilities under applicable law.</p> <p>The Chief Executive Officer provides, at least quarterly, to the Board of Directors with adequate information on the general performance of management and its foreseeable evolution, as well as, on the exercise of their respective powers, on the</p>	<p>17.7 The Board of Directors sets up at least one committee for appointments and remuneration, composed of only non executive mostly of independent—directors, mostly independent, chaired by an independent director, as well as a control and risk committee, composed of only independent directors and chaired by one of them. These committees will be advisory and/or proactive in nature, in accordance with the provisions of current legislation and the Code of Corporate Governance of Listed Companies issued by Borsa Italiana S.p.A.</p> <p>The Board of Directors and, on its behalf, the Chairperson is the direct point of contact of the internal audit Internal Audit department and the latter reports directly to the Board of Directors regarding its roles and responsibilities under applicable law.</p> <p>The Chief Executive Officer provides, at least quarterly, to the Board of Directors with adequate information on the general performance of management and its foreseeable evolution, as well as, on the exercise of their respective powers, on the</p>

<p>most significant transactions, due to their size or characteristics, carried out by the Company and its subsidiaries.</p>	<p>most significant transactions, due to their size or characteristics, carried out by the Company and its subsidiaries.</p>
<p style="text-align: center;">Article 18</p> <p style="text-align: center;">Chairperson and Deputy Chairperson</p>	<p style="text-align: center;">Article 18</p> <p style="text-align: center;">Chairperson and Deputy Chairperson</p>
<p>18.1 The Board of Directors – if the Shareholders' Meeting has not already done so – elects the Chairperson of the Company from among the directors who meet the independence requirements set out in these Articles of Association. In addition to the powers due to them by law, the Chairperson of the Board of Directors convenes and sets the agenda of the Board, in accordance with the provisions of the previous article 16.1, encourages internal discussion, promotes the actual operation of the corporate governance system, ensuring the balance of powers the Chief Executive Officer if appointed. In any event, the Chairperson is required to convene the Board of Directors when requested by at least a third of the members of the Board of Directors, the Board of Statutory Auditors or even by each Standing Statutory Auditor individually. In setting the agenda, the Chairperson is obliged to include proposals to add to the agenda, which must also contain proposals for resolutions to be taken, if any, made by the persons who, in addition to the Chairperson, have the right to request the convening of the Board under these Articles of Association. The Chairperson of the Board of Directors coordinates the work of the Board and ensures that adequate information regarding items on the agenda of meetings is provided to all members. To this end, the Chairperson assures that:</p> <p>(a) Directors are provided well in advance with documentation supporting the Board's resolutions or, at least, an initial briefing on the matters to be discussed;</p> <p>(b) the documentation supporting the resolutions, particularly that rendered to the non-executive members, is adequate in quantity and quality with respect to the items on the agenda.</p> <p>The Chairperson is the direct contact person on behalf of the Board of the internal control bodies and the internal committees of the Board of Directors. Therefore, he/she, in addition to the characteristics required for independent directors, must have the specific skills necessary to fulfil the duties assigned to them.</p> <p>Should for whatever reason the Chairperson be unable to continue in his/her role during his/her mandate, the Board of Directors will without delay replace him/her as required under the present Articles of Association.</p>	<p>18.1 The Board of Directors – if the Shareholders' Meeting has not already done so – elects the Chairperson of the Company from among the directors who meet the independence requirements set out in these Articles of Association. In addition to the powers due to them by law, the Chairperson of the Board of Directors convenes and sets the agenda of the Board, in accordance with the provisions of the previous article 16.1, encourages internal discussion, promotes the actual operation of the corporate governance system, ensuring the balance of powers the Chief Executive Officer if appointed. In any event, the Chairperson is required to convene the Board of Directors when requested by at least a third of the members of the Board of Directors, the Board of Statutory Auditors or even by each Standing Statutory Auditor individually. In setting the agenda, the Chairperson is obliged to include proposals to add to the agenda, which must also contain proposals for resolutions to be taken, if any, made by the persons who, in addition to the Chairperson, have the right to request the convening of the Board under these Articles of Association. The Chairperson of the Board of Directors coordinates the work of the Board and ensures that adequate information regarding items on the agenda of meetings is provided to all members. To this end, the Chairperson assures that:</p> <p>(a) Directors are provided well in advance with documentation supporting the Board's resolutions or, at least, an initial briefing on the matters to be discussed;</p> <p>(b) the documentation supporting the resolutions, particularly that rendered to the non-executive members, is adequate in quantity and quality with respect to the items on the agenda.</p> <p>The Chairperson is the direct contact person on behalf of the Board of the internal control bodies and the internal committees of the Board of Directors. Therefore, he/she, in addition to the characteristics required for independent directors, must have the specific skills necessary to fulfil the duties assigned to them.</p> <p>Should for whatever reason the Chairperson be unable to continue in his/her role during his/her mandate, the Board of Directors will without delay replace him/her as required under the present Articles of Association.</p>

The proposed statutory changes do not entail the right of withdrawal in accordance with the law and the Articles of Association.

Given the above, we submit the following for your approval

proposed resolution

"The Shareholders' Meeting of Fiera Milano S.p.A., having taken note of the proposed amendments to Article 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the Articles of Association,

resolves

- *to amend Article 4.1, 10.1, 10.2, 12, 15.1, 17.2, 17.7 and 18.1 of the articles of association as set out in the text contained in the Explanatory Report of the Directors.*
- *to give a mandate to Chief Executive Officer and the Chairperson, separately from each other, to provide, also through attorneys, for what is required, necessary or useful for the implementation of the resolutions referred to above, as well as to fulfil the formalities necessary for the resolutions to be registered in the company register, with the right to introduce any non-substantial changes, corrections or additions that are appropriate for the purpose or required by the competent authorities, also at the time of registration and, in general, to provide for everything necessary for the full implementation of the resolutions, with any and all powers necessary or appropriate for this purpose, none excluded or excepted.*

2. Amendment to article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative).

Dear Shareholders,

In addition to the above amendments, the Board of Directors has also decided to submit to the Shareholders' Meeting an additional proposal to amend Art. 12 of the Articles of Association, concerning the procedures for holding the Shareholders' Meeting.

In particular, in line with the recent legislation on the subject, starting from the "Cura Italia Decree" and up to the recent "Capital Law" (currently being published), it is proposed to add to Art. 12 "Right to participate in the Shareholders' Meeting") a new **paragraph 12.4**, in order to allow – where this is permitted by law and provided for in the notice of call – that attendance at the Shareholders' Meeting and the exercise of voting rights also take place exclusively through the representative appointed by the company pursuant to Art. 135-*undecies* of Legislative Decree 58/1998, to whom proxies or sub-delegations may also be conferred pursuant to Article 135-*novies* of Legislative Decree 58/1998.

Below is the comparative text of the amended article²:

ORIGINAL TEXT	PROPOSED TEXT
<i>Article 12</i>	

² It is specified that the parts of the original text deleted in the proposed text are crossed out and in bold; the parts proposed to be added to the proposed text are highlighted in bold.

<i>Right to participate in the Shareholders' Meeting</i>	
<p>12.1 The right to participate in the Shareholders' Meeting is governed by law, the Articles of Association and the provisions contained in the notice of call.</p> <p>12.2 For the entitlement to participate in the Shareholders' Meeting, the provisions of the law shall be observed. Those who have the right to vote may be represented by written proxy within the limits of the law; a proxy that may be notified by certified email or in compliance with the procedures established by specific regulation by the Ministry of Justice, according to the forms that will be indicated in the notice of call. The related documents are kept at the Company. It is up to the Chairperson of the meeting to verify the regularity of the proxies, and, in general, the right to participate.</p>	<p>12.1 The right to participate in the Shareholders' Meeting is governed by law, the Articles of Association and the provisions contained in the notice of call.</p> <p>12.2 For the entitlement to participate in the Shareholders' Meeting, the provisions of the law shall be observed. Those who have the right to vote may be represented by written proxy within the limits of the law; a proxy that may be notified by certified email or in compliance with the procedures established by specific regulation by the Ministry of Justice, according to the forms that will be indicated in the notice of call. The related documents are kept at the Company. It is up to the Chairperson of the meeting to verify the regularity of the proxies, and, in general, the right to participate.</p> <p>12.3 Pursuant to Art. 2370, paragraph 4 of the Italian Civil Code, participation in the Shareholders' Meeting may also take place by means of telecommunication, and/or the exercise of electronic voting within the limits of what may be provided by the notice of call and in the manner permitted by the Chairperson of the Shareholders' Meeting. In the notice of call, it may be established that the Shareholders' Meeting be held exclusively by means of telecommunications, omitting the indication of the physical place where the meeting is held.</p> <p>12.4 Where permitted by law, the notice of call may provide that attendance of the Shareholders' Meeting and the exercise of voting rights must take place exclusively through the representative designated by the company pursuant to Article 135-undecies of Legislative Decree No. 58/1998, to whom proxies or sub-delegations may also be conferred pursuant to Article 135-novies of Legislative Decree No. 58/1998.</p>

The proposed statutory changes do not entail the right of withdrawal in accordance with the law and the Articles of Association.

Given the above, we submit the following for your approval

proposed resolution

"The Shareholders' Meeting of Fiera Milano S.p.A., having taken note of the proposed amendment to Article 12 of the Articles of Association, by inserting the new paragraph 12.4 (designated representative)

resolves

- *to amend Article 12 of the Articles of Association, introducing a new paragraph 12.4, as set out in the text contained in the Explanatory Report of the Directors;*
- *to give a mandate to Chief Executive Officer and the Chairperson, separately from each other, to provide, also through attorneys, for what is required, necessary or useful for the implementation of the resolutions referred to above, as well as to fulfil the formalities necessary for the resolutions to be registered in the company register, with the right to introduce any non-substantial changes, corrections or additions that are appropriate for the purpose or required by the competent authorities, also at the time of registration and, in general, to provide for everything necessary for the full implementation of the resolutions, with any and all powers necessary or appropriate for this purpose, none excluded or excepted.*

Rho (Milan), 14 March 2024

On behalf of the Board of Directors
The Chairman
Carlo Bonomi