

Informazione Regolamentata n. 0620-26-2024	Data/Ora Inizio Diffusione 4 Ottobre 2024 11:36:20	Euronext Star Milan
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Societa' : FIERA MILANO

Identificativo Informazione  
Regolamentata : 196438

Utenza - Referente : FIERAMILANON04 - Cecere

Tipologia : 3.1

Data/Ora Ricezione : 4 Ottobre 2024 11:36:20

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Oggetto : Notice of call of the Ordinary Shareholders'  
Meeting

*Testo del comunicato*

Vedi allegato

**FIERA MILANO**

FIERA MILANO S.P.A.

Registered office in Milan, Piazzale Carlo Magno 1

Operating headquarter in Rho (MI), S.S. del Sempione 28

Administrative headquarter in Rho (MI), Largo Metropolitana 5

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

Milan Company Register,

Tax code and VAT number 13194800150

### Ordinary Shareholders' Meeting Call

The Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, the "**Company**") is convened in a single call for **5 November 2024, at 3:00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the following matters

#### Agenda

1. Update of the 2024 Remuneration Policy: binding resolution on Section One of the Report on Remuneration Policy and remuneration paid pursuant to Article 123-ter of Legislative Decree 58/1998.
2. Approval of a share plan pursuant to Article 114-bis of Legislative Decree 58/1998.

#### 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. 25 October 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 31 October 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 Article 135-*undecies*.1 of Legislative Decree 58/98 (hereinafter, the "Consolidated Finance Act") and Article 12.4 of the Articles of Association, **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 the Consolidated Finance Act, as participation in person or by proxy to third parties is not permitted.**

**Those entitled to participate according to law, shall attend the Shareholders' Meeting by means of electronic means of communication**, with connection procedures that will be notified them by the Company. 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 4 October 2024 (i.e. the date of publication of the notice of call) on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the "*Investors/Governance/Shareholders' Meeting*" section. Pursuant to 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 1 November 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 1 November 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 4 October 2024 (i.e. the date of publication of the notice of call) on the Company's website [www.fieramilano.it](http://www.fieramilano.it) in the "*Investors/Governance/Shareholders' Meeting*" section. Pursuant to 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](mailto:ufficiomi@computershare.it).

### **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. 14 October 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](mailto:fieramilano@legalmail.it), or by registered mail with return receipt at the Company's administrative headquarter in Rho (MI), Largo Metropolitana 5 (*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.**

The submission of resolution proposals at the Shareholders' Meeting is not permitted. Those entitled to vote may individually submit resolution proposals on the items on the agenda, or proposals whose submission is otherwise permitted by law, by the fifteenth day prior to the date of call of the Shareholders' Meeting (*i.e.* 21 October 2024).

The above mentioned proposal shall be sent to the certified email address [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt to the Company's administrative headquarter in Rho (MI), Largo Metropolitana 5 (*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 two days of the deadline for submission (*i.e.* by 23 October 2024), by publishing them on the Company's website at [www.fieramilano.it](http://www.fieramilano.it) in the "*Investors/Governance/Shareholders' Meeting*" section" and the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

#### **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 and Article 135-undecies.1, paragraph 3, of the Consolidated Finance Act, by sending them by certified mail to [fieramilano@legalmail.it](mailto:fieramilano@legalmail.it), or by registered mail with return receipt, to the Company's operating and administrative headquarters (*Investor Relations Office*). 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.* 25 October 2024). Pursuant to Article 135-undecies.1, paragraph 3, of the

Consolidated Finance Act, 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, within the third trading day prior to the date of the Shareholders' Meeting (*i.e.* 31 October 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 4 October 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 administrative headquarter in Rho (MI), Largo Metropolitana 5 (office reception), on the Company's website [www.fieramilano.it](http://www.fieramilano.it) (in the section *Investors/Governance/Shareholders' Meeting*) and on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 4 October 2024

The Chairperson of the Board of Directors  
Carlo Bonomi

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