

Informazione Regolamentata n. 0620-8-2015	Data/Ora Ricezione 20 Marzo 2015 18:54:46	MTA - Star
---	---	------------

Societa' : FIERA MILANO

Identificativo : 54934

Informazione
Regolamentata

Nome utilizzatore : FIERAMILANON01 - Cecchin

Tipologia : IRED 02

Data/Ora Ricezione : 20 Marzo 2015 18:54:46

Data/Ora Inizio : 20 Marzo 2015 19:09:46

Diffusione presunta

Oggetto : Notice of Convocation of the Ordinary
Shareholders' Meeting

Testo del comunicato

Please find attached herewith the notice of the Ordinary Shareholders' Meeting that is convened once on 29 April 2015

The following is a translation of the Italian language Notice of convocation. For any difference between the two texts, the Italian text shall prevail.



FIERA MILANO

FIERA MILANO SpA
Registered office in Milan, Piazzale Carlo Magno, 1
Operational and administrative headquarters in Rho (MI), Strada Statale del Sempione, 28
Share capital Euro 42,147,437.00 fully paid-up
Milan Company Register,
Tax code and VAT number 13194800150

Notice of convocation of the Ordinary Shareholders' Meeting

The ordinary meeting of shareholders of Fiera Milano SpA is convened once in Rho (MI), in the Auditorium of the Centro Servizi of the Exhibition Site, Strada Statale del Sempione 28, (reserved parking available with entry from Porta Sud), on 29 April 2015 at 14:30 hours to approve the following

Agenda

1. The Financial Statements at 31 December 2014, the Board of Directors' Management Report, and the Report of the Board of Statutory Auditors; resolutions pertaining thereto and resulting therefrom and, therefore, including measures taken in accordance with Article 2446 of the Italian Civil Code.
2. Appointment of the Board of Directors and its Chairperson following a prior decision on the duration of its mandate and the number of its members, the relevant remuneration; resolutions pertaining thereto and resulting therefrom.
3. The Appointment of the Board of Statutory Auditors and its Chairperson; the relevant remuneration of its members; resolutions pertaining thereto and resulting therefrom.
4. The Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98; resolutions pertaining thereto and resulting therefrom.

The issued and fully paid-up share capital is Euro 42,147,437.00 (forty-two million one hundred and forty-seven thousand four hundred and thirty-seven) made up of no. 42,147,437 (forty-two million one hundred and forty-seven thousand four hundred and thirty-seven) registered shares each of nominal value Euro 1.00 (one). The shares are indivisible and each carries one voting right except for treasury shares held either directly or indirectly, which do not have this right. At today's date, the Company holds directly no. 626,758 treasury shares, equal to 1.49% of the share capital.

Additions to the Agenda and tabling of new resolutions

Shareholders who collectively represent at least one-fortieth of the Company's share capital may also request, in writing, additions to the agenda of the meeting within ten days of publication of this notice of the Shareholders' Meeting, in accordance with Article 126-*bis* of Legislative Decree 58/1998 (the Consolidated Finance Act), by specifying in the request the additional topics they wish to discuss or any proposals for additional discussions regarding items already on the Agenda. Any such request must be sent, together with certification of ownership of the shares, by registered delivery, with proof of receipt, to

the operational and administrative offices of the Company in Rho (Milan), Strada Statale del Sempione 28 (*Investor Relations Department*) or by e-mail to the e-mail address investor.relations@fieramilano.it. Within the same time limit and in the same way a report which gives the reasons behind the request for additional topics to be deliberated or for additional discussions of items already on the Agenda must be delivered to the Board of Directors of the Company. Requests for additions to the Agenda are not permitted if they regard topics that the Shareholders' Meeting has been asked to approve under applicable law by the Directors or regard a plan or report prepared by the Directors.

Legitimate attendance at the Shareholders' Meeting

Legitimate attendance at the Shareholders' Meeting and the exercise of the right to vote must be proved by a communication to the Company from an intermediary that agrees with the latter's accounting records on behalf of the person having the right to vote on the basis of evidence of possession of the shares at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting (i.e. by 20/04/2015); credit or debit registrations to the share account after this time will not be considered for the legitimate exercise of voting rights at the Shareholders' Meeting. Those who appear as shareholders of the Company after this date are not permitted to attend or vote in the Shareholders' Meeting. The aforementioned communication from the intermediary must reach the Company by the end of the third stock market trading day prior to the date set for the Shareholders' Meeting (i.e. by 24/04/2015). Those persons whose communication arrives at the Company after this date, as long as it is before the start of business of the Shareholders' Meeting that has been convened, may still legitimately attend and vote at the Meeting.

Proxy attendance at the Shareholders' Meeting

Any person who may legitimately attend the Shareholders' Meeting may be represented by a written proxy according to the provisions of enacted law if the person who may legitimately vote signs the proxy form that is available on the website www.fieramilano.it (under *Investor Relations/Corporate Governance/Shareholders' Meeting*). Notification of the proxy may be made by sending the form to the operational and administrative headquarters of the Company in Rho (Milan), Strada Statale del Sempione, 28 (*Investor Relations Department*) or to the e-mail address investor.relations@fieramilano.it. Proxies attending the Shareholders' Meeting on behalf of shareholders must demonstrate, assuming full responsibility, that they are the person delegated in the original notification and have a proxy form that is identical to the original notification.

The proxy may also be freely given, with instructions on how to vote, to the company Computershare S.p.A., which has been delegated for this purpose by the Company, in accordance with Article 135-*undecies* of Legislative Decree 58/1998 (the Consolidated Finance Act) by signing the proxy form available from 20/03/2015 on the Company website www.fieramilano.it (under *Investor Relations/Corporate Governance/Shareholders' Meetings*) on condition that the original is received by Computershare S.p.A. at its registered office at via Lorenzo Mascheroni 19, 20145 Milan, and by sending in advance by fax to +39-02-46776850 a declaration that the proxy corresponds to the original notification or by sending it as an attachment to an e-mail to the e-mail address ufficiomilano@pecserviziottoli.it, by the end of the second stock market trading day preceding the date of the Shareholders' Meeting (i.e. by 27/04/2015). Proxies given in this manner may only be used for

proposals where voting instructions have also been given. The proxy and the voting instructions may be retracted within the same time period above (i.e. by 27/04/2015).

Right to table questions regarding items on the Agenda

Shareholders may table questions regarding the items on the agenda before the Shareholders' Meeting in accordance with Article 127-ter of the Consolidated Finance Act; these must be sent by registered delivery, with proof of receipt, to the operational and administrative offices of the Company in Rho (Milan), Strada Statale del Sempione 28 (*Investor Relations Department*) or by e-mail to the e-mail address investor.relations@fieramilano.it. Questions received by the third day preceding the date of the only convocation of the Shareholders' Meeting (i.e. by 26/04/2015) will be answered, at the latest, during the Shareholders' Meeting and the Company reserves the right to give a single answer to questions covering the same item.

With reference to item two on the Agenda, it should be noted that Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the shareholders in accordance with the law and current regulations and Article 14 of the Company's Articles of Association, which is available on the Company website www.fieramilano.it under *Investor Relations/Corporate Governance/Articles of Association*.

It should also be noted that the principle of gender equality must be respected when compiling the lists. The appointment of members of the Board of Directors is based on lists presented by shareholders who, either alone or jointly with other shareholders, hold shares with voting rights that represent at least 2.5% of the shares with voting rights in ordinary shareholders' meetings, as required by the Company's Articles of Association and by Consob resolution no. 19109 of 28 January 2015.

Shareholders are requested to deposit the lists of nominations for directors at the registered office of the Company or, preferably, at the operational and administrative offices in Rho (Milan), Strada Statale del Sempione 28, in the reception area for the administration offices in the Centro Servizi or to send them by e-mail to investor.relations@fieramilano.it, at least twenty-five days prior to the date of the only convocation of the Annual General Meeting (i.e. by 04/04/2015). The lists must be accompanied by information concerning the identity of the shareholders that have presented the lists and the total percentage of the company held by these shareholders, as well as the relative certification of ownership of the shares released in accordance with law by authorised intermediaries.

The certification of ownership of the shares held on the date the lists are deposited may be provided at a later date as long as it is within twenty-one days of the date of the only convocation of the Annual General Meeting (i.e. by 08/04/2015).

Each list must be accompanied, at least twenty-five days prior to the date of the only convocation of the Annual General Meeting (i.e. by 04/04/2015), by comprehensive information regarding the personal and professional qualifications of the candidates that includes a list for each candidate of any administrative and control positions held in other companies (these must be updated and communicated immediately to the Company should there be any changes prior to the Shareholders' Meeting), as well as a statement in which each candidate accepts the candidacy and declares, assuming full responsibility, that no reasons of ineligibility or incompatibility exist and that he/she meets the requisites under law and the Company Articles of Association, including a declaration that he/she is independent of the Company and

meets the requirements for independence as established in the Consolidated Finance Act and in the enacted Self-regulatory Code of listed companies.

With reference to the third item on the Agenda, it should be noted that the Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists presented by the shareholders in accordance with the law, current regulations and Article 20 of the Company's Articles of Association, which is available on the Company website www.fieramilano.it under *Investor Relations/Corporate Governance/Articles of Association*.

The appointment of the Statutory Auditors is made on the basis of lists presented by shareholders who, either alone or jointly, hold shares with voting rights that represent at least 2.5% of the shares with voting rights in ordinary shareholders' meetings, as required by the Company's Articles of Association and by Consob resolution no. 19109 of 28 January 2015.

The lists must contain candidates of both genders.

The lists, each composed of two sections, one for candidates for the office of Standing Statutory Auditor and the other for candidates for the office of Supplementary Statutory Auditor, must be deposited at the registered office of the Company or, preferably, at the operational and administrative offices at Strada Statale del Sempione 28, Rho (Milan), in the reception area for the administration offices in the Centro Servizi or sent by e-mail to investor.relations@fieramilano.it, at least twenty-five days prior to the date of the Annual General Meeting (i.e. by 04/04/2015). The lists must be accompanied by information concerning the identity of the shareholders that have presented the lists and the total percentage of the company held by these shareholders, as well as by the relative certification of ownership of the shares released in accordance with law by authorised intermediaries.

The certification of the ownership of the shares held on the date the lists are deposited may be provided at a later date as long as it is received within twenty-one days prior to the date of the Annual General Meeting (i.e. by 08/04/2015).

Each list must be accompanied, at least twenty-five days prior to the date of the Annual General Meeting (i.e. by 04/04/2015), by comprehensive information regarding the personal and professional qualifications of the candidates that includes a list for each candidate of any administrative and control positions held in other companies (these must be updated and communicated immediately to the Company should there be any changes prior to the Shareholders' Meeting), as well as a statement in which each candidate accepts the candidacy and declares, assuming full responsibility, that no reasons of ineligibility or incompatibility exist and that they meet the requisites of the law and the Company Articles of Association. Furthermore, under Article 144-*sexies*, paragraph 4, of the Listing Rules, shareholders other than those who hold, also jointly, a controlling shareholding or a relative majority of the share capital must deposit together with the aforementioned documentation a declaration stating the absence of any relationship with the controlling shareholder, as defined by Article 144-*quinquies* of the Listing Rules. If after the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. 04/04/2015) only one list of candidates for members of the Board of Statutory Auditors has been deposited or only lists have been presented from shareholders that, under Article 144-*sexies*, paragraph 4, of the Listing Rules, are considered to be connected under Article 144-*quinquies* of the same Listing Rules, lists may be presented up to the third subsequent day (i.e. 07/04/2015) and the shareholding of the Company share capital required to present lists will be halved (to 1.25% of the share capital of the Company).

No candidate may appear in more than one list and the lists may not include candidates that already hold the office of Statutory Auditor in five other listed companies.

Under the law and Article 20.2 of the Company's Articles of Association, the Chairperson of the Board of Statutory Auditors is the first candidate on the second list that receives the largest number of votes at the Shareholders' Meeting. Lastly, the enacted Self-regulatory Code for Listed Companies recommends that the Statutory Auditors of listed companies are appointed from persons who qualify as being independent of the Directors in accordance with the criteria for independence under Article 3 of the same Self-regulatory Code.

It should be noted that lists presented for the appointment of members of the administration and control bodies which do not fulfil the aforementioned statutory requirements will be considered as not having been presented.

Documentation and Information

The documentation relating to items on the Agenda will be deposited at the registered office of the Company and at its operational and administrative offices in Rho (Milan), Strada Statale del Sempione 28, Centro Servizi, *Office* reception, at Borsa Italiana, on the website www.emarketstorage.com managed by Bit Market Services SpA and on the Company website www.fieramilano.it under *Investor Relations/Corporate Governance/Shareholders' Meeting*, and will be made available to the shareholders and the public as required by law. Shareholders may obtain copies of all the aforementioned documentation.

Rho (Milan), 20 March 2015

The Chairman of the Board of Directors
Michele Perini

(Notice published in the daily newspaper *Avvenire* on 21 March 2015)

Fine Comunicato n.0620-8

Numero di Pagine: 7