

<p>Informazione Regolamentata n. 0620-8-2026</p>	<p>Data/Ora Inizio Diffusione 13 Marzo 2026 12:09:06</p>	<p>Euronext Star Milan</p>
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Societa' : FIERA MILANO

Utenza - referente : FIERAMILANON06 - Gabriele Ciocchetti

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Data/Ora Ricezione : 13 Marzo 2026 12:09:06

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Oggetto : Notice of call of the Ordinary Shareholders'
Meeting convened on 22 April 2026

Testo del comunicato

Vedi allegato

**FIERA MILANO**

FIERA MILANO S.P.A.

Registered office in Milan, Piazzale Carlo Magno 1

Operating headquarters in S.S. del Sempione 28, Rho (Province of Milan)

Administrative offices in Rho (MI), Largo Fiera Milano 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 **22 April 2026, at 3.00 p.m.**, to discuss and pass resolutions pertaining to and resulting from the matters of the following

Agenda

1. Approval of the Financial Statements as at 31 December 2025, accompanied by the Board of Directors' Management Report – including the Consolidated Sustainability Reporting – the Report of the Board of Statutory Auditors and the Report of the Independent Auditing Company. Presentation of the Consolidated Financial Statements as at 31 December 2025.
2. Allocation of the profit for the year 2025 and distribution of the dividend.
3. Report on the Remuneration Policy and Remuneration paid pursuant to Article 123-*ter* of Italian Legislative Decree 58/1998: binding decision on the first section.
4. Report on the Remuneration Policy and Remuneration paid pursuant to Article 123-*ter* of Italian Legislative Decree 58/1998: non-binding decision on the second section.
5. Appointment of the Board of Directors:
 - 5.1 determination of the number of members;
 - 5.2 determination of the duration of the appointment;
 - 5.3 appointment of Directors;
 - 5.4 appointment of the Chairman;
 - 5.5 determination of remuneration.
6. Approval of an Incentive Plan pursuant to Art. 114 *bis* of Legislative Decree 58/1998.
7. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-*ter* of the Italian Civil Code, subject to revocation, for the part not executed, of the resolution adopted by the Shareholders' Meeting on 23 April 2025.

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 n. **998.466** treasury shares, equal to **1,39%** of the share capital.

Entitlement to participate in the Shareholders' Meeting.

Pursuant to the law and Article 12 of the Articles of Association, the right to participate in the Shareholders' Meeting and exercise the right to vote is certified by a notification to the company, made by the authorised intermediary in accordance with its accounting records. The intermediary does this on behalf of the person entitled to vote, based on evidence recorded at the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting (*i.e.* 13 April 2026, the "**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 notification from the intermediary mentioned above must reach the company by close of business on the third trading day before the date of the Shareholders' Meeting (*i.e.* by 17 April 2026).

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 determined that attendance at the Shareholders' Meeting shall take place exclusively through Computershare S.p.A. – with registered office in Milan, via Lorenzo Mascheroni 19 – which has been designated for this purpose as the Appointed Representative pursuant to Article 135-*undecies.1* of the Consolidated Finance Act. Personal attendance or participation by proxy granted to third parties is not permitted.**

Persons entitled by law to participate in the Shareholders' Meeting may attend exclusively by means of telecommunications, in the manner that will be made known by the company to the aforementioned persons.

The proxy to the Designated Representative pursuant to Article 135-*undecies.1* must be issued by signing the proxy form "*Proxy Form and Voting Instructions to Computershare S.p.A. as Designated Representative*", available as of 13 March 2026 (*i.e.* the date of publication of the notice of call) on the Company's website www.fieramilano.it in the "*Investors/Governance/Shareholders' Meeting*" section. Pursuant to Article 135-*undecies.1* 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 20 April 2026). 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 20 April 2026).

It is also specified that the Appointed 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 aforementioned proxy form.

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 0246776815/14 or at the email address ufficiomi@computershare.it.

Additions to the Agenda.

Shareholders who, either individually or collectively, represent at least one-fortieth of the company's share capital may submit a written request within ten days following the publication of this notice (*i.e.* 23 March 2026) and, in compliance with the provisions of art. 126-*bis* of the Consolidated Finance Act and art. 10.3 of the Articles of Association, the integration of the list of matters to be dealt with, indicating in the application the additional topics proposed or the further proposals for resolution on matters already on the agenda. These applications, together with the certification attesting ownership of the shareholding, must reach the company by notification to the certified email address fieramilano@legalmail.it, or by registered mail with return receipt at the company's administrative headquarters in Rho (MI), Largo Fiera Milano 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 the Shareholders' Meeting (*i.e.* 7 April 2026).

Such proposals must be sent to the certified email address fieramilano@legalmail.it or, by registered letter with return receipt to the administrative headquarters of the company, in Rho (MI), Largo Fiera Milano 5 (*Investor Relations Office*), together with a copy of the identity document and the documentation certifying entitlement to participate and exercise voting rights 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 to the agenda, as well as their completeness and compliance with applicable regulations, within two days following the deadline for submission (*i.e.* by 9 April 2026), the

Company will disclose all proposals (and any accompanying explanatory reports) received by the aforementioned deadline. These will be made available at the Company's registered office and published on its website at www.fieramilano.it in the "Investors/Governance/Shareholders' Meeting" section, as well as on the authorised storage mechanism www.emarketstorage.com.

Appointment of the Board of Directors.

With reference to item five on the agenda, it is recalled that, pursuant to Art. 14 of the Articles of Association, directors will be elected on the basis of lists that may be submitted by Shareholders who, alone or together with other Shareholders, represent a total of at least 2.5% of the voting capital in the Shareholders' Meeting. At least twenty-five days before the date set for the Shareholders' Meeting (i.e. by 28 March 2026), Shareholders are invited to submit their proposals for appointment as Directors to the certified email address fieramilano@legalmail.it, or by registered letter with acknowledgement of receipt to the Company's operational and administrative headquarters in Rho (MI), Largo Fiera Milano 5 (Corporate Affairs Office), accompanied by information regarding both the identity of the shareholders who submitted the list and the total percentage of shares held by them, as well as the certification issued in accordance with the law by authorised intermediaries, confirming ownership of the shares.

Certifications proving the ownership of the shareholding on the date on which the lists are filed may also be produced at a later date provided that it is no later than the twenty-first day prior to the date set for the Shareholders' Meeting (i.e. by 1 April 2026).

Together with the lists, at least twenty-five days before the date set for the Meeting, pursuant to Article 14.4 of the Articles of Association, the following must be filed: (i) declarations in which the individual candidates accept, under their own responsibility, their candidacy and certify that there are no grounds for ineligibility or incompatibility and that they meet the requirements prescribed by current legislation for assuming office, including any indication by them of the independence requirements established for auditors by current legal provisions and those provided for by the current Corporate Governance Code and of any administrative and control positions held in other companies, including unlisted companies. The declarations must certify that each candidate possesses the capacity for independent judgement and contain an express commitment by the individual candidate to exercise and maintain their independence of judgement throughout their term of office, free from any external influence, as well as an express commitment to devote sufficient time to the position to perform their duties correctly and diligently and, in any case, not to take on other administrative or control positions in violation of the provisions of the Company's internal regulations on the accumulation of positions; (ii) the curriculum vitae detailing the personal and professional characteristics of each candidate, indicating any administrative and control positions held, including in the past, in other companies (to be updated and promptly communicated to the Company in the event of any changes prior to the actual holding of the Shareholders' Meeting).

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

At least twenty-one days prior to the date scheduled for the Shareholders' Meeting (i.e. 1 April 2026), the lists will be made available to the public at the Company's registered office in Milan, Piazzale Carlo Magno no. 1, at the administrative office in Rho (MI), Largo Fiera Milano 5, (Office Reception), as well as on the Company's website www.fieramilano.it in the 'Investors' section and on the authorised storage mechanism www.emarketstorage.com.

For further information on the appointment of the Board of Directors, please refer to the illustrative report prepared by the Board of Directors pursuant to Art. 125-ter of the Consolidated Finance Act and made available to the public within the terms and according to the procedures set forth by law.

Those wishing to submit a list for the appointment of the Board of Directors are invited to review the '*Guideline on the Quantitative and Qualitative Composition of the New Board of Directors of Fiera Milano S.p.A. for the three years 2026-2028*', approved by the Board of Directors on 18 February 2026 and made available to the public on the same date on the Company's website www.fieramilano.it (in the section '*Investors/Governance/Shareholders' Meeting*') and on the authorised storage mechanism www.emarketstorage.com.

Right to ask questions on agenda items.

Those entitled to vote may ask questions on the items on the agenda only before the Shareholders' Meeting, in accordance with the provisions of Article 127-ter of the Consolidated Finance Act and Article 135-undecies. 1, paragraph 3, of the Consolidated Finance Act, by sending them by certified email to fieramilano@legalmail.it, or by registered letter with acknowledgement of receipt to the Company's 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.* 13 April 2026). Pursuant to Article 135-undecies.1, paragraph 3, of the Consolidated Finance Act, answers to questions received will be published on the Company's website www.fieramilano.it, in the '*Investors/Governance/Shareholders' Meeting*' section, by the third trading day prior to the date of the Shareholders' Meeting (*i.e.* 17 April 2026), with the Company having the right to provide a single 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 13 March 2026. The additional documentation relating to the items on the agenda, as required by the regulations in force, will be made available to shareholders and the public within the legal and regulatory deadlines. Within the aforementioned deadlines, the said documents will therefore be available at the Company's registered office and at the operating and administrative headquarters in Rho (MI), Largo Fiera Milano 5, Centro Servizi (office reception), on the Company's website www.fieramilano.it (in the section "*Investors/Governance/Shareholders' Meeting*") and on the authorised storage mechanism www.emarketstorage.com. Shareholders have the right to obtain a copy of the above-mentioned documentation.

Rho (Milan), 13 March 2026

The Chairperson of the Board of Directors
Carlo Bonomi

Fine Comunicato n.0620-8-2026

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