

**FIERA MILANO**

Proposals for the Ordinary Shareholders' Meeting

Shareholders' Meeting of Fiera Milano S.p.A. (hereinafter, "Fiera Milano" or the "company"), convened for 22 April 2026 at 15:00 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. 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 profit for the year and distribution of dividend.**

Dear Shareholders,

The draft Financial Statements for the year ended 31 December 2025, which we submit for your attention, closed with a net profit of Euro 44.365.605,71.

The result achieved in 2025, allows us to offer you the distribution of a dividend, before any withholding taxes by law, of Euro 0,25 from the amount of the entire profit for the financial year 2025 for each of the ordinary 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 998.466 treasury shares, equal to 1,39% of the share capital.

We also present the Fiera Milano Group's Consolidated Financial Statements for the year ending 31 December 2025, which, although not subject to approval by the Shareholders' Meeting, complements the information provided with the Financial Statements of Fiera Milano.

Finally, we would like to point out that, starting in 2025, Fiera Milano will publish, on a mandatory basis, within the Board of Directors' report on the management of the financial statements, the sustainability report pursuant to Legislative Decree 125/2024 (the 'Consolidated Sustainability Report'), containing the sustainability disclosure governed by the aforementioned Legislative Decree 125/2024.

Given the above, we submit the following for your approval

proposed resolutions

- 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.**

“The Shareholders’ Meeting of Fiera Milano, having noted the Board of Directors Management Report, the Report of the Board of Statutory Auditors and the Independent Auditor’s Report, examined the Financial Statements as at 31 December 2025,

resolves

to approve the Financial Statements for the year ended 31 December 2025, consisting of the Statement of Financial Position, the Statement of comprehensive income, the statement of changes in Equity, the statement of cash flows and the related notes to the financial statements, which shows a net profit of Euro 44.365.605,71, 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”.

2. Allocation of profit for the year and distribution of dividend.

“The Shareholders’ Meeting of Fiera Milano, having noted the Board of Directors’ Management Report, the Report of the Board of Statutory Auditors and the Independent Auditor’s Report, examined the Financial Statements as at 31 December 2025,

resolves

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

- *to distribute a gross ordinary dividend of Euro 0,25 for each ordinary share entitled, based on the amount of profit for the 2025;*
- *retaining the remaining profit for the year, net of the aforementioned distribution;*
- *to establish that the payment of the dividend shall be made for each ordinary share entitled on 29 April 2026 (“payment date”), with detachment of coupon no. 12 on 27 April 2026 (“ex date”), in accordance with the Borsa Italiana calendar, and record date on 28 April 2026*

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.

Dear Shareholders,

the Board of Directors, on 12 March 2026, 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 Finance Act**”), 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 Finance Act, 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 for the year 2026 (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 Key Executives (“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 Key Executives, as well as the members of the Board of Statutory Auditors of the Company, and illustrates in detail the remuneration paid, during 2025, 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 Appointments and Remuneration Committee play a central role.

The Board of Directors, on the proposal of the Appointments 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 Finance Act, 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 in the "Investors/Governance/Shareholders' Meeting" section and on the authorised storage mechanism www.emarketstorage.com.

Given the above, we submit the following for your approval

proposed resolutions

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.

'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 Key Executives, as well as the procedures used for the adoption and implementation of such policy'.

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.

"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, Key Executives and members of the Company's Board of Statutory Auditors.

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.**

Dear Shareholders,

The Board of Directors' term of office was conferred by the Shareholders' Meeting on 27 April 2023 and expires with the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2025.

In thanking you for the trust placed in us, therefore, under Article 2364, paragraph 1, point 2) of the Italian Civil Code, we invite you to appoint the new administrative body, after determining (i) the duration of the office, which we suggest is set at 3 (three) financial years (*i.e.* until the Shareholders' Meeting to be called to approve the Financial Statements as of 31 December 2028), and (ii) the number of members, in compliance with the laws and regulations in force, as well as the Bylaws, made available on the Company's website www.fieramilano.it in the section *Investors/Governance/Articles of Association*.

We also invite you to appoint the Chairperson of the Board of Directors.

We suggest considering the guidelines included in the lists presented for the Chairman's appointment. Please note that if the Shareholders' Meeting does not appoint the Chairperson of the Board of Directors, the administrative body will elect a Chairman at its first meeting.

To take the necessary resolutions, we remind you that:

- under Article 14.1 of the Articles of Association:
 - i. the term of office of the administrative body may not exceed three (3) financial years;
 - ii. the number of members of the administrative body may not be less than 3 (three) and more than 9 (nine), including the President;
 - iii. outgoing directors are eligible for re-election;
 - iv. Directors must fulfil the applicable legal provisions;
 - v. The composition of the Board of Directors must reflect the guidance as published on the website www.fieramilano.it.
- Under Article 14.2 of the Articles of Association, most members of the Board of Directors must meet the independence requirements for Statutory Auditors according to current law and also the independence requirements established in the Corporate Governance Code of Borsa Italiana S.p.A.;
- Under Article 147-*quinquies* of the Consolidated Finance Act, the directors must meet the requirements of good repute prescribed for the members of the supervisory bodies by the regulation issued by the Minister of Justice pursuant to Article 148, paragraph 4, of the Consolidated Finance Act.

The Board of Directors 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. 155 of 27 January 2026, represent a total of at least 2.5% of share capital.

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

- In compliance with Article *147-ter*, paragraph three, of Italian Legislative Decree No. 58/1998 and Article 14.4 of the Articles of Association, at least one director must be drawn from the minority list that obtained the highest number of votes and is not connected in any way, not even indirectly, with the shareholders who submitted, took part in submitting, or voted for the list that received the most votes;
- each candidate may only appear on one list, failing which they will be ineligible. Each list contains a maximum of nine candidates listed by a sequential number;
- lists containing three or more candidates must contain candidates of both genders, so that the lesser represented gender has a number of candidates 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;
- most of the candidates on each list must meet the independence requirements as defined in Article 14.2. of the Articles of Association;
- 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 14.4 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;
- Nomination proposals must be sent 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 Secretariat Office), at least twenty-five days before the date set for the Shareholders' Meeting in single call (i.e. by 28 March 2026) 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, provided that this is within twenty-one days (i.e. 1 April 2026) before the date set for the Shareholders' Meeting;
 - iii. declarations in which the individual candidates accept, under their responsibility, the candidature and certify the non-existence of causes of ineligibility and incompatibility and the existence of the requirements prescribed by current legislation for assuming the office, including the criteria of honourableness provided for by Article 148, paragraph 4, of Legislative Decree 58/98, referred to by Article *147-quinquies* of the same Decree, Legislative Decree 58/98, referred to in Article *147-quinquies* of the same Legislative Decree 58/98, as well as any indication by the same, both of the independence requirements established for statutory auditors by current law provisions and those indicated by the Corporate Governance Code. The declarations must also 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;
 - iv. *curriculum vitae* outlining the personal and professional characteristics of each candidate, with a list of directorships and auditing positions held 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;

- the lists will be published by the Company at least twenty-one days before the date scheduled for the Shareholders' Meeting, 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**");

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

To submit the lists, we finally remind you that, under Article 4, Recommendation 23, of the *Corporate Governance Code of Borsa Italiana S.p.A., 'in companies other than those with concentrated ownership, the board of directors expresses, ahead of each renewal, an orientation on its quantitative and qualitative composition deemed optimal, considering the results of the self-assessment.*

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'* was 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.

Also, in compliance with the Corporate Governance Code, the outgoing Board of Directors recommends that shareholders intending to submit a list containing several candidates exceeding half of the members to be elected:

- provide adequate information, in the documentation submitted for the filing of the list, on the conformity of the list with the guidance expressed by the Board of Directors, also concerning the diversity criteria provided for in Principle VII and *Recommendation 8 f* of the Corporate Governance Code; and
- indicate their candidate for the office of Chairman.

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 directors and the annual remuneration due to the Chairperson of the Board of Directors, including all taxes and contributions payable by the Company.

The Shareholders are therefore invited, besides presenting the lists to appoint the Directors, to formulate proposals for resolutions on the items under items 5.1, 5.2, 5.4 and 5.5 on the Agenda, based on the following:

proposed resolutions

5.1 Determination of the number of members.

Shareholders are invited to determine the number of members of the Board of Directors.

5.2 Determination of the duration of the appointment.

Shareholders are invited to set the duration of the appointment of Board of Directors.

5.3 Appointment of Directors.

Shareholders are invited to submit and vote on lists to appoint members of the Board of Directors under Article 14.4 of the Articles of Association.

5.4 Appointment of the Chairman.

The shareholders are invited to appoint the Chairperson of the Board of Directors, based on the preferences expressed in the lists.

5.5 Determination of remuneration.

Shareholders are invited to determine the maximum total amount of annual remuneration, inclusive of all taxes and contributions payable by the Company, due to directors, leaving it to the Board of Directors, with the opinion of the Board of Statutory Auditors in compliance with the law, to determine the amount to be attributed to directors holding special offices.

6. Approval of an incentive plan pursuant to Article 114-bis of Legislative Decree 58/1998.

(Report pursuant to Article 84-bis and Annex 3A of the Regulation on Issuers)

Dear Shareholders,

On 12 March 2026, the Board of Directors of the Company resolved to submit to your examination, pursuant to Article 114-*bis* of Italian Legislative Decree No. 58 of 24 February 1998, a medium- and long-term incentive plan, structured in the mixed form of *cash* and *performance shares* and named '*Performance Shares Plan 2026-2028*' (hereinafter, the '**Plan**'), in favour of: (i) directors with management powers of the Company or of companies directly or indirectly controlled by the Company, pursuant to Article 2359 of the Civil Code or Article 93 of the Consolidated Finance Act (hereinafter referred to as the "**Subsidiaries**" and, collectively, the "**Executive Directors**"), (ii) "**Key Executives**" of the Company (meaning the persons identified by the Board of Directors who, pursuant to the Appendix to Consob Regulation No. 17221 of 12 March 2010 on Related Party Transactions, as subsequently amended and supplemented, have the power and responsibility, directly or indirectly, for the planning, management and control of the Company's activities) and (iii) other employees of the Company and its Subsidiaries, who will be identified as beneficiaries of the Plan.

The information document relating to the Plan (hereinafter, the '**Information Document**'), which is submitted for your examination, has been prepared pursuant to Article 84-*bis* and Annex 3A of the Regulation approved by Consob with resolution No. 11971 on 14 May 1999 (the '**Issuers' Regulation**'), and will be made available to the public as of 13 March 2026, on the Company's website www.fieramilano.it in the '*Investors/Governance/Shareholders' Meeting*' section, and on the authorised storage mechanism www.emarketstorage.com.

1) Reasons for adopting the Plan

The Plan aims to:

- (i) align the interests of management with those of shareholders and contribute to creating sustainable value by promoting stable management participation in the Company's capital through incentive instruments with a medium to long-term horizon and also based on Shares;
- (ii) to encourage the continuation and motivation within the Group of resources possessing high professional qualities necessary for pursuing the Company's

strategy and sustainable success, ensuring the balance of the remuneration pay-mix in line with market practices;

- (iii) linking the overall remuneration and especially the incentive system of the Group's management and key figures to the actual performance of the Company and the creation of new value for the Group.

2) **Beneficiaries of the Plan**

The Plan is addressed not only to Executive Directors but also to the Company's Key Executives and to the employees of the Company and its Subsidiaries whom the Board of Directors will identify from among those persons who hold or perform significant roles or functions in, or for, the Group and for whom an action to strengthen their loyalty is justified, to create value in the medium-long term, hereinafter, the '**Beneficiaries**').

3) **Procedures and clauses for implementing the Plan, with particular reference to its duration and the conditions for the allocation of shares**

The Plan provides for a vesting period of three years, corresponding to the three years 2026-2028, for the verification of the performance targets on which the awarding of shares and bonuses is conditional. The right to receive the shares granted, and the bonus awarded will be subject to achieving these performance targets, which will be determined upon approval of the Plan regulations.

The Plan will end upon approval of the Financial Statements for the year ending 31 December 2028.

4) **Potential support for the Plan from the Special Fund created to encourage workers' participation, referred to in Article 4(112) of Law 350 of 24 December 2003**

The Plan will not receive any support from the Special Fund created to encourage workers' participation in companies, referred to in Article 4(112) of Law 350 of 24 December 2003.

5) **Limits to the transfer of vested shares**

Fifty per cent of the vested shares under the Plan may not be transferred or subject to any lien or other acts of disposal *inter vivos* for any reason for 24 months from receipt of such vested shares.

Such vested shares, delivered to the Beneficiaries through the authorised financial intermediary, will have regular dividend entitlement but must remain on deposit with the authorised financial intermediary identified by the Company throughout the duration of the Lock-Up.

If a Beneficiary terminates their employment or directorship with the Company (or the relevant Subsidiary) during the lock-up period, the vested shares that have been delivered to the Beneficiary, while remaining in the Beneficiary's ownership, shall remain unavailable for 24 months.

The Shareholders' Meeting is called upon not only to approve the guidelines of the Plan in the Information Document but also to grant the Board of Directors any power necessary or appropriate to implement the Plan, in particular (for example only) any power to: (i) identify, include or exclude Beneficiaries; (ii) determine the amount of Allocated Shares and the amount of the Bonus Allocated to each Beneficiary; (iii) define the contents of the Allocation Sheets and establish the Performance Targets; (iv) verify compliance with the conditions for the delivery of the Allocated Shares, and the Allocated Bonuses as identified in the Rules and Regulations of the Plan; (v) proceed with the actual deliveries to the Beneficiaries of the Shares and Bonuses; (vi) prepare and approve the Rules and Regulations of the Plan and to make such amendments to it as may be necessary and/or appropriate, also to adapt them to extraordinary events that have occurred; as well as (vii) draw up and/or complete any

document necessary or appropriate to the Plan, perform any act, fulfilment (including market disclosure in compliance with applicable laws and regulations), formality, communication that is necessary or appropriate for the management and/or implementation of the Plan, with the power to delegate its powers, duties and responsibilities concerning the Plan's execution and implementation.

Given the above, we submit the following for your approval

proposed resolution

"The Shareholders' Meeting of Fiera Milano, having acknowledged the Explanatory Report of the Board of Directors and the Information Document prepared pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998 and Article 84-bis of Consob Regulation No. 11971 of 14 May 1999 and subsequent amendments and additions;

resolves

- 1) *to approve the Performance Shares Plan 2026-2028 drafted pursuant to Article 114-bis of Italian Legislative Decree 58/98, in the terms broadly described above and as better reported in the Information Document published pursuant to applicable regulations;*
- 2) *to vest the Board of Directors with the broadest powers necessary or appropriate to fully and completely implement the Performance Shares Plan 2026-2028, including but not limited to the power to: (i) identify, include or exclude Beneficiaries; (ii) determine the amount of Allocated Shares and the amount of the Bonus Allocated to each Beneficiary; (iii) define the contents of the Allocation Sheets and establish the Performance Targets; (iv) verify compliance with the conditions for the delivery of the Allocated Shares, and the Allocated Bonuses as identified in the Rules and Regulations of the Plan; (v) proceed with the actual deliveries to the Beneficiaries of the Shares and Bonuses; (vi) prepare and approve the Rules and Regulations of the Plan and to make such amendments to it as may be necessary and/or appropriate, also to adapt them to extraordinary events that have occurred; as well as (vii) draw up and/or complete any document necessary or appropriate to the Plan, perform any act, fulfilment (including market disclosure in compliance with applicable laws and regulations), formality, communication that is necessary or appropriate for the management and/or implementation of the Plan, with the power to delegate its powers, duties and responsibilities concerning the Plan's execution and implementation.*

7. Authorisation for the purchase and disposal 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.

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

Dear Shareholders,

Firstly, we remind you that with a resolution dated 23 April 2025, 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 13 May 2025, the Board of Directors resolved to initiate the treasury share purchase programme, which was concluded on 1 October 2025, and, as of today, Fiera Milano holds 998.466 treasury shares, equal to 1,39% of the share capital.

Since the term of validity of the above authorisation will expire on 23 October 2026, 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 the date of this report, the subscribed and paid-up share capital amounts to Euro 42,445,141.00 (forty-two million four hundred forty-five thousand one hundred forty-one/00) and is composed of 71,917,829 (seventy-one million nine hundred seventeen thousand eight hundred 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 Finance Act, 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 23 April 2025;*
- 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 seventh 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), 13 March 2026

On behalf of the Board of Directors
The Chairman
Carlo Bonomi