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Oggetto : Press release related to the Shareholders'
Meeting resolutions (22 April 2026)

Testo del comunicato

Vedi allegato



ORDINARY SHAREHOLDERS' MEETING OF 22 APRIL 2026

ORDINARY SHAREHOLDERS' MEETING

- Approves the Financial Statements as of 31 December 2025 - accompanied by the Board of Directors' Management Report - including the Consolidated Sustainability Report - the Report of the Board of Statutory Auditors and the Independent Auditor's Report;
- Approves the distribution of a dividend of Euro 0.25 per entitled ordinary share, to be paid out of the net profit for the financial year, and the carryforward of the remaining profit;
- Appoints the Board of Directors determining the number of members, the duration of the position, the members and the remuneration;
- Approves the Remuneration Policy and the second section of the 2025 Report on the Remuneration Policy and remuneration paid;
- Authorizes the buyback and disposal of treasury shares, subject to revocation, for the unexecuted part, of the previous authorization resolved by the Shareholders' Meeting of 23 April 2025;
- Approves the new 2026-2028 Performance Shares Plan pursuant to article 114-bis of Italian Legislative Decree 58/1998.

Milan, 22 April 2026 - The Ordinary Shareholders' Meeting (the "**Meeting**") of Fiera Milano S.p.A. (the "**Company**" and/or "**Fiera Milano**"), chaired by the President of the Board of Directors Carlo Bonomi, met today in single call.

Financial Statements as of 31 December 2025 and dividend distribution

The Shareholders' Meeting approved the Financial Statements as of 31 December 2025 of the parent company Fiera Milano S.p.A. which recorded Revenues of Euro 289.4 million (Euro 207.3 million in 2024), an EBITDA of Euro 94.8 million and a Net Profit of Euro 44.4 million.

The Shareholders' Meeting also resolved 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;
- 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.

The dividend will be paid through the authorised intermediaries with whom the shares are registered in the Monte Titoli system.

During the Shareholders' Meeting, the Consolidated Financial Statements as of 31 December 2025 were presented, which closed with Revenues of Euro 379.9 million compared to Euro 273.2 million in 2024, recording an EBITDA of Euro 131.5 million, compared to Euro 83.6 million in 2024. Net Profit as of 31 December 2025 amounted to Euro 50.8 million (an increase of Euro 31.6 million compared to Euro 19.1 million in 2024).



FIERA MILANO

For further details, please refer to the press release issued on 12 March 2026, following the approval by the Board of Directors of the Draft Financial Statements and the Consolidated Financial Statements relating to the financial year ended 31 December 2025.

Finally, the 2025 Sustainability Report in accordance with Legislative Decree 125/2024 (the “Consolidated Sustainability Reporting”) was approved and, starting from the previous year, is published on a mandatory basis within the Board of Directors’ Management Report.

Appointment of the Board of Directors

The Ordinary Shareholders' Meeting held today resolved to set the number of members of the Board of Directors at 9 (nine), setting the duration of the position at 3 (three) financial years; the Board will therefore remain in office until the Shareholders' Meeting which will be called to approve the Company's Financial Statements as at 31 December 2028.

The Ordinary Shareholders' Meeting appointed the following no.8 directors from the slate presented by Ente Autonomo Fiera Internazionale di Milano which obtained 78.2% of the votes of the participants in the Meeting: Carlo Bonomi, Francesco Conci, Maurizio Dallochio, Michaela Castelli, Veronica Squinzi, Matteo Bruno Lunelli, Costanza Esclapon De Villeneuve and Maria Luisa Mosconi. Carlo Maria Ferro was then nominated from the slate presented by a group of institutional investors which obtained 12.5% of votes of the participants in the Meeting.

The *curriculum vitae* of the Directors are available on the company website www.fieramilano.it, in the Investors section.

The Ordinary Shareholders' Meeting also resolved:

- the determination of a fixed annual remuneration for the Chairman of the Board of Directors equal to Euro 120,000.00, pro rata temporis, in addition to reimbursement of documented expenses incurred in the performance of the office;
- the determination of a fixed annual remuneration for each other Director equal to Euro 40,000.00, for a total amount of Euro 320,000.00, pro rata temporis, in addition to reimbursement of documented expenses incurred in the performance of the office;
- the payment of an attendance fee equal to Euro 400.00 for each Director, for each meeting of the Board of Directors attended.

Report on the Remuneration Policy and remuneration paid pursuant to article 123-ter of Italian Legislative Decree 58/98

The Shareholders' Meeting approved the first section (with binding vote) pursuant to art. 123-ter, paragraph 3-ter of Italian Legislative Decree 58/1998 and the second section (with non-binding advisory vote) pursuant to paragraph 6 of the same provision, of the Report on the Remuneration Policy and remuneration paid.

Buy back and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the civil code

The Shareholders' Meeting resolved to authorize the Board of Directors, pursuant to and by effect of the art. 2357 civil code et seq., to buy back treasury shares of the Company, subject to revocation, for the unexecuted part, of the previous authorization resolved by the Shareholders' Meeting of 23 April 2025, for the quantity, at the price, in the terms and with the methods described in the explanatory report on the matters, available on the Company's website in the Investors/Governance/Shareholders' Meeting section.

**FIERA MILANO**

2026-2028 Performance Shares Plan pursuant to article 114-bis of Italian Legislative Decree 58/1998

The Shareholders' Meeting resolved to approve the 2026-2028 Performance Shares Plan drawn up pursuant to article 114-bis of Italian Legislative Decree 58/98, in the terms described in the Information Document published pursuant to the applicable regulations and available on the company website in the Investors/ Governance/ Shareholders' Meeting section, and to grant the Board of Directors all the broadest powers necessary or appropriate to fully implement the 2026-2028 Performance Shares Plan.

More information

The minutes of the Shareholders' Meeting held today will be made available to the public, within the terms of the law, on the authorized storage mechanism eMarketSTORAGE (www.emarketstorage.it) and on the Company's website in the Investors/ Governance/ Shareholders' Meeting section.

The summary report on the votes will be made available on the company website, in compliance with art. 125- quater of the TUF, within the terms of the law.

Fiera Milano

Fiera Milano is the leading exhibition and congress operator in Italy and one of the world's foremost integrated players in the exhibition and congress industry. The Group manages Italy's largest exhibition district and Europe's largest convention centre, serving a wide range of industries including fashion, furniture and home design, capital goods and industrial machinery, tourism, professional hospitality, plant engineering and energy, construction, and art. In particular, the Group's activities focus on the management, organization, and hosting of exhibitions and other events, through the provision of fully equipped exhibition spaces, design and project support, and related services. Alongside this core business, Fiera Milano is increasingly expanding its focus on entertainment activities, including experiential events, cultural initiatives, and live shows, enhancing its exhibition and congress offering and positioning Fiera Milano as a destination of choice for both businesses and the general public. Fiera Milano aims to strengthen its role as an international platform for business development, creating value for exhibitors and visitors through an increasingly integrated offering of services, high-quality content, and networking opportunities. Innovation, sustainability, and internationalization are the key pillars of its growth strategy. Fiera Milano has been listed on Euronext Milan, STAR segment, since 2002.

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