

The following is a translation of the Italian language notice of convocation published in the Italian daily newspaper *Milano Finanza* on 19 March 2011. For any difference between the two texts, the Italian text shall prevail.



**FIERA MILANO**

FIERA MILANO SpA  
Registered offices in Milan, Piazzale Carlo Magno, 1  
Operational and administrative headquarters in Rho (MI), SS 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 Shareholders' Meeting**

Shareholders are invited to attend the Ordinary Shareholders' Meeting to be held in the auditorium of the new exhibition centre (Centro Servizi), Strada Statale del Sempione no. 28 in Rho (Milan) (reserved parking is available with entry from Porta Sud) in first convocation on 21 April 2011 at 10.00 and, if required, in second convocation on 22 April 2011 at the same time and place, to deliberate and vote on the following

#### **Agenda**

1. The Financial Statements to 31 December 2010, Board of Directors Management Report, the Report of the Board of Statutory Auditors; related deliberations and resolutions.
2. Authority for the purchase and disposal of treasury shares, following prior retraction of the resolution approved by the Shareholders' Meeting of 15 April 2010; related deliberations and resolutions.

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 and indirectly, no. 831,595 treasury shares, equal to 1.97% of the share capital.

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 for 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.

Such a request 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](mailto:investor.relations@fieramilano.it). Within the same time limit

and in the same way, a report on the proposed matter for discussion must be delivered to the Board of Directors of the Company. Requests for additions to the agenda are not allowed for topics that shareholders are asked to approve, in accordance with applicable law, upon proposal of the Directors or based on a plan or report prepared by the Directors.

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 first convocation of the Shareholders' Meeting (12/04/11); credit or debit registrations to the share account after this time will not be considered for the legitimate exercise of the voting right 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 first convocation of the Shareholders' meeting (18/04/11). 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.

Any person who may legitimately attend the Shareholders' Meeting may be represented by a written proxy according to the provisions of enacted law by signing the proxy form available on request from the recognised intermediary by the person who may legitimately vote or by using the form available on the website [www.fieramilano.it](http://www.fieramilano.it) (in the section Investor Relations/Corporate Governance/Shareholders' Meeting). The proxy must be sent 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](mailto:investor.relations@fieramilano.it). Proxies attending the Shareholders' Meeting on behalf of shareholders must demonstrate that they are the person delegated in the original notification of the proxy.

The proxy may also be freely given, with instructions on how to vote, to the company Servizio Titoli SpA, 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 on the website [www.fieramilano.it](http://www.fieramilano.it) (in the section Investor Relations/Corporate Governance/ Shareholders' Meetings) on condition this is received by Servizio Titoli SpA. by registered delivery at its registered office in via Mantegna 6, 20154 – Milan and by sending in advance by fax to 0039-02-46776850 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@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by the end of the second stock market trading day preceding the date of the first convocation of the Shareholders' Meeting (19/04/11). Proxies delegated 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 (19/04/11).

Shareholders may table questions regarding the subjects on the agenda before the Shareholders' Meeting and, however, by the end of the second stock market trading day preceding the date fixed for the Shareholders' Meeting (19/04/11) by sending them by registered delivery, with proof of receipt, to the operational and administrative offices of the Company (*Investor Relations* Department) or by e-mail to the e-mail address [investor.relations@fieramilano.it](mailto:investor.relations@fieramilano.it). Answers will be given to questions received prior to the

Shareholders' Meeting at the latest during the Shareholders' Meeting, with the Company having the authority to give a single response to questions on the same matter.

Documentation relating to matters on the agenda as required by enacted law will be deposited at the registered office of the Company and at the operational and administrative headquarters in Rho (Milan), Strada Statale del Sempione 28, Centro Servizi, Office Reception desk, and at Borsa Italiana and on the Company website [www.fieramilano.it](http://www.fieramilano.it) (in the section Investor Relations/ Corporate Governance/ Shareholders' Meetings) and, as required, will be available to Shareholders and to the public. Shareholders can obtain copies of all the aforementioned documentation.

Rho (Milan), 18 March 2011

Chairman of the Board of Directors  
Michele Perini

(notice to be published in the Italian daily newspaper *Milano Finanza* on 19 March 2011)