

# Charter of

Fondazione Ente Autonomo Fiera Internazionale di Milano



Fondazione  
Fiera  
Milano

## **CHARTER**

### **FONDAZIONE ENTE AUTONOMO**

### **FIERA INTERNAZIONALE DI MILANO**

approved by resolution

of the Extraordinary Board of Commissioners of Fiera Milano

No. 24 of 9 December 1999

and by Decree of the President of the Lombardy Region

No. 1367 of 24 January 2000

(B.U.R.L. No. 6 of 7 February 2000)

and with amendments made:

by the General Council of the Foundation on 12 November 2001

by the General Council of the Foundation on 3 July 2002

by the General Council of the Foundation on 8 October 2004

by the Board of Commissioners of Fondazione Ente Autonomo Fiera Internazionale di Milano on 20 March 2006

by Decree of the President of the Lombardy Region

No. 4549 of 21 April 2006

by Decree of the President of the Lombardy Region

No. 5068 of 14 May 2010

by Decree of the President of the Lombardy Region

No. 6890 of 19 July 2013

by Decree of the President of the Lombardy Region

No. 390 of 12 April 2016

by the General Council of the Foundation on 30 November 2017

by Decree of the President of the Lombardy Region

No. 106 of 17 November 2023

**Decree of the President of the Regional Council**

**17 November 2023 - No. 106**

Approval of the amendments to the Charter of the Foundation named "Ente Autonomo Fiera Internazionale di Milano", with registered office in Milan, Largo Domodossola 1 - Registration in the Regional Register of Private Legal Entities, pursuant to Articles 2 and 4 of Regional Regulation No. 2 of 2 April 2001

**THE PRESIDENT OF THE LOMBARDY REGION**

**HAVING REGARD TO**

\_article 14 et seq. of the Italian Civil Code on the organisation and functioning of associations and foundations;

\_article 14 of Presidential Decree No. 616 of 24 July 1977, which delegated to the Regions, as from 1 January 1978, the exercise of the functions relating to legal persons referred to in Book One, Title II, Chapter I, of the Italian Civil Code;

\_articles 2 and 7 of Presidential Decree No. 361 of 10 February 2000 'Regulation laying down rules for the simplification of procedures for the recognition of private legal persons and the approval of amendments to the memorandum and articles of association (No. 17 of Annex 1 to Law No 59 of 15 March 1997)'; according to which amendments to the articles of association and memorandum of association of private legal persons operating in the matters assigned to the

Regions by Article 14 of Presidential Decree No. 616 of 24 July 1977 and whose statutory purposes are limited to a single Region, are approved by means of registration in the register of legal persons set up in each Region;

\_Regional Regulation No. 2 of 2 April 2001, "Regulation establishing the Regional Register of Private Legal Entities pursuant to Article 7 of Presidential Decree No. 361 of 10 February 2000", published in the Official Bulletin of the Lombardy Region of 6 April 2001 - 1st ordinary supplement No. 14, and in particular Articles 2 and 4;

\_D.G.R. no. VII/3794 of 16 March 2001, approving the convention outline for entrusting the management of the aforementioned Register to the Chambers of Commerce, Industry, Crafts and Agriculture of the Lombardy Region;

\_Regional Law No. 6 of 29 January 1999: "Rules and regulations governing the administrative functions relating to Ente Autonomo Fiera Internazionale di Milano, implementing Article 41, paragraph 2, letter b) of Legislative Decree No. 112 of 31 March 1998", establishing the methods and procedures for the approval of amendments to the Foundation's charter (Articles 2 and 3);

## **HAVING ACKNOWLEDGED**

\_the note dated 29 June 2023, Regional protocol A1.2023.0332436 of the same date, by which the President and legal representative of the Foundation forwarded to the President of the Lombardy Region the proposal for the revision of the Charter, as resulting from the resolution of the General Council No. 1/23 of the Foundation in question,

recorded in a public deed dated 26 June 2023, Index No. 36558, Coll. No. 17177, drawn up by Alessandra Zizanovich, Notary Public in Milan, registered with the Revenue Agency D. P. II of Milan on 27 June 2023 under No. 62323 - Series 1T;

\_Regional Council Resolution No. XII/632 of 17 July 2023 'APPROVAL OF THE AMENDMENTS TO THE CHARTER MADE BY FONDAZIONE ENTE AUTONOMO FIERA INTERNAZIONALE DI MILANO, WITH REGISTERED OFFICE IN MILAN, LARGO DOMODOSSOLA 1 - REQUEST FOR AN AGREEMENT WITH THE MUNICIPALITY OF MILAN', sent to the Mayor of the Municipality of Milan by memorandum No. A1.2023.0361348 of 18 July 2023;

\_the note dated 28 July 2023, Regional Protocol A1.2023.0377621 of 31 July 2023, whereby the Mayor of the Municipality of Milan presented the opportunity to introduce a further amendment to the current Charter;

\_the note dated 26 September 2023, Regional protocol A1.2023.0449393 of 27 September 2023, whereby the President and legal representative of the Foundation forwarded to the President of the Lombardy Region a proposal to amend the Charter, as resulting from the resolution of the General Council No. 5/23 of the Foundation in question, recorded in a public deed dated 25 September 2023, Index No. 36827, Coll. No. 17353, drawn up by Alessandra Zizanovich, Notary Public in Milan, registered with the Revenue Agency D. P. II of Milan on 26 September 2023 under no. 89558 - Series 1T;

\_Regional Council Resolution No. XII/1063 of 9 October 2023 'SUPPLEMENT TO REGIONAL COUNCIL RESOLUTION No. XII/632 OF 17 JULY 2023, SUBJECT: "APPROVAL OF THE AMENDMENTS TO THE CHARTER OF FONDAZIONE ENTE

AUTONOMO FIERA INTERNAZIONALE DI MILANO, WITH REGISTERED OFFICE IN MILAN, LARGO DOMODOSSOLA 1 - REQUEST FOR AN AGREEMENT WITH THE MUNICIPAL COUNCIL OF MILAN - FURTHER DETAILED PROVISIONS', sent to the Mayor of the Municipality of Milan by note No A1.2023.12.0473, prot. 1 - REQUEST FOR AN AGREEMENT WITH THE MUNICIPALITY OF MILAN - FURTHER DETERMINATIONS', sent to the Mayor of the Municipality of Milan by memorandum No. A1.2023.0473005 of 12 October 2023;

\_the expiry of the thirty-day period referred to in Article 3 of Regional Law 6/1999, without the Municipality of Milan expressing its reasoned dissent or referring the aforementioned proposal with observations;

\_the application dated 10 November 2023, Regional Protocol A1.2023.0528333 of the same date, whereby the President and legal representative of the Foundation requested the President of the Lombardy Region to approve the new charter of the organisation, pursuant to Article 4 of Regional Regulation No. 2 of 2 April 2001;

### **HAVING ACKNOWLEDGED**

that the aforementioned Foundation has been registered in the Regional Register of Private Legal Entities under number 980 since 7 April 2001;

### **HAVING CONSIDERED**

that the factual and legal conditions exist to proceed with the adoption of this measure, considering that the approved amendments are compatible with the institutional purpose of the entity;

### **HAVING NOTED**

that this measure allows the conclusion of the relevant procedure by 8 February 2024, in compliance with the deadline set out in Regional Regulation No. 2 of 2 April 2001;

### **HEREBY RESOLVES**

1. to approve the amendments to the Charter adopted by the General Council of Fondazione Ente Autonomo Fiera Internazionale di Milano by resolution No. 5/23, recorded in a public deed dated 25 September 2023, Index No. 36827, Coll. No. 17353, drawn up by Alessandra Zizanovich, Notary Public in Milan, registered with the Revenue Office D.P. II of Milan on 26 September 2023 under No. 89558 - Series 1T, as an integral and substantial part of this measure;
2. pursuant to the combined provisions of Articles 2 and 4 of Regional Regulation No. 2 of 2 April 2001, to enter the amendments hereby made to the Foundation's Charter in the Regional Register of Private Legal Entities.

3. to transmit this measure to the supervisory and control authority and to the Chamber of Commerce, Industry, Crafts and Agriculture of Milan, as far as their respective competences are concerned.
4. to notify the Foundation and the Municipality of Milan of this deed.

**THE PRESIDENT**

Attilio Fontana



## **ARTICLE 1**

### **Name, registered office, purpose and activity**

1. Ente Autonomo Fiera Internazionale di Milano, established and regulated by the Royal Decree of 1 July 1922, is a private law Foundation (hereinafter referred to as the "Foundation"), which operates in accordance with the provisions of the Italian Civil Code as well as with the specific laws on the subject.

2. The Foundation has its registered office in Milan, Largo Domodossola 1.

3. The Foundation operates on a non-profit-making basis and bases its management on criteria of efficiency and economic viability. The Foundation's purpose is to support and increase in Italy and abroad, through the company referred to in Article 3, the organisation of trade fairs and congresses and any other initiative that, by promoting trade exchanges, contributes to the development of the economy, with repercussions on the territory of the region where it has its registered office. The Foundation also aims to enhance urban spaces by developing an offer of facilities and services aimed at culture, health and welfare; to enhance the Third Sector by promoting social innovation and the growth of institutions capable of solving people's needs in new ways; to the development of new spaces for the dissemination of knowledge and training. To this end, it protects its tangible and intangible assets and takes care of their increase and development by carrying out commercial and industrial activities aimed at the construction, renovation, redevelopment, with a view to rental or sale, of real estate complexes intended to host trade fairs, congresses or, in any case, initiatives consistent with the needs of the territory. Furthermore, the Foundation carries out activities and

projects for the promotion and implementation of economic, social, cultural and scientific development initiatives, insofar as they are functional to the development of enterprises and their ability to operate in the global market.

4. The Foundation, also through directly and indirectly controlled companies, carries out and performs all commercial, industrial and financial, movable and immovable property and investment activities and operations that are instrumental to the purpose of the Foundation itself. The Foundation may also participate or contribute to the establishment of associations, foundations, consortia or other forms of association, public or private, in any case aimed at the pursuit of the Foundation's purposes as well as establish or contribute to the establishment of companies, start-ups, including benefit companies, cooperatives and networks, as well as hold interests in companies with purposes that are synergic with its own. Again, for the pursuit of its purposes, the Foundation may carry out any acts and operations, including any financial transactions, the taking out of loans and the provision of guarantees, including security and real estate ones.

## **ARTICLE 2**

### **Assets**

1. The Foundation's assets consist of:

\_ the assets resulting from the last inventory prior to the approval of this Charter;

\_ the reserves constituted pursuant to Article 12, paragraph 7 of this Charter and the amounts obtained from the rights that the General Council shall allocate by its own resolutions to increase the assets;

\_ increases in assets resulting from the activities of the Foundation's subsidiaries;

\_ any contributions, legacies or donations.

2. The Foundation shall provide for the achievement of the purpose for which it is established with the proceeds of the performance of its activity, including entrepreneurial, industrial, commercial and real estate activities, whether direct or indirect, of the administration, including extraordinary administration, and of the management of its assets, as well as with any contributions from entities

or persons.

3. The real estate assets are bound to the achievement of the purpose stated in Article 1.

Disposal is only permitted for assets that are no longer functional, by resolution of the General Council

that will determine how they are to be reinvested in the interest of the Foundation's purposes.

## **ARTICLE 3**

### **Management companies**

1. The functions of an entrepreneurial nature referred to in Article 1 for the performance of all general, preparatory, instrumental and communication services aimed at organising fair and exhibition activities are carried out through a special joint-stock company established by the Foundation, which holds absolute majority control.

2. The President of the Company referred to in the preceding paragraph is appointed by the Company's Shareholders Meeting upon nomination by the Foundation.

## **ARTICLE 4**

### **Foundation Bodies**

1. The bodies of the Foundation are:

- a. the President;
- b. the General Council;
- c. the Executive Committee;
- d. The Board of Auditors.

2. All bodies hold office for a term of three financial years and expire on the date of the General Council meeting convened for the approval of the financial statements for the last financial year of their office.

The President and the members of the collective bodies may not be appointed more than twice, subject to the provisions of the transitional rule.

## **ARTICLE 5**

### **President and Vice Presidents**

1. The President is appointed pursuant to Article 2 of Regional Law No. 6 of 29 January 1999, and in any case pursuant to the regulations in force.

2. The President is the legal representative of the Foundation; he/she convenes and chairs the meetings of the General Council and of the Executive Committee, determines their agenda, arranges for the preparation of the acts for their

approval; supervises the implementation of the resolutions of these bodies and the achievement, also operational, of the Foundation's purposes.

3. In cases of urgency, the President may take decisions within the competence of the Executive Committee, which are to be ratified at the first regularly convened meeting of the latter.

4. The General Council appoints two Vice Presidents from among its members: one from among the members designated by the Municipality of Milan and indicated by it in agreement with the Lombardy Region; one from among the members referred to in letters f) to l) of paragraph 1 of Article 6 of this Charter.

5. The President, in case of absence or impediment, is replaced by the Vice President appointed from among the members designated by the Municipality of Milan. If the latter is also absent or unable to attend, he/she shall be replaced by the second Vice President.

## **ARTICLE 6**

### **General Council**

1. The General Council consists of the President and twenty-five members, including the two Vice Presidents, appointed as follows:

- a. a representative of the Presidency of the Council of Ministers;
- b. three representatives of the Lombardy Region;
- c. three representatives of the Municipality of Milan;
- d. two representatives of the Metropolitan City of Milan;

- e. two representatives of the Milan-Monza-Brianza-Lodi Chamber of Commerce;
- f. three representatives of Industry;
- g. three representatives of Commerce and Services;
- h. two representatives of Crafts;
- i. two representatives of Agriculture;
- l. two representatives of the most representative associations of trade fair organisers;
- m. a representative of the cooperative sector;
- n. a trade union representative.

2. The members referred to in points (a) to (e) are appointed by the respective Administrations in accordance with the internal procedures of each institution. The members referred to in points f), g), h), i), m) and n) are appointed, on a proportional basis, by the respective most representative organisations; the degree of representativeness and the number of representatives to be appointed by each organisation are established in accordance with the criteria and procedures provided for by the regulations governing appointments to the boards of the Chambers of Commerce. To this end, the Foundation makes use of the data provided by the Milan-Monza- Brianza-Lodi Chamber of Commerce relating to the Milan Metropolitan City area. The members referred to in point l) are appointed by the President of the Foundation on the joint recommendation of the most representative associations of trade fair organisers.

3. The President of the Lombardy Regional Council, having taken note of the appointments referred to in paragraph 1, shall formally install the General Council by decree.

4. Council members, once appointed, work for the achievement of the Foundation's purpose in an independent

manner and are accountable to the Foundation for their actions.

5. The General Council is also validly constituted during the period of replacement of councillors, provided that the appointed councillors represent the majority of the members.

6. In the event of the vacancy or resignation of one or more councillors, they shall be replaced in the same manner as prescribed for the appointment. The appointee shall remain in office until the expiry of the replaced member. Prior to such appointment, the Council shall be validly constituted with the remaining members in office.

7. The resignation or, in any case, the simultaneous vacancy of the majority of the councillors shall entail the forfeiture and renewal of the General Council.

8. The members of the General Council are paid an attendance fee in accordance with Article 7, paragraph 1, number 3).

## **ARTICLE 7**

### **Powers of the General Council**

1. The General Council exercises the powers of policy-making for the achievement of the purpose and of verifying the compliance of management results with the objectives set out in the Foundation's Three-Year Plan through approval:

a. of the Three-Year Plan prepared by the Executive Committee;

b. of the annual budget forecast and its variations, on the basis of the economic objectives set out in the document referred to in point a;

c. of the annual financial statements and the consolidated financial statements.

In addition, the General Council:

1. appoints the two Vice Presidents and the other members of the Executive Committee from among its members in the manner provided for in Article 5, paragraph 4 and Article 8, paragraph 1 of the Charter, respectively;
2. chooses the auditing company entrusted with the certification of the annual financial statements;
3. determines the emoluments of the Bodies and the attendance fee of the members of the Council;
4. passes resolutions on proposals to amend the Charter by a qualified majority of two-thirds of its members;
5. resolves on dissolution, as per Article 14 of the Charter;
6. resolves on proposals to dispose of the Foundation's assets.

2. The General Council shall be convened by the President at least twice a year and whenever he/she deems it appropriate; it shall also be convened whenever at least one third of its members request it in writing to the President, stating the reasons for the request. Invitations to convene meetings, containing a list of the items to be discussed, are issued at least fifteen days before the date on which the meeting is to take place; in urgent cases, the Board is convened with three days' notice.

The notice may be on any paper or magnetic medium and may be sent by any communication system that guarantees proof of receipt within the time limits indicated above.

3. The meeting of the Council shall be valid with the presence of an absolute majority of the members in office. The Council shall act by the affirmative vote of the absolute majority of



those present. In the event of a tie, the vote of the President shall prevail.

4. The General Council meetings are attended by the Director General, if appointed. At the invitation of the President, executives or employees of the Foundation, directors and employees of the associative and corporate bodies in which the Foundation has an interest, as well as consultants and experts may be invited to attend meetings of the General Council in order to report on specific topics related to the items on the agenda and/or express their opinion. The functions of the Secretary taking the minutes are performed by a person designated by the President.

5. Meetings of the General Council may also be held by audio- or videoconference, under the following conditions, which shall be noted in the relevant minutes:

a. that the chairperson of the meeting be allowed to ascertain the identity of those present, regulate the proceedings of the meeting, and ascertain and proclaim the results of the vote;

b. that it is possible for the person taking the minutes to adequately perceive the events of the meeting being minuted;

c. that those present be allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive or transmit documents.

## **ARTICLE 8**

### **Executive Committee**

1. The Executive Committee consists of the President, the two Vice Presidents and six members, chosen by the General Council from among its members, of which:

\_ three among the representatives referred to in points b) to d) of Article 6, paragraph 1;

\_ three among the representatives referred to in points e) to n) of Article 6, paragraph 1.

2. The Executive Committee may delegate powers of ordinary administration to the President and may assign specific tasks to its members.

3. The Executive Committee shall be convened by the President on his/her own initiative or whenever at least four members so request, by means of a notice containing the list of items to be discussed, at least seven days before the meeting, or, in cases of urgency, at least twenty-four hours before the meeting. The notice may be on any paper or magnetic medium and may be sent by any communication system that guarantees proof of receipt within the time limits indicated above.

4. The Executive Committee is chaired by the President, or in the event of his/her absence or impediment, by the Vice President elected from among the members designated by the Municipality of Milan, or in the event of the latter's absence or impediment by the other Vice President.

5. The Executive Committee is validly convened with the presence of at least five members and deliberates with the favourable vote of the absolute majority of those present. In the event of a tie, the vote of the President shall prevail. However, Executive Committee meetings are valid, even if not convened, if all the members in office are present and all the members of the Board of Auditors attend.

Meetings of the Executive Committee may be held by teleconference or videoconference, provided that all participants can be identified and that they are able to follow the discussion and intervene in real time in the discussion of the items on the agenda: if these requirements are met, the

Executive Committee shall be deemed to be held in the place where the Chairman is located and where the Secretary of the meeting must also be located, in order to allow the minutes to be drawn up and signed in the relevant book.

6. The meetings of the Executive Committee are attended by the President of the Company referred to in Article 3 and the Director General, if appointed, while the functions of the Secretary taking minutes are performed by a person appointed by the President.

7. Members of the Executive Committee may not be members of the Board of Directors of the Company referred to in Article 3.

## **ARTICLE 9**

### **Powers of the Executive Committee**

1. The Executive Committee:

- a. exercises ordinary and extraordinary administration;
- b. prepares the drafts of the Foundation's three-year plan, budget forecast, financial statements and consolidated financial statements;
- c. may regulate the criteria for the functioning of the Foundation's internal audit service and appoints its head;
- d. defines, within the framework of the objectives set by the General Council in the Three-Year Plan and within the limits of the budget forecast, the programmes and projects to be implemented, indicates the priorities and issues the consequent directives for the performance of the Foundation's activities;

e. defines the organisational structure of the Foundation and may, within this framework, appoint the Director General and executives upon the proposal of the President, who hires them;

f. may appoint a Technical Advisory Committee composed of no more than five members, mainly representing the organisers of trade fairs, to be governed by specific regulations. The same, if appointed, will have the task of examining in depth on a technical level issues of interest to the Foundation and to express opinions and/or proposals useful for the deliberations of the Executive Committee and the General Council. The office of member of the Technical Advisory Committee is not remunerated.

2. The Executive Committee determines, on the proposal of the President, the powers of the Director General, including the management of personnel and the implementation of resolutions.

## **ARTICLE 10**

### **Board of Auditors**

1. The Board of Auditors is established by Decree of the President of the Regional Council of Lombardy, who appoints its Chairman; it is composed of three statutory members, enrolled in the register of auditors, of whom

a one appointed by the Municipality of Milan;

b. one appointed by the Milan-Monza-Brianza-Lodi Chamber of Commerce;

c. one appointed by the Lombardy Region.

2. In the same criteria and manner, an alternate member is appointed for each statutory member.
3. Alternate Auditors shall take office in the event of the absence or impediment of the corresponding Statutory Auditor.
4. The Auditors hold office for three financial years and may be appointed no more than twice.
5. They shall have the powers and obligations provided for in Articles 2403 et seq. of the Italian Civil Code, as applicable.
6. The Auditors are entitled to a remuneration to be determined by the General Council.

## **ARTICLE 11**

### **Three-Year Plan**

1. The Foundation's Three-Year Plan is prepared by the Executive Committee and submitted to the General Council, which shall approve it by 30 November of each year.

It contains:

- a. analytical elements to verify the economic and quantitative results of the activity carried out in the previous financial year and in the first half of the current financial year with respect to the objectives set, as well as useful elements for comparison;
- b. the determination of the objectives to be pursued in economic terms over the next three years.

## **ARTICLE 12**

### **Financial Year and financial statements**

1. The financial year shall begin on 1 January and end on 31 December of each year.
2. The General Council shall be convened within 180 days after the end of the financial year for the examination and approval of the financial statements of the previous year, by 30 November for the examination and approval of the Three-Year Plan and for the examination and approval of the budget forecast.
3. The Foundation's financial statements are prepared by the Executive Committee, in compliance with the provisions of Articles 2423 to 2426 of the Italian Civil Code, insofar as they are compatible, and are accompanied by the explanatory notes pursuant to Article 2427 of the Italian Civil Code, the Management Report pursuant to Article 2428 of the Italian Civil Code and the report of the Board of Auditors pursuant to Article 2429 of the Italian Civil Code.
4. The Executive Committee is also required to prepare the consolidated financial statements and the related report.
5. The financial statements and the consolidated financial statements of the Foundation, together with their annexes and reports, shall be deposited at the Foundation's registered office at least fifteen days prior to the meeting of the General Council convened to approve the Foundation's financial statements and consolidated financial statements.
6. Any profit reported in the financial statements of each financial year shall be allocated to the statutory reserve. The result may also be allocated to reserves with a specific purpose consistent with the statutory purposes.

7. The Foundation's financial statements are audited by an Auditing Company appointed by the General Council upon the reasoned proposal of the Board of Auditors, in compliance with Article 2409 bis of the Italian Civil Code.

## **ARTICLE 13**

### **Supervision**

1. The Lombardy Region shall exercise its supervisory functions over the Foundation's activities, in accordance with the laws in force, in such a way as to ensure, while respecting the Foundation's autonomy, that the management is inspired by criteria of efficiency in relation to the results to be pursued and is consistent with the provisions of Article 1, paragraph 3.

## **ARTICLE 14**

### **Dissolution and Liquidation**

1. The President of the Regional Council, with the prior approval of the Lombardy Region and in agreement with the Municipality of Milan, in the event of the impossibility of functioning of the ordinary administration or of serious irregularities, pursuant to Article 25 of the Italian Civil Code, may entrust the extraordinary administration of the Foundation to a commissioner for a period not exceeding six months.

2. When the purpose of the Foundation has been achieved or has become impossible, the Foundation, pursuant to Article 27 of the Italian Civil Code, may be declared extinct, or transformed, by decree of the President of the Regional

Council, adopted on the basis of a resolution of the Lombardy Region and in agreement with the Municipality of Milan. With the measure declaring the extinction, the President of the Regional Council shall appoint one or more liquidators.

3. The General Council, with the intervention of at least four-fifths of the Councillors in office, may resolve on the dissolution of the Foundation and the appointment of one or more liquidators.

4. The final accounts submitted by the liquidator(s) are subject to the approval of the Region, in agreement with the Municipality of Milan.

5. Once the liquidation has been completed, the residual assets shall be devolved, by decree of the President of the Regional Council, adopted in accordance with the resolution of the Lombardy Region and in agreement with the Municipality of Milan, to cultural and welfare organizations, with particular regard to Milan and Lombardy.

## **ARTICLE 15**

### **Transitional rule**

In order to guarantee the continuity of Fondazione Fiera Milano's management, both for the completion of the projects started in the post-COVID-19 recovery phase in the Milan area, and to guarantee compliance with the deadlines agreed for the execution of the works for the Olympic Games, the President and the members of the collective bodies, whose terms of office expire on the date of the General Council meeting convened to approve the financial statements as at 31.12.2024, may be reappointed for a further term, also as an exception to the limit contained in art. 4, paragraph 2.



**ANNEX**

Deed of Incorporation of Fiera di Milano - Royal Decree  
No. 919 of 1 July 1922  
(Official Journal No. 170 of 20 July 1922)

**VICTORIO EMANUELE III**  
**by the grace of God and the will of the nation**  
**KING OF ITALY**

Having regard to the request of 8 June 1922 by which the President of the Fiera di Milano Committee, duly authorised by the Committee itself, asks that the initiative that goes by the name of: Fiera di Milano Campionaria Internazionale be established as a non-profit organisation and its organic Charter be approved;

After consulting the Council of State  
on the proposal of our Minister Secretary of State for  
Industry and Trade  
we have decreed and we decree

**ART. 1**

An autonomous body called "Fiera di Milano Campionaria Internazionale" is established with registered office in Milan. Its purpose is to provide for the organisation of trade fairs and temporary exhibitions, in continuation of the hitherto existing initiative called "Fiera di Milano" and with all the inherent powers.

**ART. 2**

The aforementioned Autonomous Body is made up of the current Fiera di Milano Committee and the Board of Givers of the said Fiera. Its initial assets amount to one million lire (1,000,000) conferred in equal parts by the present Fieradi Milano Committee and by the aforementioned Board of Givers.

**ART. 3**

The Autonomous Body shall provide for the attainment of the purposes for which it is established in the manner and by the means indicated in the Charter annexed to this decree, endorsed by our order, and approved by the proposing Minister.

We order that this decree, bearing the seal of the State, be inserted in the official collection of laws and decrees of the Kingdom of Italy, instructing anyone entitled to observe it or have it observed.

Given in Rome, 1 July 1922

**VICTORIO EMANUELE**

TEOFILO ROSSI

Seen by the Keeper of the Seals: Luigi Rossi





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