

Press release**The merger of Bologna Congressi S.r.l., BFEng S.r.l., Pharmintech S.r.l. and Metef S.r.l. into BolognaFiere**

The merger is part of a broader project to rationalise the Group's corporate structure, to simplify and optimise operational and administrative processes, with a positive impact on Group efficiency

Bologna, May 8th, 2024

BolognaFiere S.p.A. (hereinafter also referred to as 'BolognaFiere' or the 'Company' and, jointly with its subsidiaries, the 'Group'), one of the leading international trade fair operators, hereby announces that the Board of Directors meeting today in notarial session resolved, according to Article 2505, paragraph 2, of the Italian Civil Code and Article 25.1 letter d) of the Articles of Association, to merge by incorporation (from now on also referred to as the 'Merger') Bologna Congressi S.r.l., BFEng S.r.l., Pharmintech S.r.l. and Metef S.r.l. (hereinafter also referred to as the 'Merging Companies'), companies wholly owned by BolognaFiere (hereinafter also referred to as the 'Merging Company').

The Merger is part of a broader project to rationalise the Group's corporate structure, to simplify and optimise operational and administrative processes with a positive impact on Group efficiency.

In consideration of the single shareholder BolognaFiere, according to Articles 2505, paragraph 1, and 2505-bis, paragraph 1, of the Italian Civil Code, the balance sheets required by Article 2501-quater of the Italian Civil Code, the reports of the administrative bodies of the companies participating in the Merger required by Article 2501-quinquies of the Italian Civil Code, and the experts' report on the fairness of the exchange ratio required by Article 2501-sexies of the Italian Civil Code were not prepared. The proposed Merger will entail the cancellation of all the shares of the Merging Companies' share capital without any shares being assigned to the Merging Company in exchange for such cancellation, therefore there is no exchange ratio. From a different standpoint, after the legal completion of the Merger, Article 3 of BolognaFiere's Articles of Association will be slightly amended to include in the Merging Company's corporate purpose the activities performed by the Companies Being Merged, as outlined in the document attached to the Merger Project duly registered with the competent Companies Register.

From an accounting point of view, the transactions of the Merging Companies will be charged to the Merging Company's financial statements starting from the beginning of the financial year during which the legal completion of the Merger will occur (thus, presumably, starting from the first day of the 2024 financial year); the same applies for income tax purposes, according to Article 172, paragraph 9, of Presidential Decree No. 917/1986. On the other hand, the legal effects of the Merger shall run, according to Article 2504-bis, paragraph 2, of the Italian Civil Code, from the last of the registrations with the competent Register of Enterprises.

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C.F./P.I. e Reg. Imp. BO 00312600372 | REA BO367296



The Merger does not entail the application of the Procedure for Related Party Transactions definitively approved by the Board of Directors of the Company on 15 February 2024 (hereinafter also the 'Procedure'). The exclusion from the obligation to apply the Procedure derives from the provisions of Article 3, paragraph 1, letter h) of the Procedure itself: while it is true that the Merging Companies are related parties of the Merging Company - as the latter holds a 100% stake in their capital - it is equally true that there are no 'significant interests' (as defined by the Procedure) of other related parties of the Merging Company in the Merging Companies.

The resolution passed today by the Company's Board of Directors in a notarial meeting and the resolutions adopted by the Extraordinary Shareholders' Meetings of the Merging Companies on 6 May 2024 will be registered with the competent Companies Registers within the terms set forth by law. After 60 (sixty) days from the last registration, the Merger Deed will be executed, of which BolognaFiere will promptly inform the public.

This press release is available on BolognaFiere's website www.bolognafiere.it, section News&Media/Press Releases/Corporate Press Releases, and on the IINFO regulated information dissemination and storage system (www.1info.it).

BolognaFiere S.p.A. (ISIN: IT0003516066, ticker BF) is among the main international exhibition operators. The Group covers all the stages of the value chain (exhibition organisation, venue management, set-up and architecture), it operates in over 15 countries across 3 continents (Europe, Asia and America), and it organises over one hundred exhibitions each year. In 2005 it was the first Italian exhibition operator to open an office in China where it now has around 60 employees. It is the leading operator in Italy for the share of turnover and events organised abroad, it is world leader in the cosmetics sector with the Cosmoprof brand and in the Italian market for exhibition layouts with the brands under Henoto S.p.A., and it organises the most important international children's publishing exhibition, the Bologna Children's Book Fair. In Italy the Group operates in 4 exhibition/congress locations: Bologna, Modena, Ferrara and, as industrial partner with a 15% stake in Nuova Fiera del Levante S.r.l., Bari.

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