

Comunicato stampa

Press Release

Merger by Incorporation of ModenaFiere S.r.l. into BolognaFiere

The merger is part of the broader rationalisation program of the BolognaFiere Group, launched in conjunction with the listing process and aimed at reducing the number of subsidiaries and functionally reallocating their respective activities.

Bologna, October 30, 2025. BolognaFiere Group S.p.A., a company listed on the Professional segment of the Euronext Growth Milan market and one of the leading international exhibition operators, announces that the Board of Directors, which met today before a notary, has approved—pursuant to Article 2505, paragraph 2, of the Italian Civil Code and Article 25.1 (d) of the Company's By-Laws—the merger by incorporation of its wholly owned subsidiary ModenaFiere S.r.l. Into BolognaFiere.

The merger is part of the Group's broader rationalisation program, launched concurrently with its listing and aimed at reducing the number of subsidiaries and reorganising their activities.

Given that BolognaFiere is the sole shareholder, pursuant to Articles 2505, paragraph 1, and 2505-bis, paragraph 1, of the Italian Civil Code, it was not necessary to prepare:

- the balance sheets provided for under Article 2501-quater,
- the reports of the administrative bodies of the companies participating in the merger under Article 2501-quinquies,
- nor the expert report on the fairness of the exchange ratio required by Article 2501-sexies of the Italian Civil Code.

The proposed merger will result in the cancellation of all shares of the merged company's share capital without any allocation of new shares of the incorporating company; therefore, no exchange ratio exists.

Furthermore, since the corporate purpose of the merged company (i.e., the management of exhibition and convention venues and the organization of trade fairs and events) is already encompassed within that of the incorporating company, the completion of the merger will not entail any amendment to BolognaFiere's By-Laws,

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

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which will therefore remain unchanged, as specified in the document attached to the Merger Plan duly filed with the competent Companies Register.

From an accounting perspective, the operations of the merged company will be recognised in the financial statements of the incorporating company starting from the beginning of the fiscal year in which the legal completion of the merger occurs; the same applies for income tax purposes pursuant to Article 172, paragraph 9, of Presidential Decree no. 917/1986. Conversely, the legal effects of the merger will take effect, pursuant to Article 2504-bis, paragraph 2, of the Civil Code, from the date of the last registration with the competent Companies Register.

The merger does not fall within the scope of the Company's Procedure for Transactions with Related Parties, as it involves a wholly owned subsidiary and does not present any significant interests of other related parties of BolognaFiere.

The resolutions adopted today by BolognaFiere's Board of Directors in notarial session and by the Extraordinary Shareholders' Meeting of the merged company will be filed with the competent Companies Registers as required by law. After sixty (60) days from the last filing, the Merger Deed will be executed, and BolognaFiere will promptly inform the public.

This press release is available on BolognaFiere's website www.bolognafiere.it, section *Investor Relations / Financial Press Releases*, and on the authorised storage system IINFO (www.iinfo.it).

About BolognaFiere Group

BolognaFiere S.p.A. (ISIN: IT0003516066, ticker: BF) is one of the leading international exhibition operators. The Group covers all stages of the value chain (exhibition organisation, venue management, fittings & architecture). It operates in over 15 countries across three continents (Europe, Asia, and America) and organises more than 100 exhibitions each year.

In 2005, it was the first Italian exhibition organiser to open an office in China, where it now employs about 60 people. BolognaFiere ranks first in Italy in terms of revenue and number of events organised abroad. It is a world leader in the cosmetics sector with the Cosmoprof brand, and a national leader in the exhibition design and construction sector through Henoto S.p.A. brands. It also organises the Bologna Children's Book Fair, the most important international exhibition for children's publishing.

In Italy, the Group operates in four exhibition and convention centres—Bologna, Modena, Ferrara—and, as an industrial partner holding a 15% stake in Nuova Fiera del Levante S.r.l., also in Bari.

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