

Arnoldo Mondadori Editore S.p.A.
Registered office: Via Bianca di Savoia 12, Milan
Share capital € 67,979,168.40 fully paid-up
Milan-Monza-Brianza-Lodi Company register and tax code 07012130584 VAT No. 08386600152

GRUPPO  MONDADORI



**GUIDANCE REGARDING THE OPTIMAL QUALI-QUANTITATIVE
COMPOSITION OF THE BOARD OF DIRECTORS OF
ARNOLDO MONDADORI EDITORE S.P.A.**

Guidance regarding the optimal quali-quantitative composition of the Board of Directors of Arnoldo Mondadori Editore S.p.A.

In line with Recommendation no. 23 of the Corporate Governance Code – January 2020 edition (hereinafter, the Code), the outgoing Board of Directors, in view of the expiry of its own term of office, sets out *guidance on the qualitative and quantitative composition deemed to be optimal*, also taking into account the outcome of the self-assessment process.

The guidance is published on the company website, as is the *“Policy on criteria for assessment of the independence requirements for the Directors”*, to whose specific content reference should be made.

In drawing up this guidance, the Board of Directors has been assisted by the Remuneration & Appointments Committee and incorporates herein the indications already expressed by the Board at the time of adoption of the succession plan for the position of Chief Executive Officer (see the Statement of 10 November 2020, published on the website www.mondadori.it - *Governance* section, and on the Info authorised storage mechanism (www.info.it).

1. Quantitative composition of the Board of Directors

The Board of Directors of Arnoldo Mondadori Editore S.p.A. (hereinafter, Mondadori), pursuant to art. 17 of the Articles of Association, shall be composed of a minimum of seven (7) to a maximum of fifteen (15) directors.

Before proceeding with the appointment of the members of the Board of Directors, the Shareholders' Meeting shall determine their number and term of office in compliance with the time requirements established by law.

With regard to the presence of Independent Directors, under the Articles of Association every list with fewer than seven (7) candidates shall plan for and identify at least one candidate who meets the independence requirements established by law; every list with seven (7) or more candidates shall plan for and identify at least two candidates with the independence requirements.

Under the Regulation for Markets organised and managed by Borsa Italiana and the related Instructions in force since 4 January 2021, Mondadori, as a company in the STAR Segment, is required to comply with Article IA.2.10.6 of the Instructions on the Independence of the directors, that is:

“... The number of independent directors as at subhead m), paragraph 3, article 2.2.3 of the

Regulation (independent in accordance with the requirements of the Code) is considered adequate when there are:

- *at least 2 independent directors for Boards of Directors with up to 8 members;*
- *at least 3 independent directors for Boards of Directors with 9 to 14 members;*
- *at least 4 independent directors for Boards of Directors with more than 14 members.”.*

In order to ensure the gender balance in compliance with current laws and regulations, attention is drawn to Article 147-ter, 1-ter, of Lgs.Decree no. 58/98, which states that “... *The less represented gender must account for at least two fifths of the elected directors. This criterion is applied for six consecutive terms of office...*”, and to Article 144-undecies.1 of the Issuers’ Regulation no. 11971/1999, which states that “... *Should application of the gender criterion not lead to a whole number of members of the boards of directors ... belonging to the less represented gender, the number shall be rounded up to the next whole number, ...*”.

Taking into account the above indications, the provisions concerning the formation and composition of board committees, the size and typology of the ownership structure of Mondadori, it is believed that the number of members of the new Board of Directors may substantially remained unaltered, guaranteeing, in any case, the number of independent directors required for companies in the STAR Segment and complying with the qualitative composition criteria set out below, even if the number of members should be different to the current number.

2. Qualitative composition of the Board of Directors

Taking into account the recommendations of the Code with regard to professional characteristics, experience, including managerial experience, and diversity and considering the competences deemed necessary in light of the nature of the sector in which Mondadori operates, in drawing up its guidance on the qualitative composition of the governing body, the Board of Directors highlights the importance of:

- a) ensuring and enhancing gender diversity, in compliance with the Code and the applicable laws and regulations referred to above;
- b) keeping the numerical ratio between Executive Directors and Non-Executive Directors on the Board of Directors substantially unchanged, with reference to the indications above as regards the independent members;
- c) enhancing the various professional skills on the Board of Directors, given the advisability of the presence of persons with competences in the sector in which Mondadori operates, in finance, law and corporate governance, digital technology, internal control system, sustainability,

communication, in order to ensure complementarity and exchanges of experience and competences in the governing body;

- d) considering with particular attention the availability of time of the candidates for the post of Director, taking into account other posts held in other listed companies or large organisations;
- e) considering a balanced distribution of members in different age brackets and levels of seniority.

Board committees.

With regard to the board committees, the Board of Directors deems it advisable to maintain the current structure (Remuneration & Appointments Committee, Related Parties Committee, Control & Risks Committee), eventually adding to the Control & Risks Committee the Sustainability responsibilities and functions governed by the new edition of the Corporate Governance Code.

The Shareholders are also invited, when drawing up lists that contain a number of candidates that is greater than half the members to be elected, to provide appropriate disclosure in the documents presented for the filing of the lists, with respect to the compliance of the list with this guidance.