

MONDADORI GROUP: AGREEMENT SIGNED ON THE ACQUISITION OF 51% OF EDIZIONI STAR COMICS

Segrate, 6 June 2022 - The Mondadori Group announces that it has signed an agreement today on the acquisition of a 51% stake in Edizioni Star Comics S.r.l., Italy's leading comic books publisher, specialized in the publication on the domestic market of the major international productions including, in particular, Japanese manga.

The acquisition, fully consistent with the repeatedly-announced strategy to strengthen the core business of books, allows the Mondadori Group to secure a leadership position in the domestic comic books segment, the most thriving area in the publishing industry, boasting a 175% growth over the three-year period 2019-2021 and 30% in the first 4 months of 2022 (figures in terms of value, source AIE Research Office on Nielsen Bookscan data).

"Over the past few years, the Comics segment has become an important lever of development for the entire books chain, thanks also to the high innovation rate of the publishing offer and the extraordinary ability it has to attract new readers: Star Comics stands as the undisputed leader in this segment" - said Antonio Porro, CEO of the Mondadori Group.

"The exchange of expertise between our group and a publisher such as Star Comics, whose people have been able to build a recognized and consolidated leadership over time, enhanced by a strong relationship with its audience, will be interesting and fruitful", ended Porro.

The activities of Edizioni Star Comics can find further opportunities for growth within the Mondadori Group, thanks to the synergies generated by the deal, including, in particular, access to the most extensive network of bookstores in Italy, where Mondadori Retail is developing spaces specifically dedicated to the comics product.

The acquisition of a 51% stake in the share capital of Edizioni Star Comics was defined on the basis of an Enterprise Value (for 100% of the company) of € 28 million: the price, which will be paid in full in cash at closing, will be subject to final adjustment based on the net financial position at the closing date.

The defined agreements also envisage the underwriting of call option contracts, which give the Mondadori Group the right to acquire the remaining 49% stake in Edizioni Star Comics, exercisable in two equal tranches starting from the approval of the 2024 and 2027 financial statements, respectively, at a price to be set on the basis of the average EBITDA of the relevant previous three years. Should Mondadori fail to exercise the call options, the agreements govern put options in favour of the sellers exercisable under the same price conditions.

In 2021, Edizioni Star Comics recorded strong growth in results versus the prior year: revenue of € 21.6 million, EBITDA of € 7.2 million, net profit of € 5.1 million and a positive net financial position (cash) of € 4,3 million.

Under the deal, Simone Bovini and Claudia Bovini - who founded and have so far successfully managed Edizioni Star Comics, bringing it to its leading role in the Italian comic books market - will retain management responsibilities and continue to serve as managing directors of the company. The scope of the transaction also includes the acquisition of 100% of Grafiche Bovini S.r.l., a company controlled by the same family of founders, specialized in printing activities exclusively of products published by Edizioni Star Comics.

The transaction is expected to close by 30 June 2022, and is conditional, inter alia, upon the spin-off of the property component as well as the consent of the Japanese and Korean licensors who own the rights to some of the company's publications. Any impact on guidance for the current year, which has already been disclosed to the market, will be announced on completion of the transaction.

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