

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 Companies Register and tax code no.
07012130584 – VAT no. 08386600152

NOTICE OF ANNUAL GENERAL MEETING

Shareholders entitled to attend and exercise their voting rights in the Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A. are called, as indicated below, to the Ordinary Shareholders' Meeting to be held in first call on **27 April 2023** at 10:00 a.m., in Via Mondadori 1, Segrate (MI), and, if necessary, in second call on **28 April 2023**, at the same time and venue, to discuss and vote on the following:

Agenda:

1. Separate financial statements as at and for the year ended 31 December 2022, Directors' Report on Operations and Reports of the Board of Statutory Auditors and the Independent Auditing Firm of Arnoldo Mondadori Editore S.p.A.
Resolutions on the approval of the separate financial statements as at and for the year ended 31 December 2022.
2. Resolutions on the appropriation of the profit for the 2022 financial year;
3. Resolutions on the distribution of the dividend.
4. Approval of the first section of the Report on the Remuneration Policy and Fees Paid pursuant to art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998.
5. Resolutions relating to the second section of the Report on the Remuneration Policy and Fees Paid pursuant to art. 123-ter, paragraph 6, of Lgs.Decree no. 58 of 24 February 1998.
6. Authorisation to buy back and dispose of treasury shares pursuant to the combined provisions of arts. 2357 and 2357-ter of the Italian Civil Code.
7. Resolutions, pursuant to art. 114-bis of Lgs.Decree 58/1998, on adoption of a Performance Share Plan for the three years 2023-2025.

Attendance at the Shareholders' Meeting

In accordance with provisions to Art. 106 of Decree Law No. 18 of 17 March 2020 (the "**Decree**"), (converted, with amendments, by Law No. 27 of 24 April 2020), as amended by Art. 3, paragraph 6 of Decree Law No. 183 of 31 December 2020 (converted, with amendments, by Law No. 21 of 26 February 2021), extended by Art. 3 of Decree Law no. 228 of 30 December 2021 (converted, with amendments, by Law no. 15 of 25 February 2022), and extended, most recently, by Art. 3 paragraph 10-undecies of Decree Law no. 198 of 29 December 2022 (converted, with amendments, by Law no. 14 of 24 February 2023), **the Company envisages that attendance at the Shareholders' Meeting takes place exclusively through the Designated Representative** pursuant to Art. 135-undecies of the TUF (Consolidated Law on Finance). For the procedures, reference should be made to the specific section below (Appointment of the Company's Designated Representative as proxy).

Additions to the agenda and presentation of new resolution proposals

Pursuant to art. 126-*bis* of the TUF, shareholders who, individually or jointly, represent a participation of 2,5% of the share capital may request in writing, within 10 days of the publication of this notice (6 April 2023), additions to the items on the agenda, indicating in their request the additional business for discussion, or propose resolutions on items already on the agenda. Requests to add items to the agenda or to propose resolutions may be presented by those shareholders in relation to which Arnoldo Mondadori Editore S.p.A. ("the **Company**") has received a specific notification certifying the right to attend, made by an authorised intermediary, pursuant to applicable legislation. Requests must be received in writing, by the above deadline, by sending them by certified e-mail to: societario@pec.mondadori.it, or by e-mail to: segreteria.societaria@mondadori.it, together with a copy of the communication certifying ownership of the shareholding issued by the intermediaries who keeps the accounts on which the requesting party's shares are registered. Within the aforementioned term and in the same manner as above, the proposing shareholders are required to provide a report specifying the reason for the proposals submitted in relation to the new business they wish to be discussed,

or the reason underlying the additional resolutions proposed to items already on the agenda. Additions to the agenda to be discussed at the meeting or the presentation of additional resolutions to items already on the agenda are notified using the same procedures that apply to publication of the notice of meetings, at least fifteen days prior to the date set for the Shareholders' Meeting on first call. The report is to be sent to the Board of Directors of the Company by the deadline for submission of requests for additions. Concurrently with the publication of the notice of the additions or the presentation of additional resolutions to the items already on the agenda, the Board of Directors shall make the aforementioned reports submitted by proposing shareholders, together with any assessments thereof, available to the public, in the same manner as for documentation relating to the Shareholders' Meeting. Shareholders are advised that additions are not admitted for items upon which the Shareholders' Meeting is required by law to pass resolutions proposed by the Board of Directors or based on a project or report drafted by the Board of Directors other than those provided for in art. 125-ter, paragraph 1, of the TUF.

Submission of individual resolution proposals on agenda items

In consideration of the fact that attendance at this Shareholders' Meeting is allowed exclusively through the Designated Representative and that - as clarified by Consob with Communication 3/2020 by 10 April 2020 ("Consob Communication") - no proposals may be submitted during the proceedings through the Designated Representative, with reference to this meeting, all shareholders - who demonstrate their entitlement to exercise their right according to the forms provided for by applicable regulations - are allowed to submit individual proposals for resolutions on the items of the agenda, by submitting them by 12 April 2023 (together with a copy of an identity document) on paper to the registered office of the company in Milan, Via Bianca di Savoia 12 - or by certified e-mail to: societario@pec.mondadori.it, or by e-mail to: segreteria.societaria@mondadori.it.

Proposals should be clearly and completely worded, preferably accompanied by a report indicating the reason for the same. Subject to verification of the relevance of the proposals with respect to the agenda, as well as their completeness and compliance with applicable regulations, the Company will disclose all the proposals received (and any accompanying illustrative reports)

by 13 April 2023, publishing them on the Company's website at www.gruppomondadori.it (Governance section) and on the authorised storage mechanism "1info" at www.1info.it.

Entitlement to attend the Shareholders' Meeting and to exercise voting rights

Shareholders with voting rights are entitled to attend the Shareholders' Meeting, in compliance with current laws and regulations and with the Articles of Association and the Shareholders' Meeting Regulation, available on the company's website at www.gruppomondadori.it (Governance section). In this respect, pursuant to art. 83-*sexies* of the TUF and to art. 11 of the Articles of Association, entitlement to attend and to exercise voting rights at the Shareholders' Meeting is certified by the notification made to the Company by the intermediary, based on the intermediary's accounting records, on behalf of the shareholder entitled to vote, as evidenced at the end of the accounting day on the seventh trading day prior to the date set for the Shareholders' Meeting on first call (coinciding with the record date 18 April 2023). Those who are confirmed to be shareholders of the Company only after said date shall not be entitled to attend and to vote at the Shareholders' Meeting. The notification by the intermediary as per this point must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e., by 24 April 2023). In the event that notification reaches the Company after such term, the shareholder shall be entitled to attend and to vote provided that the notification is received before the beginning of the Shareholders' Meeting on first call.

The Directors and the Statutory Auditors as well as other legally entitled parties, other than parties with voting rights, shall be able to attend the Shareholders' Meeting through audio/telecommunication equipment that guarantees their identification. Instructions for participation in the Shareholders' Meeting through audio/telecommunication equipment will be provided by the Company to Computershare S.p.A., the Directors and the Statutory Auditors as well as other legally entitled parties, other than parties with voting rights.

Representation at the Shareholders' Meeting

Pursuant to the Decree, attendance at the Shareholders' Meeting of parties with voting rights is allowed exclusively through the Designated Representative of the Company pursuant to art. 135-*undecies* of the TUF, who is to be appointed as proxy in the manner and on the conditions set out below; the aforementioned Designated Representative may also be appointed as a proxy or sub-proxy pursuant to art. 135-*novies* of the TUF, in derogation of art. 135-*undecies*, paragraph 4, of the TUF.

Appointment of the Company's Designated Representative as proxy

Pursuant to the Decree, the Shareholders' Meeting may be held with audio/teleconferencing equipment and attendance at the Shareholders' Meeting by those entitled to vote is allowed exclusively through the Designated Representative.

Without prejudice to the above, the Company has engaged Computershare S.p.A. – with registered office in via Mascheroni 19, 20145 Milan – to represent the shareholders pursuant to art. 135-*undecies* of the TUF, of the aforementioned Decree also pursuant to art. 12.3 of the Articles of Association (the “**Designated Representative**”). Shareholders wishing to attend the Shareholders' Meeting are therefore required to appoint the Designated Representative as proxy – with voting instruction – on all or some of the proposed resolutions relating to the items on the agenda using the specific proxy form drawn up by the Designated Representative in accordance with the Company and available on the Company website at www.gruppomondadori.it (Governance section).

The proxy form with voting instructions must be sent in accordance with the instructions set out on the form of the Company no later than the end of the second market trading day before the date set for the Shareholders' Meeting on first or second call (that is, by 25 April 2023 or 26 April 2023) and the proxy may be revoked within the same term.

The proxy form given in this way shall be valid only for those proposals for which voting instructions have been given.

The shares for which the proxy has been conferred, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In

relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

Furthermore, the Designated Representative may also be appointed proxy or sub-proxy pursuant to art. 135-*novies* of the TUF, in derogation to art. 135-*undecies*, paragraph 4 of the TUF with the procedures and within the term indicated in the aforementioned Company website.

The Designated Representative will be available to provide clarifications or information on +39 0246776815 or at the e-mail address operations@computershare.it.

Vote by correspondence or by electronic means

There are no procedures for voting by correspondence or by electronic means.

Share capital and voting rights

Information on the share capital is available on the website www.gruppomondadori.it. At the date of publications of this notice, the share capital stands at € 67,979,168.40 represented by 261,458,340 ordinary shares with a nominal value of € 0.26 each. At the date of this notice, the Company holds 1,147,991 treasury shares representing 0.440% of the share capital, whose voting rights are suspended pursuant to art. 2357-*ter*, paragraph 2, of the Italian Civil Code. The number of voting shares therefore amounts to 260,310,349.

Any change in the number of treasury shares will be announced at the beginning of the Shareholders' Meeting.

Each share carries one vote. Pursuant to art. 127-*quinquies* of the TUF and to art. 7.5 of the Articles of Association, two votes are however attributed to each share held by the same shareholder for a continuous period of not less than twenty-four months as from the date of registration in the list ("**List**") formed specifically for the purpose, and held and updated by the Company, as envisaged by the Articles of Association (so-called "**loyalty shares**").

The list of shareholders with loyalty shares is available on the website www.gruppomondadori.it (*Governance/Shareholders' Meeting/loyalty shares*).

Right to submit questions on the items on the agenda before the Shareholders' Meeting

Those entitled to vote, who demonstrate their entitlement according to the forms provided for by applicable regulations, may submit questions on the items on the agenda, by submitting them by the record date, i.e. by 18 April 2023, in paper form to the registered office of the Company in Milan, Via Bianca di Savoia 12, or by sending them by certified e-mail to: societario@pec.mondadori.it, or by e-mail to: segreteria.societaria@mondadori.it.

The questions submitted as above, relevant to the items on the agenda, will be answered by publication on the Company's website at www.gruppomondadori.it (Governance section) by 24 April 2023.

Documentation

The Directors' explanatory reports on the items on the agenda with the related resolutions proposed, and further documentation relating to the Shareholders' Meeting, as required by law, including the Annual Financial Report of Arnoldo Mondadori Editore S.p.A., the Reports of the Board of Statutory Auditors and of the Independent Auditing Firm, the Report on Remuneration Policy and Fees Paid and the Information Document pursuant to art. 84-*bis* of Consob Regulation no. 11971 of 14 May 1999 (the "**Issuers' Regulation**"), will be made available to the public, at the registered office, on the authorised storage mechanism "1info", at www.1info.it and on the Company's website at www.gruppomondadori.it (Governance section).

Shareholders and other parties entitled to attend the Shareholders' Meeting who intend to obtain copies thereof must apply to the following certified e-mail address: societario@pec.mondadori.it or to the e-mail address: segreteria.societaria@mondadori.it.

This notice of call is published, pursuant to art. 125-*bis*, paragraph 2, of the TUF, on 27 March 2023 on the Company website www.gruppomondadori.it (Governance section), and on the 1Info authorised storage mechanism at the address www.1info.it.

This notice is also be available in summary form in the daily newspaper “Il Giornale” on 27 March 2023.

The registered office of the Company is open to enable the public to view and/or obtain the aforementioned documentation on business days from Monday to Friday, 9:00 AM–5:00 PM.

Segrate, 27 March 2023

on behalf of the Board of Directors
Chair
Marina Berlusconi