

## SHAREHOLDERS' MEETING APPROVES THE 2022 FINANCIAL STATEMENTS

- **RESOLUTION ON THE DISTRIBUTION OF A DIVIDEND OF € 0.11 PER ORDINARY SHARE, UP BY 30% VERSUS 2021**

Segrate, 27 April 2023 - Today, the Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A., chaired by Marina Berlusconi, approved the financial statements for the financial year ended 31 December 2022.

The Group's Chief Executive Officer, Antonio Porro, presented the key separate and consolidated figures for 2022, as disclosed to the market last 16 March.

The results achieved by the Group exceeded expectations, with both revenues and margins showing double-digit growth. Net profit, after minority interests, amounted to € 52.1 million, up 17.8% versus € 44.2 million in 2021. The Parent Company's financial statements at 31 December 2022 show the same net profit as in the consolidated financial statements, due to the fact that the Company has chosen to use the equity method to measure its investments in the separate financial statements.

Today's Shareholders' Meeting, in accordance with the proposal of the Board of Directors of 16 March 2023, which has already been the subject of disclosure, resolved to distribute a **unit dividend of € 0.11 for each ordinary share** (net of treasury shares) outstanding at the record date, for a total of approximately € 28.7 million,<sup>1</sup> up by almost 30% compared with the previous year: this amount corresponds to a pay-out of 55% of the net profit for 2022.

The dividend will be paid, in accordance with the provisions of the "Regulation of the markets organized and managed by Borsa Italiana S.p.A.", from 24 May 2023 (payment date), with ex-coupon (No. 22) date on 22 May 2023 (ex date), and with the date of entitlement to payment of the dividend, pursuant to Article 83-terdecies of the TUF (record date), on 23 May 2023.

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The Shareholders' Meeting resolved also on the following additional items on the agenda:

#### **Report on remuneration policy and compensation paid**

Pursuant to Article 123-ter of Legislative Decree No. 58/1998, the Shareholders' Meeting, by means of a binding resolution, approved Section One of the Report on Remuneration Policy and Compensation Paid. The Shareholders' Meeting also voted in favour of Section Two of the Report.

#### **Renewal of the authorization to purchase and sell treasury shares**

Following expiry of the term relating to the previous authorization resolved on 28 April 2022, the Shareholders' Meeting renewed the authorization to purchase and dispose of treasury shares with the aim of retaining for the Board of Directors the applicability of law provisions in the matter of any additional purchase plans and, consequently, of seizing any investment and operational opportunities involving treasury shares.

To date, Arnoldo Mondadori Editore S.p.A. holds a total of No. 1,147,991 treasury shares, equal to 0.44% of the share capital.

Here below is the information provided on the authorization issued by the Meeting, also with reference to the provisions of Article 144-bis of the Issuers' Regulation No. 11971/1999.

- **Motivations**

The motivations underlying the request for the authorization to purchase and sell treasury shares refer to the opportunity to attribute to the Board of Directors the power to:

- use the treasury shares purchased or already in the Company portfolio as compensation for the acquisition of interests within the framework of the Company's investments;

<sup>1</sup> Rough estimate based on the number of shares outstanding to date.

- use the treasury shares purchased or already held in the portfolio against the exercise of option rights, including conversion rights, deriving from financial instruments issued by the Company, its subsidiaries or third parties and to use the treasury shares for lending, exchange or transfer transactions or to support extraordinary transactions on the Company's capital or financing transactions that imply the transfer or sale of treasury shares;
- undertake any investments, directly or through intermediaries, including for the purpose of containing abnormal movements in share prices, stabilizing share trading and prices, supporting the liquidity of the share on the market, in order to foster the regular conduct of trading beyond normal fluctuations related to market performance, without prejudice in any case to compliance with applicable statutory provisions;
- rely on investment or divestment opportunities, if considered strategic by the Board of Directors, also in relation to available liquidity;
- dispose of treasury shares to service incentive plans based on financial instruments set up pursuant to Article 114-bis of the TUF, and plans for the free allocation of shares to employees or members of the governing bodies of the Company or to Shareholders.

- **Duration**

The authorization to purchase treasury shares is set to last until the approval of the financial statements for the year ending 31 December 2023 and, in any case, for a period not exceeding 18 months after the Shareholders' Meeting resolution, while the authorization to sell is granted to last for an unlimited period, given the absence of restrictions pursuant to the regulatory provisions in force and the opportunity to allow the Board of Directors to make use of the maximum flexibility, also in terms of time, to carry out the acts of disposal of the shares.

- **Maximum number of purchasable treasury shares**

The authorization allows the purchase, including in more than one tranche, of ordinary shares of Arnoldo Mondadori Editore S.p.A., with a par value of € 0.26 each, on one or more occasions, in an amount freely determinable by the Board of Directors, up to a maximum number of shares - also taking into account the ordinary shares held, directly and indirectly, in the portfolio each time - of no more than 10% overall of the share capital.

- **Terms for purchasing treasury shares and indication of the minimum and maximum purchasing cap**

Purchases shall be made in compliance with Articles 132 of the TUF and 144-bis, paragraph 1 letters b) and d-ter) of the Issuers' Regulation and, therefore: (i) on regulated markets or multilateral trading facilities, according to the operating terms established in the organization and management regulations of the same markets, which do not allow the direct matching of buying trading proposals with pre-determined sale trading proposals, and also in compliance with any other regulations in force, including European regulations, (ii) in the terms established by the market practices admitted by CONSOB as per the combined provisions of Art. 180, paragraph 1, letter c) of the TUF and Art. 13 of EU Regulation No. 596 of 16 April 2014 (the "Admitted Market Practices"). Additionally, share purchase transactions may also be carried out in the terms envisaged in Article 3 of EU Delegated Regulation No. 2016/1052 in order to benefit, if the conditions are met, from the exemption under Article 5, paragraph 1, of EU Regulation No. 596/2014 on market abuse with regard to inside information and market manipulation. Regarding the disposal of treasury shares, disposals may be made, on one or more occasions and even before having terminated the maximum number of purchasable treasury shares, either by selling them on regulated markets or according to other trading methods in compliance with the law, including EU law, in force and with the Admitted Market Practices, if applicable.

Under the proposed authorization, purchases shall be made at a unit price compliant with any regulatory provisions, including EU regulations, or Admitted Market Practices as applicable at the time and where applicable, without prejudice to the fact that the minimum and maximum purchase price shall be determined at a unit price not lower than the official Stock Exchange price of Mondadori shares on the day preceding the purchase transaction, reduced by 20%, and not higher than the official Stock Exchange price on the day preceding the purchase transaction, increased by 10%.

In any event - except for any different price and volume determinations resulting from the application of the conditions set forth in the Admitted Market Practices - such price shall be identified in accordance with the trading conditions set forth in Delegated Regulation (EU) No. 1052 of 8 March 2016.

In terms of consideration, sales transactions or other acts of disposal of treasury shares shall be carried out:

- if executed in cash, at a price no lower than 10% of the reference price recorded on the MTA - Euronext Milan - organized and managed by Borsa Italiana S.p.A. in the trading session prior to each single transaction;
- if executed as part of any extraordinary transactions, in accordance with financial terms to be determined by the Board of Directors on the basis of the nature and characteristics of the transaction, also taking account of the market performance of Mondadori shares;
- if executed to service the Performance Share Plans adopted by the Company, in compliance with the terms and conditions set out in the resolutions of the Shareholders' Meeting that establish the Plans and the related regulations.

### **2023-2025 Performance Share Plan**

The Shareholders' Meeting, pursuant to Article 114-bis of Legislative Decree 58/1998 and in keeping with the introduction of performance share plans approved in the past for the medium/long-term remuneration of executive directors and key management personnel, approved the adoption of a Performance Share Plan for the three-year period 2023-2025 intended for the Chief Executive Officer, the CFO - Executive Director and a number of managers of the Company who have an employment and/or directorship relationship with the Company or its subsidiaries at the date of allocation of the shares.

For a detailed description of the 2023-2025 Performance Share Plan, the beneficiaries and the main characteristics of the Regulation of the Plan, reference should be made to the Information Document pursuant to Article 84 bis of CONSOB Issuers' Regulation No. 11971/1999, and the explanatory report of the Board of Directors, available on the Company website [www.mondadorigroup.com](http://www.mondadorigroup.com), Governance/Shareholders' Meeting section and on the authorized storage mechanism 1Info ([www.1Info.it](http://www.1Info.it)).

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