

**ARNOLDO MONDADORI EDITORE S.p.A.**

**Registered office: Milan, Via Gian Battista Vico 42**

**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 Arnolando Mondadori Editore S.p.A. are called, as indicated below, to the shareholders' meeting in ordinary and extraordinary session, to be held on first call on **24 April 2024** at 10:30 a.m., in Via Mondadori 1, Segrate (MI), and, if necessary, on second call on **26 April 2024**, at the same time and venue, to discuss and vote on the following:

**Agenda:**

**Ordinary session**

1. Separate financial statements as at and for the year ended 31 December 2023, Directors' Report on Operations and Reports of the Board of Statutory Auditors and the Independent Auditing Firm of Arnolando Mondadori Editore S.p.A.  
Resolutions on the approval of the separate financial statements as at and for the year ended 31 December 2023.
2. Resolutions on the appropriation of the profit for the 2023 financial year.
3. Resolutions concerning the proposed dividend distribution.
4. Approval of the first section of the Report on Remuneration Policy and Fees paid pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Lgs.Decree no. 58 of 24 February 1998.
5. Resolutions on the second section of the Report on 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 the adoption of a Performance Share Plan for the three-year period 2024-2026.

8. Resolutions, pursuant to art. 114-*bis* of Lgs.Decree 58/1998, on the adoption of a Short-Term Incentive Plan (MBO) 2024.
9. Appointment of the Board of Directors.
  - 9.1 Determination of the number of members.
  - 9.2 Determination of the term of office.
  - 9.3 Determination of fees.
  - 9.4 Appointment of the members of the Board of Directors.
10. Appointment of the Board of Statutory Auditors for the years 2024/2025/2026.
  - 10.1 Determination of fees for the standing members of the Board of Statutory Auditors.
  - 10.2 Appointment of the members of the Board of Statutory Auditors.

### **Extraordinary session**

11. Proposal to grant powers to the Board of Directors, in accordance with articles 2443 and 2420-*ter* of the Italian Civil Code:
  - 11.1 Proposal to grant powers to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, to increase the share capital on a cash basis, through one or more rights issues, also in divisible form, within a period of five years from the date of the resolution, for a maximum nominal amount of € 75,000,000; consequent amendment of art. 6.6 of the Articles of Association and related resolutions;
  - 11.2 Proposal to grant powers to the Board of Directors, pursuant to art. 2420-*ter* of the Italian Civil Code, to issue, on one or more occasions, bonds convertible into shares, for a maximum nominal amount of € 250,000,000, including powers relating to the corresponding share capital increase to service the conversion through the issue of ordinary shares with the same features as those outstanding, for a maximum nominal amount of € 250,000,000, within a period of five years from the date of the resolution; consequent amendment of art. 6.6 of the Articles of Association and related resolutions.
  - 11.3 Proposal to grant powers to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, to increase the share capital on a cash basis through one or more share issues, also in divisible form, within five years from the date of the resolution, with the exclusion of option

rights pursuant to art. 2441 paragraph 4, head 2, of the Italian Civil Code, by issuing a number of ordinary shares not exceeding 10% of the total number of shares constituting the share capital of Arnoldo Mondadori Editore at the date of exercise of the powers and in any case for a nominal amount of not more than € 20,000,000; consequent amendment of art. 6.6 of the Articles of Association and related resolutions.

### **Attendance at the Shareholders' Meeting**

Pursuant 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), and extended, most recently, by art. 3, paragraph 12-*duodecies* of Decree Law no. 215 of 30 December 2023 (converted, with amendments, by Law no. 18 of 23 February 2024), **the Company envisages that attendance at the Shareholders' Meeting take place exclusively through the Designated Representative** pursuant to art. 135-*undecies* of Lgs. Decree no. 58 of 24 February 1998 (the “**TUF**”).

For the procedures for attendance at the Shareholders' Meeting through the Designated Representative, please refer to the indications set forth below in the specific paragraph (Appointment of the Company's Designated Representative as proxy).

### **Additions to the agenda and presentation of new draft resolutions**

Pursuant to art. 126-*bis* of the TUF, shareholders who, individually or jointly, represent at least 2.5% of the share capital may request in writing, within 10 days of the publication of this notice (that is, by **24 March 2024**), additions to the items on the agenda, indicating in their request the additional business for discussion, or propose draft resolutions on items already on the agenda. Requests to add items to the agenda or to propose draft resolutions may be presented by those shareholders regarding whom Arnoldo Mondadori Editore S.p.A. (the “**Company**”) has received a specific notification certifying their right to attend from an authorised intermediary pursuant to applicable legislation. Requests must be sent in writing, within the aforementioned deadline, by

certified electronic mail to the following address: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or by e-mail to the address: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it), together with a copy of the communication certifying ownership of the shareholding issued by the intermediaries who keep the accounts on which the applicants' shares are registered. Within the aforementioned deadline and in the same manner, 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 draft resolutions proposed to items already on the agenda. Additions to the agenda to be discussed at the Shareholders' Meeting or the presentation of additional draft resolutions on items already on the agenda are notified in the manner prescribed for the publication of the notice of call, 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 draft resolutions on items already on the agenda, the Board of Directors shall make the aforementioned reports submitted by the proposing shareholders, together with any assessments thereof, available to the public, in the manner prescribed for documentation relating to the Shareholders' Meeting. Shareholders are advised that additions are not admitted for items regarding which the Shareholders' Meeting deliberates, as required by law, on proposals of the Board of Directors or on the basis of a project or report drafted by the Board of Directors other than those as per art. 125-ter, paragraph 1, of the TUF.

### **Presentation of individual draft resolutions on items on the agenda**

In consideration of the fact that attendance at this Shareholders' Meeting is allowed exclusively through the Designated Representative and that – as indicated by Consob with Communication 3/2020 of 10 April 2020 (the “**Consob Communication**”) – no individual draft resolutions may be presented directly during the proceedings through the Designated Representative), with reference to this meeting, all shareholders who demonstrate their entitlement to exercise their right may, in the forms envisaged by the applicable regulations, present individual draft resolutions on items on the agenda by sending them, on paper, by 9 April 2024 (together with a copy of an identity document) to the registered

office of the Company in Milan, Via Gian Battista Vico 42 - or by certified e-mail to: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or by e-mail to: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it).

Proposals should be worded clearly and in full, preferably accompanied by a report indicating the reason for their presentation. Subject to verification of the relevance of the proposals with respect to the agenda, as well as of their completeness and compliance with applicable regulations, the Company will disclose all the proposals received (and any accompanying reports) by 10 April 2024, by publishing them on the Company's website at [www.gruppomondadori.it](http://www.gruppomondadori.it) (Governance section) and on the authorised storage mechanism "1info" at [www.1info.it](http://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 the manner prescribed by current laws and regulations and by the Articles of Association, which are published on the Company's website at [www.gruppomondadori.it](http://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 a 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 15 April 2024, "**record date**"). 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 referred to herein 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 19 April 2024). In the event that notification reaches the Company after this deadline, 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 systems that guarantee their identification. Instructions for participation in the Shareholders' Meeting through audio/telecommunication systems 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](http://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 trading day before the date set for the Shareholders' Meeting on first or

second call (that is, by 22 April 2024 or 24 April 2024 respectively) and the proxy may be revoked within the same term.

The proxy 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 of art. 135-*undecies*, paragraph 4 of the TUF with the procedures and within the deadlines indicated in the aforementioned Company website.

The Designated Representative will be available to provide clarifications or information on +39 02-46776815-14 or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### **Vote by correspondence or by electronic means**

No procedures are envisaged 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](http://www.gruppomondadori.it). At the date of publication 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 publication of this notice, the Company holds 1,277,802 treasury shares representing 0.488% 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 260,180,538.

Any change in the number of treasury shares will be announced when the Shareholders' Meeting is called to order.

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 significant shareholders with loyalty shares is available on the website [www.gruppomondadori.it](http://www.gruppomondadori.it) (*Governance/Shareholders’ Meeting/loyalty shares*).

### **Right to submit questions on the items on the agenda before the Shareholders’ Meeting. Indication of deadline.**

Those entitled to vote, legitimised as provided for by the applicable regulations, may submit questions on the items on the agenda before the Shareholders’ Meeting by submitting them on paper by the record date, i.e., by 15 April 2024, to the registered office of the Company in Milan, Via Gian Battista Vico 42, or by sending them by certified e-mail to: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or by e-mail to: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it).

The Company will provide answers to the questions - received as indicated above and relevant to the items on the agenda - prior to the meeting by posting them on the Company's website at [www.gruppomondadori.it](http://www.gruppomondadori.it) (*Governance* section) by 19 April 2024.

Pursuant to art. 127-ter, paragraph 1-bis, of the TUF, the notice attesting the entitlement to vote of the person who submitted the questions may also be submitted after the submission of the questions, provided that it is submitted no later than the third day following the record date, i.e., by 18 April 2024.

### **Publication of Meeting Documents**

The reports of the Directors on each of the items on the agenda and the related draft resolutions, and the additional documentation relating to the Shareholders’ Meeting required by law, including the 2023 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, the Information Document, ex art. 84-bis of Consob Regulation no. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”) relating to item 7 and the Information Document, ex art. 84-bis of Consob Regulation no. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”) relating to item 8 of the ordinary part of

the agenda, will be made available to the public as required by law, at the registered office, through the authorised storage mechanism "1info", ([www.1info.it](http://www.1info.it)) as well as by publication on the Company website at [www.gruppomondadori.it](http://www.gruppomondadori.it) ( *Governance* section).

Shareholders and other parties entitled to attend the Shareholders' Meeting who intend to obtain a copy of the documentation may apply to the following certified e-mail address: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it) or to the e-mail address: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it).

### **Appointments of the Board of Directors and the Board of Statutory Auditors**

With reference to items 9. and 10. on the agenda, pursuant to law and the Articles of Association, the Board of Directors and the Board of Statutory Auditors are appointed by list voting. In this regard, reference is made in full to the provisions of articles 17 and 27 of the Articles of Association, available at [www.gruppomondadori.it](http://www.gruppomondadori.it) (*Governance* section).

With regard to the appointment of the Board of Directors, pursuant to art. 147-ter , paragraph 1-ter , of the TUF and art. 144-undecies.1 of the Issuers' Regulation, lists presenting a number of candidates equal to or greater than three must reserve a portion equal to two-fifths to the less represented gender, rounded up to the next higher unit, so as to ensure the presence in the Board of Directors of a number of directors belonging to the less represented gender of at least two-fifths.

With regard to the appointment of the Board of Statutory Auditors, pursuant to art. 148, paragraph 1-bis of the TUF and art. 144 -undecies.1, paragraph 3 of the Issuers' Regulation, at least two-fifths of the members must be from the less represented gender, rounded down to the nearest whole number. Therefore, each list containing a total number of candidates equal to or greater than three must provide for the presence of candidates of both genders, so that the less represented gender includes at least one candidate for the office of Standing Auditor and one for the office of Alternate Auditor.

### **Shareholding for the submission of lists**

Lists may be submitted by shareholders with voting rights who, alone or together with other shareholders, represent at least 2.5% of the share capital

subscribed at the date of submission of the list (percentage established by Consob Executive Determination no. 92 of 31/01/2024).

The ownership of the share capital is determined by taking into account the shares that have been registered in favour of the shareholders on the day on which the list is filed with the Company, with reference to the subscribed capital as of the same date. The relevant confirmation or certification may be notified or produced also subsequent to the filing of the list, provided that it is received by the Company within the deadline established for the publication of the lists by the Company, i.e., by 3 April 2024.

The lists signed by the presenting shareholder(s), and accompanied by the documents required by the Articles of Association, must be filed at the company's registered office in Milan, Via Gian Battista Vico 42 – or by certified e-mail to the address [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it) or by e-mail to the address [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it) – at least 25 days prior to the date set for the Shareholders' Meeting on first call and therefore by 30 March 2024.

With regard to item 10. on the agenda concerning the appointment of the Board of Statutory Auditors, pursuant to art. 144-*sexies* of the Issuers' Regulation, in the event that, within the 25 days preceding the Shareholders' Meeting on first call, only one list has been filed, or only lists presented by shareholders who are connected to each other pursuant to art. 144-*quinquies* of the Issuers' Regulation have been filed, the deadline for the presentation of lists will be extended by three more days, that is, until 2 April 2024. In the event of an extension of the deadline as indicated above, the percentage for the submission of lists will be reduced to 1.25% of the subscribed share capital.

### **Publication of lists**

The lists of candidates for appointments to the Board of Directors and the Board of Statutory Auditors will be made public at the registered office, on the website [www.gruppomondadori.it](http://www.gruppomondadori.it) (*Governance* section) and via the authorised storage mechanism “1info” at [www.1info.it](http://www.1info.it), at least 21 days prior to the Shareholders' Meeting on first call (i.e., by 3 April 2024).

### **Guidelines for the composition of the Board of Directors**

In accordance with the recommendations set out in the Corporate Governance Code, the Company has made available at [www.gruppomondadori.it](http://www.gruppomondadori.it) Governance Section and through the authorised storage mechanism 1Info ([www.1Info.it](http://www.1Info.it)) the document, approved by the board of directors in office, entitled "*Guidelines on the optimal quali-quantitative composition of the Board of Directors of Arnoldo Mondadori Editore S.p.A.*"

The "*Policy on Criteria for Assessing the Independence Requirements of Directors*" referred to in recommendation 7 of the Corporate Governance Code is also available at [www.gruppomondadori.it](http://www.gruppomondadori.it) Governance section.

For further information, please refer to the report made available at the same time as this notice, as indicated above.

This notice is published, pursuant to art. 125-*bis*, paragraph 2, of the TUF, on 14 March 2024 on the Company website [www.gruppomondadori.it](http://www.gruppomondadori.it) (Governance section), and on the authorised storage mechanism 1Info, at [www.1info.it](http://www.1info.it).

This notice is also published in the "Il Giornale" daily newspaper on 15 March 2024.

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, from 9:00 am to 5 pm.

Segrate, 14 March 2024

On behalf of the Board of Directors

The Chair

Marina Berlusconi

