GRUPPO MONDADORI

PRESS RELEASE

SHAREHOLDERS' MEETING APPROVES THE 2023 FINANCIAL STATEMENTS AND THE DISTRIBUTION OF A DIVIDEND OF € 0.12 PER SHARE, 9% UP ON THE PREVIOUS YEAR

BOARD OF DIRECTORS APPOINTED: MARINA BERLUSCONI CHAIRMAN, ANTONIO PORRO CONFIRMED CHIEF EXECUTIVE OFFICER

Segrate, 24 April 2024 - Today, the Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A., chaired by Marina Berlusconi, approved the financial statements for the year ended 31 December 2023.

The Parent Company's income statement at 31 December 2023 shows the same net profit as in the consolidated financial statements of **€ 62.4 million** (€ 52.1 million in 2022), due to the fact that the Company has chosen to use the equity method to measure its investments in the separate financial statements.

In accordance with the proposal put forward by the Board of Directors, which was the subject of a notice issued on 14 March, the Shareholders' Meeting approved the distribution of a **dividend 0.12 euros**, gross of withholding taxes, **per ordinary share** outstanding at the following record dates (net of treasury shares).
The total dividend amounted to approximately **€ 31 million, up by 9%** compared to the previous year: this amount corresponds to a **pay-out of 50%** of the net profit for 2023 and a **dividend yield of almost 6%** (as of 31 December 2023). The amount will be paid by drawing on the distributable portion of the extraordinary reserve (included in the equity item "Other reserves profit/loss carried forward").

In compliance with the provisions of the "Regulations for markets organised and managed by Borsa Italiana S.p.A." and as already announced, the dividend will be paid in two equal tranches:

- unit amount of € 0.06 for each ordinary share (net of treasury shares) outstanding at the record date stated below, from 22 May 2024 (payment date), with ex-dividend date no. 23 on 20 May 2024 (ex date) and with the date of entitlement to payment of the dividend, pursuant to Article 83-terdecies of the TUF (record date), on 21 May 2024;
- unit amount of € 0.06 for each ordinary share (net of treasury shares) outstanding on the record date stated below, from 20 November 2024 (payment date), with ex-dividend date no. 24 on 18 November 2024 (ex date) and with the date of entitlement to payment of the dividend, pursuant to Article 83-terdecies of the TUF (record date), on 19 November 2024.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

The Meeting appointed the new Board of Directors; the 12 members will remain in office for three years until approval of the financial statements for the year ending 31 December 2026.

The Board was elected based on the lists submitted by the shareholder Fininvest S.p.A., holder of no. 139,355,950 shares, equal to 53.299% of the share capital and 69.853% of the voting rights, and by a grouping of shareholders formed of asset management companies and institutional investors holding a total of no. 15,660,100 shares, equal to 5.989% of the share capital.

The members of the **new Board of Directors** are:

- Marina Berlusconi (Chairman), Antonio Porro, Pier Silvio Berlusconi, Alessandro Franzosi, Danilo Pellegrino, Elena Biffi, Francesco Currò, Cristina Rossello, Paola Elisabetta Galbiati,

Marina Rubini, Riccardo Perotta (from the majority list presented by the shareholder Fininvest S.p.A.);
- Pietro Bracco (from the minority list submitted by a grouping of shareholders formed of asset management companies and institutional investors).

The majority list received 79.40% of the votes cast at the Meeting. The composition of the Board of Directors complies with the provisions on gender equality set out in Article 147-ter, paragraph 1-ter of the TUF.

After the Shareholders' Meeting, **the Board of Directors of Arnoldo Mondadori Editore S.p.A.**, chaired by Marina Berlusconi, **appointed Antonio Porro as Chief Executive Officer and General Manager.**

The Board of Directors then assessed and ascertained the meeting of the independence requirements, pursuant to Article 148, paragraph three of the TUF and the Corporate Governance Code, for Directors Elena Biffi, Paola Elisabetta Galbiati, Marina Rubini, Riccardo Perotta and Pietro Bracco.

In making its assessments, the Board referred - taking account, among other things, of the provisions of Article 2, recommendation 7 of the Corporate Governance Code - also to the "Policy concerning the criteria for assessing the independence requirements of directors”, already adopted by Mondadori, which governs the criteria for the significance of commercial, financial or professional relationships or additional remuneration that may compromise the independence requirement.

The Board also:
- approved the composition of the board committees, in accordance with the principles set by the Corporate Governance Code, as follows:
  - Control, Risk and Sustainability Committee: Paola Elisabetta Galbiati (Chairman), Pietro Bracco and Cristina Rossello;
  - Remuneration and Appointments Committee: Elena Biffi (Chairman), Paola Elisabetta Galbiati and Cristina Rossello;
  - Related Party Committee: Riccardo Perotta (Chairman), Elena Biffi and Marina Rubini;
- appointed Paola Elisabetta Galbiati as Lead Independent Director;
- confirmed Alessandro Franzosi as Financial Reporting Manager.

The executive Directors are: Marina Berlusconi since the Chairman, while not having any specific management powers, partakes, together with the Chief Executive Officer, in the drafting of corporate strategies to be submitted to the approval of the Board of Directors; Antonio Porro (Chief Executive Officer); Alessandro Franzosi, who qualifies as an Executive Director given his directorships in the Company associated with his role as Administration, Finance and Control Manager.

The CVs of the members of the Board of Directors and the additional documentation required by current legislation are available on the website www.mondadorigroup.com, in the Governance section.

Based on the information available to the Company, to date, it appears that the Directors who hold interests in the share capital of Arnoldo Mondadori Editore S.p.A. are:
- Pier Silvio Berlusconi no. 172,000 shares;
- Alessandro Franzosi no. 212,680 shares;
- Antonio Porro no. 248,439 shares.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting also appointed the Board of Statutory Auditors for the three-year period 2024-2026, consisting of the following:

- Sara Fornasiero as Chairperson (drawn from the minority list submitted by a grouping of shareholders formed of asset management companies and institutional investors);
- Ezio Maria Simonelli and Francesca Meneghel as Standing Auditors (drawn from the majority list submitted by the shareholder Fininvest S.p.A.);
- Annalisa Firmani and Emilio Gatto, as Alternate Auditors (drawn from the majority list submitted by the shareholder Fininvest S.p.A.);
- Mario Civetta, as Alternate Auditor (drawn from the minority list submitted by a grouping of shareholders formed of asset management companies and institutional investors).

The majority list received 79.40% of the votes cast at the Meeting. The composition of the Board of Statutory Auditors complies with the provisions on gender equality set out in Article 148, paragraph 1-bis of the TUF. The CVs of the members of the Board of Statutory Auditors and the additional documentation required by current legislation are available on the website www.mondadorigroup.com, in the Governance section.

Based on the information available to the Company, to date, no member of the Board of Statutory Auditors holds any interest in the share capital of Arnoldo Mondadori Editore S.p.A..

Based on the declarations made by the Chairman of the Board of Statutory Auditors and by Standing Auditors, and the information available to the Company, the Board also confirmed that the independence requirements set out in Article 148, third paragraph of the TUF and in the Corporate Governance Code were met by the members of the Board of Statutory Auditors.

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Moreover, the Shareholders' Meeting resolved on the following items on the agenda:

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

The Shareholders' Meeting 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 dispose of treasury shares**

Following expiry of the term of the previous authorization approved on 27 April 2023, the Shareholders' Meeting renewed the authorization to purchase and dispose of treasury shares with the aim of ensuring continued applicability of the legal provision to any buyback plans and, consequently, of seizing any investment and operational opportunities involving treasury shares. Below are the main elements of the Board of Directors' proposal, which are consistent with those of the expired authorization.
Here below is the information provided, also with regard to the provisions of Article 132 of Legislative Decree 58/1998 and to the provisions of Article 144-bis of Issuer Regulation no. 11971/1999, on the authorizations issued by the Shareholders' Meeting:

- **<u>Motivations</u>**

The motivations underlying the request for the authorization to purchase and dispose 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;
- use the treasury shares purchased or already held in 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 share-based incentive plans 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 runs from the date of any resolution approving the proposal by the Shareholders' Meeting, until the Shareholders' Meeting called to approve the financial statements at 31 December 2024 and, in any case, for a period no more than 18 months after that date.
The authorization to dispose of treasury shares is requested for an unlimited period, given the absence of time limits pursuant to current regulations and the opportunity to allow the Board of Directors to make use of the maximum flexibility, also in terms of time, to carry out any disposal of shares.

- **Maximum number of purchasable treasury shares**

The authorisation would allow the purchase, on one or more occasions and in one or more tranches, of a maximum number of ordinary shares with a nominal unitary value of € 0.26, which - considering the treasury shares already held by the Company and the shares that may possibly be acquired by subsidiaries - shall not exceed a total of 10% of the share capital.
Pursuant to article 2357(1) of the Italian Civil Code, the purchase transactions will be carried out within the limits of the distributable profits and available reserves resulting from the last regularly approved financial statements at the time of each potential purchase transaction. The authorisation would include the right to subsequently dispose of the treasury shares acquired, in whole or in part, on one or more occasions and even before having exhausted the maximum number of purchasable shares.

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

Purchases would be made in accordance with articles 132 of the TUF, 144-bis(1)(b) and d-ter) of the Issuers' Regulation, and thus:
(i) on regulated markets or multilateral trading systems, according to the operating criteria established in the organisation and management regulations of the same markets, which do not allow the direct matching of purchase trading proposals with predetermined sales trading proposals, as well as in compliance with any other legislation in force, including European ones;
(ii) by the methods established by the market practices permitted by Consob, pursuant to the combined provisions of article 180(1)(c) of the TUF and article 13 of Regulation (EU) no. 596 of 16 April 2014 (“Permitted Market Practices”).
Additionally, share purchase transactions may also be carried out in the manner 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.
The disposal of treasury shares may be carried out, 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 force and with the Admitted Market Practices, if applicable. The authorisation proposal provides that purchases are made at a unit price, compliant with any regulatory requirements, including European ones, or permitted market practices in force at the time, where applicable, without prejudice to the fact that the minimum and maximum purchase price will be set at a unit price no lower than the official stock market price of the Mondadori stock on the day prior to the day on which the purchase transaction is carried out, decreased by 20%, and no higher than the official stock market price on the day before the day on which the purchase transaction will be carried out, 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 and, specifically:

- no shares may be purchased at a price higher than the higher between the price of the last independent trade and the price of the highest current independent bid on the trading venue where the purchase is carried out; and
- in terms of volumes, daily purchase amounts will not exceed 25% of the daily average volume of Mondadori shares traded as recorded in the 20 trading days before the dates of purchase or in the month prior to the month of the disclosure required by Art. 2, paragraph 1, of Regulation (EU) no. 1052/2016;
- in terms of consideration, sales transactions or other acts of disposition 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 in compliance with the terms and conditions set out in the resolutions of the Shareholders' Meeting that establish the Plans and the related regulations.

To date, Arnoldo Mondadori Editore S.p.A. holds a total of no. 1,277,802 treasury shares, equal to 0.488% of the share capital.

For further information on the proposed authorization for the purchase and disposal of treasury shares, reference should be made to the Directors' Explanatory Report, published within the time limits and in the manner prescribed by applicable regulations.

- **2024-2026 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 establishment of a Performance Share Plan for the three-year period 2024-2026 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, in accordance with the conditions previously communicated to the market on 14 March 2024.
With the adoption of the Plan, the Company aims to encourage Management to improve medium to long-term performance, in terms of both industrial performance and growth in the value of the Company.
For a detailed description of the 2024-2026 Performance Share Plan, the recipients and the characteristics of the aforesaid Plan, please refer to the Information Document approved by the Board of Directors pursuant to Article 84-bis of the Issuers' Regulation and the explanatory report, both published within the legal terms through the authorised storage mechanism 1Info and on the Company's website www.gruppomondadori.it in the Governance/Shareholders' Meeting section.

- **2024 (MBO) short-term incentive plan**

The Shareholders' Meeting also resolved to adopt a Short-Term Incentive Plan (MBO) for the financial year 2024. The Plan, which is reserved for the same beneficiaries as the 2024-2026 Performance Share Plan, governs the determination, subject to the achievement of specific individual and Group performance objectives, of the annual Variable Remuneration (MBO) for the year 2024.
In particular, the Plan envisages a voluntary mechanism for the conversion into Mondadori shares of a percentage component equal to 15% or 30% of the Variable Remuneration itself, as well as the disbursement of an additional "bonus" component in shares, equal to the number of shares resulting from the conversion.
Any allocation of the total component in shares would take place at the end of a 24-month deferral period with respect to the MBO vesting date.

For a detailed description of the proposed resolution for the adoption of the MBO 2024 Short-Term Incentive Plan, the recipients and the characteristics of said Plan, please refer to the Information Document approved by the Board of Directors pursuant to Article 84-bis of the Issuers' Regulation and the explanatory report, both published within the terms of the law on the Company's website www.gruppomondadori.it in the Governance/Shareholders' Meeting section and through the authorised storage mechanism 1Info.

- **Renewal of powers granted to the Board of Directors pursuant to articles 2443 and 2420-ter of the Italian Civil Code**

In an extraordinary session, the Board of Directors resolved to adopt the resolutions referred to in articles 2443 and 2420 ter of the Italian Civil Code, relating to the renewal of the Board's powers to increase the share capital and issue convertible bonds.
Specifically, the Shareholders' Meeting resolved on:

- the renewal of the proxies already granted to the Board of Directors by the Extraordinary Shareholders' Meeting of 17 April 2019 and terminating due to expiry of the related five-year term, which, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, grant the Board of Directors the power to increase the share capital, reserved as an option to those entitled thereto, by a maximum nominal amount of € 75,000,000 and to issue convertible bonds for a maximum nominal amount of € 250,000,000;
- the renewal of the proxy already granted to the Board of Directors by the Extraordinary Shareholders' Meeting of 17 April 2019 and also terminating, granting the Board of Directors, for the same period of five years, the power to increase the share capital within the limit of 10% of the pre-existing share capital and in any case within the limit of a nominal amount of € 20,000,000, with the exclusion of option rights pursuant to Articles 2443 and 2441(4) of the Italian Civil Code.

The renewals are resolved under the same conditions of the terminating proxies unused by the Board and for a further period of five years corresponding to the maximum term allowed by the law. The renewal of proxies is motivated by the advisability of maintaining the general power of the Board of Directors to implement any capital transactions through faster and more streamlined procedures than the resolutions adopted by the Extraordinary Shareholders' Meeting.

The minutes of today's Shareholders' Meeting will be made publicly available in the manner and within the time limits of law.

Media Relations
pressoffice@mondadori.it
+39 02 7542.3227

Investor Relations
invrel@mondadori.it
+39 02 7542.2632