

## SHAREHOLDERS' MEETING APPROVES THE 2025 FINANCIAL STATEMENTS

- **DISTRIBUTION OF A DIVIDEND OF € 0.154 PER SHARE APPROVED, UP 10%, FOR A TOTAL OF APPROXIMATELY € 40 MILLION**
- **RENEWAL OF THE AUTHORIZATION TO PURCHASE AND SELL TREASURY SHARES**

*Segrate, 21 April 2026* - 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 2025.

The results of the draft annual financial statements and consolidated financial statements as at 31 December 2025, presented by the CEO, Antonio Porro, and approved by the Board of Directors on 19 March, were already disclosed to the market on the same date.

The Parent Company's income statement at 31 December 2025 recorded the same net profit as in the consolidated financial statements of € 54 million, as the Company has chosen to use the equity method to measure its investments in the separate financial statements.

In accordance with the proposal submitted by the Board of Directors, as announced on 19 March, the Shareholders' Meeting approved the **distribution** of a **dividend of € 0.154**, gross of withholding taxes, **per ordinary share** (net of treasury shares) outstanding at the following record dates.

The total dividend amounted to approximately **€ 40 million, up** by approximately **10%** versus the prior year. This represents a **payout of nearly 75% of the net profit** for 2025 and a **dividend yield of 7.3%** based on the share price of 31 December 2025.

In accordance with the resolutions adopted by the Shareholders' Meeting, the dividend 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 in line with the previous year, the dividend will be paid in two equal tranches as follows:

- from 20 May 2026 (payment date), a unit amount of € 0.077 for each ordinary share (net of treasury shares) outstanding at the record date of 19 May 2026, date of entitlement to payment of the dividend, pursuant to Article 83-*terdecies* of the TUF, with ex-dividend date no. 27 on 18 May 2026 (ex date);
- from 25 November 2026 (payment date), a unit amount of € 0.077 for each ordinary share (net of treasury shares) outstanding at the record date of 24 November 2026, date of entitlement to payment of the dividend, pursuant to Article 83-*terdecies* of the TUF, with ex-dividend date no. 28 on 23 November 2026 (ex date).

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 this report.

**Renewal of the authorization to purchase and dispose of treasury shares**

Following expiry of the term of the previous authorization approved on 16 April 2025, 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.

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 Issuer Regulation:

● **Motivations**

The motivations 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;
- 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;
- seize 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 authorisation to purchase treasury shares runs from the date of the approval resolution by the Shareholders' Meeting, until the Shareholders' Meeting called to approve the financial statements at 31 December 2026 and, in any case, for a period no more than 18 months after that date. The authorisation to dispose of treasury shares is not subject to time limits, given the absence of time limits pursuant to current regulations and the advisability of allowing 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 allows the purchase, on one or more occasions and in one or more tranches, of a maximum number of ordinary shares, which - considering the treasury shares already held by the Company and the shares that may possibly be purchased by subsidiaries - shall not exceed a total of 10% of the share capital.

Pursuant to article 2357(1) of the Italian Civil Code, any 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 includes 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. 596/2014 ("Permitted Market Practices").

Additionally, share purchase transactions may also be carried out in the manner envisaged in Article 3 of EU Delegated Regulation no. 1052/2016 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, 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 legal and regulatory provisions, 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. 1052/2016. 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. 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. 1,460,697 treasury shares, equal to 0.558% of the share capital.

For any further information on the authorisation to purchase and dispose of treasury shares, please refer to the Directors' Explanatory Report pursuant to Article 125-ter of the TUF, available on the Company website [www.mondadorigroup.com](http://www.mondadorigroup.com), Governance/Shareholders' Meeting section and on the authorised storage mechanism "1Info".

### **2026-2028 Performance Share Plan establishment**

The Shareholders' Meeting, pursuant to Article 114-bis of the TUF and in line with previous financial years regarding medium-long term remuneration, approved the establishment of a Performance Share Plan for the three-year period 2026-2028 intended for the Chief Executive Officer, the CFO - Executive Director and a number of Managers of Arnoldo Mondadori Editore S.p.A. 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 19 March 2026.

Specifically, the Plan envisages the assignment to the beneficiaries of rights to the free allocation of Mondadori shares, held or to be acquired as treasury shares, subject to the achievement of specific performance targets set and measured at the end of the plan's three-year period.

These targets are structured to include (i) shareholder remuneration indicators, (ii) management indicators functional to raising the share value, ensuring maximum alignment of Management remuneration and the creation of value for the Company, as well as (iii) indicators of a non-operating/financial nature linked to ESG issues.

For a detailed description of the 2026-2028 Performance Share Plan, the recipients and the characteristics of said Plan, please refer to the information document, prepared in accordance with Article 84-bis of the Issuers' Regulations, approved by the Board of Directors, and to the explanatory report, both published within the terms of the law on the Company's website [www.mondadorigroup.com](http://www.mondadorigroup.com) in the Governance/Shareholders' Meeting section and through the authorised storage mechanism "1Info".

### **2026 Short-Term Incentive Plan (MBO) adoption**

The Shareholders' Meeting also resolved to adopt a Short-Term Incentive Plan (MBO) for the financial year 2026, which is reserved for the same beneficiaries as the 2026-2028 Performance Share Plan, sets out the criteria for determining the annual variable remuneration (MBO) for the 2026 financial year, subject to the achievement of specific individual and Group performance targets, and that 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 2026 Short-Term Incentive Plan (MBO), the recipients and the characteristics of said Plan, please refer to the information document, prepared in accordance with Article 84-bis of the Issuers' Regulations, approved by the Board of Directors, and to the explanatory report, both published within the terms of the law on the Company's website [www.mondadorigroup.com](http://www.mondadorigroup.com) in the Governance/Shareholders' Meeting section and through the authorised storage mechanism "1Info".

Media Relations  
[pressoffice@mondadori.it](mailto:pressoffice@mondadori.it)

Investor Relations  
[invrel@mondadori.it](mailto:invrel@mondadori.it)