

PRESS RELEASE PUBLISHED BY IL SOLE 24 ORE S.P.A. AT THE REQUEST OF ZENIT S.P.A.

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VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY ZENIT S.P.A. ON ALL THE SPECIAL SHARES OF IL SOLE 24 ORE S.P.A

## PRESS RELEASE

pursuant to Article 36 of the Regulation adopted by CONSOB Resolution No. 11971 of May 14, 1999  
 (the "Issuers' Regulations")

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THE OFFEROR CARRIED OUT THE JOINT PROCEDURE FOR THE EXERCISE OF THE RIGHT TO  
 PURCHASE PURSUANT TO ARTICLE 111 OF THE CFA AND THE FULFILLMENT OF THE PURCHASE  
 OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE CFA

DELISTING OF THE SPECIAL SHARES OF IL SOLE 24 ORE S.P.A. STARTING FROM TODAY

**Rome, 7 August 2025** – With reference to the voluntary totalitarian public tender offer (the "**Offer**") launched by Zenit S.p.A. (the "**Offeror**") pursuant to Articles 102 *et seq.* of the Legislative Decree No. 58 of 24 February 1998 (the "**CFA**"), concerning a maximum of 18,020,513 special shares (the "**Shares**" or "**Special Shares**") of Il Sole 24 Ore S.p.A. ("**Il Sole 24 Ore**" or the "**Issuer**"), representing approximately 31.982% of the share capital represented by Special Shares of Il Sole 24 Ore, the Offeror hereby announces the following.

Capitalized terms used in this press release, unless otherwise defined, have the meanings ascribed to them in the offer document approved by CONSOB with resolution No. 23560 dated 21 May 2025 and published on 23 May 2025 (the "**Offer Document**"), available, *inter alia*, on the Issuer's website ([www.gruppo24ore.ilsole24ore.com](http://www.gruppo24ore.ilsole24ore.com)).

### Settlement of the Joint Procedure

It should be noted that, as announced in the press release of 30 July 2025, CONSOB, by resolution no. 23649 dated 30 July 2025 adopted pursuant to Article 50, paragraph 11, of the Issuers' Regulation, has determined the consideration for the exercise of the Purchase Right and the fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the CFA, to be paid in the context of the Joint Procedure, equal to the Consideration, *i.e.*, Euro 1.100 per each of the 2,809,557 Special Shares still outstanding, *i.e.*, those not tendered during the Offer Period and not acquired outside of the Offer by the Offeror, representing approximately 4.986% of the Issuer's share capital represented by Special Shares and equal to approximately 4.300% of the Issuer's share capital (the "**Residual Shares**").

The Offeror hereby announces that, on the date hereof, it has exercised the Purchase Right and, at the same time, has fulfilled the Purchase Obligation under Article 108, paragraph 1, of the CFA, thus having carried out the Joint Procedure in relation to all the Residual Shares.

In particular, the Offeror hereby announces that, on the date hereof, it has communicated to the Issuer – pursuant to and for the purposes of Article 111, paragraph 3, of the CFA – the deposit and availability

of an amount equal to the overall consideration of the Residual Shares, equal to Euro 3,090,512.70 (the “**Overall Consideration**”), with Intesa Sanpaolo S.p.A. (the “**Bank**”) on a bank account in the name of the Offeror and bound to the payment of the Overall Consideration, as per the irrevocable instructions given by the Offeror to the Bank.

Therefore, pursuant to Article 111, paragraph 3, of the CFA, upon communication of the deposit with the Bank, the transfer of the Residual Shares in favor of the Offeror has been completed on the date hereof, with the consequent registration in the shareholders’ ledger of the Offeror as holder of the Residual Shares by the Issuer.

Holders of the Residual Shares will be entitled to obtain payment of the Consideration of the Joint Procedure – equal to Euro 1.100 for each Residual Share – directly through their respective intermediaries. The obligation to pay the Consideration of the Joint Procedure will be deemed to have been fulfilled when the relevant amounts are transferred to the Appointed Intermediaries from which the Residual Shares subject to the Joint Procedure originate. Holders of Special Shares bear the sole risk that the Appointed Intermediaries or the Custodian Intermediaries fail or delay to transfer the amounts to the entitled holders.

It should also be noted that – upon expiration of the five-year statute of limitations provided for under Article 2949 of the Civil Code, without prejudice to the provisions of Articles 2941 *et seq.* of the Civil Code – the right of holders of the Remaining Shares to obtain the Consideration of the Joint Procedure will be extinguished via statute of limitations and the Offeror will be entitled to obtain the refund of any portion of the Overall Consideration not collected by the entitled parties.

#### **Delisting of the Special Shares**

It should be noted that, as of the date hereof, with decision no. 9056 of 31 July 2025, Borsa Italiana ordered the delisting of the Special Shares from listing on Euronext Milan (upon suspension from trading on 5 August 2025 and 6 August 2025).

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*The voluntary public tender offer described in this press release has been launched by Zenit S.p.A. on all the special shares of Il Sole 24 Ore S.p.A.*

*This press release does not constitute an offer to purchase or sell the special shares of Il Sole 24 Ore S.p.A.*

*The Offer is made through the publication of the related Offer Document approved by CONSOB. The Offer Document contains a complete description of the terms and conditions of the Offer, including the procedures for acceptance.*

*The Offer is promoted in Italy, since the special shares are listed on Euronext Milan, organized and managed by Borsa Italiana, and is made, on a non-discriminatory basis and on equal terms, to all shareholders of the Issuer.*

*The Offer will not be promoted or disseminated, directly or indirectly, in the United States of America, Australia, Canada, Japan or any other country where the Offer is not permitted in the absence of authorization from the relevant local authorities or would otherwise violate laws or regulations (the “Other Countries”), nor by using means of communication or international commerce (including, by way of example, postal network, fax, telex, e-mail, telephone or internet) of the United States of America, Australia, Canada, Japan or the Other Countries, nor through any structure of any of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, nor in any other manner.*

*Copies, whether whole or partial, of this press release, of the Offer Document, or of any document relating to the Offer, are not and must not be sent, nor in any way transmitted or otherwise distributed, directly or indirectly, in the United States of America, Australia, Canada, Japan or the Other Countries. Anyone receiving such documents must not distribute, send or transmit them (either by mail or by any other means or instrument of communication or commerce) into the United States of America, Australia, Canada, Japan or the Other Countries.*

*Tendering in the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such laws and, therefore, prior to tendering in the Offer, to verify the existence and applicability of such provisions by contacting their own advisors. Tenders in the Offer resulting from solicitations carried out in violation of the above restrictions will not be accepted.*