

**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 SHAREHOLDERS' MEETING**

Shareholders entitled to attend and exercise their voting rights in the Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A. are called, as indicated below, to the Ordinary Shareholders' Meeting to be held on first call on **16 April 2025** at 11:00 a.m. and, if necessary, on second call on **17 April 2025**, at the same time, to discuss and vote on the following:

### **Agenda:**

1. Separate financial statements as at and for the year ended 31 December 2024, Directors' Report on Operations and Reports of the Board of Statutory Auditors and the Independent Auditing Firm of Arnoldo Mondadori Editore S.p.A.  
Resolutions on the approval of the separate financial statements as at and for the year ended 31 December 2024.
2. Resolutions on the appropriation of the profit for the 2024 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 2025-2027.
8. Resolutions, pursuant to art. 114-bis of Lgs.Decree 58/1998, on the adoption of a 2025 Short-Term Incentive Plan (MBO).

9. Integration of the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code; related resolutions.

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

In accordance with art. 12.3 of the Articles of Association, the Company's Board of Directors **resolved that the intervention and exercise of voting rights at the Shareholders' Meeting may only take place through the Designated Representative** pursuant to art. 135-*undecies.1* 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, 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 pursuant to art. 135 - undecies.1, paragraph 2, of the TUF**

As attendance at the Shareholders' Meeting referred to in this notice of call may only take place through the Designated Representative, pursuant to art. 135-undecies.1, paragraph 2, of the TUF, presentation of individual draft resolutions in the Shareholders' Meeting is not allowed.

In accordance with the aforementioned art. 135-undecies.1, paragraph 2, of the TUF, those who are entitled to exercise their voting rights in the forms envisaged by the applicable regulations, may individually present individual draft resolutions on items on the agenda, by submitting them by **1 April 2025** (together with a copy of an identity document) in hard copy to the Company's registered office in Milan, via Gian Battista Vico 42 - or by certified electronic mail at 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). The draft resolutions must be drawn up in a clear and comprehensive manner, possibly accompanied by a report stating the reasons for the draft resolution and that the notice attesting to the entitlement pursuant to art. 135-undecies.1, paragraph 2, last paragraph, be received in good time for the purpose of verifying the entitlement to exercise the right. Subject to verification of the relevance of the draft resolutions with respect to the agenda, as well as of their completeness and compliance with applicable regulations, the Company will make available all the draft resolutions received

(and any accompanying reports) by **3 April 2025**, 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).

**Presentation of individual draft resolutions on item 9 on the agenda.**

***“Integration of the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code; related resolutions”***

Shareholders wishing to submit - in accordance with the above-mentioned procedures and deadlines - with respect to the "*Presentation of individual draft resolutions on items on the agenda pursuant to art. 135 - undecies .1, paragraph 2, of the TUF*" - proposals of candidates for the offices of standing and alternate statutory auditor, such proposals must be accompanied by exhaustive information on the personal and professional characteristics of each candidate (indicating the administration and control positions held in other companies, also in compliance with the provisions of arts. 2400 of the Italian Civil Code and 148-bis of the TUF), as well as the candidates' declarations in which they state that they meet the integrity and professionalism requirements envisaged by the law and the Articles of Association and that they accept the candidature.

**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 (**7 April 2025**, the "**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 **11 April 2025**). 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.

### **Representation at the Shareholders' Meeting**

Under art. 12.3 of the Articles of Association, 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**

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 and the aforementioned 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/sub-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 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 14 April 2025 or 15 April 2025, 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 sub-proxies 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 Company website, exclusively through the aforementioned proxy.

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).

### **Participation at Shareholders' Meetings**

Pursuant to art. 12.3 of the Articles of Association, the participation of the Designated Representative and of the other parties entitled to attend Shareholders' Meetings shall take place solely by tele or video-conference in a manner that guarantees their identification.

The instructions for participating in Shareholders' Meetings by audio/telecommunication means will be made known by the Company to the exclusive Designated Representative - Computershare S.p.A. - and to the other parties entitled to participate.

### **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 publication date of this notice, the Company holds 1,268,471 treasury shares representing 0.4851% of the share capital, whose voting rights are suspended pursuant to art. 2357-*ter*, paragraph 2, of the Italian Civil Code.

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 in hard copy by the record date, i.e., by 7 April 2025, 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 **10 April 2025**.

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 10 April 2025.

#### **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 2024 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, pursuant to art. 84-*bis* of Consob Regulation no. 11971 of 14 May 1999 (the "**Issuers' Regulation**") relating to item 7 and the Information Document, pursuant to art. 84-*bis* of Consob Regulation no. 11971 of 14 May 1999 (the "**Issuers' Regulation**") relating to item 8 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).

This notice is published, pursuant to art. 125-*bis*, paragraph 2, of the TUF, on 13 March 2025 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 14 March 2025.

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 a.m. to 5:00 p.m.

Segrate, 13 March 2025

on behalf of the Board of Directors

The Chair

Marina Berlusconi

