

Arnoldo Mondadori Editore S.p.A.  
Via Gian Battista Vico, 42  
20123 Milano

Sent to: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it)

Individual draft resolution pursuant to item 9 of the Agenda:  
"Integration of the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil  
Code; related resolutions;

With reference to the Ordinary Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A., convened on 16 April 2025 and 17 April 2025, respectively on first and second call, relating to item 9 of the Agenda, the undersigned Fininvest S.p.A., owner of **139,355,950** Arnoldo Mondadori Editore S.p.A. shares, equal to **53.299%** of the Company share capital, taking into account:

- the provisions of applicable laws, including regulatory legislation, and in respect of the procedure set out in Art. 27 of the Company Bylaws;
- what indicated in the Notice of Call and in the Directors' Report on the items of the Agenda;

puts forward the following draft resolution to be submitted to the vote of the Shareholders' Meeting in relation to above mentioned item on the agenda:

"The Shareholders' Meeting

resolves

- to appoint Mr. Emilio Gatto, born in Genova on 1<sup>st</sup> October 1969, Italian Tax Code GTT MLE 69R01 D969V as Standing Statutory Auditor;
- to appoint Mr. Giancarlo Povoleri, born in Milan on 27 Aprile 1947, Italian Tax Code PVL GCR 47D27 F205R as Alternate Statutory Auditor,

who will remain in office until the expiry of the entire board of Statutory Auditors and, therefore, until the date of the shareholders' meeting to be convened for the approval of the financial statements as at 31 December 2026."

With reference to the above and in compliance with the Company Bylaws of Mondadori and current legal provisions, as well as specifically provided in the Notice of Call, the following are attached hereto:

- A -** Declarations with which each candidate accepts their nomination and declares inter alia: (i) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation; (ii) that they do not hold any positions of management or control that would exceed the limits established by applicable law and regulations; (iii) that they meet the integrity and competence requirements demanded of members of the Company's Board of Statutory Auditors; (iv) that they are included in the Register of Auditors established pursuant to law and that they have performed auditing activities for at least three years; (v) that they have not accepted any other nomination to the Board of Statutory Auditors of Arnoldo Mondadori Editore S.p.A.
- B -** Curriculum vitae of each candidate, containing exhaustive information on personal and professional characteristics accompanied by a list of the positions of management and control held with other companies.

Milan, 18 March 2025

FININVEST S.p.A.  
The Chief Executive Officer  
(*Daniela Pellegrino*)

*The processing of personal data is authorised pursuant to current legislation on the matter.*

**Ordinary Shareholders' Meeting of Arnoldo Mondadori S.p.A.  
convened at 11:00 am,  
on 16 April 2025 and 17 April 2025 respectively on first and on second call**

**Resolutions pursuant to item 9. of the Agenda:**

**"Integration of the Board of Statutory Auditors under Art. 2401 of the Italian Civil Code; consequent resolutions"**

I, EMILIO GATTO, born in Genova on 01/10/1969, with tax identification No. GTT MLE 69R01 D969V, with reference to the individual proposal of resolution for the integration of the Board of Statutory Auditors of Arnoldo Mondadori Editore S.p.A. ("**Mondadori**") filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders' Meeting mentioned above,

hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination to the office of Standing Statutory Auditor of Mondadori until the expiry of the entire Board of Statutory Auditors and, therefore, until the date of the shareholders' meeting to be convened for the approval of the financial statements as at 31 December 2026, as well as - if elected - allowing the filing for registration of the possible appointment in the Companies Register;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the "**Consolidated Finance Law**"):
  - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Italian Civil Code;
  - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mondadori and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
  - b.3) that I am not bound to Mondadori or any of its subsidiaries, parent companies or sister companies, or to any of the directors of Mondadori or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements provided for by the laws and regulations in force, including article 148, paragraph 4 of the Consolidated Finance Law and the Ministerial Decree 30 March 2000 n. 162, as set out in article 27 of the Mondadori bylaws, and in particular:
  - c.1) that I do not fall under any of the impediment situations, prescribed by the aforementioned applicable provisions of law;
  - c.2) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations, including the provisions of article 148-bis of the Consolidated Finance Law and the relative implementation rules;
- f) that I meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mondadori has adhered also taking into account what is foreseen by the "Policy on criteria for assessment of the independence requirements for Directors" adopted by Mondadori as set out in Recommendation No. 7 of the aforementioned Code;
- g) that I have not accepted any other nomination to the Board of Statutory Auditors of Mondadori;
- h) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and its subsequent amendments and additions and any regulations applicable from time to time, I have been

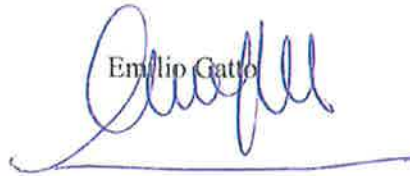
informed that all personal data gathered will be processed by Mondadori, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mondadori of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Milan, 17 March 2025

Emilio Gatto



**Ordinary Shareholders' Meeting of Arnoldo Mondadori S.p.A.  
convened at 11:00 am,  
on 16 April 2025 and 17 April 2025 respectively on first and on second call**

Resolutions pursuant to item 9. of the Agenda:

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

I, GIANCARLO POVOLERI, born in Milan on 27/04/1947, with tax identification No. PVL GCR 47D27 F205R, with reference to the individual proposal of resolution for the integration of the Board of Statutory Auditors of Arnoldo Mondadori Editore S.p.A. (“**Mondadori**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders' Meeting mentioned above,

hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination to the office of Alternate Statutory Auditor of Mondadori until the expiry of the entire Board of Statutory Auditors and, therefore, until the date of the shareholders' meeting to be convened for the approval of the financial statements as at 31 December 2026, as well as - if elected - allowing the filing for registration of the possible appointment in the Companies Register;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
  - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Italian Civil Code;
  - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mondadori and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
  - b.3) that I am not bound to Mondadori or any of its subsidiaries, parent companies or sister companies, or to any of the directors of Mondadori or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements provided for by the laws and regulations in force, including article 148, paragraph 4 of the Consolidated Finance Law and the Ministerial Decree 30 March 2000 n. 162, as set out in article 27 of the Mondadori bylaws, and in particular:
  - c.1) that I do not fall under any of the impediment situations, prescribed by the aforementioned applicable provisions of law;
  - c.2) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations, including the provisions of article 148-bis of the Consolidated Finance Law and the relative implementation rules;
- f) that I meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mondadori has adhered also taking into account what is foreseen by the “Policy on criteria for assessment of the independence requirements for Directors” adopted by Mondadori as set out in Recommendation No. 7 of the aforementioned Code;
- g) that I have not accepted any other nomination to the Board of Statutory Auditors of Mondadori;
- h) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and its subsequent amendments and additions and any regulations applicable from time to time, I have been

informed that all personal data gathered will be processed by Mondadori, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mondadori of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Milan, 17 March 2025

Giancarlo Povoleri

A handwritten signature in blue ink, consisting of a large, stylized 'G' followed by a series of loops and a final horizontal stroke.

# Curriculum Vitae

Attachment B.1

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## PERSONAL

**Name** Emilio Gatto  
**Address** Via Ippolito D'Aste, 8/7, 16121 Genoa  
**E-mail** emiliogatto.ge@gmail.com  
**Date of Birth** 1 th October 1969  
**Place of Birth** Genoa

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## EDUCATION AND QUALIFICATIONS

1987 **Diploma of Classical Baccalaureate**  
*Vittorino da Feltre Institute, Genoa*

1992 **Degree in Economics**  
*University of Genoa*

1993 **Qualified to practice as a chartered accountant**  
*Register of Chartered Accountants and Accounting Experts of Genoa n. 873 A from 27/10/1993*

1999 **Register of Statutory Auditors n. 83265 D.M. 28/09/1999 in G.U. n.77, 28/09/1999**

2019 **List of Experts for the award of inspection assignments at trust companies and trust and auditing companies, referred to Ministerial Decree June 18, 1993**

2023 **Register of subjects appointed by the judicial authority with management and control functions in the procedures referred to in article 356 of legislative decree 12 January 2019, n. 14 at no. 11796.**

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## WORK EXPERIENCE

1993 Since 1993 he has continuously and exclusively carried out the profession of Chartered Accountant, in the corporate and tax sector, also with judicial positions in the civil and criminal fields, holding positions as Liquidator, Liquidator Commissioner, Judicial Administrator, Statutory Auditor and Director in various listed and non-listed companies, operating in the banking, industrial, commercial, financial sectors, as well as auditor in Foundations and Institutions.



appointment date	Company name	tax code	expiry date	position
21/09/2012	Vancini Coop a r.l. in L.C.A.	03407510100	-	Liquidator Commissioner
29/03/2021	Moneglia Frontemare Parking soc. coop	02116080991	-	Liquidator Commissioner
28/04/2022	Alba - Servizi Aerotrasporti S.p.A.	01940340159	balance sheet approval 2024	Standing Statutory Auditor
28/04/2022	Il Teatro Manzoni S.p.A.	04176430157	balance sheet approval 2024	Alternate Auditor
29/04/2022	Fininvest Real Estate & Services S.p.A.	05105950157	balance sheet approval 2024	Alternate Auditor
29/06/2022	Italian Fine Food S.r.l.	09987460962	balance sheet approval 2024	Sole Auditor
29/07/2022	Monti & Barabino S.p.A.	01189930991	balance sheet approval 2024	Standing Statutory Auditor
07/12/2022	Fondazione Casa America	95059340109	balance sheet approval 2024	Chairman of the Board of auditors
09/05/2023	L'Orto di Liguria S.r.l.	01236410096	balance sheet approval 2025	Sole Auditor
09/05/2023	Azienda Agraria Anfossi soc. agricola S.r.l.	01750470096	balance sheet approval 2025	Sole Auditor
10/04/2024	Iveco - Oto Melara soc. consortile a r.l.	07032480589	balance sheet approval 2026	Chairman of the Board of statutory auditors
17/04/2024	Ansaldo Green Tech S.p.A.	02756840993	balance sheet approval 2026	Standing Statutory Auditor
19/04/2024	Associazione Calcio Monza S.p.A.	09141370966	balance sheet approval 2026	Alternate Auditor
29/04/2024	Compagnia del Basilico soc. agricola cons a r.l.	01667130098	balance sheet approval 2026	Sole Auditor
14/05/2024	Orizzonti soc. coop. sociale - Onlus	01944540200	-	Liquidator Commissioner
23/06/2024	Immobiliare Pretoria S.r.l.	00335110102	balance sheet approval 2025	Sole Administrator
23/06/2024	Immobiliare Val Trebbia S.r.l.	00336000104	balance sheet approval 2025	Sole Administrator
23/06/2024	Gheriv S.r.l.	00275060101	until revoked	Liquidator
12/07/2024	Boxway S.r.l.	05437320285	balance sheet approval 2026	Standing Statutory Auditor
12/07/2024	Medlog Holding Italia S.r.l.	02881670992	balance sheet approval 2026	Standing Statutory Auditor
12/07/2024	Medtruck Italia S.r.l.	12053650961	balance sheet approval 2026	Alternate Auditor
24/07/2024	Centro Combustione Ambiente S.p.A.	06514190724	balance sheet approval 2026	Standing Statutory Auditor
21/12/2024	Arnoldo Mondadori Editore S.p.A.	07012130584	until the next shareholders meeting	Standing Statutory Auditor
17/03/2025	Mediolanum Comunicazione S.p.A.	08358850157	balance sheet approval 2027	Standing Statutory Auditor



**STUDIO**  
**MALANDRA - DE' GIACOMI - POVOLERI**  
**DOTTORI COMMERCIALISTI**

Attachment B.2

**CURRICULUM VITAE**

**Personal Details**

Name	Povoleri Giancarlo
Address	Via Mario Pagano, 63 - 20145 Milano
Telephone	0248195436 - 0248195446
Fax	0248194336
E-mail	gpovoleri@madepov.it
Nationality	Italian
Date of birth	27 April 1947

Registered in the Register of Chartered Accountant of Milan on 21 May 1975  
Member of the R.U.C. with Ministerial decree 21 December 1981  
Registered in the Register of Auditor with Ministerial decree 12 April 1995,  
published in the Italian Official Journal no. 31-bis on 21 April 1995  
Registered in the Court of Milan's Register of Technical Consultants

**Work Experience**      Holding position as Statutory Auditor in some Companies among which:  
Zambon Spa, Flakt Woods Spa, Tecnostamp Spa, Giannoni Spa, Auramo Spa,  
Société General Factoring Spa, Mediolanum Assicurazioni Spa, Milan A.C.  
Spa, Mondadori Spa, Pomellato Spa, Medusa Film Spa, Sharp Electronics Italia  
Spa, Videotime Spa, Mediaset Investments Spa, Plastitape Spa, Newteltowers  
Spa

**Education**      1972: Bocconi University - Degree in Economics  
1967: Collegio San Carlo - Certificate of Accounting

I authorize the processing of my personal data in accordance with the privacy policy under Art.  
13 Legislative Decree 30/06/2003, No. 196



**GIANCARLO POVOLERI**



ADMINISTRATION AND CONTROL ROLES HELD BY GIANCARLO POVOLERI

ALBA SERVIZI AEROTRASPORTI S.P.A.	Chairman of the Board of the Statutory Auditors
ASSOCIAZIONE CALCIO MONZA S.P.A.	Statutory Auditor
ARCHITETTO MICHELE DE LUCCHI S.R.L.	Board member
DE LORENZO S.P.A.	Chairman of the Board of the Statutory Auditors
COSTA TURCHESE S.P.A.	Statutory Auditor
FININVEST REAL ESTATE AND SERVICES S.P.A.	Statutory Auditor
FLAKTGROUP ITALIA S.P.A.	Chairman of the Board of the Statutory Auditors
HORTUS S.R.L.	Sole administrator
IL TEATRO MANZONI S.P.A.	Statutory Auditor
MEDIAFRIENDS ONLUS	Statutory Auditor
P.I. SERVIZI S.P.A.	Statutory Auditor
PLASTIAPE S.P.A.	Statutory Auditor
RADIO SUBASIO S.P.A.	Statutory Auditor
RADIO AUT S.P.A.	Statutory Auditor
RMC ITALIA S.P.A.	Statutory Auditor
SHARP ELECTRONICS ITALIA S.P.A.	Chairman of the Board of the Statutory Auditors
ZAMBON COMPANY S.P.A.	Statutory Auditor

Registered in the Register of Auditor with Ministerial decree 12 April 1995, published in the Italian Official Journal no. 31-bis, fourth series SP on 21 April 1995

Milan, 18 March 2025

