



## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

- Approval of the separate financial statements as at 30 June 2024
- Appointment of the Board of Statutory Auditors for the 2024/2025 – 2025/2026 – 2026/2027 financial years
- Approval of the securities-based compensation plan “*Performance Shares Plan 2024/2025-2028/2029*” and authorization for the purchase and disposal of treasury shares
- Approval of the Report on remuneration policy and compensation paid
- Approval of the amendment to the By-Laws to introduce the possibility that attendance at shareholders’ meeting and exercise of voting rights take place exclusively through the designated representative

**Turin, 7 November 2024** – The Shareholders’ Meeting of Juventus Football Club S.p.A. (“**Juventus**” or the “**Company**”) met today, in Turin, in ordinary and extraordinary session, under the chairmanship of Gianluca Ferrero, and resolved on the items on the agenda as follows.

### **Resolutions of the ordinary Shareholders’ Meeting**

#### **Approval of the separate financial statements as at and for the financial year ended 30 June 2024**

The Shareholders’ Meeting approved the separate financial statements as at and for the financial year ended 30 June 2024, which show a loss of € 199.2 million, as well as the full coverage of the losses with the share premium reserve. The consolidated financial statements as at and for the financial year ended 30 June 2024 were also illustrated in the context of the Shareholders’ Meeting. For further information, please refer to the Annual Financial Report as at 30 June 2024, available at the Company’s registered office, located at Via Druento 175, Turin, Italy, on the Company’s website ([www.juventus.com](http://www.juventus.com), Club section, Investor relations, Financial Statements and Prospectus), as well as on the authorised storage mechanism “1INFO” ([www.1info.it](http://www.1info.it)).

#### **Appointment of the Board of Statutory Auditors**

The Shareholders’ Meeting resolved on the renewal of the bodyboard of Statutory Auditors. Namely, it appointed the new Board of Statutory Auditors for the 2024/2025 – 2025/2026 – 2026/2027 financial years. On the basis of the only slate of candidates submitted by the shareholder EXOR N.V., which holds 247,849,342 Juventus ordinary shares, equal to approximately 65.4% of Juventus’ share capital, the following statutory auditors were appointed:

- Roberto Spada, as Chairman of the Board of Statutory Auditors;
- Maria Luisa Mosconi, as statutory auditor;
- Roberto Petrignani, as statutory auditor;
- Stefania Bettoni, as alternate auditor;
- Guido Giovando, as alternate auditor.





The percentage of votes in favour was equal to 99.98% of the total voting rights and to 85.00% of the total voting rights represented by the shareholders that attended the meeting. The *curricula* of the statutory auditors are available on the Company's website ([www.juventus.com](http://www.juventus.com), Club section, Corporate Governance, Board of Directors and Controlling Bodies).

Based on the statements made and information available to the Company, there are no statutory auditors holding Company's shares at the date of appointment. The Shareholders' Meeting also resolved to award an annual gross emolument of € 30,000 to the Chairman of the Board of Statutory Auditors and € 20,000 to each statutory auditor.

#### **Approval of the "2024/2025-2028/2029 Performance Shares Plan" and authorisation for the purchase and disposal of treasury shares**

Pursuant to Article 114-bis of Legislative Decree 24 February 1998, no. 58, as subsequently amended and supplemented ("**Consolidated Law on Finance**"), the Shareholders' Meeting approved a compensation plan based on financial instruments called "*2024/2025-2028/2029 Performance Shares Plan*", reserved to individuals to be identified by Juventus Board of Directors among (i) Directors with executive powers and key management personnel, after having consulted with the Company's "*Remuneration and Appointments Committee*", as well as (ii) other employees with strategic roles in the Company or its subsidiaries.

The Plan will have a multi-year duration (until 31 December 2029) and is divided into the following three vesting periods, according to a so-called "rolling" allocation method: (i) 1 July 2024 – 30 June 2027; (ii) 1 July 2025 – 30 June 2028; and (iii) 1 July 2026 – 30 June 2029 and envisages the allocation of rights – conditional, free and non-transferable – to the free assignment of Juventus shares; namely, the rights granted will vest upon the achievement by the Juventus Group of specific economic-financial goals, ESG targets and Juventus' share performance objectives. For further information, please refer to the information document available to the public at the Company's registered office and on the Company's website ([www.juventus.com](http://www.juventus.com), Club section, Investor Relations, Shareholders' Meetings), as well as on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)).

To serve, *inter alia*, the "*2024/2025-2028/2029 Performance Shares Plan*", the Shareholders' Meeting also approved the proposal to authorise the purchase and disposal of treasury shares, to be carried out in compliance with applicable EU and national laws and regulations, including Regulation (EU) 596/2014, and market practices accepted, from time to time, by Consob. In particular, the purchase is authorised also in several *tranches*, up to a maximum of 1,000,000 Juventus ordinary shares without nominal value, corresponding to approximately 0.26% of the Company's share capital and, in any case, within the limits of the distributable profits and available reserves resulting from the last financial statements approved at the time each transaction is carried out, for the duration of 18 months from the date of authorisation. For further information, please refer to the explanatory report available to the public at the Company's registered office and on the Company's website ([www.juventus.com](http://www.juventus.com), Club section, Investor Relations, Shareholders' Meetings), as well as on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)).

As of today, the Company does not hold any treasury shares and the subsidiaries do not hold any Company's shares.

#### **Approval of the Report on remuneration policy and compensation paid**

The Shareholders' Meeting also approved Section I and expressed a favourable opinion on Section II of the 'Report on Remuneration Policy and Compensation Paid' pursuant to Article 123-ter of the Consolidated Law on Finance.

#### **Resolutions of the extraordinary Shareholders' Meeting**

The Extraordinary Shareholders' Meeting approved the proposal to amend the By-Laws in order to introduce the possibility that attendance at the Shareholders' Meeting and exercise of voting rights take place exclusively through the designated



representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance. On this occasion, certain amendments to the By-laws for mere coordination purposes have been made.

For further information, please refer to the illustrative report available to the public at the Company's registered office and on the Company's website ([www.juventus.com](http://www.juventus.com), Club section, Investor Relations, Shareholders' Meetings), as well as on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)).

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Following the Shareholders' Meeting, the Board of Directors met and, among other things, verified and assessed, on the basis of the information provided by the statutory auditors and the information available to the Company, that Roberto Spada, Maria Luisa Mosconi, Roberto Petrignani, Stefania Bettoni and Guido Giovando met the independence requirements set forth by the Consolidated Law on Finance and the Corporate Governance Code.

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The voting summary, the minutes of the Shareholders' Meeting and the updated By-Laws will be made available to the public at the company's registered office and on the Company's website ([www.juventus.com](http://www.juventus.com), Club section, Investor Relations, Shareholders' Meetings), as well as on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)) within the terms established by law and regulations.

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The manager responsible for preparing financial reports, Stefano Cerrato, declares, pursuant to paragraph 2, Article 154-*bis* of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds with the documented results, books and accounting records.

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