

**ARNOLDO MONDADORI EDITORE S.p.A.**  
**Registered Office: Milan, via Gian Battista Vico 42**  
**Share capital € 67,979,168.40, fully paid-up**  
**Registered in Milan - Monza - Brianza - Lodi N° 07012130584 – VAT N°**  
**08386600152**

### **NOTICE OF SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their voting rights in the Shareholders' Meeting of Arnaldo Mondadori Editore S.p.A. are summoned, in the manner specified herein, to the Extraordinary Shareholders' Meeting, in first call on **18 December 2024** at 11.00 a.m. at Via Mondadori 1, Segrate (MI), or, if necessary, in second call on **19 December 2024**, at the same time and place, to resolve on the following

#### **Agenda:**

1. *Proposal to supplement the Bylaws by including the provision ruling that intervention in shareholders' meetings and the exercise of voting rights shall only take place through the Appointed representative pursuant to Art. 135-undecies.1 of Italian Legislative Decree no. 58 of 24 February 1998; consequent amendment of Art. 12.3 of the Bylaws and related resolutions.*

#### **Intervention in the shareholders' meeting**

**In compliance with the provisions of Art. 11 of Italian Law no. 21 of 5 March 2024, setting out “Measures to support the competitiveness of capital” (the “Capital Markets Law”), the Company envisages that intervention in the shareholders' meeting shall take place exclusively through the Appointed Representative, in accordance with Art. 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 (the “TUF”)**

For information on how to attend the shareholders' meeting through the Appointed Representative, refer to the indications given below in the specific paragraph (Proxy to the Company's Appointed Representative).

#### **Integration to the agenda and presentation of new proposals**

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 after the publication of this call notice (i.e. by **23 November 2024**), integrations to the list of matters to be discussed, and specify the additional items to discuss in the relevant request, or submit proposals on the items already on the agenda. The requests to add items on the agenda or to submit proposals may be presented by those shareholders in relation to which Arnoldo Mondadori Editore S.p.A. (“the **Company**”) has received a specific communication certifying the relevant right to participation, made by an authorized intermediary, pursuant to current legislation *pro tempore* in force. Requests must be made in writing, by the above deadline, by sending a certified e-mail to: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or by e-mailing: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it), together with a copy of the communication attesting to the ownership of the share, issued by the intermediaries keeping the accounts on which the applicants’ shares are registered. Within the abovementioned term and with the same criteria, any applying shareholders are invited to present a report specifying the motivation of the proposals submitted in relation to the new items they wish to be discussed, or the motivation underlying the additional proposals submitted on items already on the agenda. Integrations to the agenda or the presentation of additional proposals must be notified according to the same procedures that apply to the notification of meetings, at least fifteen days prior to the date set for the Shareholders’ Meeting in first call. The report is sent to the Company’s Board of Directors by the deadline for submitting the request for integration. Concurrent to the publication of the integrations to the agenda or presentation of additional proposals on items already on the agenda, the administrative body shall make the above-mentioned reports submitted by the applying shareholders available to the public according to the same criteria envisaged for the presentation of the documentation relating to the Shareholders’ Meeting, along with any valuations it may have prepared. Mention should be made that integrations are not admitted for items upon which the Shareholders’ Meeting resolves, pursuant to law, on proposals put forward by the administrative body or based on a project or report drafted by it, other than those provided for in art. 125-ter, par. 1, of the TUF.

## **Presentation of individual proposed resolutions on the items on the agenda**

Considering the fact that intervention in the Shareholders' Meeting pursuant to this call notice is only permitted through the Appointed Representative - in accordance with Art. 135-*undecies*.1, par. 2 of the TUF - the presentation of individual resolution proposals is not permitted during the shareholders' meeting.

In accordance with the specified Art. 135-*undecies*.1, par. 2, of the TUF, those entitled to exercise the right to vote, in the manner envisaged by applicable regulations, can individually present resolution proposals on the item on the agenda by submitting such by 3 December 2024 (together with a copy of a form of ID) on paper, at the Company's registered office in Milan, at via Gian Battista Vico n. 42 – or by sending a certified e-mail to: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or by e-mailing: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it).

The proposals must be formulated in a clear and complete manner, if possible accompanied by a report explaining the underlying reasoning, and the notice attesting to the entitlement pursuant to Art. 135-*undecies*.1, para. 2, last paragraph, received in good time for the purpose of verifying the entitlement to exercise the right. After verifying the pertinence of the proposals with respect to the agenda and their completeness and compliance with applicable regulations, the Company will make all proposals received (and any accompanying explanatory reports) available to the public by 5 December 2024, by means of their publication on the Company's website [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section) and on the authorised storage mechanism "1info", at [www.1info.it](http://www.1info.it).

## **Entitlement to attend the Shareholders' Meeting and to exercise voting rights**

Holders of voting rights are entitled to attend the shareholders' meeting in the manner prescribed by current rules and regulations and in accordance with the Bylaws, available on the Company's website [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section). In this respect, pursuant to art. 83-*sexies* of the TUF and to art. 11 of the Company by-laws, entitlement to attend and to exercise voting rights in the Shareholders' Meeting is certified by a communication made to the Company by the intermediary, based on the accounting entries, in favour of the

party holding the voting rights, based on evidence relating to the end of the accounting day on the seventh market trading day prior to the date set for the Shareholders' Meeting in first call (namely, **9 December 2024**, "**record date**"). Those who are confirmed to be holding Company shares only after such date, shall not be deemed entitled to attend and to exercise voting rights in the Shareholders' Meeting. The communication by the intermediary as per this point shall be served to the Company by the end of the third market trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 13 December 2024). Without prejudice to the entitlement to attend the Shareholders' Meeting and to exercise voting rights in the case in which the communications are served to the Company after such term, provided that this is made before the beginning of the Shareholders' Meeting in first call.

Directors and Statutory Auditors and any other persons entitled in accordance with the law, other than those with voting rights, may attend the Shareholders' Meeting by audio/telecommunication means which can also guarantee their identification. The instructions for attending the Shareholders' Meeting by audio/telecommunication means will be disclosed by the Company to Computershare S.p.A., to the Directors and to the Statutory Auditors, as well as to all other persons entitled to attend, other than those with voting rights.

### **Representation in the Shareholders' Meeting**

In accordance with the specified Art. 11 of Italian Law no. 21 of 5 March 2024, intervention in the Shareholders' Meeting by those with voting rights is only permitted through the Company's Appointed Representative in accordance with Art. 135-*undecies* of the TUF, on whom a proxy must be conferred, in the manner and in accordance with the terms and conditions set out below; such Appointed Representative may also be conferred with proxies or sub-proxies in accordance with Art. 135-*novies* of the TUF, in derogation from Art. 135-*undecies*, par. 4, of the TUF.

### **Proxy to the Company's Appointed Representative**

In accordance with the specified Art. 11 of Italian Law no. 21 of 5 March 2024, the Shareholders' Meeting may be held using audio/teleconference means and intervention at the Shareholders' Meeting by those with voting rights is permitted exclusively through the Appointed Representative.

Without prejudice to the foregoing, the Company has appointed Computershare S.p.A. - with registered office at via Mascheroni n. 19, 20145 Milan - to represent the shareholders in accordance with Art. 135-*undecies* of the TUF, with said Art. 11 of Italian Law no. 21 of 5 March 2024 and with Art. 12.3 of the Company's By-laws (the "**Appointed Representative**"). Shareholders wishing to attend the Shareholders' Meeting shall, therefore, confer upon the Appointed Representative a proxy - with voting instructions - on the proposed resolutions regarding the items on the agenda, using the specific proxy form, prepared by the Appointed Representative by agreement with the Company, available on the Company's website [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section).

The proxy form with voting instructions must be submitted according to the Company's instructions given on the form by the end of the second trading day prior to the date set for the Shareholders' Meeting, including in second call (i.e. respectively by 16 December 2024 or 17 December 2024 and the proxy can also be revoked by these same deadlines).

The proxy, granted in such manner, shall be effective only for those proposals for which voting instructions have been given.

Note that the shares for which a complete or partial proxy has been conferred count towards the calculation necessary to ensure the valid constitution of the Shareholders' Meeting. As regards proposals for which no voting instructions have been given, the shares do not count towards calculation of the majorities and capital share required to approve the resolutions.

It is also specified that the Appointed Representative can also be conferred proxies or sub-proxies in accordance with Art. 135-*novies* of the TUF, in derogation from Art. 135-*undecies*, par. 4 of the TUF, in accordance with the terms and conditions set forth on the Company's website. The Appointed Representative can be contacted for clarifications or information by calling +39-0246776815-14 or by e-mailing [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### **Vote by correspondence or using electronic means**

No provision is made for voting by correspondence or using electronic means.

### **Share capital and voting rights**

The website [www.mondadorigroup.com](http://www.mondadorigroup.com) provides information on the share capital which, at the time this notice was published, amounted to €

67,979,168.40 and is divided into 261,458,340 ordinary shares with a nominal value of € 0.26 each.

At the date of publication of this notice, the Company holds 548,471 treasury shares, representing 0.209% of the share capital, whose voting rights are suspended pursuant to Art. 2357-ter, par. 2, of the Italian Civil Code. Any change in treasury shares will be communicated at the beginning of the Shareholders' Meeting.

Each share gives the right to one vote. In accordance with Art. 127-quinquies of the TUF and Art. 7.5 of the Company's Bylaws, however, two votes are attributed per share belonging to the same shareholder for at least twenty-four months running uninterrupted from the date of entry on the list (the "List") established, held and updated by the Company specifically to this end, as envisaged by the Company's Bylaws (the "increased voting right").

The list of significant shareholders who have achieved increased voting rights is available on the website (*Governance/Shareholders' Meeting/Increased voting right*).

#### **Right to submit questions on the items on the agenda before the Shareholders' Meeting. Deadline.**

Those with voting rights, entitled in accordance with applicable regulations, may ask questions about the items on the agenda even before the Shareholders' Meeting, submitting them by the "record date", i.e. by **9 December 2024**, on paper to the Company's registered office in Milan, at via Gian Battista Vico 42 - or sending them by certified e-mail to: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), or e-mailing them to: [segreteria.societaria@mondadori.it](mailto:segreteria.societaria@mondadori.it).

The Company will provide answers to the questions - received in compliance with the above and pertinent to the items on the agenda - ahead of the shareholders' meeting, through their publication on the Company's website at [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section) by 13 December 2024. This Company deadline has been brought forward with respect to the deadline of two working days pursuant to Art. 127-ter, par. 1-bis, of the TUF to provide answers to questions received before the shareholders' meeting sufficiently ahead of the deadline for giving voting instructions to the Appointed Representative as set out above.

In compliance with Art. 127-ter, par. 1-bis of the TUF, the communication attesting to the ownership of voting rights by the party submitting the questions can be provided even after such submission, as long as it is received by the third day following the “record date”, i.e. by 12 December 2024.

### **Publication of Documents**

The Directors’ explanatory report on the item on the agenda together with the relevant resolution proposal and any additional documentation relating to the shareholders’ meeting prescribed by law, will be made available to the public, within the time limits provided by law, at the registered office, on the “1Info” authorized storage mechanism ([www.1info.it](http://www.1info.it)), and on the Company’s website [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section). The Shareholders and all others entitled to attend the Shareholders’ Meeting who intend to obtain a copy thereof, must submit a request to this end 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, in accordance with art. 125-bis, par. 2 of the TUF, on 13 November 2024 on the Company’s website [www.mondadorigroup.com](http://www.mondadorigroup.com) (*Governance* section) and on the authorised storage mechanism 1Info, at [www.1info.it](http://www.1info.it). This notice is also published in extract form in the newspaper “il Giornale” on 14 November 2024.

The registered office of the Company is open to the public for consultation and/or delivery of the abovementioned documentation on work days from Monday to Friday, 9.00 a.m. - 5.00 p.m..

Segrate, 13 November 2024

For the Board of Directors  
The Chairman

Marina Berlusconi

