

GRUPPO MONDADORI

7th Italian Mid Cap Conference

Investors Presentation



Milan, 29th January 2025

Mondadori Group - Company overview



Mondadori in a nutshell

- Mondadori Group, founded in 1907, is Italy's main publishing group with a leading position in all the segments of the Italian market:
 - · Trade book publishing
 - Education book publishing
 - Consumer magazines
 - Digital
- Arnoldo Mondadori Editore is listed in the Italian Stock Exchange since 1982 (from 2016 in the STAR segment)
- As of December 31, 2023, Mondadori Group could count on 1,945 Headcounts

Key Figures



> 2,000 new titles published every year



> 100 mn fanbase



> 500 bookshops in Italy



~10% Digital Revenues

Shareholding Structure



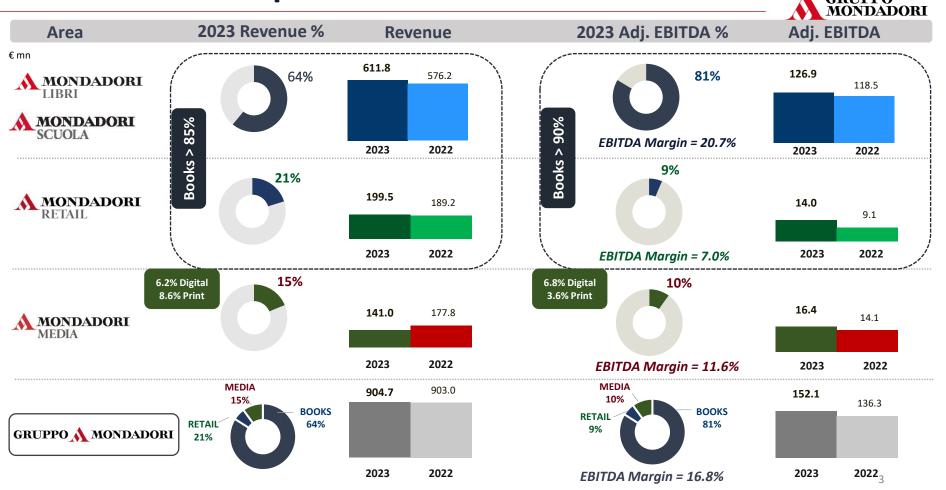


Average Mkt Cap 2024 €600 mn

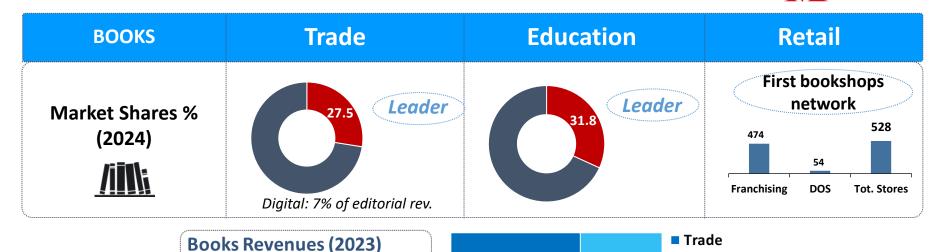
Key Financials

C 2019	C 2020	C 2021	C 2022	C 2023
884.9	743.9	807.3	903.0	904.9
110.4	98.3	105.7	136.4	152.1
62.3	14.8	45.2	72.7	84.2
28.2	4.5	44.2	52.1	62.4
-151.3	-97.6	-179.1	-177.4	-158.6
	884.9 110.4 62.3 28.2	884.9 743.9 110.4 98.3 62.3 14.8 28.2 4.5	884.9 743.9 807.3 110.4 98.3 105.7 62.3 14.8 45.2 28.2 4.5 44.2	884.9 743.9 807.3 903.0 110.4 98.3 105.7 136.4 62.3 14.8 45.2 72.7 28.2 4.5 44.2 52.1

Mondadori Group in a nutshell



Mondadori Group in a nutshell – Our positioning



61%



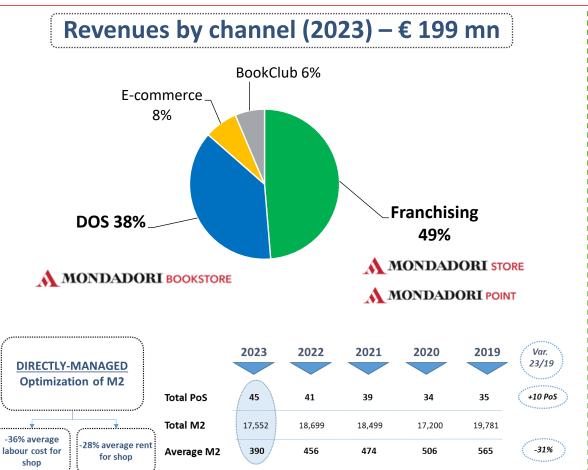
ElectaKids

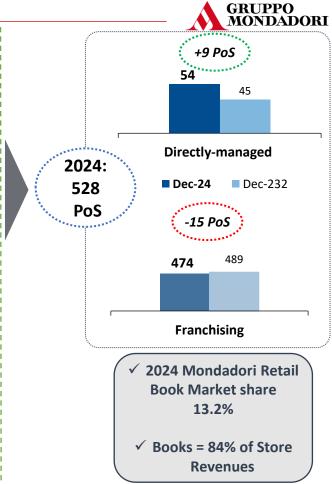


39%

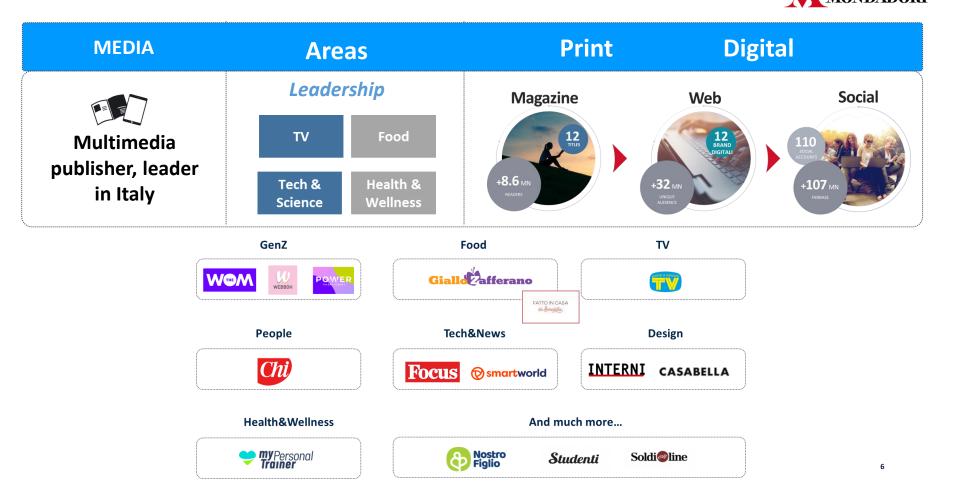


Retail Book Market





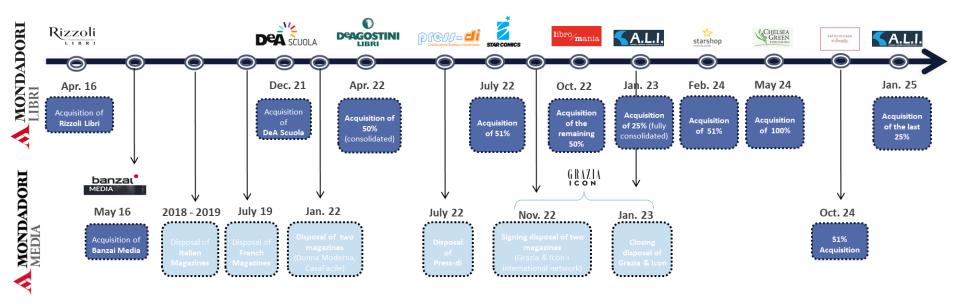
Mondadori Group in a nutshell – Our positioning

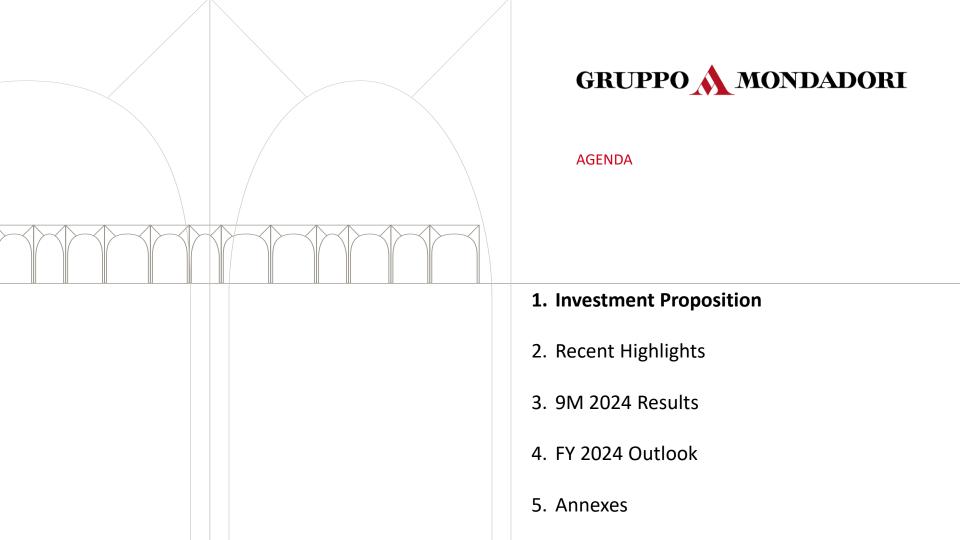


M&A as a driver of Strategic Repositioning



- **Core business competitive strengthening**
- Disposal of non-core asset





Mondadori Group – Key Investment Proposition





1. Almost a «pure» Book player



2. Continued profitability improvement



3. Strong & Steady Cash Generation

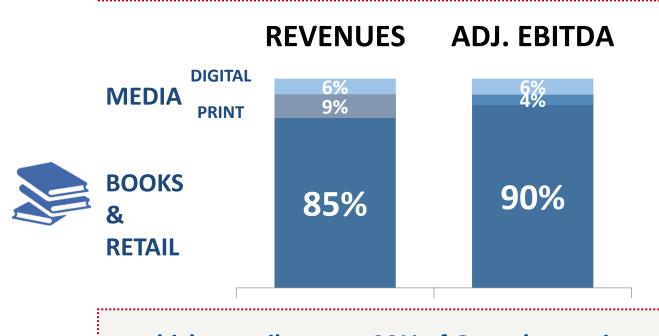


4. A sound Dividend Policy

1. The Group strategic repositioning ...

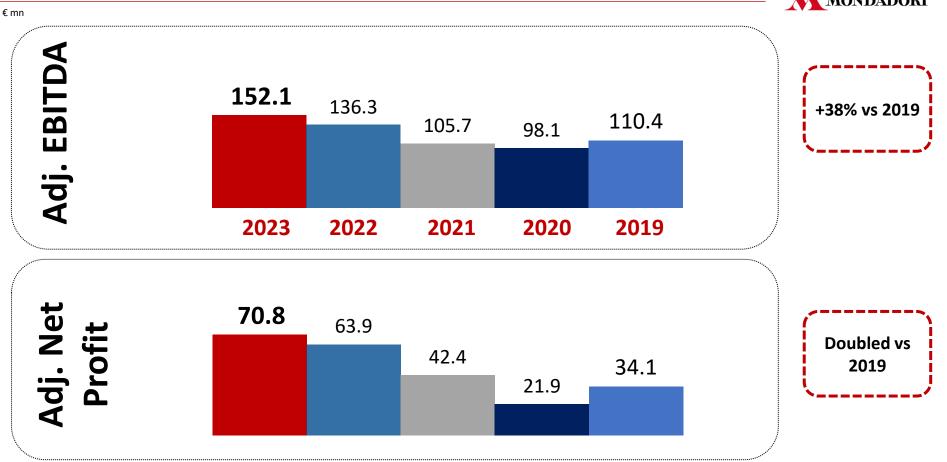


An almost pure book player



which contributes to 90% of Group's margin

2. ... has allowed the relevant profitability increase

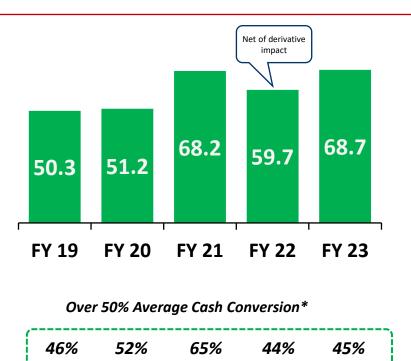


3. Strong Cash Flow & Balance Sheet

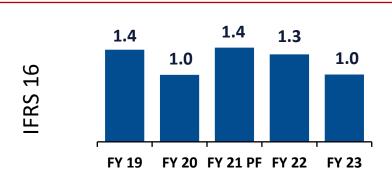


€ mn

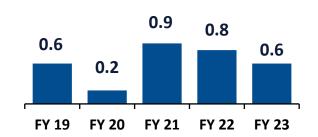
Ordinary Cash Flow



Net Debt to EBITDA







4. Capital Allocation Strategy



Capital Allocation Strategy & Value Proposition - active investment policy and steady return on capital

Invest in the business

Value enhancing acquisitions

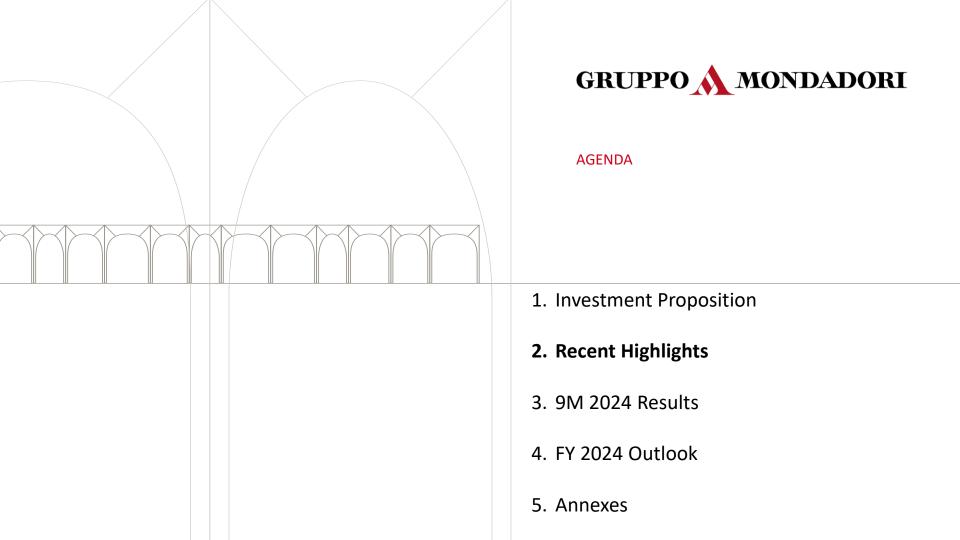
Return to Shareholders

Organic growth and core business consolidation focused on Book:

- ✓ Content and digital platform development in school textbook publishing
- ✓ Selective strengthening of the DOS in the Retail network
- M&A (Focus on Books)
 - ✓ Pursuit of opportunities in Book publishing segments still untapped by the Group (editorial strengthening) and in the Digital business
- Sustainable Dividend Policy ≥ 50% Ordinary Cash Flow or previous year DPS + 10%

(Dividend Yield 24 = 5,6%)



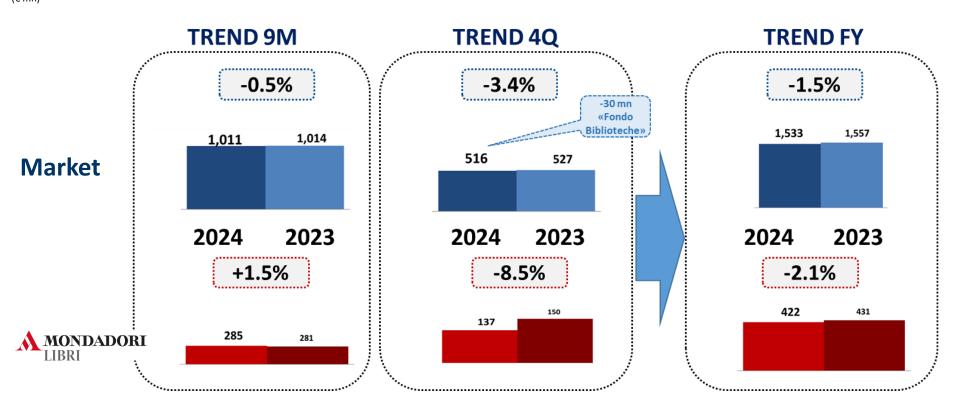


Trade Books Market - FY 24



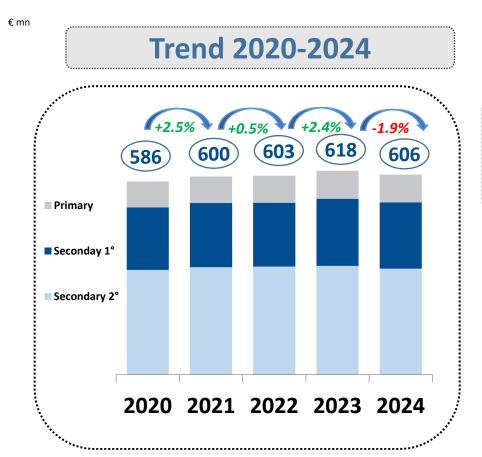
Value data – Sell out (€ mn)

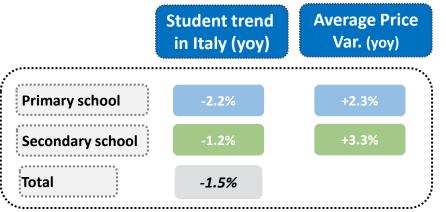
After a strong growth, a year of consolidation



Education Books Market - FY 24





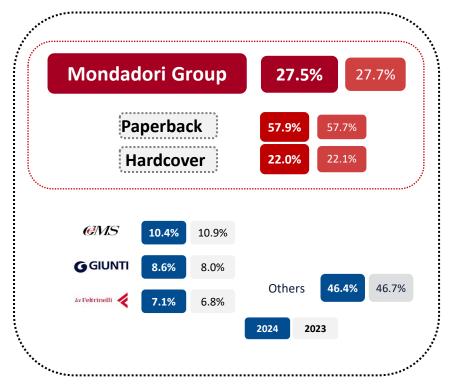


Source: Italian Education Ministery 2024

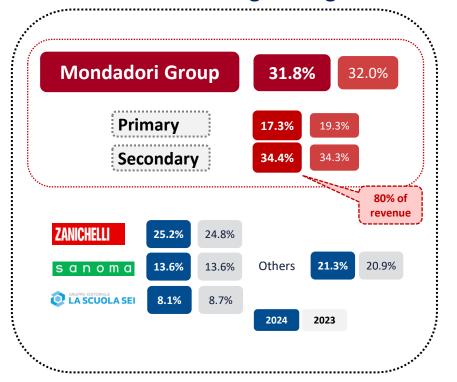
Market shares Books - FY 24



Trade – Stable Market Share



Education - Market Share in selective strengthening



Recent Highlights







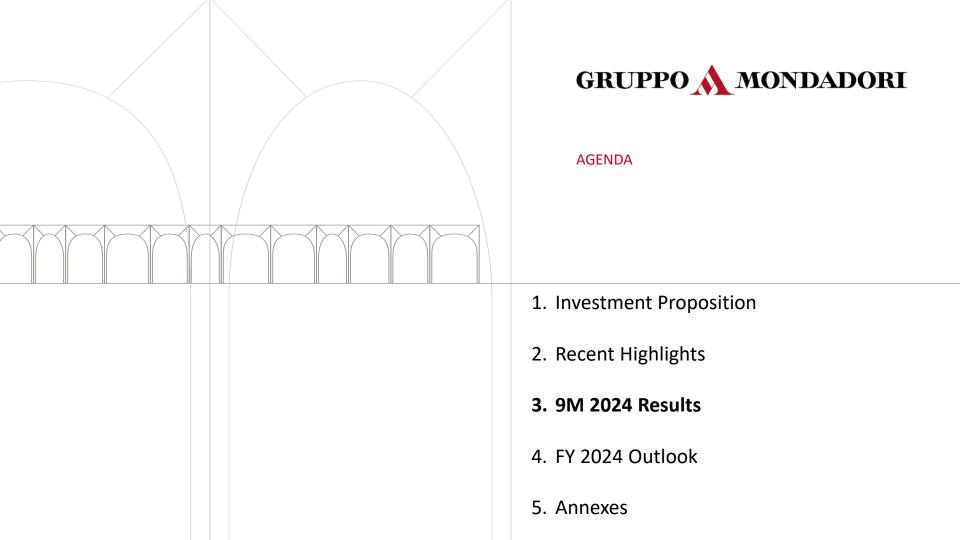
Transaction structure

- Acquisition of a **further 25% of the share capital**
- **♦** Stake held in the company now equal to 100%:
 - 50% acquired in May 2022 (€ 10.8 mn)
 - 4 25% acquired in Jan 2025 (€ 9.5 mn)

Price - Financials

A Price (25%) € 12.2 million, based on average EBITDA 2023-2024

Expected FY 2024 NFP (€ mn): cash at €27.0

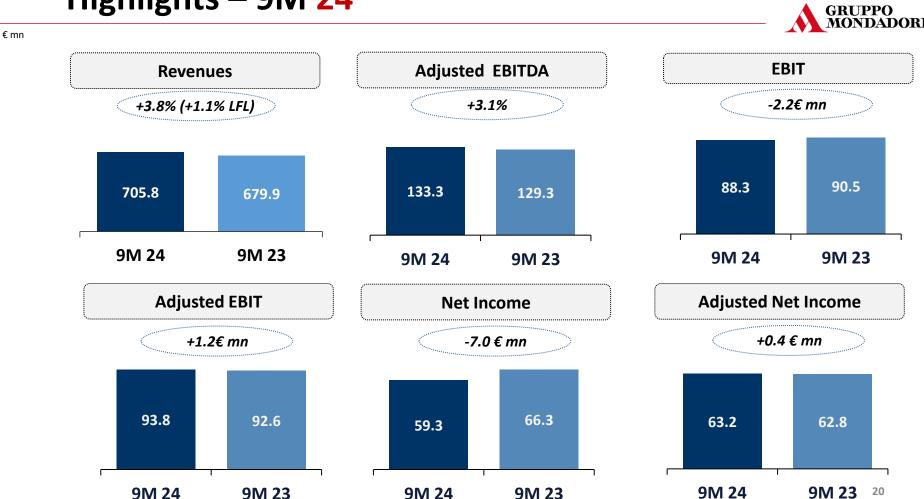


Highlights – 9M 24

9M 24

9M 23





9M 24

9M 23

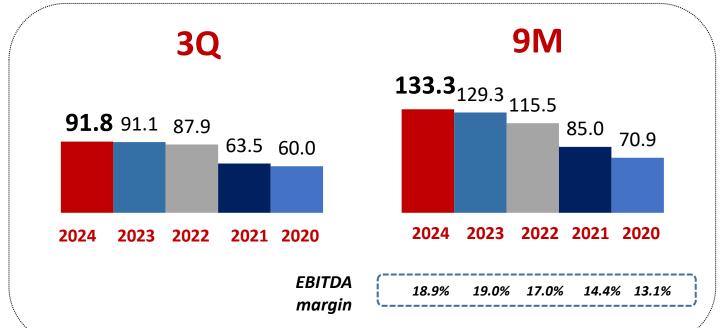
Highlights 9M24 – Trend Adj. EBITDA



€mn



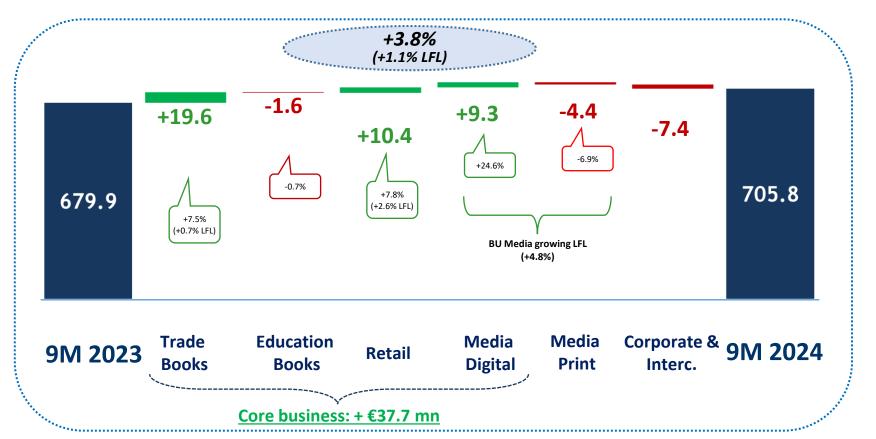
Sustained improvement in economic results



Revenues by Business Area – 9M 24

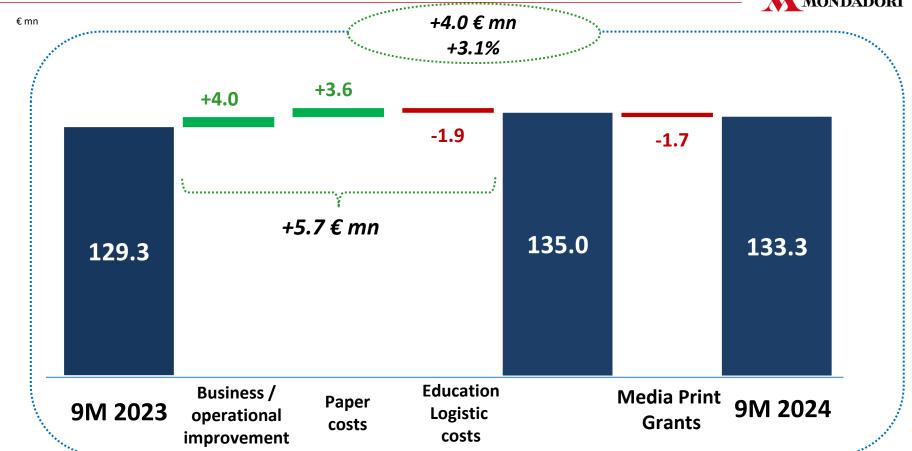






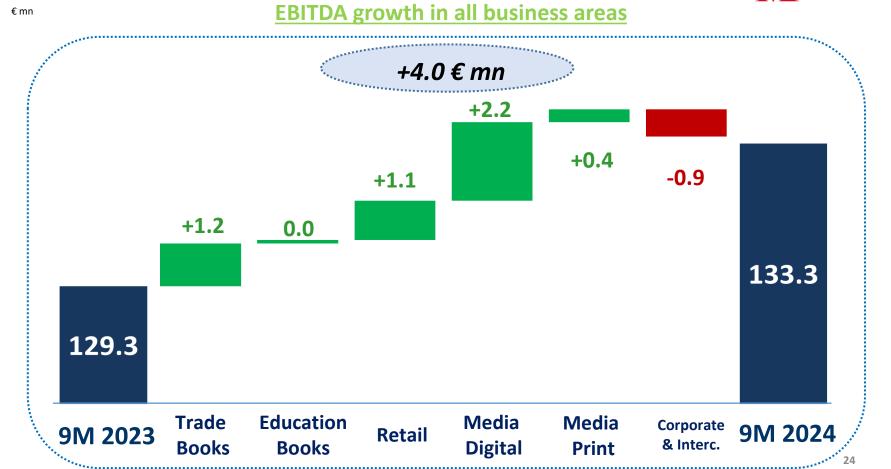
Adjusted EBITDA – 9M 24





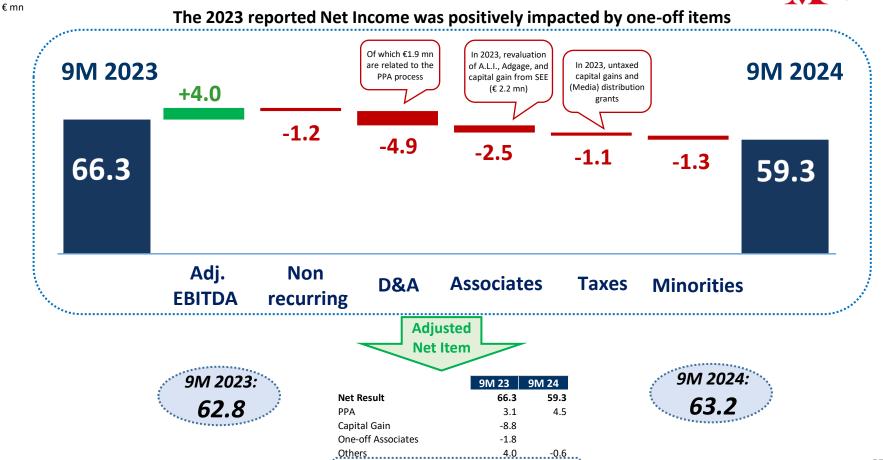
Adjusted EBITDA by Business Area – 9M 24





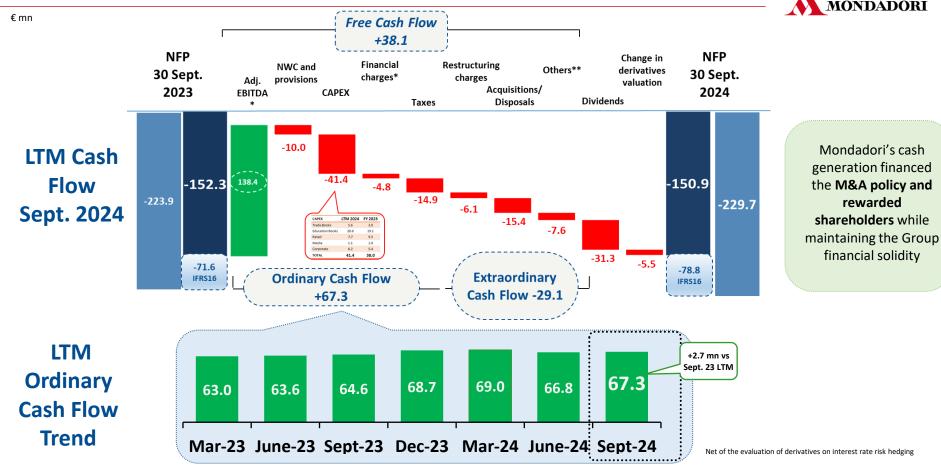
Net Result 9M 24



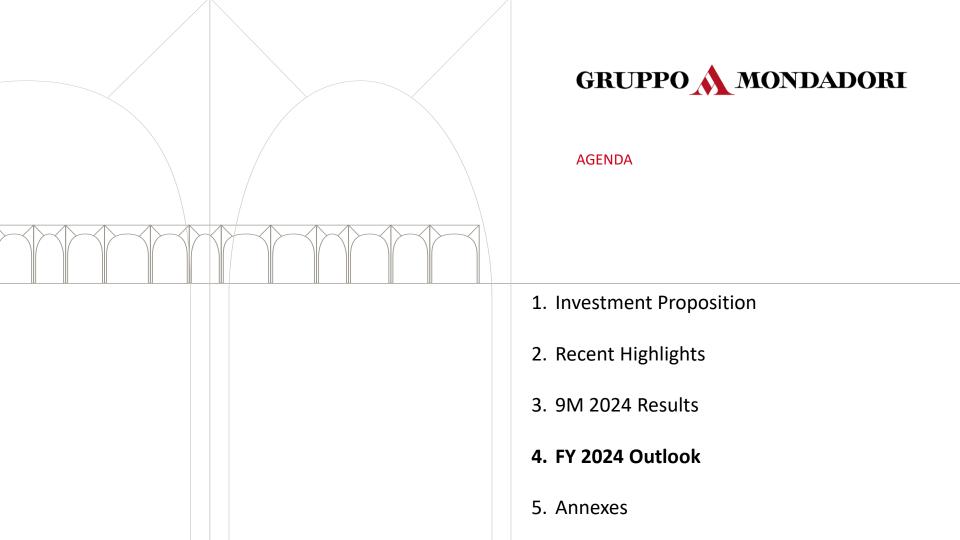


Adj. Net Result

A solid financial structure thanks to significant cash generation

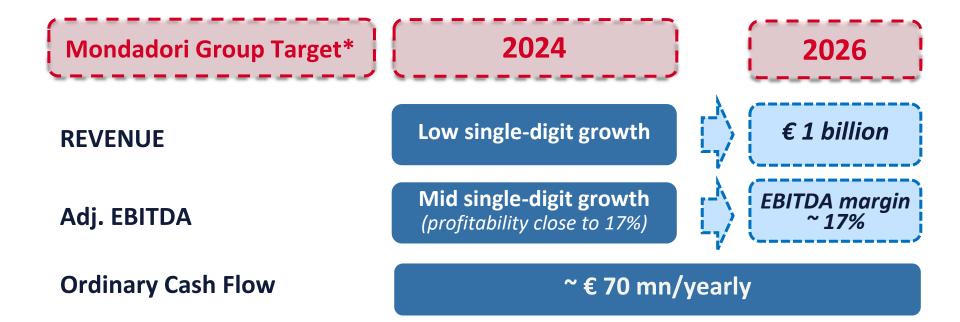


^{*} Adj EBITDA. e FINANCIAL CHARGES before IFRS 16



Outlook – Guidance FY 24-26





^{*} Incl. extraordinary operations finalized.

Outlook – Guidance FY 24-26



Mondadori Group Target

2024

2026

SHAREHOLDERS' REMUNERATION

Dividend Policy >

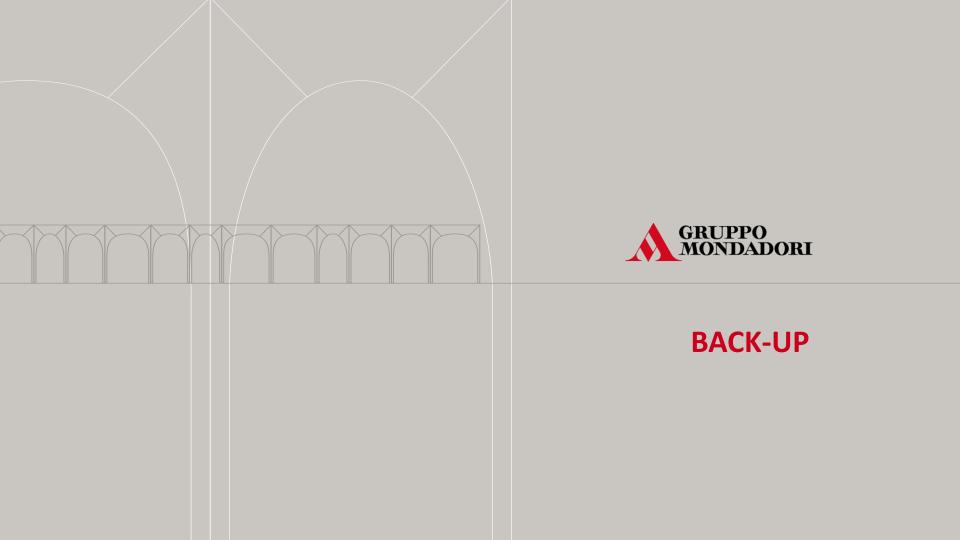
50% Ordinary Cash Flow per share

Previous year DPS +10%

2021-26 CAGR: +13.5%



^{*} Based on the 31 December 2024 Market Cap.



Strategic partnership with Benedetta Rossi



Benedetta Rossi

and Marco Gentili **

30%

Benedetta Rossi:





+ 17 mn followers, 4 mn unique monthly users on the website

Author



2016-2023 9 books published by Mondadori Group (1.5 mn copies)

TV host



TV host of many cooking shows

Long term partnership:



Put and call can be exercised on 19% of Waimea capital share after the approval of the 2028 financial statements

Rationale of the transaction:

- > The second largest player in the world in social media within the food & cooking sector
- Over 87 million global followers (Benedetta + GialloZafferano)

Economic terms of the transaction:

€'mn	
Revenues 2023	4.5
EBITDA 2023	2.7
Enterprise Value (100%) cash&debt free	13.5
Price at closing date	(6.9)
Max earn out	3.2

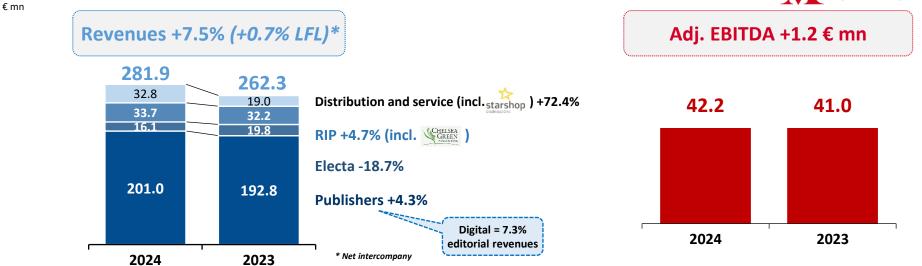
^(*) Waimea S.r.l. the company that holds all intellectual property rights and economic exploitation rights for the images of Benedetta Rossi and Marco Gentili (**) Through Maui Media S.r.l.

^(***) According to internal analysis based on market data, Benedetta and GialloZafferano combined are the second largest player in the world in social media within the food & cooking sector



Business 9M24 – Trade Books





REVENUES

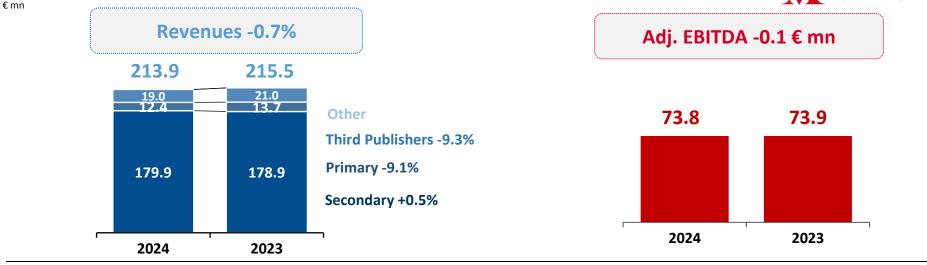
- +7.5% (+0,7% LFL):
- +4.3% editorial revenues as a result of the positive editorial performance also on digital chanels E-book/Audiobook: 7.3% of editorial revenues, up of +12.6% vs 2023
- -18.7% Electa affected by the end of the Colosseum's concession
- +4.7% Rizzoli International Publications thanks to the consolidation of Chelsea Green Publishing
- Significant increase in third party publisher distribution services, thanks to Star Shop consolidation



Adj. EBITDA +3.0% growth; thanks to digital revenue growth and lower impact of industrial costs

Business 9M24 – Education Books





REVENUES

Slight decrease in revenues:

- Secondary school revenue (80% del totale) slightly growing (+0.5%)
- Primary school revenues decreases— higher volatility and lower profitability
- Third publisher revenues decreases as expected

Adj. EBITDA

Adj. EBITDA in line with the previous period, despite the lower revenues thanks to:

- Positive revenues mix (higher revenues in secondary school and lower revenues of third publishers)
- Reduction of operating costs (less incidence of cost of product expecially paper cost)

Books: digital in Education



The regulatory context and evolution of digital in Italy



Group's digital platforms

Ministerial Decree n.781 of 27th September 2013 indicates the following three ways for the adoption of text books and supplementary digital contents

TYPOLOGY C

ONLY DIGITAL

1.3%

adopted 2022

+ supplementary digital contents

1.1% in 2020

TYPOLOGY A



ONLY PAPER

3.7%

adopted 2022

+ supplementary digital contents

4.9% in 2020

TYPOLOGY B



PAPER + DIGITAL

95.0%

adopted 2022

+ supplementary digital contents

94.0% in 2020





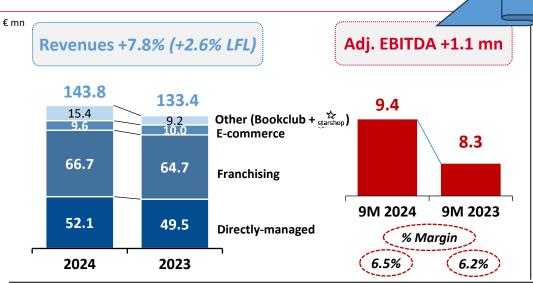


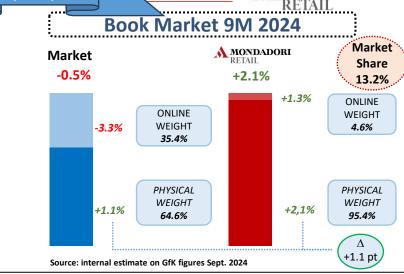


The new platform



Business 9M24 – Retail





MONDADORI

The 50th bookstore

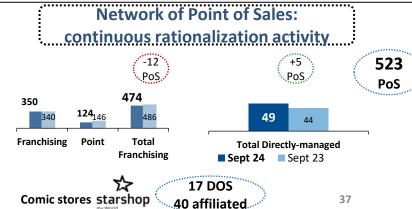
was inaugurated

(ROME)



- Book (over 80% of the revenues from PoS): +2.5%
- DOS: +5.3%, +8.6% net of the closure for renovations of the Marcianise bookstore
- Franchising: +3.1%
- Online slight contraction

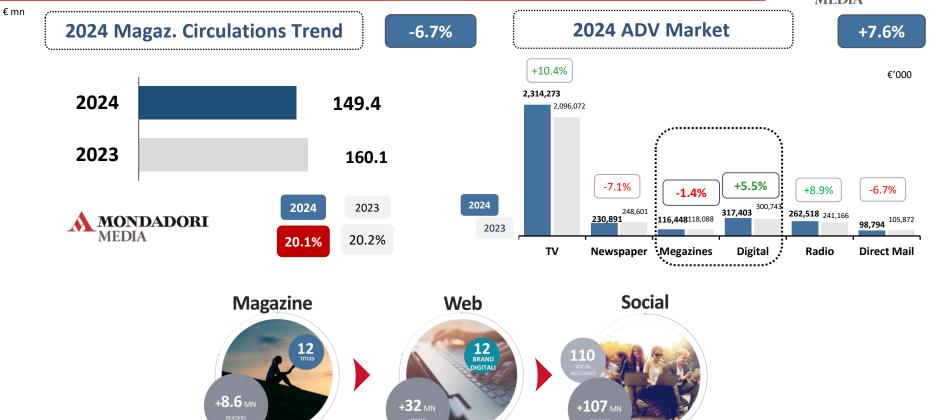
Adj. EBITDA Adjusted EBITDA grew slightly (+12.8%) despite a €0,6mn negative impact due to the renovation projects of Marcianise and Nova, without which the growth would have been around 20%





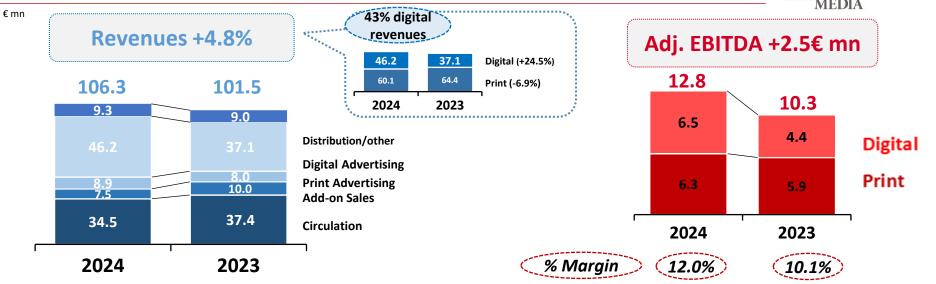
Business 2024 – Media





Business 9M 24 – Media





REVENUES

- <u>Digital: +24.5%</u> thanks to increased digital activities of MarTech, social agency and Webboh
- <u>Print: -6.9%</u> particularly due to the contraction of Add-on sales revenues:
 - Circulation revenue: -7.8%, with a better performance of TV magazines (TV Sorrisi & Canzoni) a -5.7%
 - Add-on Sales revenue: -25.0%, showing a slight improvement compared to 6M 2024, due to the increase in the number of book-related initiatives
 - Adv: +11.0% thanks to the positive performance of the Interni event and the results of the new agency for TV Sorrisi & Canzoni, Chi e Focus
 - Others: +3.8%

Adj. EBITDA

Adj. EBITDA up 25% thanks to the performance of Digital activities



9M/3Q 24 Revenue and Adj. EBITDA by Business Area



REVENUE by Business Area

(Euro/millions)	9M 2024	9M 2023	Chg. %	Q3 2024	Q3 2023	Chg. %
Trade Books	281.9	262.4	7.5 %	93.4	89.4	4.4 %
Education Books	213.9	215.5	(0.7)%	152.8	157.7	(3.1)%
Retail	143.8	133.4	7.8 %	52.4	49.5	5.9 %
Media	106.4	101.5	4.8 %	34.4	32.8	5.0 %
Corporate & Shared Services	33.7	31.6	6.7 %	11.6	10.5	10.9 %
Intercompany	(73.9)	(64.4)	14.8 %	(25.9)	(22.2)	16.6 %
Total Consolidated Revenues	705.8	679.9	3.8 %	318.7	317.6	0.3 %

Starting from 1
February 2024, the revenues deriving from Star Shop's distribution activities are included in the Trade Books area while the revenues from retail activities (direct and franchised stores) are accounted for in the Retail area.

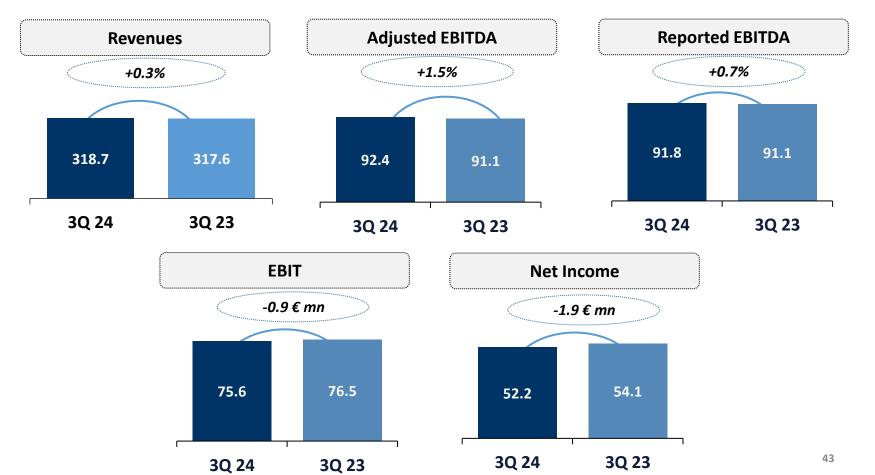
dj. EBITDA by Business Area

(Euro/millions)	9M 2024	9M 2023	Chg.	Q3 2024	Q3 2023	Chg.
Trade Books	42.2 73.8	41.0 73.9	1.2 0.0	14.5 71.9	14.7 71.5	(0.2) 0.4
Retail	9.4	8.3	1.1	4.1	4.1	0.0
Media Corporate & Shared Services	12.8 (4.5)	10.3 (3.6)	2.6 -0.9	2.7 (1.1)	1.2 (0.6)	1.4 (0.5)
Intercompany	(0.5)	(0.5)	0.0	0.2	0.0	0.2
Total Adj. EBITDA	133.3	129.3	4.0	92.4	91.1	1.3

Highlights – 3Q 24







Headcount Evolution 9M 24



Sept-24

Sept-23

Services



9M2024 P&L

(Euro/millions)	9M 2	024	9M 2	023	Chg. %
Revenue	705.8		679.9		3.8%
Industrial product cost	215.0	30.5%	208.8	30.7%	3.0%
Variable product costs	82.4	11.7%	79.0	11.6%	4.2%
Other variable costs	121.5	17.2%	116.7	17.2%	4.1%
Structural costs	49.0	6.9%	43.9	6.5%	11.6%
Extended labour cost	109.1	15.5%	105.5	15.5%	3.5%
Other expense (income)	(4.5)	(0.6%)	(3.2)	(0.5%)	n.s
Adjusted EBITDA	133.3	18.9%	129.3	19.0%	3.1%
Restructuring costs	0.5	0.1%	1.3	0.2%	n.s
Extraordinary expense (income)	(1.4)	(0.2%)	(3.4)	(0.5%)	n.s
EBITDA	134.2	19.0%	131.5	19.3%	2.1%
Amortization and depreciation	34.1	4.8%	29.9	4.4%	14.2%
Amortization and depreciation IFRS 16	11.8	1.7%	11.1	1.6%	5.7%
EBIT	88.3	12.5%	90.5	13.3%	(2.4%)
Financial expense (income)	4.2	0.6%	4.6	0.7%	(10.1%)
Financial expense IFRS 16	2.1	0.3%	1.5	0.2%	34.3%
Associates (income)	(0.3)	0.0%	(2.8)	(0.4%)	n.s
EBT	82.4	11.7%	87.1	12.8%	(5.4%)
Tax expense (income)	21.6	3.1%	20.5	3.0%	n.s
Minorities	1.6	0.2%	0.3	0.0%	n.s
Group net result	59.3	8.4 %	66.3	9.8 %	(10.6)%

The Extended Labour Cost item includes costs relating to collaborations and temporary work.



Q3 2024 P&L

(Euro/millions)	Q3 2024		Q3 2023		Chg. %	
Revenue	318.7		317.6		0.3 %	
Industrial product cost	89.4	28.0 %	95.1	30.0 %	(6.1)%	
Variable product costs	33.2	10.4 %	33.9	10.7 %	(2.1)%	
Other variable costs	52.9	16.6 %	52.6	16.6 %	0.4 %	
Structural costs	16.9	5.3 %	14.1	4.5 %	19.7 %	
Extended labour cost	34.2	10.7 %	33.0	10.4 %	3.6 %	
Other expense (income)	(0.3)	(O.1)%	(2.3)	(0.7)%	n.s.	
Adjusted EBITDA	92.4	29.0 %	91.1	28.7 %	1.5 %	
Restructuring costs	0.4	0.1 %	1.0	0.3 %	(58.1)%	
Extraordinary expence (income)	0.2	0.1 %	(1.1)	(0.3)%	n.s.	
EBITDA	91.8	28.8 %	91.1	28.7 %	0.7 %	
Amortization and depreciation	12.2	3.8 %	10.8	3.4 %	12.7 %	
Amortization and depreciation IFRS 16	4.0	1.3 %	3.8	1.2 %	4.8 %	
ЕВІТ	75.6	23.7 %	76.5	24.1 %	(1.2)%	
Financial expense (income)	1.9	0.6 %	2.1	0.7 %	(12.1)%	
Financial expense IFRS 16	0.8	0.2 %	0.6	0.2 %	31.7 %	
Associates	(O.1)	— %	(1.0)	(0.3)%	n.s.	
ЕВТ	73.1	22.9 %	74.8	23.6 %	(2.4)%	
Tax expense (income)	20.1	6.3 %	20.6	6.5 %	n.s	
Minorities	0.7	0.2 %	0.2	0.1 %	n.s	
Group net result	52.2	16.4 %	54.1	17.0 %	(3.5)%	

The Extended Labour Cost item includes costs relating to collaborations and temporary work.



September 2024 Balance Sheet

Trade receivables Inventory			
	230.3	226.6	1.6 %
	168.3	167.6	0.4 %
Trade payables	266.2	265.3	0.3 9
Other assets (liabilities)	(41.6)	(41.2)	n.s
Net working capital continuing operations	90.7	87.7	3.4 %
Discontinued or discontinuing assets (liabilities)	-	_	n.s
Net Working Capital	90.7	87.7	3.4 %
Intangible assets	384.1	385.2	(0.3)%
Property, plant and equipment	39.2	31.1	26.0 %
Investments	14.3	14.2	0.9 %
Net fixed assets with no rights of use IFRS 16	437.6	430.5	1.6 %
Assets from right of use IFRS 16	74.1	68.2	8.7 %
Net fixed assets with rights of use IFRS 16	511.7	498.6	2.6 %
Provisions for risks	31.8	38.4	(17.1)%
Post-employment benefits	28.9	29.0	(0.6)%
Provisions	60.7	67.4	(10.0)%
Net invested capital	541.7	519.0	4.4 %
Share capital	68.0	68.0	- %
Reserves	184.2	160.1	15.0 %
Profit (loss) for the period	59.3	66.3	n.s
Group equity	311.5	294.4	5.8 %
Non-controlling interests' equity	0.6	0.6	(10.1)%
Equity	312.0	295.0	5.8 %
Net financial position no IFRS 16	150.9	152.3	(0.9)%
Net financial position IFRS 16	78.8	71.6	9.9 %
Net financial position	229.7	223.9	2.6 %
	541.7	519.0	4.4 %

Glossary



•	EBITDA	is equal to net results before interest. tax. depreciation and amortization.
•	Adjusted EBITDA	is EBITDA, as explained above, net of income and expenses of a non-ordinary nature such as
		(i) income and expenses from restructuring, reorganization and business combinations;
		(ii) clearly identified income and expenses not directly related to the ordinary course of business;
		(iii) as well as any income and expenses from nonrecurring events and transactions as set out in Consob communication DEM6064293 of 28/07/2006.
•	EBIT	net result for the period before income tax, and other income and expenses.
•	Adjusted EBIT	EBIT net of income and expenses of a non-ordinary nature, amortization derived from Purchase Price Allocation of the last 5 years and depreciation/impairment.
•	ЕВТ	net result for the period before income tax.
•	Adjusted Net Profit	the net result before income and expenses of a non-ordinary nature, amortization derived from Purchase Price Allocation of the last 5 years and
		depreciation/impairment, net of related fiscal effects and gross of non-recurring fiscal income and expenses.
•	Net Invested Capital	is equal to the algebraic sum of Fixed Capital, which includes non-current assets and non-current liabilities (net of non-current financial liabilities included in the Net
		Financial Position) and Net Working Capital, which includes current assets (net of cash and cash equivalents and current financial assets included in the Net
		Financial Position), and current liabilities (net of current financial liabilities included in the Net Financial Position).
•	Ordinary Cash Flow	is cash flow from operations as explained above, net of financial expenses, taxes paid in the period. and income/expenses from investments in associates.
•	Non ord. Cash Flow	cash flow generated/used in transactions that are not considered ordinary, such as company restructuring and reorganization, share capital transactions and
		acquisitions/disposals
•	Free Cash Flow	the sum of Cash Flow from ordinary and non-ordinary operations in the reporting period (excluding payment of dividends, if any).



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