

Press Release

Il Sole 24 ORE S.p.A.: Ordinary Shareholders' Meeting

2024 Annual financial statements approved, Consolidated financial statements presented

First section of the Remuneration Report approved

New Board of Directors and Board of Statutory Auditors appointed

Milan, 30 April 2025 - The **Ordinary Shareholders' Meeting** of Il Sole 24 ORE S.p.A., which met today under the chairmanship of Mr Edoardo Garrone, passed the following resolutions.

In consideration of the option granted by Law No. 15 of 21 February 2025, which extended until 31 December 2025 the possibility of availing of the provisions contained in Article 106 of Decree-Law No. 18 of 17 March 2020, converted into Law No. 27 of 24 April 2020, Shareholders may attend the Shareholders' Meeting and exercise their voting rights only by conferring a special proxy to the Designated Representative, appointed pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“**TUF**”) and identified as Computershare S.p.A., to which ordinary proxies and sub-proxies could also be assigned pursuant to article 135-*novies* of the TUF, as an exception to article 135-*undecies*, paragraph 4, of the TUF.

Consolidated results for the year 2024

The Shareholders' Meeting acknowledged the **consolidated results**, already approved by the Board of Directors on 19 March 2025, which include:

- a **positive net result** of 9.1 million, an improvement of Euro 1.4 million compared to 2023;
- **consolidated revenues** of Euro 214.5 million, down Euro 0.5 million (-0.2%);
- a **net financial** position of Euro -6.5 million, an improvement of Euro 15.7 million compared to the previous year, and a positive **net financial position before IFRS 16** of Euro 28.2 million (Euro +10.7 million compared to 31 December 2023).

Parent Company Financial Statements and allocation of profit for the year

The Ordinary Shareholders' Meeting approved the financial statements of the parent company Il Sole 24 ORE S.p.A. by a majority vote, and resolved to allocate the profit for the year of Euro 8,965,165 to the equity item 'retained earnings'.

Mirja Cartia d'Asero, Managing Director of Il Sole 24 ORE S.p.A. for the three-year period 2022-2024, commented:

"A three-year period that represented a concrete turning point in the history of the 24 ORE Group comes to an end. With the Board of Directors elected in April 2022, we are proud to have returned the accounts to safety and profit in these three years, after difficult years of constant losses, achieving the goal of turning the company around, as certified also by Consob, which a year ago sanctioned Sole 24 Ore's exit from the *grey list*. Three consecutive financial statements in the black and the NFP improved by a factor of 10 (from -63.8 to -6.5 million): a fundamental goal that we have reached through the contribution of everyone, managers, editorial staff and employees, whom I would also like to thank for their commitment to all the new projects launched in these three years along the lines of technological innovation, multimedia thrust and international scope. Even more significant given the complicated general macroeconomic environment and the particular difficulties in the publishing sector. Alongside our economic and financial results, we are equally proud to have initiated a major transformation of our corporate culture under the banner of innovation and sustainability, achieving numerous milestones on this front as well: the first media in Italy to obtain Gender Equality Certification, the first Italian publishing group to approve a Self-Regulatory Code for the ethical adoption of AI, the implementation of the first ESG Plan in the Group's history, and many other initiatives. Tangible and intangible results that represent the conclusion of a virtuous path of repositioning the "Sole 24 Ore" *brand* and its individual *industries*. A solid multimedia group that, thanks to the authoritativeness, competence and reliability of its way of reporting for 160 years, represents a unique heritage for the country, today more than ever, with the awareness of being its civil and cultural soul."

2024 Sustainability Reporting

The Ordinary Shareholders' Meeting took note of the Group's Sustainability Report 2024, part of the Consolidated Annual Financial Report, prepared pursuant to Legislative Decree No. 125 of 6 September 2024 implementing Directive 2022/2464/EU (the so-called Corporate Sustainability Reporting Directive - CSRD).

Report on remuneration policy and compensation paid

The Shareholders' Meeting approved the first section of the Report on Remuneration Policy and Compensation Paid pursuant to article 123-ter, paragraph 3-bis, of the TUF, containing the illustration of the Company's Policy on the remuneration of the Boards of Directors, Key Executives, Other Executives and, without prejudice to the provisions of article 2402 of the Italian Civil Code, the members of the Board of Statutory Auditors as well as the procedures used for the adoption and implementation of this policy.

The Shareholders' Meeting also voted in favour of the second section of the Report relating to the remuneration paid during the relevant year pursuant to article 123-ter, paragraph 6, of the TUF.

Appointment of the Board of Directors

The Shareholders' Meeting appointed the Board of Directors, which will remain in office until the Shareholders' Meeting to be convened for the approval of the Financial Statements for the year 2027.

The following were appointed: Colaiacovo Maria Carmela, Ravera Secondina Giulia, Brusco Franca, Griccioli Gaia, Silvestri Federico, Cecchi Martina, Dompè Sergio Gianfranco Luigi Maria, Stirpe Maurizio, Scudieri Paolo, Somma Francesco (taken from List No. 1 submitted by the majority shareholder Confindustria - General Confederation of Italian Industry, holder at the *record date of* 46,995,082 shares of the Company of which 9,000,000 ordinary shares and 37,995,082 special category shares which obtained a number of votes in favour equal to 93.4% of the voting capital) and Dondi dall'Orologio Luca (taken from List No. 2 presented by Shareholder Giornalisti Associati S.r.l., owner at the *record date of* 3,284,955 special category shares of the Company).

Maria Carmela Colaiacovo was appointed as Chairperson of the Board of Directors.

The Directors Franca Brusco, Gaia Griccioli, Secondina Giulia Ravera and Luca Dondi dall'Orologio declared that they meet the independence requirements set forth in Article 147-ter, paragraph four, and Article 148, paragraph three, of Legislative Decree No. 58/1998, as well as the independence requirements set forth in the Corporate Governance Code promoted by Borsa Italiana S.p.A. and the independence requirements set forth in the Company's Board of Directors Regulation.

It is hereby acknowledged that this composition of the Board of Directors complies with the Articles of Association and current legislation on gender balance.

The Shareholders' Meeting then set the gross annual remuneration payable to Board Members at Euro 20,000.00 for each member of the Board of Directors.

The *curricula vitae* of the Directors will be available on the Company's website at www.gruppo24ore.ilsole24ore.com in the "Governance-Board of Directors and Committees" section.

Appointment of the Board of Statutory Auditors

The Shareholders' Meeting appointed the Board of Statutory Auditors, which will remain in office for the financial years 2025-2026-2027.

Vittorio Salvadori di Wiesenhoff, Matteo Tiezzi and Sabrina Pugliese were appointed as Standing Auditors and Vanja Romano and Roberto Menegazzi as Alternate Auditors.

Vittorio Salvadori di Wiesenhoff (appointed Chairman of the Board of Statutory Auditors) and Roberto Menegazzi were taken from List No. 2 submitted by Shareholder Giornalisti Associati S.r.l. holder on the record date of No. 3,284,955 special category shares of the Company, while Matteo Tiezzi, Sabrina Pugliese and Vanja Romano were taken from List No. 1 presented by Shareholder Confindustria - Confederazione Generale dell'Industria Italiana holder on the record

date of No. 46,995,082 shares of the Company of which 9,000,000 ordinary shares and 37,995,082 special category shares, which obtained 93.4% of the voting capital.

It is acknowledged that this composition of the Board of Statutory Auditors complies with the Articles of Association and current legislation on gender balance.

The Meeting thus set the annual remuneration payable to the Chairperson of the Board of Statutory Auditors and each of the other Standing Auditors at Euro 80,000.00 and Euro 55,000.00, respectively, gross per year.

The *curricula vitae* of the Statutory Auditors will be available on the Company's website at www.gruppo24ore.ilsole24ore.com in the "Governance-Control and Supervisory Bodies" section.

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Please note that the Annual Financial Report of Il Sole 24 ORE S.p.A. for the year ended 31 December 2024 approved by the Shareholders' Meeting, including, inter alia, the Financial Statements and the Consolidated Financial Statements, the Report of the Board of Directors on Operations, including the Sustainability Report, together with the Reports of the Board of Statutory Auditors and the Independent Auditors, and the Report on Corporate Governance and Ownership Structure pursuant to Article 123-bis of Legislative Decree no. 58/1998, are available to the public, together with the Report on Remuneration Policy and the Remuneration Paid pursuant to Article 123-ter of Legislative Decree no. 58/1998 and the 125-ter Reports on the items on the Agenda, at the Company's registered office in Milan, Viale Sarca No. 223 and on the *website* www.gruppo24ore.ilsole24ore.com as well as at the authorised storage mechanism "IINFO". The additional documentation pursuant to article 77, paragraph 2-bis of CONSOB Issuers' Regulation 11971/1999 is available to the public at the company's registered office.

In compliance with the provisions of article 125-quater, paragraph 2, of Italian Legislative Decree 58/1998 and article 77, paragraph 3, of the Issuers' Regulation, a summary statement of the votes, containing the number of shares represented at the Shareholders' Meeting and the shares for which votes were cast, the percentage of the share capital that these shares represent, as well as the number of votes in favour of and against the resolution and the number of abstentions, will be made available to the public within five days of the date of the Shareholders' Meeting on the Company's website. The minutes of the Shareholders' Meeting will be made available to the public in the same manner within 30 days of the meeting date.

Milan, 30 April 2025

For the Board of Directors
The Chairperson
Edoardo Garrone

The Manager in charge of financial reporting, Elisabetta Floccari, hereby declares, pursuant to article 154-bis, paragraph 2 of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documented results, books and accounting records.

Milan, 30 April 2025

The Manager in charge of
financial reporting

Elisabetta Floccari

For more information:

Investor Relations:

Raffaella Romano - Tel: 02 30223728

email: investor.relations@ilsole24ore.com

Head of Communications and External Relations:

Ginevra Cozzi - Cell. 335 1350144

email: ginevra.cozzi@ilsole24ore.com