



Press Release

Shareholders' Meeting of RCS MediaGroup

Today, the Shareholders Meeting:

In ordinary session

- **approved the financial statements at 31.12.2023 and the distribution of a dividend of € 0.07 per share.**
- **appointed the Board of Statutory Auditors.**
- **approved the remuneration policy for 2024 contained in Section One of the Remuneration Report and expressed a favorable opinion on Section Two of the Remuneration Report**
- **approved a new authorization to purchase and dispose of treasury shares.**

In extraordinary session

- **approved the amendments of Articles 7, 13 and 20 of the Bylaws to introduce the possibility to hold the Shareholders' meeting exclusively through the so called Appointed Representative (amendment of Article 7 of the Bylaws) and to hold the Shareholders' meeting, as well as the Board of Directors' meeting and the Board of Statutory Auditors' meeting, by means of telecommunication.**

Milan, 8 May 2024 - The Shareholders' Meeting of RCS MediaGroup, chaired by Urbano Cairo, met today in ordinary and extraordinary session and adopted the following resolutions:

Approval of the financial statements at 31 December 2023

The Shareholders' Meeting approved the financial statements at 31 December 2023, and the distribution of a dividend of € 0.07 per share, inclusive of tax, with detachment of coupon no. 6 on 20 May 2024 and payable on 22 May 2024 (record date 21 May 2024).

Appointment for 2024-2025-2026 of the Board of Statutory Auditors

Today the Shareholders' Meeting:

- **appointed for 2024-2025-2026, and therefore until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2026, the Board of Statutory Auditors composed of: Enrico Maria Colombo (Chairman) elected from the minority list presented by Diego Della Valle & C. S.r.l., owner of 7.624% of the share capital; Marco Moroni and Maria Pia Maspes (Standing Auditors) elected from the majority list presented by Cairo Communication S.p.A., owner of 59.693% of the share capital; Piera Tula (Alternate Auditor) elected from the minority list presented by Diego Della Valle & C. S.r.l., Enrico Calabretta and Maria Stefania Sala (Alternate Auditors) elected from the majority list presented by Cairo Communication S.p.A.**

Remuneration Policy

The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree no. 58/1998 ("TUF"), approved the Remuneration Policy for 2024 contained in Section One of the Remuneration Report prepared in accordance with Article 123-ter of the TUF and the related implementing provisions issued by CONSOB. The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 6 of the TUF, also expressed a



favourable opinion on Section Two of the Remuneration Report.

Authorization to purchase and dispose of treasury shares

The Shareholders' Meeting, after revoking the previous resolution of the Shareholders' meeting, approved the proposal to authorize the purchase and disposal of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code. The purchase and disposal of treasury shares may be carried out in order to provide liquidity to the market, for a set period of time, fostering the regular conduct of trading, as well as for the other purposes indicated in the explanatory report in point 4 on the agenda of the Shareholders' Meeting, published on the Company's website. The Board of Directors was authorized to purchase treasury shares up to the maximum number permitted by law, for a period of 18 months from the date of today's authorization, by using (i) retained earnings distributable by the Company, as resulting from the latest approved financial statements, net of the allocation to the legal reserve, and (ii) the available reserves. Purchase transactions may be carried out in accordance with the provisions of national and European law and regulations in force from time to time and in accordance with the procedures set out in Article 144-bis, paragraph 1, letter b), of the Issuer Regulation, without prejudice to the application of the exemption set out in paragraph 3 of Article 132 of the TUF and, in any case, in any other manner permitted by the provisions of law and regulations on the matter from time to time in force. Purchases shall be made at a price no greater than 20% lower or higher than the average official price recorded by the RCS share over the 15 trading days prior to each individual purchase transaction. The Board of Directors has also been authorized to dispose, on one or more occasions, without time limits, of the treasury shares purchased and those already held in the portfolio. The disposal of treasury shares may be carried out (i) through sale to be made on the market, also for trading activities, or outside the market; (ii) through transfer to directors, employees and/or associates of the Company and/or its subsidiaries in implementation of incentive plans; (iii) in the context of transactions in relation to which it may be appropriate to exchange or dispose of share packages, including by way of swap or contribution; (iv) in the context of capital transactions or other transactions of a financial nature involving the use, assignment, disposal or cancellation of treasury shares, such as, by way of example, mergers, demergers, issue of convertible bonds or warrants served by treasury shares, assignment as collateral or set up of restrictions for financial transactions, or in the event of a distribution of dividends. Disposal transactions shall be carried out at a price no greater than 20% lower than the average official price recorded by the RCS share over the 15 trading days prior to each individual disposal transaction, it being understood that such price limit shall not apply in the cases referred to in sub-paragraphs (ii), (iii) and (iv) above. To date, the Company holds no. 4,479,237 treasury shares, or 0.86% of the share capital; the subsidiaries do not hold any shares in the Company.

ByLaws amendments

The Shareholders' Meeting in extraordinary session approved the amendments of Articles 7, 13 and 20 of the ByLaws in order to introduce the possibility to hold the Shareholders' meeting exclusively through the so called Appointed Representative (amendment of Article 7 of the Bylaws) and to hold the Shareholders' meeting, as well as the Board of Directors' meeting and the Board of Statutory Auditors' meeting, by means of telecommunication. Reference is made to the report of the Board of Directors on item 1 of the Agenda of the Shareholders' Meeting - Extraordinary session published on the Company website.

The minutes of the Shareholders' Meeting will be made publicly available within thirty days from today's date at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.rcsmediagroup.it (Governance/Shareholders' Meetings section). Within five days of today's date, a summary statement of the votes cast at the Shareholders' Meeting will be made available on the website, in the above section, in accordance with current legal provisions.

Following the approval by the Shareholders' Meeting of the 2023 financial statements, it is hereby announced that the 2023 Annual Report of the Company, including the financial statements, the consolidated financial



statements, the Directors' Report on Operations and the certification referred to in Article 154-bis, paragraph 5 of the TUF, together with the report of the Board of Statutory Auditors and the report of the Independent Auditors and accompanied by the documentation required by current regulations, is filed at the registered office (for delivery to anyone who so requests), at Borsa Italiana S.p.A., made available through the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and can also be consulted on the Company's website www.rcsmediagroup.it.

RCS MediaGroup is one of the leading multimedia publishing groups, operating primarily in Italy and Spain across all publishing areas, from newspapers to magazines and books, from TV to new media and training, as well as being one of the top players on the advertising sales market, organizing iconic events and renowned sporting formats such as the Giro d'Italia. The RCS Group publishes the daily newspapers *Corriere della Sera*, *La Gazzetta dello Sport*, *El Mundo*, *Marca* and *Expansion*, as well as numerous magazines, the most popular including *Oggi*, *Amica*, *Io Donna*, *7* and *Telva*.

For further information:

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