

Press Release

Pursuant to Consob Resolution 11971/99 as amended

## **Il Sole 24 ORE S.p.A.: the Board of Directors approves the Financial Statements as at 31 December 2022**

**The Group closes FY 2022 in profit; clear improvement of all economic and financial indicators compared to 2021**

### **Key consolidated figures of the 24 ORE Group:**

- **EBITDA positive at Euro 32.0 million (positive Euro 11.3 million as at 31 December 2021), an improvement of 20.7 million**
- **EBIT positive at Euro 11.5 million (negative Euro 15.3 million as at 31 December 2021), an improvement of 26.8 million**
- **Net profit of Euro 0.5 million (loss of Euro 21.0 million as at 31 December 2021), an improvement of 21.6 million**

### **Key consolidated figures of the 24 ORE Group net of non-recurring income and expenses:**

- **EBITDA positive at Euro 25.1 million (positive Euro 22.6 million as at 31 December 2021), an improvement of 2.5 million**
- **EBIT positive at Euro 8.8 million (positive Euro 5.0 million as at 31 December 2021), an improvement of 3.8 million**
- **Net profit of Euro 1.4 million (loss of Euro 0.7 million as at 31 December 2021), an improvement of 2.1 million**

**CEO Mirja Cartia d’Asero: “We have returned the Group to profit after 14 years, net of non-recurring items. A result that, albeit modest, marks an important turnaround, especially considering the structural crisis in the publishing sector and the macroeconomic and geopolitical context conditioned by the war in Ukraine, the high cost of energy and raw materials, and the upswing in inflation. Aware that the future scenario remains complex, we are proud to give a sign of a solid and concrete step change that the Group has made in building a sustainable business”**

**Consolidated revenues amounted to Euro 211.6 million (Euro 203.5 million in 2021) and grew by Euro 8.0 million compared to 2021 (+3.9%)**

**The net financial position was a negative Euro 43.8 million, an improvement of Euro 20.0 million compared to the negative Euro 63.8 million as at 31 December 2021**

**Consolidated shareholders' equity of Euro 15.9 million compared to Euro 13.9 million as at 31 December 2021**

Milan, 23 March 2023 – The Board of Directors of Il Sole 24 ORE S.p.A. met today under the chairmanship of Edoardo Garrone and approved the Draft Financial Statements for the year ended 31 December 2022 and the Group’s Consolidated Financial Statements.

Mirja Cartia d’Asero, at the close of her first financial year as the Company’s CEO, commented: “We have returned the Group to profit after 14 years, net of non-recurring items, with an improvement of Euro 2.1 million over 2021, thanks to the enhancement of our brand on a path of innovation and sustainability. The Group recorded a net profit of Euro 0.5 million compared to a net loss of Euro 21.0 million in 2021. A result that, albeit modest, marks an important turnaround, especially considering the structural crisis in the publishing sector and the macroeconomic and geopolitical context conditioned by the war in Ukraine, the high cost of energy and raw materials, and the upswing in inflation. Aware that the future scenario remains complex, we are proud to give a sign of a solid and concrete step change that the Group has made towards building a sustainable business”. She then added: “In a very difficult year in terms of the economy, we have put in place timely and punctual initiatives to pursue sustainable growth according to the strategic lines of the business plan of consolidating the Group’s innovation and expanding its international positioning”.

### Key summary figures of the 24 ORE Group

The 24 ORE Group closed 2022 with a positive EBITDA of Euro 32.0 million, a positive EBIT of Euro 11.5 million and a net profit of Euro 0.5 million. Shareholders’ equity amounted to Euro 15.9 million, an increase of Euro 2.1 million compared to shareholders’ equity in the consolidated financial statements at 31 December 2021, which amounted to Euro 13.9 million.

The following are the Group’s key financial figures at 31 December 2022 derived from the consolidated financial statements:

<b>KEY CONSOLIDATED FIGURES OF THE 24 ORE GROUP</b>		
Euro millions	FY 2022	FY 2021
Revenues	211.6	203.5
Gross operating margin (EBITDA)	32.0	11.3
Operating profit (loss) (EBIT)	11.5	(15.3)
Profit (loss) before taxes	7.4	(19.0)
Net profit (loss)	0.5	(21.0)
	31.12.2022	31.12.2021
Non-current assets	114.0	131.1
Current assets	131.7	117.0
<b>Total assets</b>	<b>245.8</b>	<b>248.1</b>
Group equity	15.9	13.9
Minority interests	-	-
<b>Total Equity</b>	<b>15.9</b>	<b>13.9</b>
Non-current liabilities	107.4	121.3
Current liabilities	122.4	112.9
<b>Total liabilities</b>	<b>229.8</b>	<b>234.3</b>
<b>Total equity and liabilities</b>	<b>245.8</b>	<b>248.1</b>

## Market context

The macroeconomic and geopolitical scenario is characterised by elements of uncertainty such as the ongoing conflict in Ukraine, a sharp rise in inflation, rising interest rates, the residual effects of Covid-19 and rising commodity and energy costs. Furthermore, the expected GDP growth rate for 2022 assumed in the last quarter of 2021 was reduced.

ADS data for major national newspapers indicate a decline in total circulation of print copies added to digital copies of -6.9% for 2022 compared to 2021, with a decline in circulation of the print version of -11.3% offset in part by an increase in digital circulation of +3.4% (*Source: ADS data processing January – December 2022*).

The most recent listening figures for radio refer to the year 2022 and recorded a total of 33,809,000 listeners on the average day, essentially equal to 2021 (-0.1%. *Source: RadioTER 2021-2022*).

In 2022, the System reference market recorded a decline of -3.1% (net of local newspaper advertising): newspapers closed at -6.9% (net local), magazines at -4.8%, internet at -3.2% and radio at +1.7% (*Source: Nielsen January/December 2022 vs 2021*).

For 2022, the forecasts from the end of the previous year (2021) for the professional publishing sector indicated a recovery in the sector's overall turnover thanks to the expected reforms, the new boost to digitalization involving professionals and companies, the investments established in the National Recovery and Resilience Plan for companies and Public Administration and indirectly for professionals in their role as consultants. These forecasts did not reflect the possible repercussions of the ongoing conflict in Ukraine. The following trends were recorded for 2022: the legal area showed a slight growth of +1.1% compared to 2021; the tax area showed a growth of +3.3% compared to 2021 (*Source: "Rapporto Databank Editoria Professionale" – Cerved S.p.A., December 2022*).

In terms of media in 2023, the current trends already in place do not seem to change: overall, electronic publishing is expected to grow by +6.3%, driven by online and digital contents (+6.8%), and management software by +5.4%, which will see an increase in the integration of digital publishing content in management software (*Source: "Rapporto Databank Editoria Professionale" – Cerved S.p.A., December 2022*).

## Consolidated results as at 31 December 2022

### Key summary figures of the 24 ORE Group net of non-recurring income and expenses

Below are the Group's key profit and loss (net of non-recurring income and expenses), financial position and cash flow figures for 2022:

KEY CONSOLIDATED FIGURES NET OF NON-RECURRING INCOME AND EXPENSES		
Euro millions	FY 2022	FY 2021
Revenues	211.6	203.5
EBITDA net of non-recurring income and expenses	25.1	22.6
EBIT net of non-recurring income and expenses	8.8	5.0
Profit (loss) before taxes net of non-recurring income and expenses	4.8	1.3
Net profit (loss) net of non-recurring income and expenses	1.4	(0.7)
	31.12.2022	31.12.2021
Equity	15.9	13.9
Net financial position	(43.8)	(63.8)

### Revenue trend

The macroeconomic and geopolitical scenario is characterised by elements of uncertainty such as the ongoing conflict in Ukraine, a sharp rise in inflation, rising interest rates, the residual effects of Covid-19 and rising commodity and energy costs. In this context, **the 24 ORE Group is recording growth** thanks to both the improvement in the pandemic situation, allowing for the resumption of the exhibitions organized by 24 ORE Cultura S.r.l. (Mudec's activities were completely closed until the end of April 2021), and authoritativeness, high quality content, good advertising sales performance and product development in the Professional Services area, as well as effective commercial policies across all areas. In 2022, the 24 ORE Group reported **consolidated revenues** of Euro 211.6 million (Euro 203.5 million in 2021), up 3.9% or Euro +8.0 million compared to 2021.

In particular, in 2022 advertising revenues were up by Euro 2.6 million (+2.9% compared to the previous year) to Euro 90.8 million; publishing revenues were down by Euro 2.3 million (-2.3% from Euro 100.9 million in 2021 to Euro 98.6 million in 2022) mainly due to the drop in revenues generated by the sale of the paper products; other revenues grew by Euro 7.7 million (+53.4% from Euro 14.4 in 2021 to Euro 22.1 million in 2022), primarily due to higher revenues in the Culture area and more innovative products in the Professional Services and Training area.

In 2022, the portal [www.ilsole24ore.com](http://www.ilsole24ore.com) recorded a daily average of 1.1 million unique browsers, down 18.2% compared to the 2021 average, which was still heavily influenced by Covid-19 health emergency-related information requests (Source: *Mapp Intelligence, formerly Webtrekk*). The video component had an average view per month of 15.8 million in 2022, down 6.7% from the 2021 figure. Indicators of growth on social media, in particular LinkedIn closed the year 2022 at +15.2% compared to 31 December 2021, where Il Sole 24 ORE was confirmed as the leading publisher with over 1.1 million followers. Also up year-on-year were

Instagram +14%, Twitter +11.6% and Facebook +3.1% (Source: Facebook Insights, LinkedIn Analytics, Crowdtangle and Twitter Analytics).

In 2022, Radio 24 reached 2,261,000 listeners on the average day (+0.9% compared to 2021). A consolidated audience of over 2.2 million listeners confirms the position of Radio 24 as an authoritative broadcaster with original, quality content (Source: RadioTER 2021-2022).

The main dynamics that characterized consolidated revenues are:

- circulation revenues of the newspaper (print + digital) amounted to Euro 42.3 million, down by Euro 2.8 million (-6.1%) compared to 2021. Circulation revenues of the print newspaper amounted to Euro 21.8 million, down Euro 2.4 million (-10.0%) compared to 2021. Circulation revenues of the digital newspaper amounted to Euro 20.5 million, down by Euro 0.4 million (-1.7%) compared to 2021;
- the Group’s advertising revenues of Euro 90.8 million were up 2.9% on 2021. The concessionaire is maintaining its position, consolidating its market share thanks to the development of special initiatives, increasingly recognized by companies as an effective vehicle of values and a means of building loyalty with its audience. The Group’s advertising revenues outperformed the reference market, down by -3.1% (Source: Nielsen – January/December 2022), despite the uncertain environment linked to the consequences of the ongoing conflict in Ukraine.  
24 ORE Eventi offers several formats: full digital (*Interactive 24* and *Live Streaming 24*), live events, and hybrid solutions (*Live&Digital*) where the physicality of the traditional event is combined with the virtuality of the online event. Revenues in 2022 amounted to Euro 7.2 million (Euro 6.4 million in 2021), up +12.9% on last year thanks also to the contribution of the 17th edition of the “Trento Festival of Economics”, held from 2 to 5 June 2022, for the first time co-managed by Il Sole 24 ORE and the Province of Trento, with the collaboration of the Municipality and University of Trento;
- revenues from electronic publishing in the Professional Services and Training Area amounted to Euro 44.1 million, up by Euro 0.9 million (+2.0%) vs 2021 by virtue of the renewal of the product portfolio and the sales network launched in previous years;
- revenues from the Culture Area, amounting to Euro 11.9 million, were up by Euro 6.5 million compared to 2021, which was penalized by the Covid-19 emergency, following the compulsory closure of all museums and exhibition venues during the lockdown period.

Circulation (paper + digital) of the daily newspaper Il Sole 24 ORE from January to December 2022 totalled 135,792 average copies per day (-4.4% compared to January-December 2021, outperforming the market, which declined -6.9%). Specifically, the average daily print circulation reported to ADS for the period January-December 2022 was 47,911 copies (-10.5% compared to the same period of 2021). Digital circulation reported to ADS was 87,881 average copies per day (-0.7% compared to the period January-December 2021). Newsstand sales for January-December 2022 (Source: ADS, *Individual print copy sales*) were down 22.8% compared to the same period of the previous year, with the market contracting in the same channel by 11.4%.

Furthermore, the Group asked an independent third-party company to express an opinion on the effective application of the appropriate procedures adopted for the calculation of the Total Paid For Circulation (“TPFC”, i.e. the total number of daily paid sales of Il Sole 24 ORE in all

markets through print and digital channels) at 31 December 2022; on conclusion of its checks, the independent third-party company issued an unqualified Assurance Report (ISAE 3000 – Limited assurance) on 28 February 2023.

Based on these procedures, the average Total Paid For Circulation in 2022 was determined to be 174,716 copies (-4.4% compared to 2021), including all multiple digital copies sold, but not reportable as circulated for ADS purposes and therefore not included in the relevant statement.

### **Profit margin trends**

The 2022 **gross operating margin (EBITDA)** was a positive Euro 32.0 million and compares to a positive EBITDA of Euro 11.3 million in 2021, making for an improvement of Euro 20.7 million. The change in EBITDA is mainly attributable to the growth in revenues of Euro 8.0 million (+3.9%), higher operating income of Euro 4.9 million and an increase in costs totalling Euro 7.7 million. Net of non-recurring income and expenses, EBITDA was a positive Euro 25.1 million, an improvement of Euro 2.5 million compared to a positive Euro 22.6 million in 2021.

**Personnel costs** of Euro 74.8 million were down by Euro 15.7 million compared with 2021, when they included Euro 13.9 million for non-recurring restructuring expenses. After non-recurring income and expenses, personnel costs were down Euro 1.2 million. In 2022, there was a lower cost resulting from the reduction in the workforce and the increased use of social shock absorbers, partly offset by a lower utilisation of the residual holiday fund. The average number of employees, 769, decreased by 52 (mainly graphic designers and printers) compared with the previous year when it amounted to 821.

**Costs for services** amounted to Euro 96.0 million, up Euro 6.4 million (+7.2%) compared to 2021. The main changes include higher commissions and other sales expenses (Euro +1.9 million), higher printing costs (Euro +0.9 million) linked to the production structure, higher costs for conventions and exhibitions (Euro +2.6 million), also due to the recovery in exhibitions organized by 24 ORE Cultura S.r.l. (Mudec's activities were completely closed until April 2021), and higher promotional and commercial expenses (Euro +0.7 million) mainly due to the resumption of exhibitions by 24 ORE Cultura S.r.l. On the other hand, distribution costs decreased compared to 2021 (Euro -1.1 million).

**Operating profit (EBIT)** was positive by Euro 11.5 million in 2022 and compares with a negative EBIT of Euro 15.3 million in 2021, an improvement of Euro 26.8 million. Depreciation and amortization for the year amounted to Euro 16.3 million compared to Euro 17.7 million in 2021. In 2022, write-downs of Euro 4.3 million were recorded as a result of impairment testing, including Euro 4.0 million relating to radio frequencies (Euro 5.4 million in 2021) and Euro 0.3 million relating to Events CGU goodwill (Euro 1.3 million in 2021). EBIT included the write-down of the Carsoli property, the value of which was aligned with the irrevocable purchase proposal signed by the Group on 1 March 2023, therefore an impairment loss of Euro 1.5 million was recognised. Income of Euro 1.5 million was also recorded following the takeover of the sublease of two floors of the Milan office. Net of non-recurring income and expenses, EBIT was a positive Euro 8.8 million, an improvement of Euro 3.8 million compared to a negative Euro 5.0 million in 2021.

**Profit before taxes** was Euro 7.4 million and compares with a loss of Euro 19.0 million at 31 December 2021. Negative net financial expenses and income of Euro 4.1 million (negative

Euro 3.7 million in 2021) had an impact. During the year, **income taxes** amounted to Euro 6.9 million, of which Euro 0.9 million for IRAP, Euro 0.5 million for IRES, Euro 0.1 million for foreign and prior-year taxes, Euro 2.8 million for the cancellation of deferred tax assets recognised on prior-year losses against the positive result and temporary differences, and Euro 0.9 million for the cancellation of deferred tax liabilities. However, compared to the previous year and in view of the greater uncertainty of the economic scenario and also the manner (partnership) in which the re-entry into the training sector was made, a more prudential reduction of the forecast taxable income was made for this subsequent period than that used in previous years. Thus, for the period 2027-2029 the reduction was 60% and beyond 2029 the reduction was 100%. The update of this estimate resulted in a reduction of deferred tax assets on prior-year losses by an additional Euro 3.5 million.

The **net profit attributable to shareholders of the Parent Company** was Euro 0.5 million, an improvement of Euro 21.6 million on the loss of Euro 21.0 million in 2021. Net of non-recurring income and expenses, the net profit attributable to shareholders of the Parent Company was Euro 1.4 million, an improvement of Euro 2.1 million over the loss of Euro 0.7 million reported in 2021.

## Statement of financial position

The **net financial position** at 31 December 2022 was a negative Euro 43.8 million and compares with a negative Euro 63.8 million at 31 December 2021, an improvement of Euro 20.0 million. The change in the net financial position is mainly related to the trend in net working capital included in the cash flows of operating activities, as well as the receipts of Euro 2.6 million, deriving from the approval of the partial settlement of the liability action pursuant to Articles 2392 and 2393 of the Italian Civil Code, and Euro 5 million, deriving from the partnership agreements entered into with Multiversity S.p.A. in relation to the re-entry into the training business.

Non-current financial debt includes the non-convertible senior unsecured bond with a principal amount of Euro 45 million and a duration of 7 years, intended exclusively for qualified investors, and financial payables arising from the present value of lease payments under agreements for headquarters, broadcasting equipment and cars totalling Euro 35.2 million (Euro 36.9 million at 31 December 2021) in application of IFRS 16.

The Group's current net financial position as of 31 December 2022 was a positive Euro 35.3 million (positive Euro 18.6 million as at 31 December 2021) and includes Euro 3.3 million restricted as a guarantee for the residual financial payable relating to the indemnity for the early termination of the lease agreement for the Milan – Via Monte Rosa office. Current financial receivables include Euro 0.7 million in application of IFRS 16. Current financial payables deriving from the present value of lease payments in application of IFRS 16 amounted to Euro 4.8 million.

**Shareholders' equity** amounted to Euro 15.9 million, an increase of Euro 2.1 million compared to 31 December 2021, when it amounted to Euro 13.9 million, due to the result for the year, which was positive by Euro 0.5 million, and the actuarial valuation of employee severance indemnity (TFR), which resulted in a positive effect of Euro 1.5 million.



## **Approval of the Consolidated Non-Financial Statement**

The Board of Directors also approved the Consolidated Non-Financial Statement, prepared in accordance with Legislative Decree No. 254/2016.

In accordance with Consob Regulation 20267 of 18/1/2018, the Statement will be disseminated in the same manner as the 2022 Annual Report.

## **Approval of the Corporate Governance and Ownership Structure Report and the Report on Remuneration**

Pursuant to Article 123-*bis* of Legislative Decree No. 58/1998 (Consolidated Law on Finance – TUF), please note that the Board of Directors approved the Corporate Governance and Ownership Structure Report for the year 2022. Moreover, pursuant to Art. 123-*ter* of the Consolidated Law on Finance (TUF), the Board also approved the Report on the Remuneration Policy and Remuneration Paid of Il Sole 24 ORE S.p.A.

The Shareholders' Meeting will be called to approve, pursuant to Article 123-*ter*, paragraph 3 of the Consolidated Law on Finance, the first part of the Report on the Remuneration Policy and Remuneration Paid (Remuneration Policy), subject to the binding vote of the Shareholders' Meeting, and, pursuant to Article 123-*ter*, paragraph 6 of the Consolidated Law on Finance, to express its opinion on the second section of such Report (Remuneration Paid). Both documents will be published in the manner and with the timing required by law, with adequate public disclosure.

## **Results of the Parent Company as at 31 December 2022**

Il Sole 24 ORE S.p.A. closed 2022 with a profit of Euro 0.6 million and had **shareholders' equity** of Euro 15.9 million, up Euro 2.1 million from shareholders' equity of Euro 13.9 million at 31 December 2021.

## **Proposed allocation of the profit for FY 2022**

The financial statements of Il Sole 24 ORE S.p.A. for the year ended 31 December 2022 showed a profit of Euro 623,172. With regard to the allocation of the profit for the year, it should be noted that such profit cannot be distributed and, therefore, cannot be subject to preferential distribution, pursuant to Article 37 of the Articles of Association, to the Shareholders holding special category shares, since it was obtained, pursuant to both Article 2426, point 4), third paragraph of the Civil Code and Article 6, paragraphs 1 and 2 of Legislative Decree 38/2005, as a result of the write-back of the equity investments in the subsidiaries of Il Sole 24 ORE S.p.A. through the application of the equity method, i.e. because it is the result of the incorporation of the results produced by the subsidiaries of the Company as of 31 December 2022.

The Board of Directors has therefore decided to submit to the Shareholders' Meeting, which will be convened on 27 April 2023, in ordinary session, the proposal to allocate the year's profit of Euro 623,172 for Euro 114,025 to the "Legal Reserve", so that the latter is equal to one-fifth of the Share Capital, pursuant to Article 2430 of the Italian Civil Code, and for Euro

509,147 to the “Restricted reserve from the write-back of equity investments measured using the equity method”.

## **Convening of the Ordinary and Extraordinary Shareholders’ Meeting and Special Category Shareholders’ Meeting**

The Board of Directors of Il Sole 24 ORE S.p.A. has given the Chairman a mandate to convene the Ordinary and Extraordinary Shareholders’ Meeting on 27 April 2023, in a single call, to discuss and resolve, *inter alia*, on the approval of the Financial Statements for the year ended 31 December 2022 and with regard to certain amendments to the Articles of Association and specifically: proposal to amend Articles 13 (*Participation in and running of the Shareholders’ Meeting*), 19 (*Requirements and appointment of Directors*), 22 (*Meetings of the Board of Directors*) and 37 (*Distribution of profits*) of the Articles of Association. More information will be provided in the accompanying explanatory report, which will be published in the manner and within the terms of the law. On the same date, the Common Representative of the Special Category Shareholders will also convene the Shareholders’ Meeting of the relevant category. The call notices will be published in the manner and within the terms established by law.

## **Outlook**

The evolution of the reference context – in particular, the current uncertainty linked to the ongoing conflict in Ukraine, the sharp upturn in inflation, the rise in interest rates, the residual effects of Covid-19 and the rise in raw material and energy costs – requires us to continue to maintain a degree of caution with respect to the forecasts of the macroeconomic scenario.

In 2022, the Italian economy grew strongly (+3.7%), but less than in 2021. The full estimate of the quarterly economic accounts confirms, after seven consecutive quarters, the slight reduction of manufacturing activity in Q4 2022. On the other hand, the recovery in trend terms continued for the eighth consecutive quarter, albeit at a gradually slower pace. Acquired growth for 2023 is positive at 0.4% (Source: *Istat – GDP and General Government Debt – Year 2022 – 1 March 2023 and Press Release Quarterly Economic Accounts – Q4 2022 – 3 March 2023*).

In this macroeconomic context characterised by uncertainties, the Group’s will is to continue to pursue steady and sustainable growth by leveraging innovation, digitisation of products and processes, globalisation, ESG initiatives and continuous brand enhancement. The Group intends to further strengthen its role as a reference media group for the country system in terms of information and tools to support the business community in facing new challenges in national and international markets, including training. A gradual improvement of the main economic and financial indicators is confirmed even in the changed geopolitical, economic and market environment.

The Group constantly monitors both the performance of the reference markets in relation to the assumptions of the Plan and any repercussions that may arise from the evolution of the geopolitical and macroeconomic context, and the implementation of the actions set forth in the 2023-2026 Plan, while maintaining proactive and constant attention to the containment of

all costs and the identification of initiatives that can further mitigate the risk linked to revenues to protect profitability and expected cash flows.

## Consolidated Financial Statements as at 31 December 2022

(data for which auditing has not been completed)

<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b>		
Euro millions	31.12.2022	31.12.2021
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	45.8	55.9
Goodwill	20.4	20.7
Intangible assets	26.4	31.9
Investments in associates and joint ventures	0.3	-
Non-current financial assets	0.8	0.7
Other non-current assets	6.2	1.3
Deferred tax assets	14.1	20.5
<b>Total</b>	<b>114.0</b>	<b>131.1</b>
<b>Current assets</b>		
Inventories	2.9	1.7
Trade receivables	62.6	65.8
Other receivables	1.6	2.6
Other current financial assets	4.3	5.6
Other current assets	6.2	5.6
Cash and cash equivalents	54.1	35.7
<b>Total</b>	<b>131.7</b>	<b>117.0</b>
Assets available for sale	-	-
<b>TOTAL ASSETS</b>	<b>245.8</b>	<b>248.1</b>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**

Euro millions	31.12.2022	31.12.2021
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
<b>Equity attributable to shareholders of the Parent Company</b>		
Share capital	0.6	0.6
Capital reserves	19.5	19.5
Employee severance indemnity (TFR) reserve - IAS adjustment	(3.8)	(5.3)
Profits (losses) carried forward	(0.9)	20.2
Profit (loss) attributable to shareholders of the Parent Company	0.5	(21.0)
<b>Total</b>	<b>15.9</b>	<b>13.9</b>
<b>Equity attributable to minority shareholders</b>		
Capital and reserves attributable to minority shareholders	-	-
Profit (loss) attributable to minority shareholders	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Total equity</b>	<b>15.9</b>	<b>13.9</b>
<b>Non-current liabilities</b>		
Non-current financial liabilities	79.1	82.5
Employee benefits	10.7	15.3
Deferred tax liabilities	4.3	5.2
Provisions for risks and charges	6.7	8.8
Other non-current liabilities	6.7	9.5
<b>Total</b>	<b>107.4</b>	<b>121.3</b>
<b>Current liabilities</b>		
Current bank overdrafts and loans	14.1	15.8
Other current financial liabilities	8.9	7.0
Trade payables	78.7	68.7
Other current liabilities	0.7	0.2
Other payables	20.0	21.3
<b>Total</b>	<b>122.4</b>	<b>112.9</b>
Liabilities available for sale	-	-
<b>Total liabilities</b>	<b>229.8</b>	<b>234.3</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>245.8</b>	<b>248.1</b>

**CONSOLIDATED STATEMENT OF PROFIT (LOSS)**

Euro millions	FY 2022	FY 2021
<b>1) Continuing operations</b>		
Revenues	211.6	203.5
Other operating income	10.2	5.2
Personnel costs	(74.8)	(90.4)
Change in inventories	1.3	(0.2)
Purchases of raw and consumable materials	(5.8)	(3.7)
Costs for services	(96.0)	(89.6)
Costs for rents and leases	(7.1)	(5.8)
Other operating expenses	(3.2)	(3.1)
Provisions	(1.7)	(2.4)
Bad debt	(2.4)	(2.4)
<b>Gross operating margin</b>	<b>32.0</b>	<b>11.3</b>
Amortization of intangible assets	(7.8)	(8.4)
Depreciation of tangible assets	(8.6)	(9.2)
Changes in value of tangible and intangible assets	(4.2)	(9.0)
Gain/loss on disposal of non-current assets	0.1	0.1
<b>Operating profit (loss)</b>	<b>11.5</b>	<b>(15.3)</b>
Financial income	0.6	0.7
Financial expenses	(4.7)	(4.4)
<b>Total financial income (expenses)</b>	<b>(4.1)</b>	<b>(3.7)</b>
Other income from investment assets and liabilities	0.0	0.0
<b>Profit (loss) before taxes</b>	<b>7.4</b>	<b>(19.0)</b>
Income taxes	(6.9)	(2.0)
<b>Profit (loss) from continuing operations</b>	<b>0.5</b>	<b>(21.0)</b>
<b>2) Assets held for sale</b>	<b>-</b>	<b>-</b>
<b>Profit (loss) from assets held for sale</b>	<b>-</b>	<b>-</b>
<b>Net profit (loss)</b>	<b>0.5</b>	<b>(21.0)</b>
<b>Profit (loss) attributable to minority shareholders</b>	<b>-</b>	<b>-</b>
<b>Profit (loss) attributable to shareholders of the Parent Company</b>	<b>0.5</b>	<b>(21.0)</b>

<b>CONSOLIDATED STATEMENT OF CASH FLOWS</b>		
Euro millions	FY 2022	FY 2021
<b>Statement items</b>		
Profit (loss) before taxes from continuing operations attributable to the Group [a]	7.4	(19.0)
<b>Adjustments [b]</b>	<b>24.1</b>	<b>44.7</b>
Amortization/Depreciation	16.3	17.7
(Gains) losses	(0.1)	(0.1)
Effect of valuation of investments	(0.0)	(0.0)
Allocation and (release) of provisions for risks and charges	(0.0)	0.5
Restructuring expenses	(0.6)	13.9
Provision for employee benefits	0.2	0.1
Change in value of tangible and intangible assets	4.2	9.0
Financial income and expenses	4.1	3.7
<b>Changes in operating net working capital [c]</b>	<b>3.8</b>	<b>(22.8)</b>
Change in inventories	(1.3)	0.2
Change in trade receivables	3.2	(6.9)
Change in trade payables	10.0	(10.4)
Income tax payments	(0.5)	-
Other changes in net working capital	(7.7)	(5.6)
<b>Total cash flow from operating activities [d=a+b+c]</b>	<b>35.4</b>	<b>3.0</b>
<b>Cash flow from investing activities [e]</b>	<b>(5.7)</b>	<b>0.2</b>
Investments in intangible and tangible assets	(7.5)	(10.9)
Proceeds from the sale of intangible and tangible assets	0.1	-
Increase in investments in associated companies	(0.3)	-
Security deposits paid	0.0	-
Change in receivables guaranteeing financial payables	2.2	(5.4)
Collection of deferred receivable from sale of BS24 investment	-	16.5
Other changes in investing activities	(0.2)	0.0
<b>Cash flow from financing activities [f]</b>	<b>(11.3)</b>	<b>(7.7)</b>
Net financial interest paid	(4.0)	(2.3)
SACE guaranteed financing	-	(37.5)
Non-convertible senior unsecured bond	-	42.5
Change in medium/long-term bank loans	-	(3.7)
Change in short-term bank loans	(3.9)	(0.8)
Changes in other financial payables and receivables	(0.0)	(3.5)
Other changes in financial assets and liabilities	0.1	(0.0)
Change in payables IFRS 16	(3.6)	(2.3)
<b>Change in financial resources [g=d+e+f]</b>	<b>18.3</b>	<b>(4.5)</b>
Cash and cash equivalents at the beginning of the year	35.7	40.2
Cash and cash equivalents at the end of the year	54.1	35.7
<b>Increase (decrease) for the year</b>	<b>18.3</b>	<b>(4.5)</b>

## Financial Statements of the Parent Company as at 31 December 2022

(data for which auditing has not been completed)

<b>STATEMENT OF FINANCIAL POSITION – IL SOLE 24 ORE S.p.A.</b>		
Euro millions	31.12.2022	31.12.2021
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	44.0	53.8
Goodwill	15.5	15.5
Intangible assets	26.3	31.8
Investments in associates and joint ventures	0.3	-
Non-current financial assets	0.8	0.7
Other non-current assets	18.5	10.3
Deferred tax assets	14.1	20.0
<b>Total</b>	<b>119.5</b>	<b>132.1</b>
<b>Current assets</b>		
Inventories	1.8	1.0
Trade receivables	62.3	64.5
Other receivables	1.3	2.8
Other current financial assets	4.0	5.5
Other current assets	5.6	5.3
Cash and cash equivalents	47.6	30.6
<b>Total</b>	<b>122.6</b>	<b>109.6</b>
Assets available for sale	-	-
<b>TOTAL ASSETS</b>	<b>242.0</b>	<b>241.7</b>



**STATEMENT OF FINANCIAL POSITION – IL SOLE 24 ORE S.p.A. (CONTINUED)**

Euro millions	31.12.2022	31.12.2021
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	0.6	0.6
Capital reserves	19.5	19.5
Employee severance indemnity (TFR) reserve - IAS adjustment	(3.9)	(5.3)
Profits (losses) carried forward	(0.8)	20.2
Profit (loss) for the year	0.6	(21.0)
<b>Total equity</b>	<b>15.9</b>	<b>13.9</b>
<b>Non-current liabilities</b>		
Non-current financial liabilities	78.4	81.6
Employee benefits	10.2	14.8
Deferred tax liabilities	4.3	5.2
Provisions for risks and charges	6.7	8.4
Other non-current liabilities	6.6	9.4
<b>Total</b>	<b>106.0</b>	<b>119.3</b>
<b>Current liabilities</b>		
Bank overdrafts and loans - due within one year	14.1	15.8
Other current financial liabilities	12.6	10.2
Trade payables	73.3	62.1
Other current liabilities	0.7	0.2
Other payables	19.4	20.3
<b>Total</b>	<b>120.1</b>	<b>108.5</b>
Liabilities available for sale	-	-
<b>Total liabilities</b>	<b>226.1</b>	<b>227.8</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>242.0</b>	<b>241.7</b>

**STATEMENT OF PROFIT (LOSS) – IL SOLE 24 ORE S.p.A.**

Euro millions	FY 2022	FY 2021
<b>1) Continuing operations</b>		
<b>Revenues</b>	<b>194.1</b>	<b>193.3</b>
Other operating income	8.8	5.0
Personnel costs	(71.9)	(88.0)
Change in inventories	0.8	(0.7)
Purchases of raw and consumable materials	(5.2)	(3.3)
Costs for services	(84.7)	(82.6)
Costs for rents and leases	(6.0)	(5.3)
Other operating expenses	(2.1)	(2.3)
Provisions	(1.7)	(2.4)
Bad debt	(2.4)	(2.3)
<b>Gross operating margin</b>	<b>29.6</b>	<b>11.5</b>
Amortization of intangible assets	(7.7)	(8.4)
Depreciation of tangible assets	(8.1)	(8.8)
Change in value of tangible and intangible assets	(3.9)	(7.7)
Gains/losses on disposal of non-current assets	0.1	0.1
<b>Operating profit (loss)</b>	<b>9.9</b>	<b>(13.3)</b>
Financial income	0.6	0.7
Financial expenses	(4.8)	(4.4)
<b>Total financial income (expenses)</b>	<b>(4.2)</b>	<b>(3.7)</b>
Other income (expenses) from investment assets and liabilities	1.4	(2.6)
<b>Profit (loss) before taxes</b>	<b>7.1</b>	<b>(19.6)</b>
Income taxes	(6.5)	(1.4)
<b>Profit (loss) from continuing operations</b>	<b>0.6</b>	<b>(21.0)</b>
<b>2) Assets held for sale</b>		
<b>Profit (loss) from assets held for sale</b>	<b>-</b>	<b>-</b>
<b>Net profit (loss)</b>	<b>0.6</b>	<b>(21.0)</b>

**STATEMENT OF CASH FLOWS – IL SOLE 24 ORE S.p.A.**

Euro millions	FY 2022	FY 2021
<b>Statement items</b>		
Profit (loss) before taxes [a]	7.1	(19.6)
<b>Adjustments [b]</b>	<b>20.0</b>	<b>45.5</b>
Amortization/Depreciation	15.8	17.2
(Gains) losses	(0.1)	(0.1)
Effect of valuation of investments	(3.5)	2.6
Allocation and (release) of provisions for risks and charges	0.0	0.5
Restructuring expenses	(0.6)	13.9
Provision for employee benefits	0.1	0.1
Change in value of tangible and intangible assets	3.9	7.7
Financial income and expenses	4.2	3.7
<b>Changes in operating net working capital [c]</b>	<b>6.2</b>	<b>(27.5)</b>
Change in inventories	(0.8)	0.7
Change in trade receivables	2.2	(7.5)
Change in trade payables	11.2	(14.5)
Income tax payments	(0.5)	-
Other changes in net working capital	(6.1)	(6.1)
<b>Total cash flow from operating activities [d=a+b+c]</b>	<b>33.3</b>	<b>(1.6)</b>
<b>Cash flow from investing activities [e]</b>	<b>(5.5)</b>	<b>0.4</b>
Investments in intangible and tangible assets	(7.4)	(10.7)
Proceeds from the sale of intangible and tangible assets	0.1	-
Increase in investments in associated companies	(0.3)	-
Security deposits paid	0.0	-
Change in receivables guaranteeing financial payables	2.2	(5.4)
Collection of deferred receivable from sale of BS24 investment	-	16.5
Other changes in investing activities	(0.1)	-
<b>Cash flow from financing activities [f]</b>	<b>(10.7)</b>	<b>(4.1)</b>
Net financial interest paid	(4.0)	(2.3)
SACE guaranteed financing	-	(37.5)
Non-convertible senior unsecured bond	-	42.5
Change in medium/long-term bank loans	-	(3.7)
Change in short-term bank loans	(3.9)	(0.8)
Changes in other financial payables and receivables	0.4	(3.5)
Other changes in financial assets and liabilities	(0.0)	3.4
Change in payables IFRS 16	(3.3)	(2.2)
<b>Change in financial resources [g=d+e+f]</b>	<b>17.0</b>	<b>(5.4)</b>
Cash and cash equivalents at the beginning of the year	30.6	36.0
Cash and cash equivalents at the end of the year	47.6	30.6
<b>Increase (decrease) for the year</b>	<b>17.0</b>	<b>(5.4)</b>

**Additions at the request of Consob pursuant to Article 114 of Legislative Decree 58/1998**

**Update as at 31 December 2022**

**The net financial position of Il Sole 24 ORE S.p.A. and the 24 ORE Group, showing the short-term components separately from the medium/long-term components**

The statement of Net Financial Position incorporates the ESMA guidelines on Disclosure Requirements under the “Prospectus Regulation” of 4 March 2021 (ESMA 32-382-1138) and Consob Warning Notice No. 5/21 of 29 April 2021.

<b>NET FINANCIAL POSITION OF THE 24 ORE GROUP</b>		
Euro thousands	31.12.2022	31.12.2021
A. Cash	190	102
B. Cash equivalents	53,876	35,642
C. Other current financial assets	4,279	5,641
<b>D. Liquidity (A + B + C)</b>	<b>58,345</b>	<b>41,385</b>
E. Current financial payable	(14,081)	(15,779)
F. Current portion of the non-current financial payable	(8,929)	(6,991)
<b>G. Current financial debt (E + F)</b>	<b>(23,010)</b>	<b>(22,771)</b>
<b>H. Current net financial position (G + D)</b>	<b>35,335</b>	<b>18,614</b>
I. Non-current financial payable	(36,197)	(39,828)
J. Debt instruments	(42,940)	(42,635)
K. Trade payables and other non-current payables	-	-
<b>L. Non-current financial debt (I + J + K)</b>	<b>(79,138)</b>	<b>(82,464)</b>
<b>M. Net financial position (H + L)</b>	<b>(43,803)</b>	<b>(63,849)</b>

The **net financial position** at 31 December 2022 was a negative Euro 43.8 million and compares with a negative Euro 63.8 million at 31 December 2021, an improvement of Euro 20.0 million. The change in the net financial position is mainly related to the trend in net working capital included in the cash flows of operating activities, as well as the receipts of Euro 2.6 million, deriving from the approval of the partial settlement of the liability action pursuant to Articles 2392 and 2393 of the Italian Civil Code, and Euro 5 million, deriving from the partnership agreements entered into with Multiversity S.p.A. in relation to the re-entry into the training business.

Non-current financial debt includes the non-convertible senior unsecured bond with a principal amount of Euro 45 million and a duration of 7 years, intended exclusively for qualified investors, and financial payables arising from the present value of lease payments under agreements for headquarters, broadcasting equipment and cars totalling Euro 35.2 million (Euro 36.9 million at 31 December 2021) in application of IFRS 16.

The Group’s current net financial position as of 31 December 2022 was a positive Euro 35.3 million (positive Euro 18.6 million as at 31 December 2021) and includes Euro 3.3 million restricted as a guarantee for the residual financial payable relating to the indemnity for the early termination of the lease agreement for the Milan – Via Monte Rosa office. Current

financial receivables include Euro 0.7 million in application of IFRS 16. Current financial payables deriving from the present value of lease payments in application of IFRS 16 amounted to Euro 4.8 million.

### Net financial position of the Parent Company

The statement of Net Financial Position incorporates the ESMA guidelines on Disclosure Requirements under the “Prospectus Regulation” of 4 March 2021 (ESMA 32-382-1138) and Consob Warning Notice No. 5/21 of 29 April 2021.

NET FINANCIAL POSITION OF IL SOLE 24 ORE S.p.A.		
Euro thousands	31.12.2022	31.12.2021
A. Cash	31	26
B. Cash equivalents	47,567	30,590
C. Other current financial assets	3,975	5,501
<b>D. Liquidity (A + B + C)</b>	<b>51,573</b>	<b>36,117</b>
E. Current financial payable	(14,081)	(15,779)
F. Current portion of the non-current financial payable	(12,585)	(10,196)
<b>G. Current financial debt (E + F)</b>	<b>(26,667)</b>	<b>(25,976)</b>
<b>H. Current net financial position (G + D)</b>	<b>24,906</b>	<b>10,141</b>
I. Non-current financial payable	(35,477)	(38,952)
J. Debt instruments	(42,940)	(42,635)
K. Trade payables and other non-current payables	-	-
<b>L. Non-current financial debt (I + J + K)</b>	<b>(78,417)</b>	<b>(81,587)</b>
<b>M. Net financial position (H + L)</b>	<b>(53,511)</b>	<b>(71,446)</b>

The **Parent Company’s net financial position** at 31 December 2022 was negative by Euro 53.5 million and compares with a negative Euro 71.4 million at 31 December 2021, an improvement of Euro 17.9 million. The change in the net financial position is mainly related to the trend in net working capital included in the cash flows of operating activities, as well as the receipts of Euro 2.6 million, deriving from the approval of the partial settlement of the liability action pursuant to Articles 2392 and 2393 of the Italian Civil Code, and Euro 5 million, deriving from the partnership agreements entered into with Multiversity S.p.A. in relation to the re-entry into the training business.

Non-current financial debt includes the non-convertible senior unsecured bond with a principal amount of Euro 45 million and a duration of 7 years, intended exclusively for qualified investors, and financial payables arising from the present value of lease payments under agreements for headquarters, broadcasting equipment and cars totalling Euro 34.5 million (Euro 36.0 million at 31 December 2021) in application of IFRS 16.

The Company’s current net financial position as of 31 December 2022 was a positive Euro 24.9 million (positive Euro 10.1 million as at 31 December 2021) and includes Euro 3.3 million restricted as a guarantee for the residual financial payable relating to the indemnity for the early termination of the lease agreement for the Milan – Via Monte Rosa office. Current financial receivables include Euro 0.6 million in application of IFRS 16. Current financial payables deriving from the present value of lease payments in application of IFRS 16 amounted to Euro 4.7 million.

The past due debt positions of the Company and the Group, broken down by type (financial, commercial, tax, social security and employee) and any related creditor reaction initiatives (reminders, injunctions, suspension of supplies, etc.)

**Past due debt positions of the 24 ORE Group broken down by type at 31 December 2022**

<b>PAST DUE DEBT POSITIONS OF THE 24 ORE GROUP</b>									
values in Euro thousands	Breakdown of payables by days past due								total past due
	0-30	31-60	61-90	91-120	121-150	151-180	181-210	Over 210	
Financial payables	-	-	-	-	-	-	-	-	-
Trade payables	264	21	18	3	1	6	3	584	901
Social security payables	-	-	-	-	-	-	-	-	-
Payables to employees	-	-	-	-	-	-	-	-	-
Tax payables	-	-	-	-	-	-	-	-	-
	<b>264</b>	<b>21</b>	<b>18</b>	<b>3</b>	<b>1</b>	<b>6</b>	<b>3</b>	<b>584</b>	<b>901</b>

**Past due debt positions of Il Sole 24 ORE S.p.A. broken down by type at 31 December 2022**

<b>PAST DUE DEBT POSITIONS OF IL SOLE 24 ORE S.p.A.</b>									
values in Euro thousands	Breakdown of payables by days past due								total past due
	0-30	31-60	61-90	91-120	121-150	151-180	181-210	Over 210	
Financial payables	-	-	-	-	-	-	-	-	-
Trade payables	203	11	18	3	1	5	3	541	785
Social security payables	-	-	-	-	-	-	-	-	-
Payables to employees	-	-	-	-	-	-	-	-	-
Tax payables	-	-	-	-	-	-	-	-	-
	<b>203</b>	<b>11</b>	<b>18</b>	<b>3</b>	<b>1</b>	<b>5</b>	<b>3</b>	<b>541</b>	<b>785</b>

The past due debt positions of the 24 ORE Group and the Parent Company Il Sole 24 ORE S.p.A. refer to trade payables.

With regard to past due amounts exceeding 210 days, it is noted that this past due amount includes suppliers blocked for disputed claims that amount to a total of Euro 336 thousand for the Parent Company.

On 29 April 2021, a summons was served to the Court of Milan for the resumption of an injunction, issued in 2018 by the Court of Rome and then, by judgement No. 1547/2021 of 28 January 2021, revoked by the same Court which had declared itself not to have territorial jurisdiction. On 25 July 2022, the Court of Milan dismissed the counterparty's claims, awarding the costs of the litigation. On 27 February 2023, the other party served a writ of summons on appeal against the aforementioned judgement of the Court of Milan, setting the first appearance hearing for 22 June 2023.

As far as creditor initiatives are concerned, it is noted that the reminders received are part of normal administrative operations. At the date of the Annual Financial Report at 31 December 2022, there is no evidence of any further injunctions received in relation to the above debt positions and no suspensions in supply have been implemented that would compromise normal business operations.

**The main changes in the related party transactions of this Company and Group since the last Annual or Half-Yearly Financial Report approved in accordance with Article 154-ter of the Consolidated Law on Finance (TUF) are as follows**

<b>TRANSACTIONS WITH RELATED PARTIES – CONSOLIDATED AT 31 DECEMBER 2022</b>								
Company	Receivables and other assets	Financial receivables	Payables and other liabilities	Financial payables	Operating revenues and income	Costs	Financial income	Financial expenses
Confederazione Generale dell'Industria Italiana (General Confederation of Italian Industry)	-	-	-	-	50	-	-	-
<b>Total Parent Company</b>	-	-	-	-	50	-	-	-
Sole 24 ORE Formazione S.p.A.	-	-	-	-	-	-	-	-
<b>Total associated companies</b>	-	-	-	-	-	-	-	-
Key Executives	-	-	(582)	-	-	(2,636)	-	-
Board of Directors	-	-	(514)	-	-	(1,388)	-	-
Board of Statutory Auditors	-	-	(149)	-	-	(218)	-	-
Other related parties	108	-	(9)	-	367	(198)	-	-
<b>Total other related parties</b>	108	-	(1,255)	-	367	(4,440)	-	-
<b>Total related parties</b>	108	-	(1,255)	-	417	(4,440)	-	-

Trade receivables and other assets from other related parties mainly refer to:

- sale of newspapers, books and magazines;
- sale of subscription electronic products;
- sale of advertising space.

Revenues relate primarily to the sale of advertising space in proprietary publications and subscriptions to the newspaper.

In accordance with the RPT Regulation and the Consob Regulation, the Company updates the Company's Register of Related Parties at least every six months. In line with the RPT Regulation and the Consob Regulation, the Company lastly identified, on 31 December 2022, through specific declaration forms addressed to "Related Parties" as per Annex 1 of the Consob Regulation to which the RPT Regulation refers, its direct and indirect Related Parties.

As at 31 December 2022, Key Executives ("DIRS") are: Federico Silvestri – General Manager Media & Business; Karen Sylvie Nahum – General Manager Publishing & Digital; Eraldo Minella – General Manager Professional Services and Training; Romeo Marrocchio – Central Director Personnel and Organization. On 11 November 2022, Paolo Fietta, Corporate General Manager and Chief Financial Officer and Manager in charge of financial reporting pursuant to Article 154-bis of Legislative Decree No. 58 of 24 February 1998, resigned.

On 27 April 2022, the Shareholders' Meeting appointed the Board of Directors and the Board of Statutory Auditors that will remain in office until the Meeting that will be called to approve the Financial Statements for the year 2024. For more information, please refer to the press releases previously issued on 27 April 2022.

On 9 November 2022, Il Sole 24 ORE S.p.A., following the stipulation of the partnership in the training market with the Multiversity Group, dated 3 October 2022, executed the commitments undertaken in the aforementioned agreement by completing the preliminary activities for the start of the collaboration with the Multiversity Group. In the context of these activities, the 85% stake in the share capital of the subsidiary Sole 24 ORE Formazione S.p.A., incorporated on 12 October 2022, was sold. The company is listed as an equity

investment in associated companies as a result of the signing of governance clauses agreed with the shareholders, which de facto result in “significant influence” over the company.

On 10 November 2022, Fabio Domenico Vaccarone and Chiara Laudanna resigned from the position as Independent Director of Il Sole 24 ORE S.p.A.

On 20 December 2022, the Board of Directors, at the proposal of the Appointments and Remuneration Committee and with a resolution approved by the Board of Statutory Auditors, co-opted Roberta Cocco as a Non-Independent Non-Executive Director and Gianmario Verona as an Independent Non-Executive Director. Pursuant to Article 2386 of the Italian Civil Code and the Articles of Association in force, the new Directors will hold office until the next Shareholders’ Meeting.

There have been no changes in existing contractual relationships since the situation relating to the last approved Half-Yearly Financial Report.

TRANSACTIONS WITH RELATED PARTIES – PARENT COMPANY AT 31 DECEMBER 2022								
Company	Receivables and other assets	Financial receivables	Payables and other liabilities	Financial payables	Operating revenues and income	Costs	Financial income	Financial expenses
Confederazione Generale dell’Industria Italiana (General Confederation of Italian Industry)	-	-	-	-	50	-	-	-
<b>Total Parent Company</b>	-	-	-	-	50	-	-	-
24 ORE Cultura S.r.l.	1,359	-	(803)	(2,465)	1,091	(1,005)	-	(103)
Il Sole 24 ORE Eventi S.r.l.	718	-	(1,334)	(1,499)	1,309	(3,136)	-	(73)
Il Sole 24 ORE UK Ltd	-	-	(370)	-	-	(470)	-	-
Il Sole 24 ORE U.S.A. Inc.	-	-	(201)	-	64	(549)	-	-
<b>Total Subsidiaries</b>	<b>2,077</b>	-	<b>(2,708)</b>	<b>(3,965)</b>	<b>2,464</b>	<b>(5,160)</b>	-	<b>(176)</b>
Sole 24 ORE Formazione S.p.A.	-	-	-	-	-	-	-	-
<b>Total associated companies</b>	-	-	-	-	-	-	-	-
Key Executives	-	-	(582)	-	-	(2,636)	-	-
Board of Directors	-	-	(514)	-	-	(1,388)	-	-
Board of Statutory Auditors	-	-	(134)	-	-	(196)	-	-
Other related parties	94	-	(9)	-	356	(198)	-	-
<b>Total other related parties</b>	<b>94</b>	-	<b>(1,239)</b>	-	<b>356</b>	<b>(4,418)</b>	-	-
<b>Total related parties</b>	<b>2,171</b>	-	<b>(3,947)</b>	<b>(3,965)</b>	<b>2,871</b>	<b>(9,578)</b>	-	<b>(176)</b>

Trade receivables and other assets from other related parties mainly refer to:

- sale of newspapers, books and magazines;
- sale of subscription electronic products;
- sale of advertising space in its proprietary publications;
- receivables for corporate services;
- receivables for advertising space brokerage activities;
- receivables from tax consolidation and VAT.

Trade payables/other payables mainly refer to:

- payables to the subsidiary Il Sole 24 ORE UK Ltd., for commercial brokerage activities relating to the sale of advertising space in the United Kingdom;
- payables to the subsidiary Il Sole 24 ORE Eventi S.r.l., for commercial brokerage activities relating to the organization of events on behalf of the Parent Company;
- trade payables for services to Il Sole 24 ORE U.S.A. Inc.;
- payables for services and editorial services;



- payables for the purchase of information;
- payables from tax consolidation and VAT consolidation.

Financial payables relate to current account relations with the subsidiary 24 ORE Cultura S.r.l. and the subsidiary Il Sole 24 ORE Eventi S.r.l.

Operating revenues and income mainly refer to:

- sale of newspapers, books and magazines;
- sale of subscription electronic products;
- sale of advertising space in its proprietary publications;
- debit of centralized services to Group companies.

Costs mainly refer to:

- contractual agreement with the subsidiary Il Sole 24 ORE UK Ltd., for commercial brokerage activities relating to the sale of advertising space in the United Kingdom;
- contractual agreement with the subsidiary Il Sole 24 ORE U.S.A Inc. for the provision of services;
- contractual agreement with the subsidiary Il Sole 24 ORE Eventi S.r.l., for commercial brokerage activities relating to the sale of advertising space and for its share of the sponsorship of events.

In accordance with the RPT Regulation and the Consob Regulation, the Company updates the Company's Register of Related Parties at least every six months. In line with the RPT Regulation and the Consob Regulation, the Company lastly identified, on 31 December 2022, through specific declaration forms addressed to "Related Parties" as per Annex 1 of the Consob Regulation to which the RPT Regulation refers, its direct and indirect Related Parties.

As at 31 December 2022, Key Executives ("DIRS") are: Federico Silvestri – General Manager Media & Business; Karen Sylvie Nahum – General Manager Publishing & Digital; Eraldo Minella – General Manager Professional Services and Training; Romeo Marocchio – Central Director Personnel and Organization. On 11 November 2022, Paolo Fietta, Corporate General Manager and Chief Financial Officer and Manager in charge of financial reporting pursuant to Article 154-*bis* of Legislative Decree No. 58 of 24 February 1998, resigned.

On 27 April 2022, the Shareholders' Meeting appointed the Board of Directors and the Board of Statutory Auditors that will remain in office until the Meeting that will be called to approve the Financial Statements for the year 2024. For more information, please refer to the press releases previously issued on 27 April 2022.

On 12 October 2022, Il Sole 24 ORE S.p.A. established the company Sole 24 ORE Formazione S.p.A., operating in the training sector, with a 100% shareholding of Euro 50 thousand. On 9 November 2022, Il Sole 24 ORE S.p.A., following the stipulation of the partnership in the training market with the Multiversity Group, dated 3 October 2022, executed the commitments undertaken in the aforementioned agreement by completing the preliminary activities for the start of the collaboration with the Multiversity Group. In the context of these activities, the 85% stake in the share capital of the subsidiary Sole 24 ORE Formazione S.p.A. was sold. The company is listed as an equity investment in associated companies as a result of the signing of governance clauses agreed with the shareholders, which de facto result in "significant influence" over the company.

On 10 November 2022, Fabio Domenico Vaccarone and Chiara Laudanna resigned from the position as Independent Director of Il Sole 24 ORE S.p.A.

On 20 December 2022, the Board of Directors, at the proposal of the Appointments and Remuneration Committee and with a resolution approved by the Board of Statutory Auditors, co-opted Roberta Cocco as a Non-Independent Non-Executive Director and Gianmario Verona as an Independent Non-Executive Director. Pursuant to Article 2386 of the Italian Civil Code and the Articles of Association in force, the new Directors will hold office until the next Shareholders' Meeting.

There have been no changes in existing contractual relationships since the situation relating to the last approved Half-Yearly Financial Report.

**Non-compliance with covenants, negative pledges and any other clause of the Group's debt that imposes restrictions on the use of financial resources, with an indication of the degree of compliance with these clauses at the date of the financial statements**

On 20 July 2020, the Company entered into an agreement with Monterosa SPV to extend the maturity of the transaction until December 2026; however, it should be noted that the agreement provides for the option to terminate operations by either party at the end of each calendar half-year.

The maximum total amount that can be financed is Euro 50.0 million; at 31 December 2022, the line of credit for the securitization of trade receivables with recourse (for a total amount of Euro 20.0 million) had been used for Euro 14.1 million.

The securitization contract does not provide for financial covenants but does provide for causes of impediment to the acquisition of the Company's portfolios of receivables, which, if not remedied, could result in the termination of the contract. At 31 December 2022, there were no causes of impediment to purchase and/or material events that would result in contract termination.

On 23 July 2021, Il Sole 24 ORE S.p.A. signed the agreements with Goldman Sachs International, MPS Capital Services and Banca Popolare di Sondrio functional to the issuance of a non-convertible senior unsecured bond for a principal amount of Euro 45 million and a duration of 7 years, with bullet repayment at maturity, intended exclusively for qualified investors, exempt from the rules on public offerings set forth in Regulation (EU) 2017/1129 and according to Regulation S of the U.S. Securities Act of 1933.

The bonds were issued on 29 July 2021 and placed at an issue price equal to 99% of the nominal value of these securities, with a coupon of 4.950% and annual payment. The bonds are governed by English law save in respect of matters governed by Italian law and are listed from 29 July 2021 on the "Euro MTF" multilateral trading facility of the Luxembourg Stock Exchange. The notes representing the bond have not been assigned a rating. On 1 November 2021, the bonds were also listed on the "ExtraMOT PRO" multilateral trading facility of Borsa Italiana S.p.A., under the same terms and conditions.

The regulation of the bond requires compliance with a covenant on an incurrence basis relating to the ratio between the net financial position and EBITDA of the 24 ORE Group, applicable only in the case of any new debt.

The terms and conditions of the bond also include clauses that are standard practice for this type of transaction, such as negative pledge, *pari passu*, change of control, and some specific

provisions that provide for optional and/or mandatory early repayment upon the occurrence of certain events. Further details regarding the terms and conditions of this bond issue are available in the “Listing Particulars” document dated 29 July 2021 and available on the Company’s website.

The bond issue allowed the Company to further strengthen its financial structure, providing it with the flexibility and resources to carry out the investments and actions planned over the Plan period, which are necessary to develop revenues and achieve greater operating efficiency.

**The status of implementation of the business plan, highlighting any deviations from the actual figures compared to those forecast**

On 25 February 2022, the Company’s Board of Directors approved the 2022-2025 Plan, which confirms the strategic direction of the previous 2021-2024 Plan, updated in its development also in light of the changed market environment.

Below is a comparison of the 2022 consolidated economic results with the 2022 forecast figures of the 2022-2025 Plan approved by the Board of Directors on 25 February 2022.

FINAL 2022 VS PLAN 2022		
Euro millions	FY 2022	Plan 2022
Revenues	212	216
EBITDA	32	26
EBIT	11	6

The macroeconomic and geopolitical scenario of FY 2022 was characterised by elements of uncertainty such as the ongoing conflict in Ukraine, a sharp rise in inflation, rising interest rates, the residual effects of Covid-19 and rising commodity and energy costs. In this context, the 24 ORE Group recorded lower-than-expected revenue growth, also as a result of the revision of some initiatives envisaged in the 2022-2025 Plan and a rescheduling of their launch times, as well as a slower post-pandemic recovery of the activities of the subsidiary 24 ORE Cultura S.r.l.

FY 2022 EBITDA compared to the 2022-2025 Plan incorporated higher non-recurring income mainly attributable to: *i*) contributions obtained by the company 24 ORE Cultura S.r.l. to support businesses following the health emergency caused by the spread of the Covid-19 virus; *ii*) release of the residual risk provision, allocated in the 2016 financial statements for the restatement of contingent liabilities, including tax liabilities connected to the outcome of criminal proceeding No. 5783/17 R.G.N.R.; and *iii*) partial restatement of restructuring expenses to personnel.

The variance in EBIT for FY 2022 compared to the 2022-2025 Plan includes, in addition to the above-mentioned EBITDA, a Euro 5.7 million write-down of assets, of which Euro 4.3 million following the results of the impairment test, substantially offset by the Euro 1.5 million gain following the recognition of the sublease of two floors of the Milan office and lower depreciation and amortisation following the time rescheduling of the investments envisaged in the 2022-2025 Plan.

On 21 February 2023, the Company’s Board of Directors approved the 2023-2026 Plan, which confirms the Group’s constant and sustainable growth through the digitisation of

products and processes, globalisation and continuous brand enhancement. The growth in revenues and margins is also confirmed in the changed geopolitical, economic and market environment.

The evolution of the reference context has led to a revision of some initiatives included in the previous 2022-2025 Plan and to a rescheduling of the timing of their launch at the same time as the introduction of several new business initiatives.

The 2023-2026 Plan has three basic development pillars:

- ✓ digitisation of products and processes with a further acceleration and drive, from a digital first and platform neutral perspective, towards the creation and production of quality content in the various formats, focusing on the integration of the various business units, innovation and the use of customer base usage data;
- ✓ globalisation in every segment with the strengthening of existing partnerships with some of the leading international news organisations;
- ✓ brand enhancement both in the training business and with the development of new products and services dedicated to professionals in the field of innovation and sustainability.

The 2023-2026 Plan also envisages a further drive on investments enabling the Group's digital transformation and process optimisation, with a time rescheduling compared to the previous 2022-2025 Plan.

In light of the uncertainties of the macroeconomic and geopolitical scenario characterised by the conflict in Ukraine, a sharp upturn in inflation, rising interest rates and the residual effects of Covid-19, the 2023-2026 Plan although reflecting the increase in the incidence of raw material and energy costs and operating costs – with a consequent reduction in expected margins compared to the previous 2022-2025 Plan prepared in a context radically different from the current one – confirms a gradual year-on-year improvement in the main economic and financial indicators, with Euro 250 million in revenues expected in 2026 and a net financial position expected to progressively improve over the Plan period.

The main forecast economic indicators expected in the 2023-2026 Plan are shown below:

<b>2023-2026 PLAN</b>		
Euro millions	Plan 2023	Plan 2026
Revenues	220	250
EBITDA	24	44
EBIT	9	23

The main forecast economic indicators expected in the previous 2022-2025 Plan are shown below:

<b>2022-2025 PLAN</b>		
Euro millions	Plan 2022	Plan 2025
Revenues	216	246
EBITDA	26	47
EBIT	6	26

It should be noted that the forward-looking figures represented in the 2023-2026 Plan are strategic objectives established as part of corporate planning.

The development of the 2023-2026 Plan was based on, among other things: (i) general and hypothetical assumptions, as well as discretionary assumptions, and (ii) a series of estimates and hypotheses relating to the implementation by the Directors of specific actions to be undertaken in the reference time period, or relating to future events that the Directors can only partially influence and that may not occur or may vary during the Plan period.

The realization of the objectives and the achievement of the results envisaged by the 2023 - 2026 Plan depend not only on the actual realization of the volume of revenues indicated, but also on the effectiveness of the actions identified and the implementation of these actions, in accordance with the time frame and economic impacts assumed.

If the Group's results were to differ significantly from those forecast in the 2023 -2026 Plan, there could be adverse effects on the Group's financial position and prospects.

The Group constantly monitors both the performance of the reference markets in relation to the assumptions of the Plan and any repercussions that may arise from the evolution of the geopolitical and macroeconomic context, and the implementation of the actions set forth in the 2023-2026 Plan, while maintaining proactive and constant attention to the containment of all costs and the identification of initiatives that can further mitigate the risk linked to revenues to protect profitability and expected cash flows.

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The Manager in charge of financial reporting, Emilio Bernacchi, 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.

*For more information:*

*Investor Relations:*

Raffaella Romano

Tel.: 02 30223728

email: [investor.relations@ilsole24ore.com](mailto:investor.relations@ilsole24ore.com)

*Communications and External Relations:*

Ginevra Cozzi

Mobile 335 1350144

email: [ginevra.cozzi@ilsole24ore.com](mailto:ginevra.cozzi@ilsole24ore.com)