

PRESS RELEASE PUBLISHED BY IL SOLE 24 ORE S.P.A. AT THE REQUEST OF ZENIT S.P.A.

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VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY ZENIT S.P.A. ON ALL THE SPECIAL SHARES OF IL SOLE 24 ORE S.P.A

## PRESS RELEASE

Pursuant to Article 102, paragraph 3, of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented ("CFA"), and Article 37-*ter* of the regulation adopted by Consob with resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation")

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## OFFER DOCUMENT FILED WITH CONSOB

**Rome, 28 April 2025** – Pursuant to, and for the purposes of, Article 102, paragraph 3, of the CFA and Article 37-*ter* of the Issuers' Regulations, Zenit S.p.A. ("**Zenit**" or the "**Offeror**"), a company whose share capital is wholly owned by Confindustria Servizi S.p.A, which in turn is wholly owned by Confindustria – *Confederazione Generale dell'Industria Italiana*, hereby announces that, on the date hereof, it has today filed with the *Commissione Nazionale per le Società e la Borsa* ("**Consob**") the offer document (the "**Offer Document**"), intended for publication, related to the voluntary public tender offer launched by Zenit pursuant to Articles 102 *et seq.* of the CFA (the "**Offer**") on the special shares (the "**Shares**" or the "**Special Shares**") of Il Sole 24 Ore S.p.A. ("**Il Sole 24 Ore**" or the "**Issuer**"), a company with special shares listed on Euronext Milan, organized and managed by Borsa Italiana S.p.A. ("**EXM**").

The Offer is launched on all the Special Shares, other than no. 37,995,082 Special Shares held by Confindustria (representing approximately 67.432% of the share capital represented by Special Shares of Il Sole 24 Ore), and no. 330,202 treasury shares held by Il Sole 24 Ore (representing approximately 0.586% of the share capital represented by Special Shares of Il Sole 24 Ore). As of today, the Offer concerns a maximum of no. 18,020,513 Special Shares, representing approximately 31.982% of the share capital represented by Special Shares of Il Sole 24 Ore.

The purpose of the Offer is to achieve the delisting of the Special Shares from trading on the EXM.

The Offeror reserves the right to purchase Special Shares outside the Offer, within the limits set by applicable laws and regulations. Such purchases will be disclosed to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation. Accordingly, the number of Special Shares subject to the Offer may be automatically reduced as a result of purchases of Shares made by the Offeror (and/or by persons acting in concert with the Offeror) outside the Offer.

The Offeror will pay a consideration of Euro 1,100 *cum* dividend (*i.e.*, inclusive of any coupons related to dividends distributed by the Issuer) for each Share tendered to the Offer (the "**Consideration**"). The maximum disbursement of the Offer, calculated on the basis of the Consideration and the maximum number of Special Shares subject to the Offer, amounts to Euro 19,822,564.30.

The Offer Document will be published by the Offeror at the end of the review carried out by Consob pursuant to Article 102, paragraph 4, of the CFA.

Until the Offer Document is published, for any matters not expressly indicated, reference should be made to the communication of the Offeror pursuant to Article 102, paragraph 1, of the CFA, and Article 37 of the Issuers' Regulation, published on Confindustria's website ([www.confindustria.it/home](http://www.confindustria.it/home)) and on the Issuer's website ([www.gruppo24ore.ilsole24ore.com](http://www.gruppo24ore.ilsole24ore.com)), which sets forth the legal requirements, the terms, conditions and essential elements of the Offer.

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*The voluntary public tender offer described in this press release has been launched by Zenit S.p.A. on all the special shares of Il Sole 24 Ore S.p.A.*

*This press release does not constitute an offer to purchase or sell the special shares of Il Sole 24 Ore S.p.A.*

*Before the beginning of the acceptance period, as required by applicable law, the Offeror will publish an Offer Document that the shareholders of Il Sole 24 Ore S.p.A. are required to read carefully.*

*The Offer is promoted in Italy, since the special shares are listed on Euronext Milan, organized and managed by Borsa Italiana, and is made, on a non-discriminatory basis and on equal terms, to all shareholders of the Issuer.*

*The Offer will not be promoted or disseminated, directly or indirectly, in the United States of America, Australia, Canada, Japan or any other country where the Offer is not permitted in the absence of authorization from the relevant local authorities or would otherwise violate laws or regulations (the "Other Countries"), nor by using means of communication or international commerce (including, by way of example, postal network, fax, telex, e-mail, telephone or internet) of the United States of America, Australia, Canada, Japan or the Other Countries, nor through any structure of any of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, nor in any other manner.*

*Copies, whether whole or partial, of this press release, of the Offer Document, or of any document relating to the Offer, are not and must not be sent, nor in any way transmitted or otherwise distributed, directly or indirectly, in the United States of America, Australia, Canada, Japan or the Other Countries. Anyone receiving such documents must not distribute, send or transmit them (either by mail or by any other means or instrument of communication or commerce) into the United States of America, Australia, Canada, Japan or the Other Countries.*

*Tendering in the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such laws and, therefore, prior to tendering in the Offer, to verify the existence and applicability of such provisions by contacting their own advisors. Tenders in the Offer resulting from solicitations carried out in violation of the above restrictions will not be accepted.*