

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 38, paragraph 2, 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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PUBLICATION OF THE OFFER DOCUMENT

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Rome, 23 May 2025 – Zenit S.p.A. (the "**Offeror**"), a company whose share capital is wholly owned by Confindustria Servizi S.p.A., which is in turn wholly owned by Confindustria – *Confederazione Generale dell'Industria Italiana* ("**Confindustria**"), hereby announces that, on the date hereof, it has published the offer document, approved by CONSOB by resolution dated 21 May 2025, no. 23560 (the "**Offer Document**"), relating to the voluntary totalitarian public tender offer (the "**Offer**") launched by the Offeror pursuant to Articles 102 *et seq.* of the Legislative Decree No. 58 of 24 February 1998 (the "**CFA**"), on the special shares (the "**Shares**" or "**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. ("**Euronext Milan**").

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) – amounting to a maximum of 18,020,513 Special Shares, representing approximately 31.982% of the share capital represented by Special Shares of Il Sole 24 Ore.

The Offer Document was published today and has been made available to the public for consultation:

- (i) at the registered office of the Offeror, in Rome, Viale Luigi Pasteur No. 6;
- (ii) at the registered office of the Issuer, in Milan, Viale Sarca No. 223;
- (iii) at the offices of the Intermediary in Charge of Coordinating the Collection of Acceptances, in Milan, Largo Mattioli No. 3;
- (iv) at the registered office of the Appointed Intermediaries;
- (v) on the Issuer's website: www.gruppo24ore.ilsole24ore.com;
- (vi) on the website of the Offer's Global Information Agent: www.georgeson.com/it.

The main elements of the Offer, as described in detail in the Offer Document, are outlined below.

The acceptance period for the Offer, as agreed with Borsa Italiana, will last for 20 (twenty) trading days, starting at 8:30 a.m. (Italian time) on 3 June 2025 and ending at 5:30 p.m. (Italian time) on 30 June

2025, inclusive, unless extended and communicated to the market in accordance with applicable regulations (the “**Acceptance Period**”). Therefore, 30 June 2025 will be the last day to accept the Offer, unless the Acceptance Period is extended, without prejudice to a possible Reopening of the Terms (as defined below).

On the fourth trading day following the end of the Acceptance Period, *i.e.*, on 4 July 2025 (the “**Payment Date**”), unless the Acceptance Period is extended, the Offeror will pay each shareholder who has accepted the Offer during the Acceptance Period a consideration of Euro 1.100 *cum dividend* (the “**Consideration**”) for each Share tendered in the Offer.

Should the conditions be met, pursuant to Article 40-*bis* of the Issuers’ Regulation, the Acceptance Period will be reopened for five consecutive trading days, starting from the trading day following the Payment Date – *i.e.*, unless the Acceptance Period is extended, on 7, 8, 9, 10, and 11 July 2025, from 8:30 a.m. to 5:30 p.m. (Italian time) (the “**Reopening of the Terms**”). In such a case, 11 July 2025 would be the last day to accept the Offer.

In the event of a Reopening of the Terms, payment of the Consideration for Shares tendered during this period will take place on the fifth trading day after the close of the Reopening of the Terms, *i.e.*, on 18 July 2025 (unless the Acceptance Period is extended).

The purpose of the Offer is to acquire the entire share capital of the Issuer and, in any case, to achieve the delisting of the Special Shares from trading on the Euronext Milan.

Please refer to the Offer Document for a detailed description of all terms and conditions of the Offer.

Georgeson S.r.l., with its registered office in Rome, Via Nizza No. 128, has been appointed by the Offeror as the global information agent, *i.e.*, the entity responsible for providing information regarding the Offer to all shareholders of the Issuer (the “**Global Information Agent**”).

In order to carry out its duties in connection with the Offer, the Global Information Agent has set up a dedicated email account (opa-ilsole24ore@georgeson.com) and a toll-free number 800 189 041. For calls from abroad, the number +39 06 45230192 is available.

These phone lines will be active throughout the Acceptance Period, on business days, from 9:00 a.m. to 6:00 p.m. (Central European Time). The Global Information Agent’s reference website is www.georgeson.com/it.

THIS PRESS RELEASE SHALL NOT BE RELEASED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR ANY EXCLUDED COUNTRY). THE INFORMATION PROVIDED IN THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN THE UNITED STATES OF AMERICA, IN ANY EXCLUDED COUNTRY OR IN ANY OTHER JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS NOT AUTHORISED OR TO ANY PERSON WHO IS NOT PERMITTED BY LAW TO MAKE SUCH OFFER OR SOLICITATION.

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.

The Offer is made through the publication of the related Offer Document approved by CONSOB. The Offer Document contains a complete description of the terms and conditions of the Offer, including the procedures for acceptance.

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.