



SIMONE S.p.A.: THE SHAREHOLDERS' MEETING AUTHORISES THE PURCHASE PLAN AND DISPOSAL OF OWN SHARES

Milan, 14th March 2024 – The Shareholders' Meeting of Simone S.p.A. ("Simone" or the "Company"), a publishing company listed on Euronext Growth Milan, which met in ordinary session today, under the chairmanship of Luca Misso, resolved to authorise the purchase and disposal of treasury shares pursuant to Articles 2357 et seq. of the Italian Civil Code.

The authorisation to purchase treasury shares is valid for a period of 18 months from the date of this resolution, while the authorisation to dispose of any treasury shares purchased is granted without time limits in order to allow the Board of Directors to avail itself of the utmost flexibility, also in terms of timing, to carry out the acts of disposition of the shares.

The resources for the purchase of treasury shares will come from liquidity, which is already currently invested in other securities and funds, therefore without using the proceeds from the recent capital increase made on the occasion of the admission to trading on Euronext Growth Milan, and without affecting the liquidity useful for current activities and ongoing investments.

The purpose of the authorisation to purchase and dispose is to provide the Company with a useful strategic investment opportunity for the purposes permitted by the relevant legislation, including the purposes contemplated in Article 5 of Regulation (EU) 596/2014 (*Market Abuse Regulation*, hereinafter "MAR") and the practices permitted under Article 13 MAR, including but not limited to:

- support the liquidity of the shares, so as to facilitate smooth trading and avoid price movements that are not in line with market trends, in accordance with current pro-tempore accepted market practices;
- incentivising and retaining employees, collaborators, directors of the Company, any subsidiaries and/or other categories of persons discretionarily chosen by the Board of Directors (in the context of share incentive plans, in whatever form structured e.g. *stock options, stock grants or work-for-equity plans*);
- the use of the shares as consideration in extraordinary transactions, including share exchange transactions, with other parties, to be carried out by way of exchange, contribution or other act of disposition and/or use, including the assignment to the service of bonds convertible into shares of the Company or bonds with warrants;
- to be able to take advantage, where necessary, of investment or divestment opportunities, where considered strategic for the Company, also in relation to available liquidity, all within the terms and in the manner that may be decided by the competent corporate bodies.

Simone S.P.A.

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The Shareholders' Meeting authorised the purchase of treasury shares, in one or more tranches, up to a maximum number that, taking into account the Simone shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital, for a maximum countervalue purchased equal to Euro 450,000 or any different maximum amount provided for by the law in force at the time. It is also specified that the purchase transactions are not instrumental to the reduction of the share capital through the cancellation of the treasury shares purchased.

The Shareholders' Meeting also resolved that treasury share purchase transactions should be carried out on the Euronext Growth Milan multilateral trading system and that the purchase price should be neither lower nor higher by more than 15% compared to the official stock exchange price of the shares recorded by Borsa Italiana S.p.A. in the session prior to each individual transaction, in compliance with the terms and conditions set forth by the applicable laws and regulations, including EU laws, and by the market practices in force from time to time, and in particular

- Shares may not be purchased at a price higher than the higher of the price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made;
- in terms of volume, the daily purchase quantities shall not exceed 25% of the average daily trading volume of Simone's share over the 20 trading days preceding the purchase dates.

The purchase transactions will be carried out in compliance with Articles 2357 et seq. of the Italian Civil Code, Article 25-bis of the Regulation on Issuers - Euronext Growth Milan, Article 132 of Legislative Decree No. 58 of 24 February 1998, Article 144-bis of the Regulation adopted by Consob with resolution 11971 of 14 May 1999, as amended, and any other applicable rules, including the rules set forth in Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as market practices, where applicable.

It is reported that no approval was determined for the effects of Article 44-bis of Consob Regulation No. 11971/1999 (so-called *whitewash*).

Finally, it is noted that the Company does not hold any treasury shares in its portfolio to date.

The notes of the Shareholders' Meeting and the summary report of the voting will be made available to the public on the Company's website www.investors.simone.it, Investor/Shareholders' Meetings section, as well as on Borsa Italiana's website www.borsaitaliana.it, Shares/Documents section, within the terms and according to the procedures set forth by the regulations in force.

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SIMONE SPA

Simone S.p.A., established in Naples in 2011, is a publishing company. It is at the head of the Group of the same name, which includes six companies, Simone S.p.A., Editrice Ardea S.r.l., Dike Giuridica S.r.l., Il Gatto Verde Edizioni S.r.l., Font Cafè S.r.l. and Libri e Professioni S.r.l., and a brand, Edizione Simone, with over fifty years of history. Today, the company is a point of reference for the entire Italian publishing sector, in which it stands out for the large amount of highly specialised content it develops, prints, publishes, promotes and sells. Thanks to its brands, it is able to offer study manuals not only in the legal field but also for public competitions, professional qualifications, university entrance examinations and teaching in schools, not forgetting children's books.

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