

FY16 Results

Investors Presentation

Milan, 21 March 2017

AGENDA

1 – FY16 Highlights

2 – FY16 Results

3 – FY 2017 Outlook

4 – Focus on Business Areas

FY16 Highlights

€ mn

Like-for-like

FY16

4Q16

FY16

Net Revenues



+12.4%

+7.5%

-2.9%

Adj. EBITDA



+48.5%

+28.9%

+20.7%

EBITDA



+15.3%

-27.4%

-8.9%

*Capital gain
from divestures
~€14 mn*

*Capital gain
from divestures
~€21 mn*

Net Result



**Tripled vs
2015**

4.7 millions
(9.2 mn in 4Q 2015)

**More than
doubled vs
2015**

Higher than expected Results

	TARGET		RESULTS	
	<i>Like for like</i>	<i>With M&A</i>	<i>Like for like</i>	<i>With M&A</i>
Revenues	Stable	~+14%	-2.9%	+12.4%
Adjusted EBITDA	Double digit growth	Growth ~+35%	+20.7%	+48.5%
PFN / Reported EBITDA	<2.5x	~ 3.3x (covenant 4.5x)	2.0x	2.8x (covenant 4.5x)

Three years of transformation

2014

- First efficiencies & profitability recovery
- Focus on digital growth

2015

- Asset portfolio **strategic rationalization**
- Improve the operating processes
- Focus on increasing the **operating cash generation**

2016

- ✓ Economic and financial rebalance phase: completed
- ✓ Strategic re-positioning phase: completed

Transformational deals

Rationalization

Acquisitions

Business improvement

Acquisitions

Disposals



BOMPIANI



Consolidated
from 1 April (9M)

Consolidated
from 1 June (7M)

Company
disposal

Branch disposal

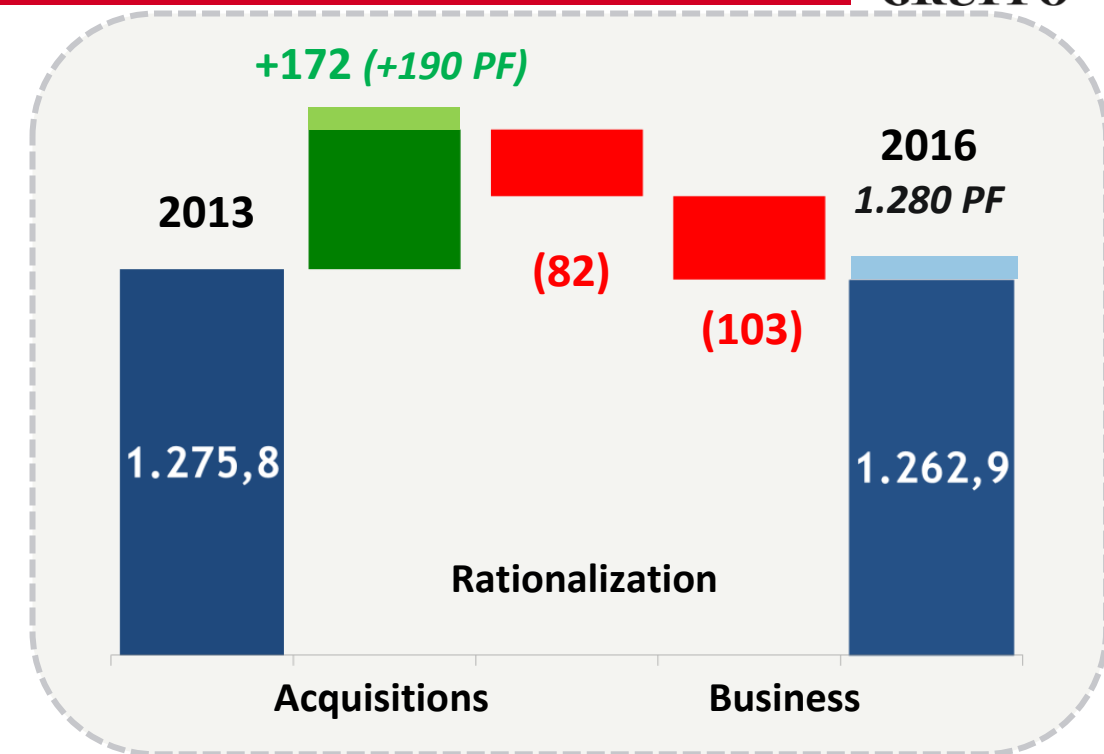
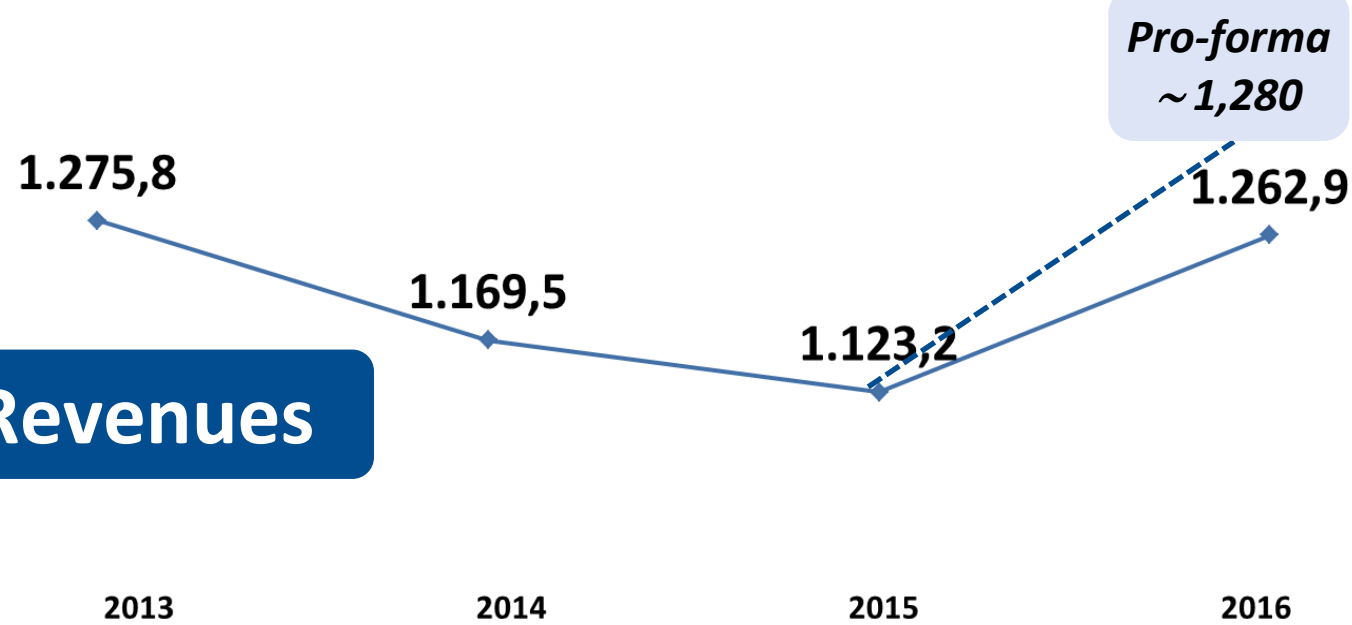
 Disposals due to **Antitrust provision**

 **Strengthening** of the competitive position in the **core businesses**

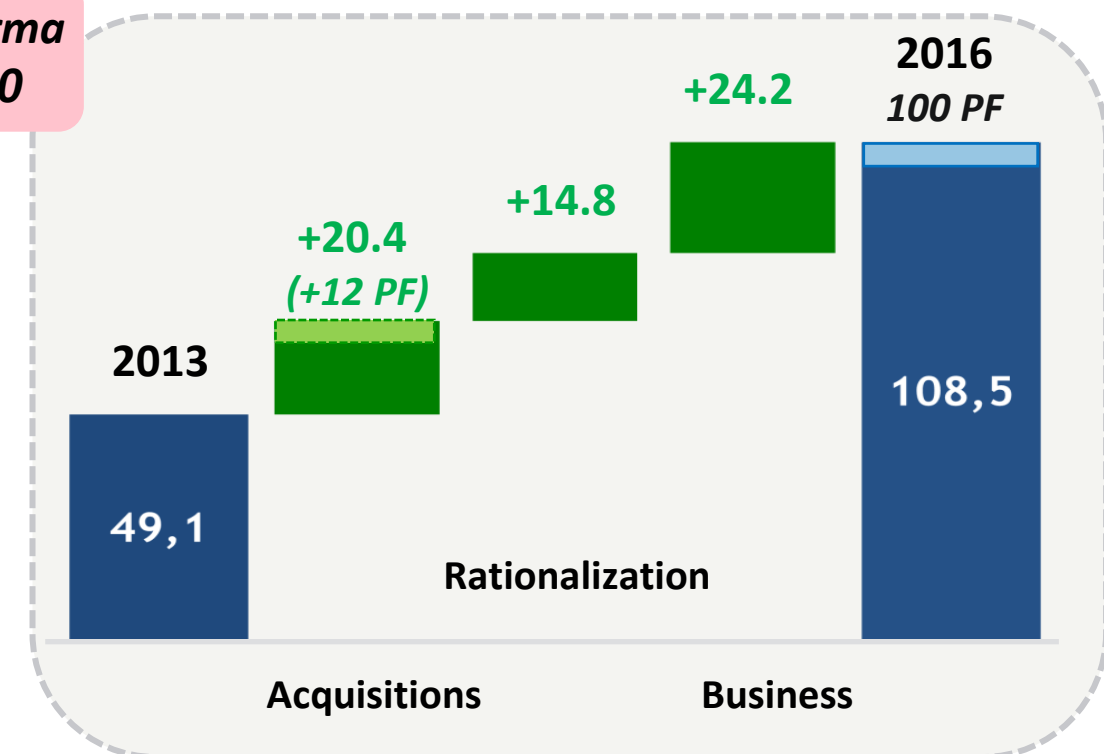
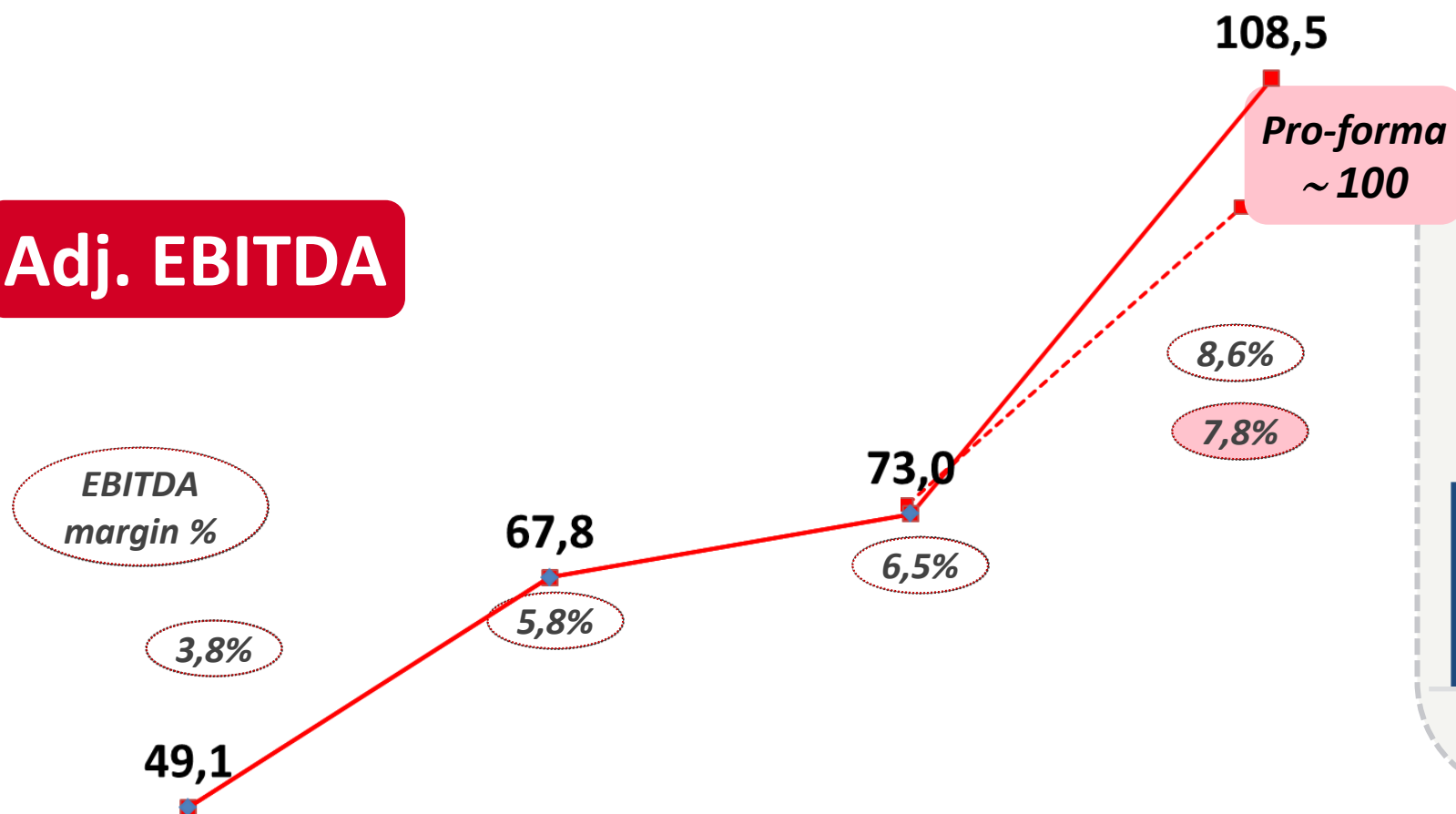
FY16 Highlights – 3 ys. Evolution

€ mn

Revenues



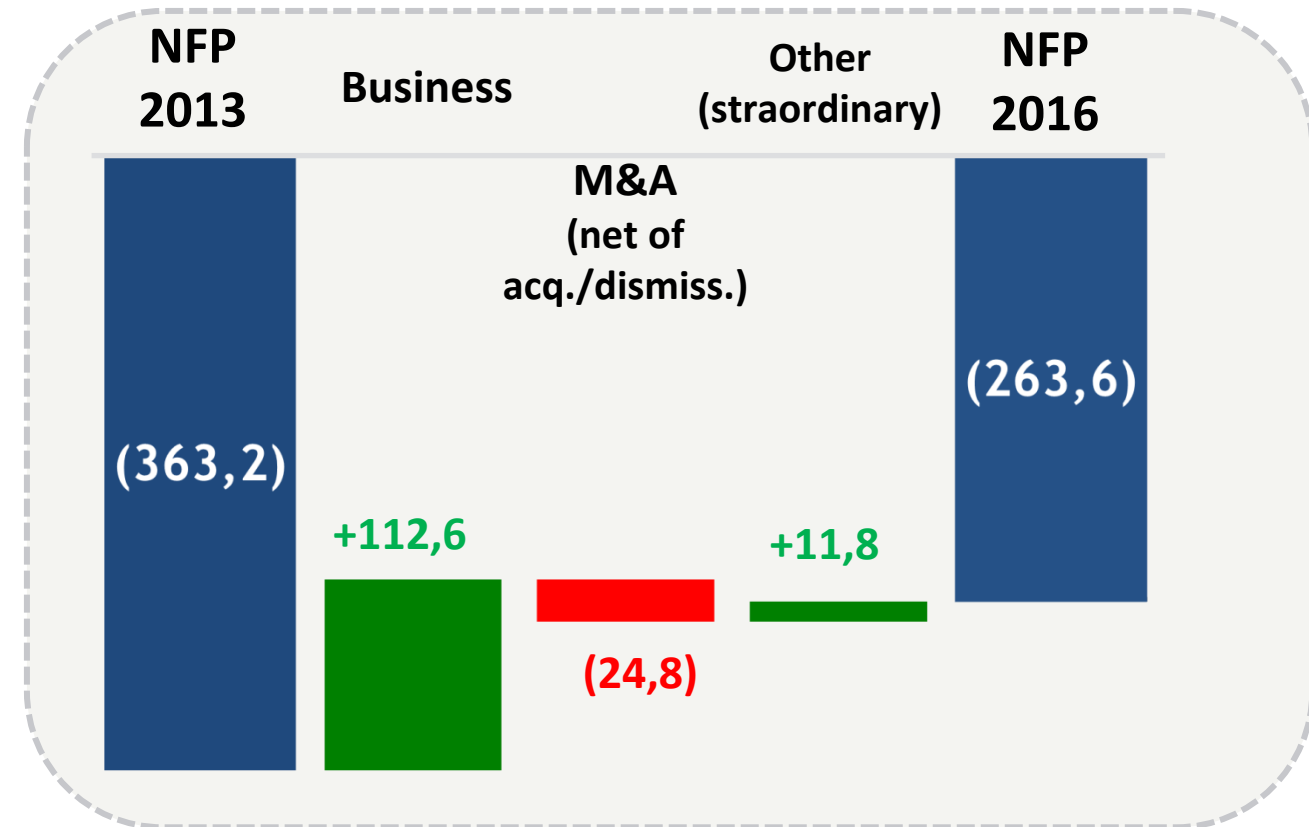
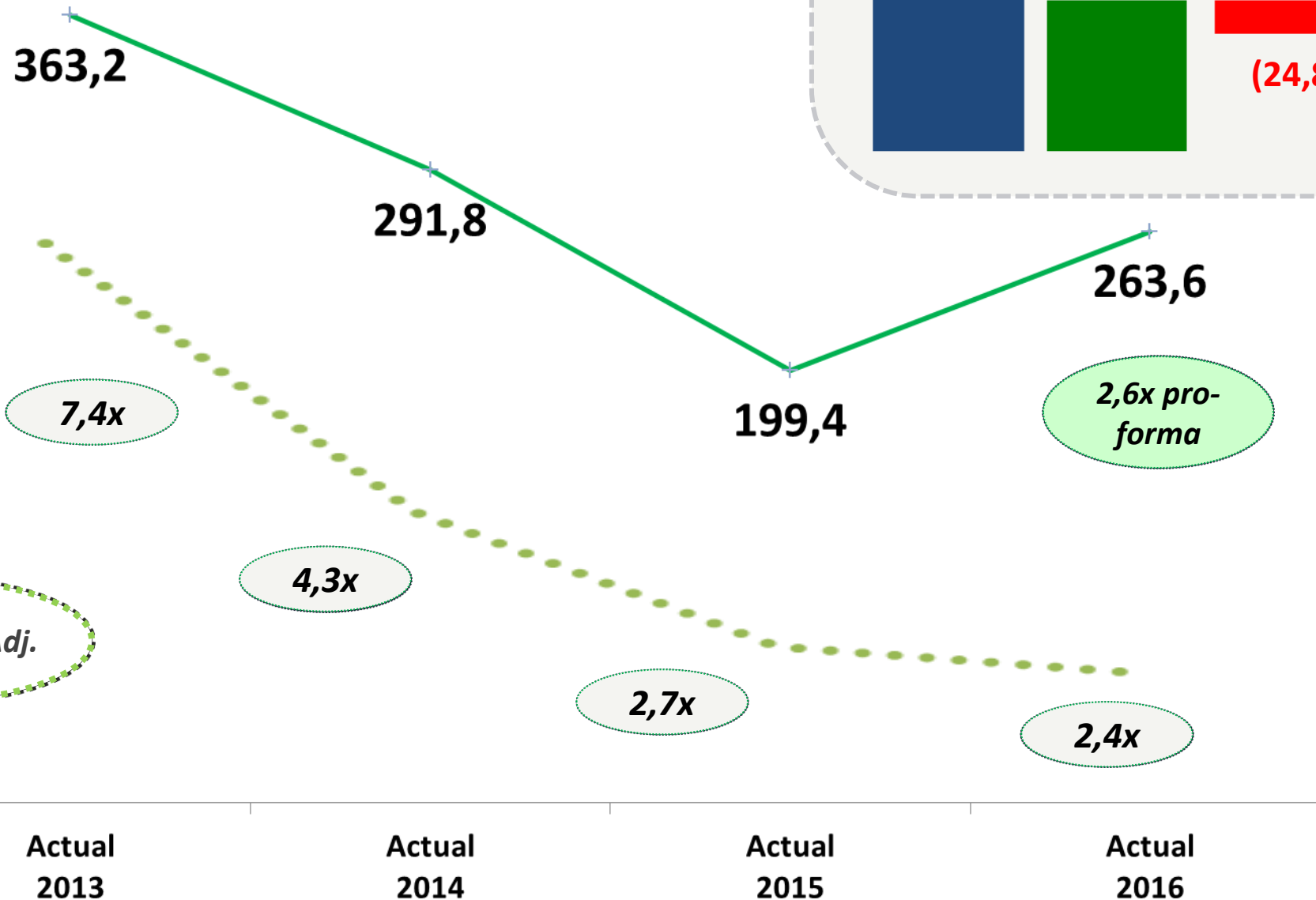
Adj. EBITDA



FY16 Highlights – 3 ys. Evolution

€ mn

NFP



AGENDA

1 – FY16 Highlights

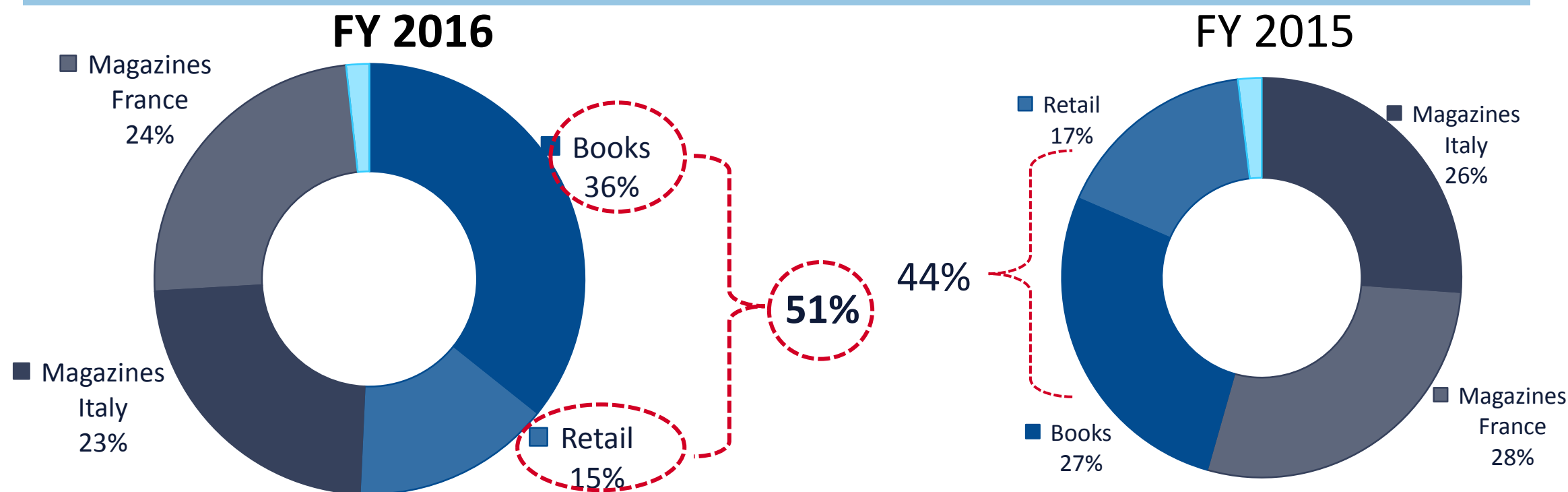
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FY16 Revenues by Business Area

€ mn	FY 2016	FY 2016 <i>Like-for-like</i>	FY 2015	<i>Var.%</i>	<i>Var.% lfl</i>
Books	475.1	306.6	320.8	48.1%	(4.4%)
Magazines Italy	310.8	298.0	309.6	0.4%	(3.8%)
Magazines France	321.6	321.6	334.6	(3.9%)	(3.9%)
Retail	199.6	196.6	196.4	1.6%	0.1%
Corporate and Shared Services	23.2	23.2	22.7	2.4%	2.4%
Intercompany	(67.4)	(55.5)	(60.9)	10.7%	(8.8%)
Total Revenues	1,262.9	1,090.5	1,123.2	12.4%	(2.9%)



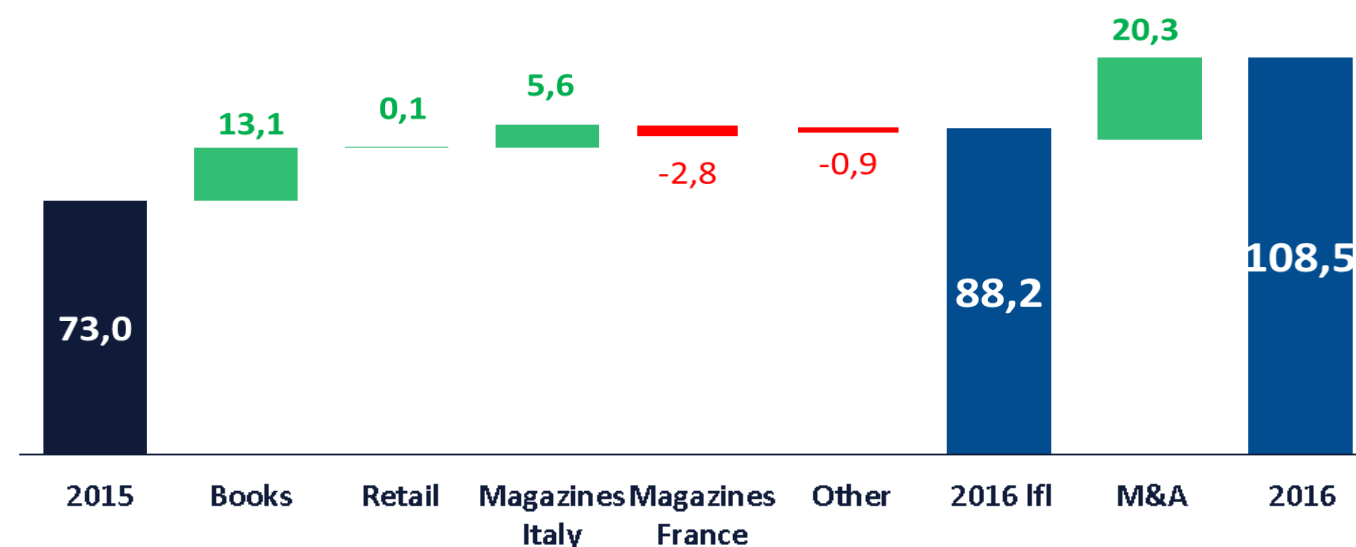
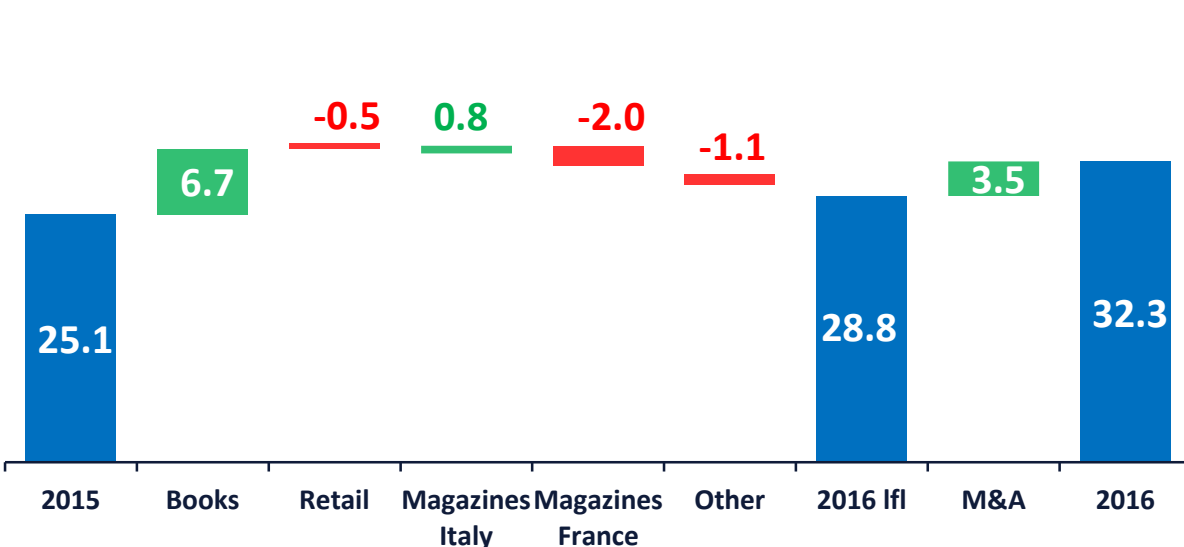
4Q16 & FY16 Adjusted EBITDA by Business Area

Acquisitions:
+19,0 mn Rizzoli Libri
+1,3 mn Banzai Media

€ mn

4Q16

FY16



€ mn	FY 2016	FY 2016 Like-for-like	FY 2015	Var.%	Var.% lfl
Books	75.3	55.8	42.7	76.4%	30.8%
Magazines Italy	10.5	9.1	3.5	196.6%	158.6%
Magazines France	33.2	33.2	36.0	(8.0%)	(8.0%)
Retail	1.8	2.3	2.2	(17.5%)	3.6%
Corporate and Shared Services	(12.3)	(12.3)	(11.4)	n.m.	n.m.
Adj. EBITDA	108.5	88.2	73.0	48.5%	20.7%

FY16 Reported EBITDA by Business Area

	FY 2016	FY 2015	Var. %
Books Mondadori	53.1	45.9	15.6%
Books Rizzoli (9M)	19.4		
Total Books	72.5	45.9	57.7%
Magazines Italy	2.9	0.4	n.m.
Banzai Media (7M)	0.9		
Total Magazines Italy	3.8	0.4	n.m.
Magazines France	30.8	32.4	(5.0%)
Retail	1.9	1.8	2.6%
Rizzoli Bookstore	(0.5)		
Total Retail	1.4	1.8	(23.3%)
Corporate & Shared Services	(14.4)	0.9	n.m.
Like-for-like EBITDA	74.3	81.6	(8.9%)
Total EBITDA	94.0	81.6	+15.3%
<i>of which not ordinary components</i>	<i>(3.7)</i>	<i>21.2</i>	

- FY 2015: capital gain for Harlequin transfer €7.6 mn;
- FY 2016: transaction costs RCS Libri €2.7 mn

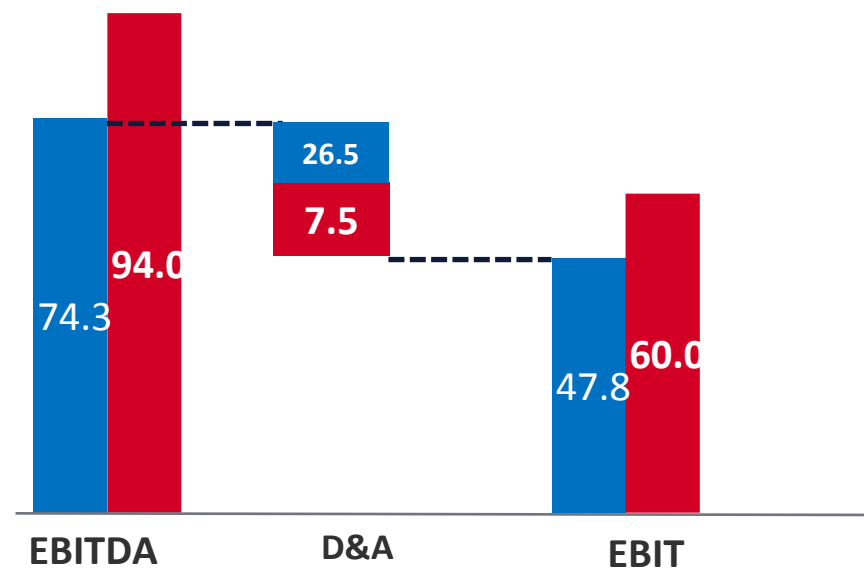
- FY 2016: transaction costs Banzai Media €1.7 mn

- FY 2015: capital gain building disposal in Rome €14 mn

FY16 from EBITDA to Net Result

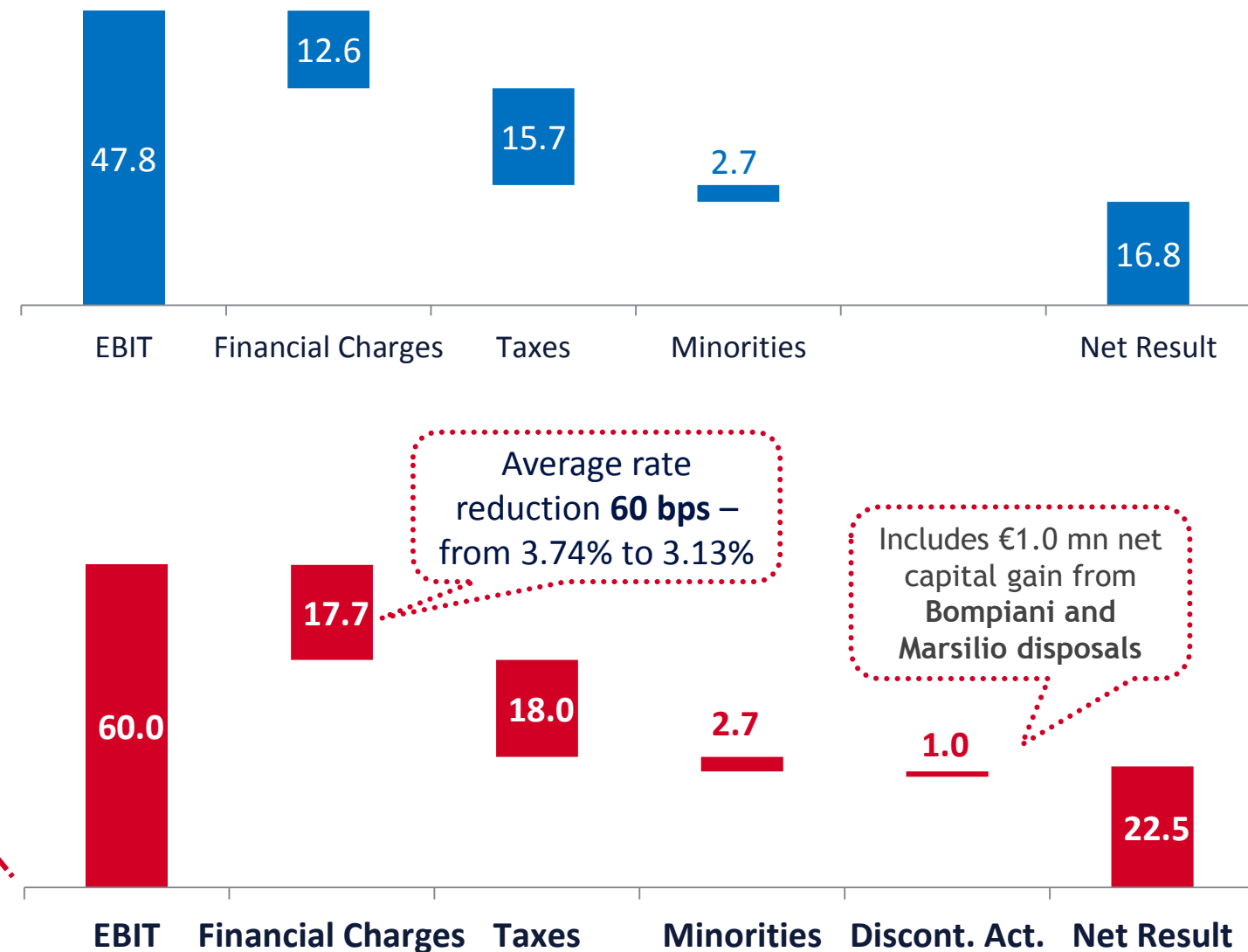
€ mn

FY 2016

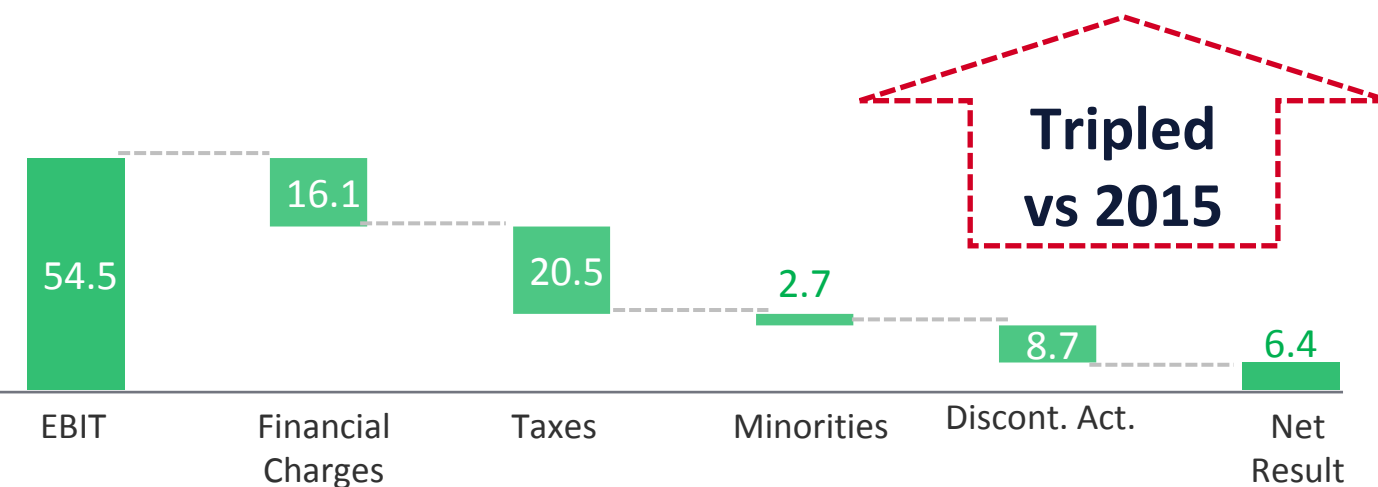
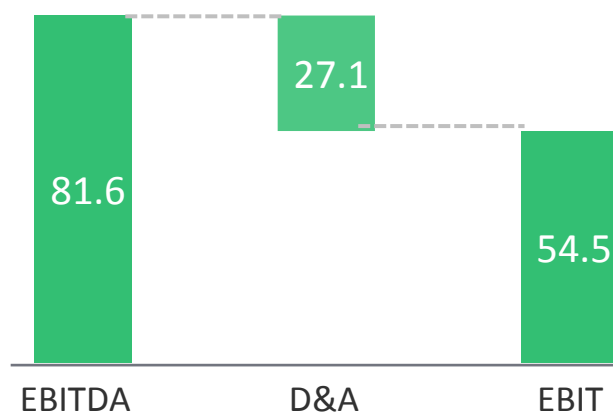


Like for like

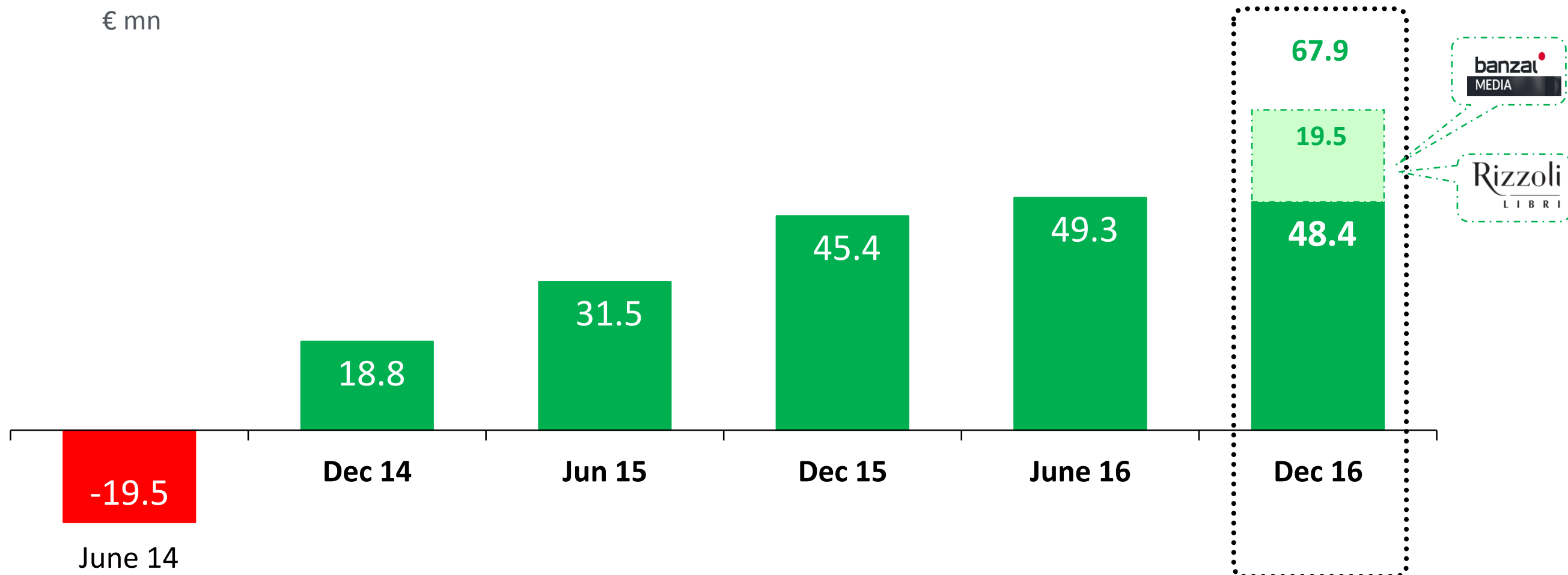
With M&A



FY 2015



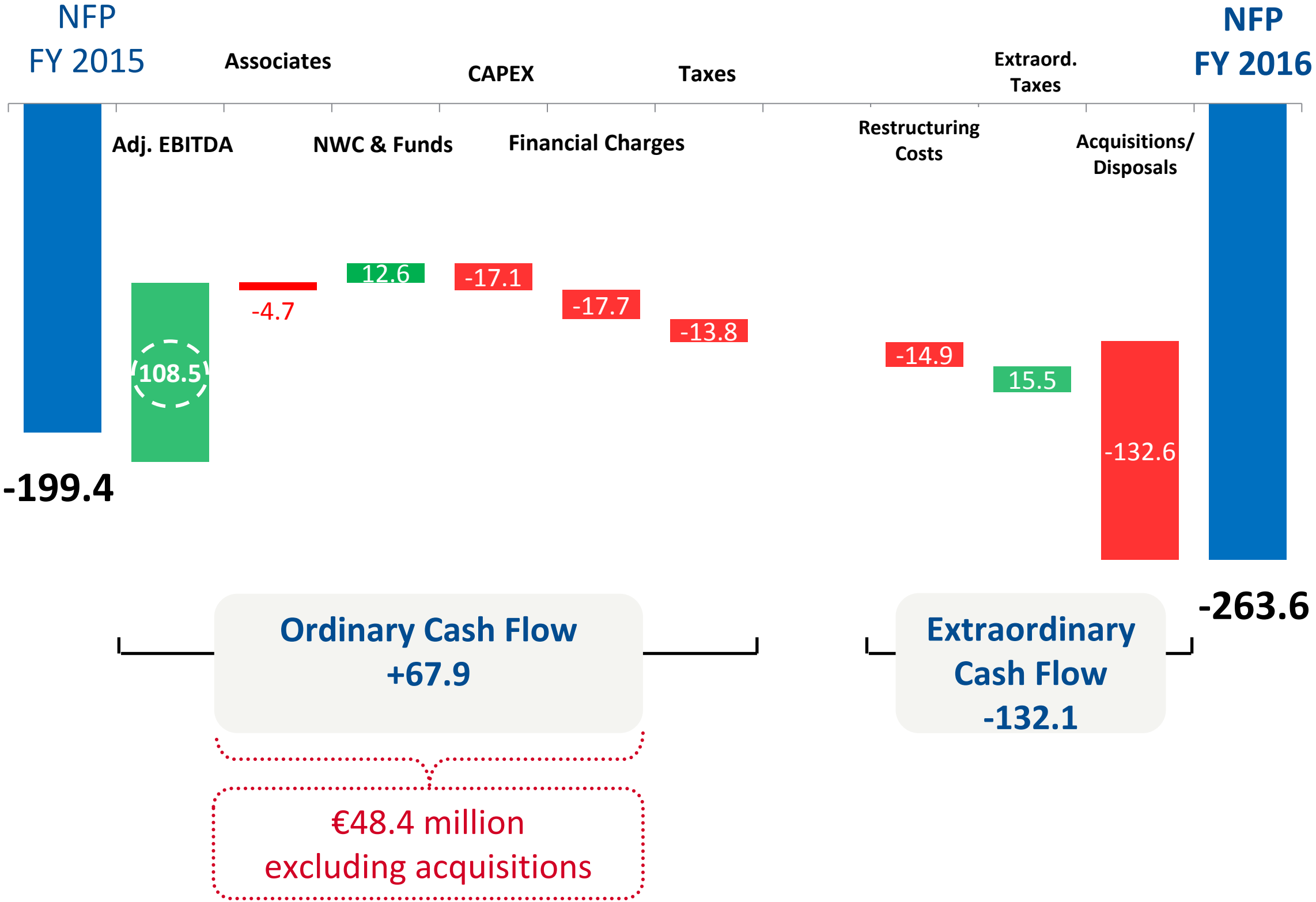
Continuos improvement of cash generation from business



* Ordinary Cash Flow: Operating Cash Flow net of investments, taxes and financial charges.

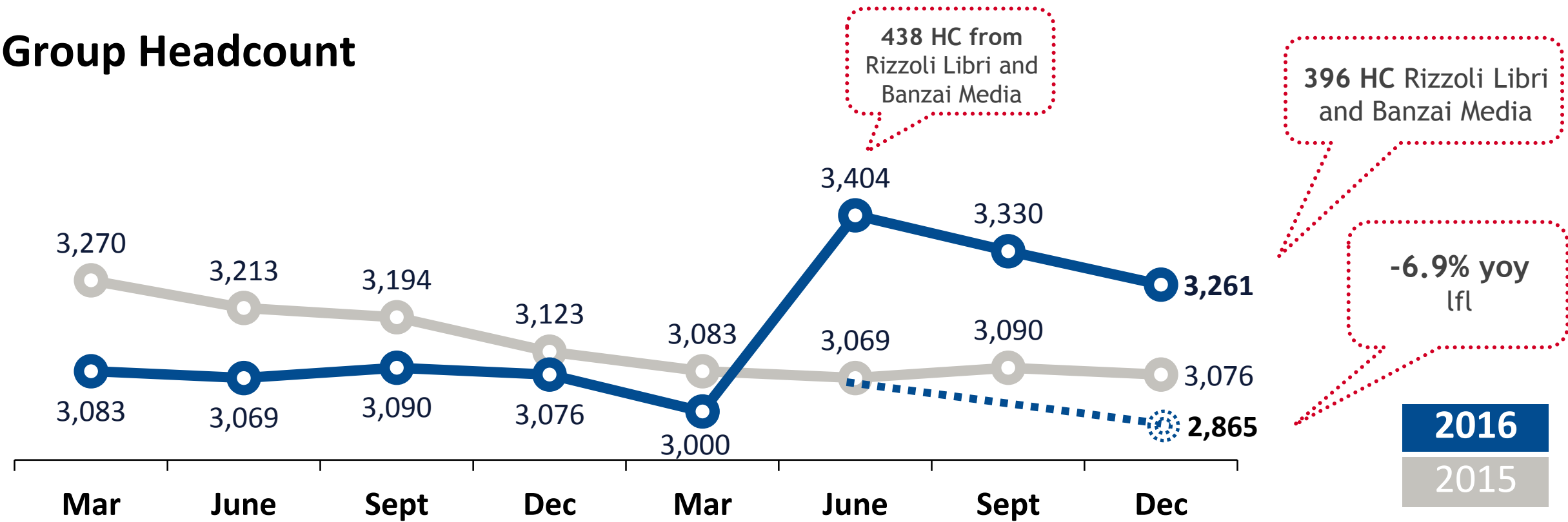
Rizzoli Libri: not including the cash absorption in the 1Q16 (not consolidated), due to Education business seasonality

FY16 Cash Flow

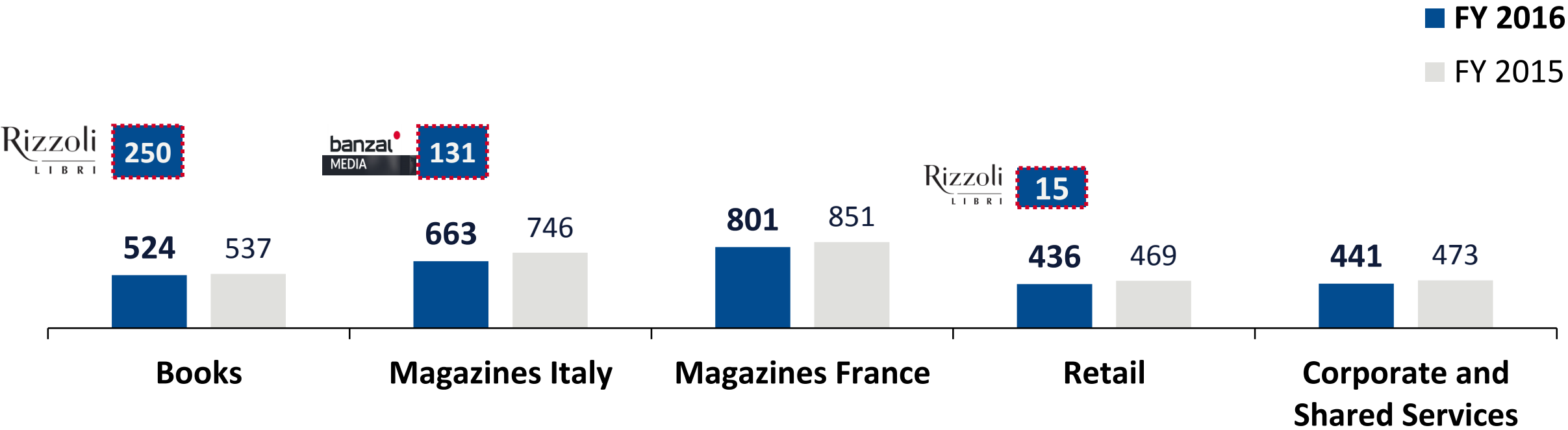


€ mn

Group Headcount



Headcount by BU



AGENDA

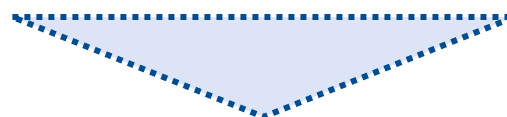
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2014 – 2016

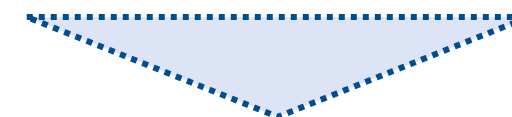


- ✓ Economic and financial balance achieved
- ✓ First step of Group strategic assessment completed

- ✓ **Ebitda adj** from €50 to €100 million (pro-forma data)
- ✓ **Positive Ebitda** in all businesses
- ✓ NFP/Ebitda from >7x to < 3x
- ✓ **Ordinary cash flow** close to €50 million yearly

- ✓ Leader in the Trade Books area
- ✓ Leader in the Education segment
- ✓ Leader in the Retail Bookshops (network)
- ✓ Leader in the Magazine business in Italy (print&digital)

2017 – 2019



- ✓ **Financial performance improvement** to be completed
- ✓ **Group strategic reassessment** to be continued

- ✓ **Ebitda adj** from €100 to 115 million on actual consolidation scope
- ✓ NFP/Ebitda adj. from < 3x to < 1.5 x
- ✓ **Ordinary cash flow** in the range between € 50 - 60 million yearly

- ✓ **Strengthening of the market share** in all core businesses
- ✓ **Digital business** advancement
- ✓ **Franchising network** development

TARGET 2017

TARGET 2019

REVENUES*

stable

>€1.3 bn

Adj. EBITDA*

high-single digit
growth

€115 mn

Net Result

30% increase

€35 mn

NFP/Adj. EBITDA

between 2.2/2.0x

~1.3x

NFP

~€-155 mn

Ordinary Cash Flow

~€ 60 mn

** Trends calculated vs pro-forma 2016. (Pro-forma 2016: Rizzoli Libri and Banzai Media consolidated from 1° Jan 2016)*

AGENDA

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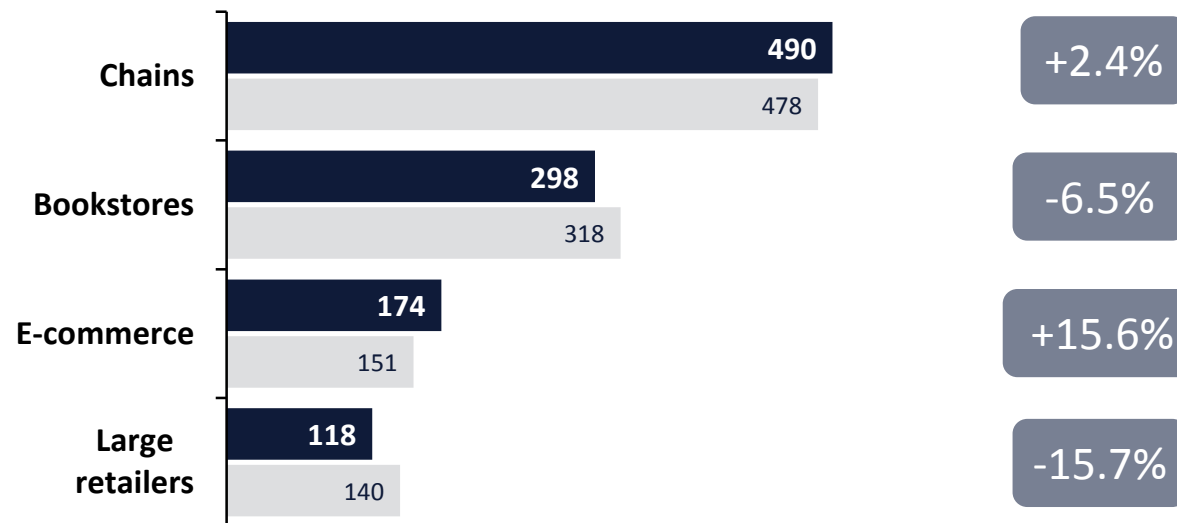
3 – FY 2017 Outlook

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Trade Market – 2016 €1,079 mn

-0.7 %

€ mn



3 titles
winning
Italian
prizes

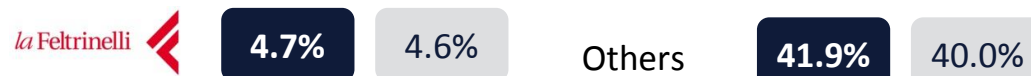
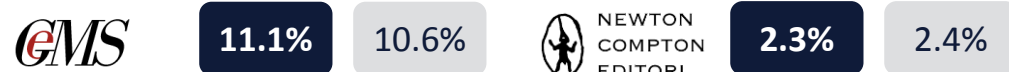
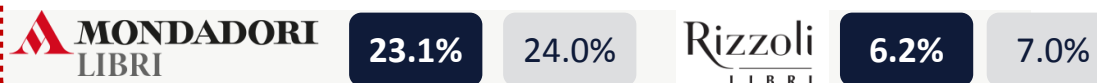
5 titles in
the Top10
chart



Source: GFK, Dec. 2016 (sell-out data)

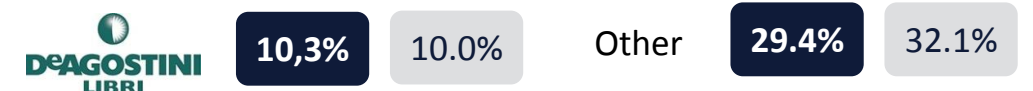
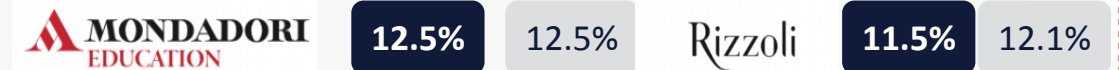
Trade Market Share – FY2016

GRUPPO MONDADORI **29.3%***



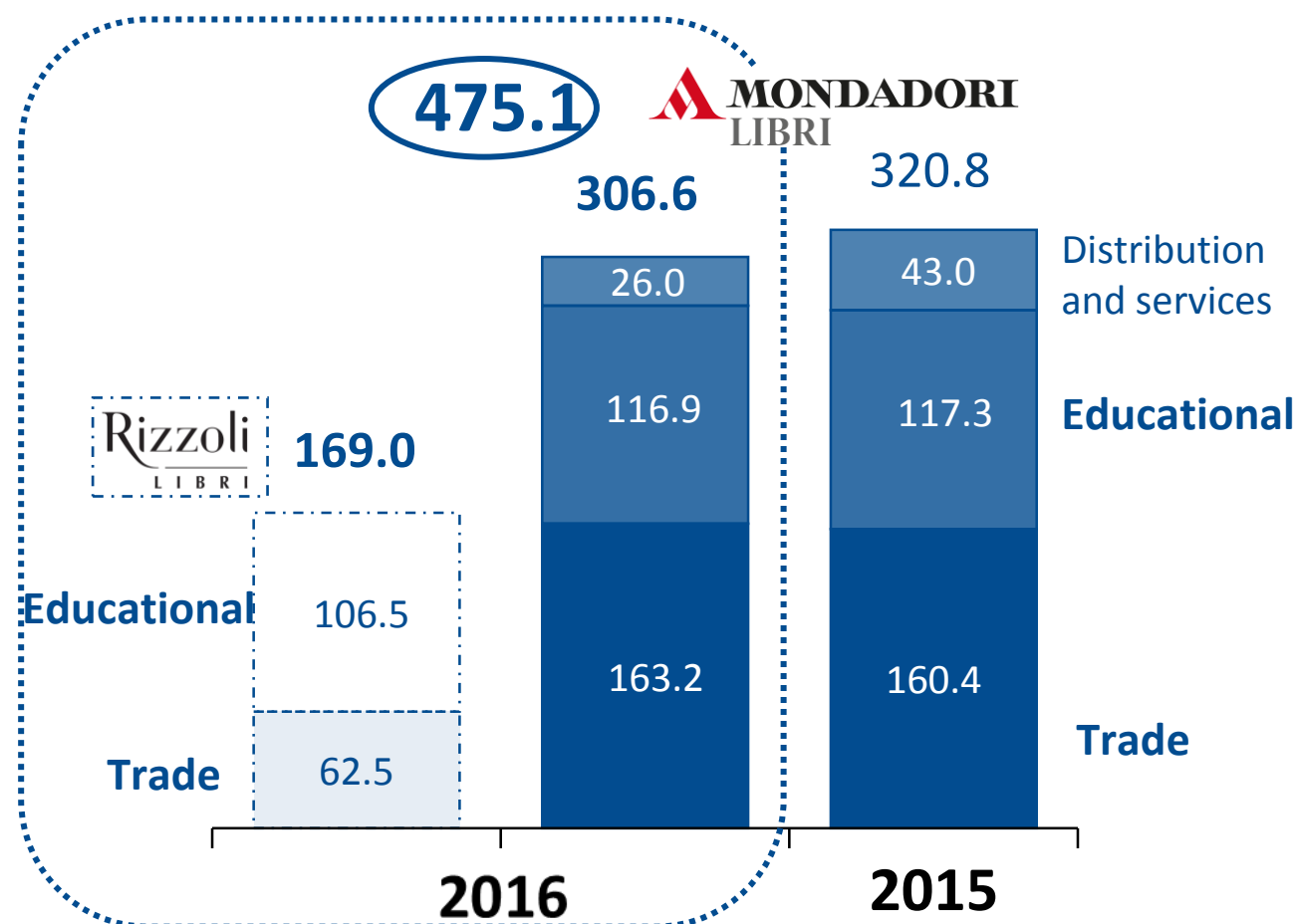
Education Market Share – FY2016

GRUPPO MONDADORI **24.0%**



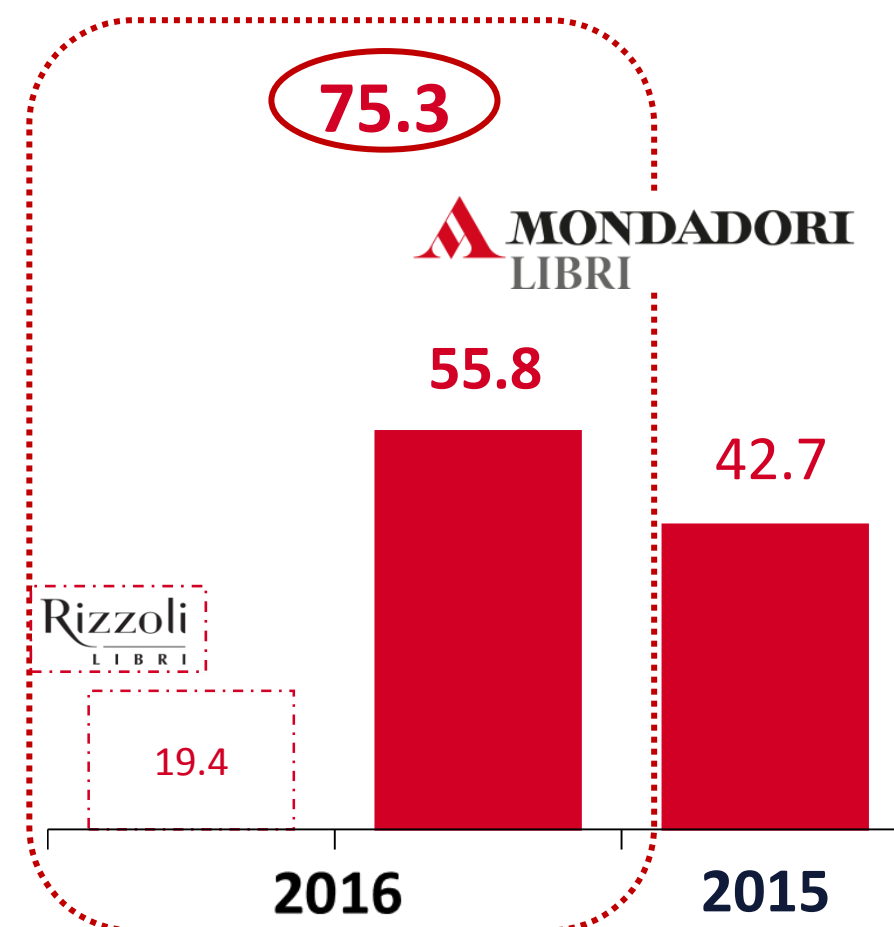
Revenues +48.1%

-4.4% lfl



Adj. EBITDA +76.4%

+30.8% lfl



REVENUES

- ▶ Mondadori Trade +1.7% (*E-book*: 6.1% of Trade)
- ▶ Mondadori Educational -0.4% (Educational +1.4%; Electa -3.2%)

Adj. EBITDA

- ▶ Significant increase +30.8% like-for-like, mainly thanks in the **Trade** segment to a more effective operating management; Ebitda margin from 13.3% to **18.2%**
- ▶ **Rizzoli Libri*** contribution for **€19.4 million** due to the positive **Education** performance

Mondadori Magazines Off & Online Brands



Italy – 40 brands

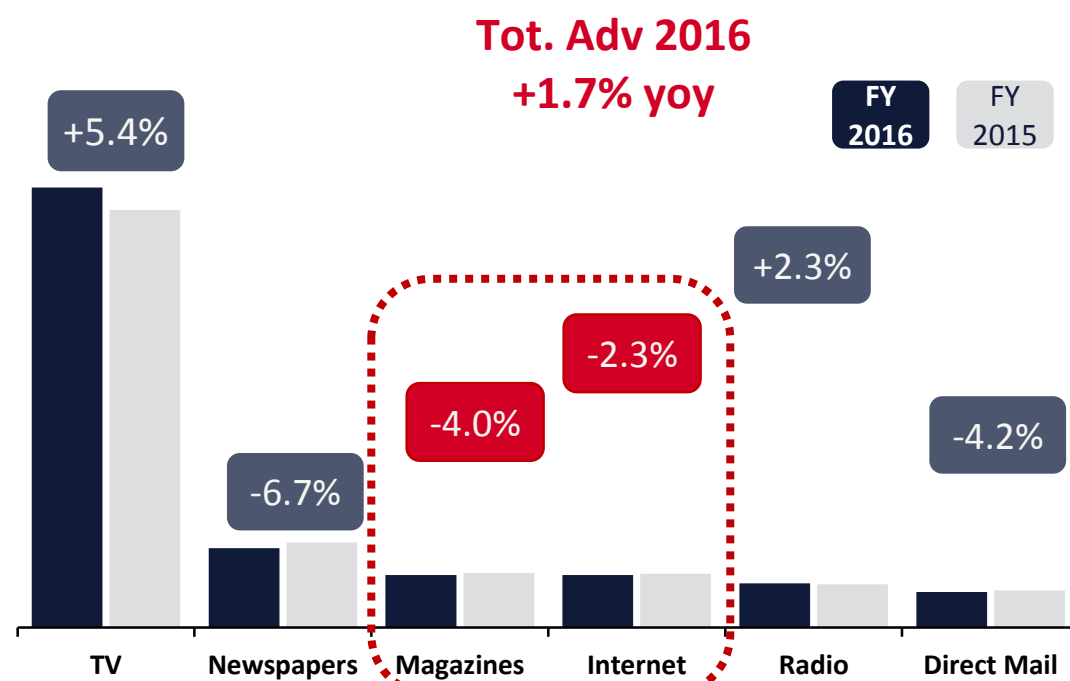


France – 32 brands

Auto	New print version out 18/03							
Food								
News								NEW! OUT 23/03
Tv								
Women								
Men								
Home & Garden								
Nature & Hunting								
Science & Tech								
Images & Sound								
Kids								
Culture & History								
Health & Wellness								
Others								

FY16 Magazines Italy – Trends

Adv. Market – 2016 (€6,399 mn)



Circulation Market Shares – 2016 (€465 mn)

**MONDADORI
MAGAZINE**

31.7%

31.7%

CAIRO EDITORE

20.4%

18.6%

CONDÉ NAST

3.8%

4.0%

CASA EDITRICE UNIVERSO

10.4%

9.8%

D-PRINT

2.3%

2.9%

HEARST magazines

5.7%

5.9%



2.6%

4.2%



5.1%

5.4%

Other

18.0%

17.5%

**FY
2016**

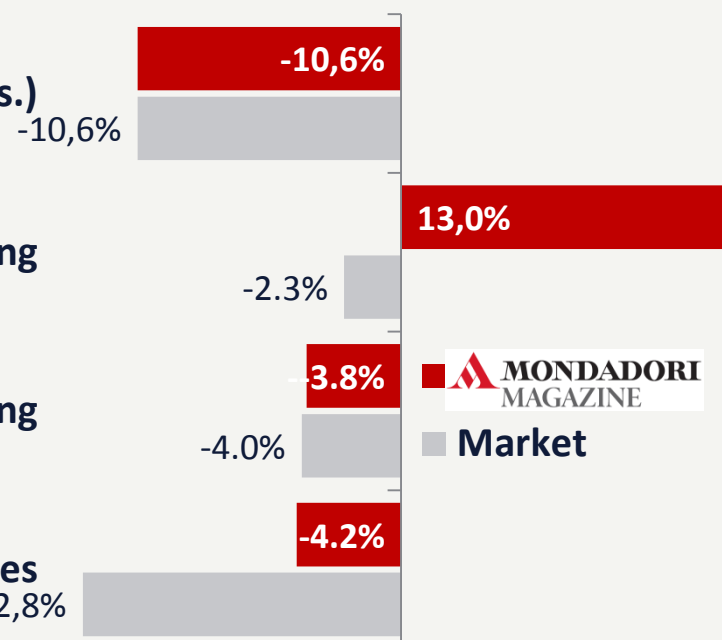
**FY
2015**

Circulation (news-stand+subs.)

Web Advertising

Print Advertising

Add-on sales



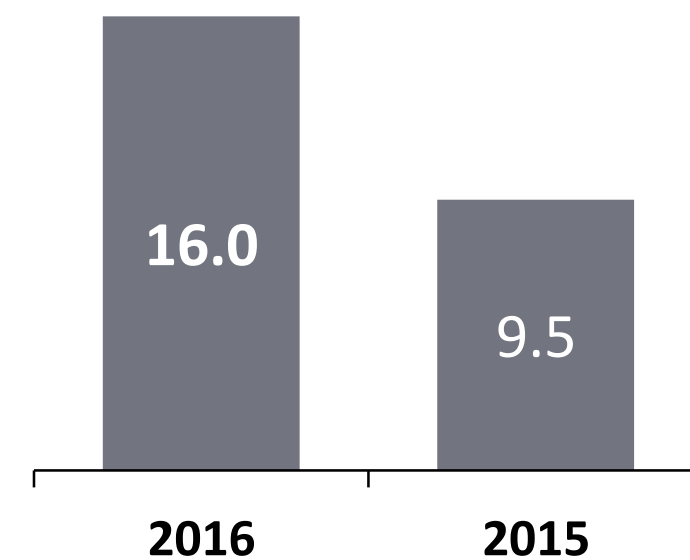
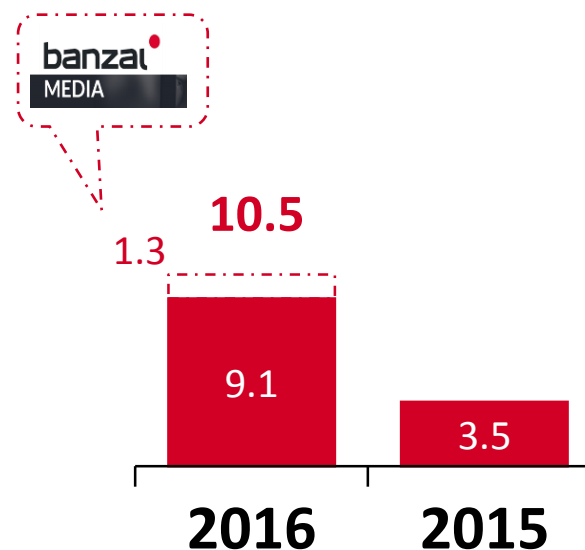
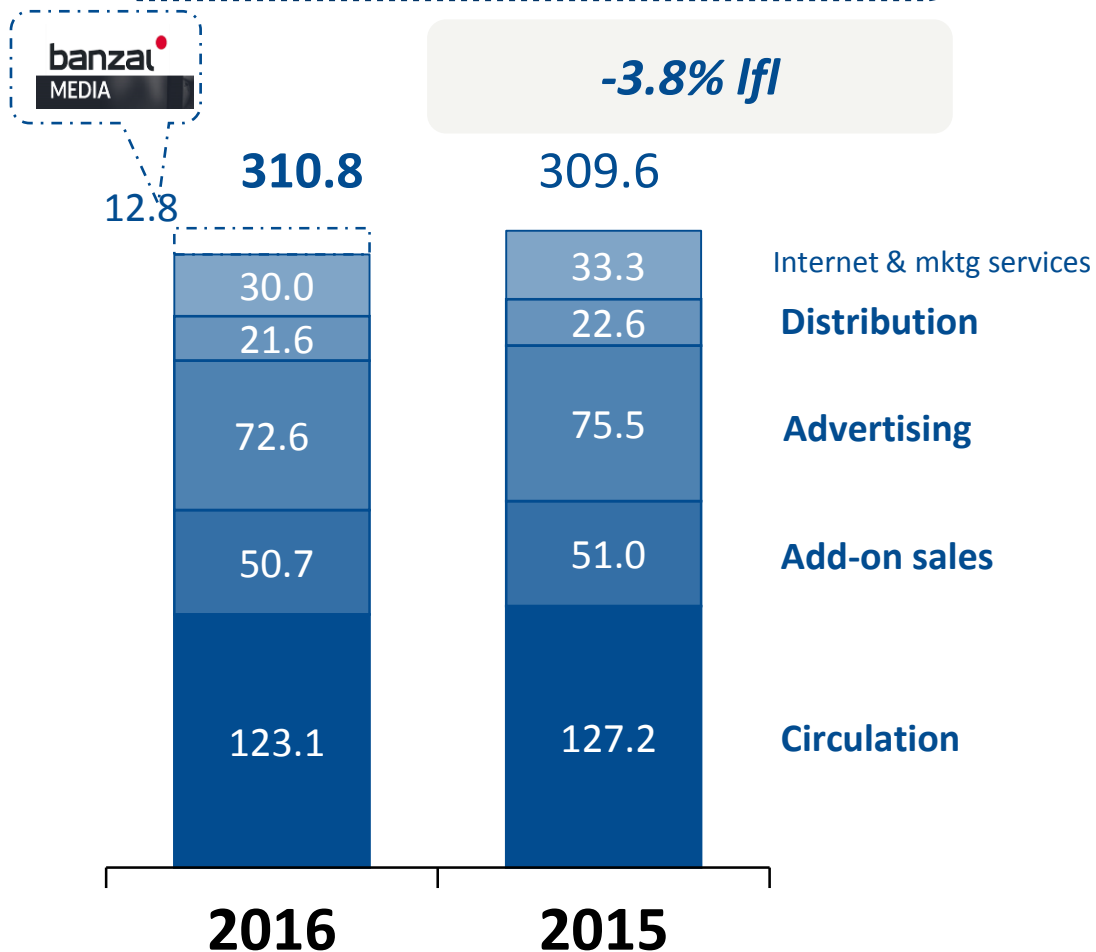
For the first 3 magazines (53% of total adv), **digital advertising** represents **17%** of overall collection

FY16 Magazines Italy – Financials

Revenues +0.4%

Adj. EBITDA +7.0 mn €

Web Unique Users / month (mn)



Source: Audiweb (December 2016)

REVENUES

+0.4% (-3.8% excluding *Banzai Media):**

- ▶ Circulation -3.2%
- ▶ Advertising +13%; in Italy, *print+web lfl* collection -3.8%; **Properties** at €18 mn (**21%** of total adv)
- ▶ Add-on sales -0.6%
- ▶ Distribution and sales to third parties -4.6%

Adj. EBITDA

EBITDA tripled vs 2015; relevant increase also like-for-like for the actions taken to:

- ▶ review editorial structure and promotional activities
- ▶ reduce industrial costs, also thanks to printing agreements renegotiation

Revenues -3.9%

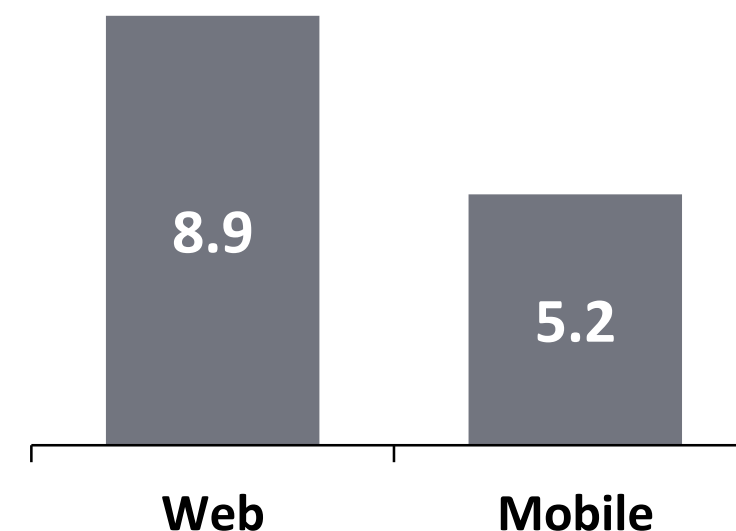
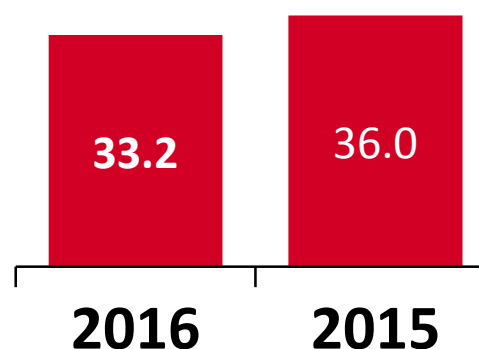
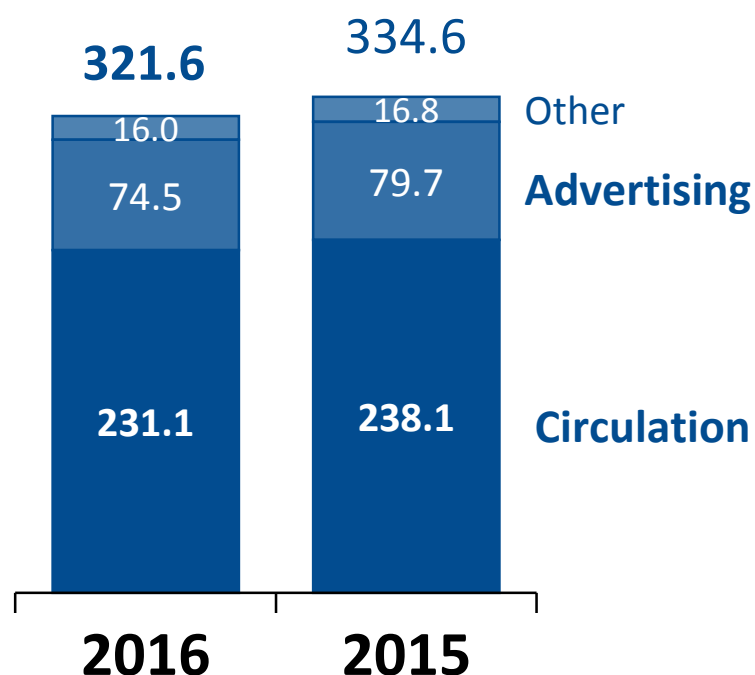
Adj. EBITDA -8.0%

Margin >10%

Unique Users / month (mn)

+3.0% yoy

+66.0% yoy



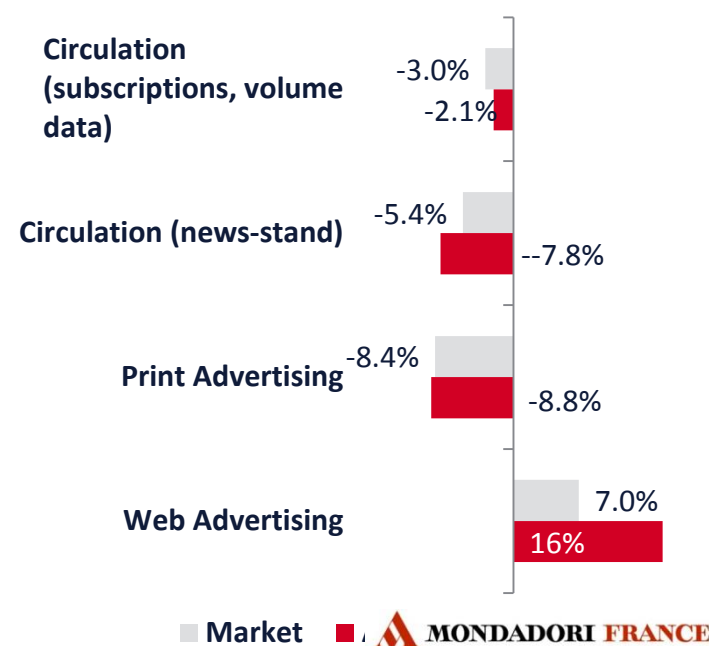
REVENUES

- ▶ Circulation (75% of total) down by 2.9% of which **newstands** -6.5% and **subscriptions stable** (53% of circulation revenues)
- ▶ Advertising (*print+web*) down by 6.5% of which **digital** (18% of total adv) has grown by over 16%

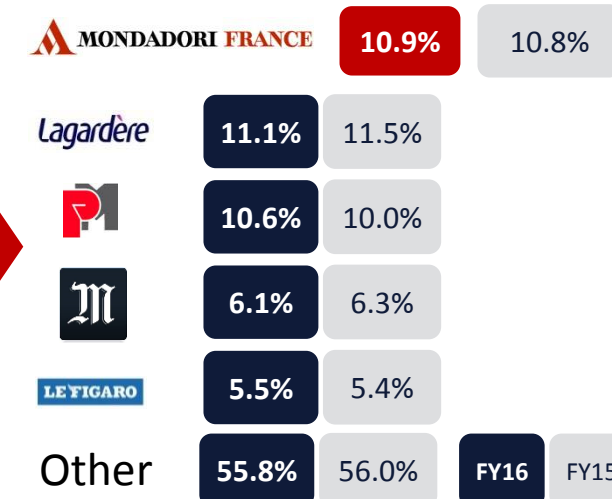
Adj. EBITDA

- ▶ EBITDA adjusted down due to M&A costs (€ 1.0 mn), **marginality confirmed over 10%**
- ▶ Positive and growing EBITDA from digital activities

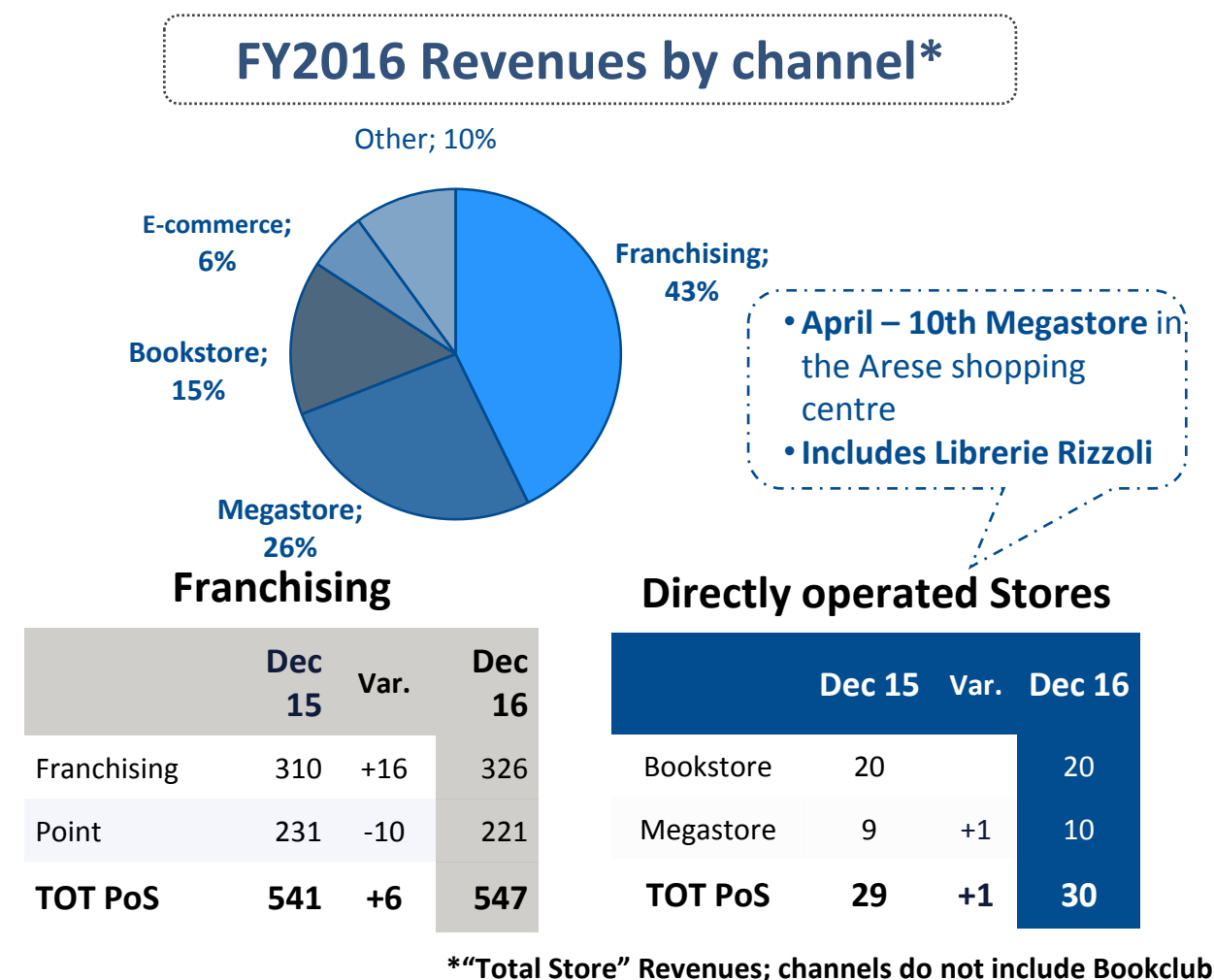
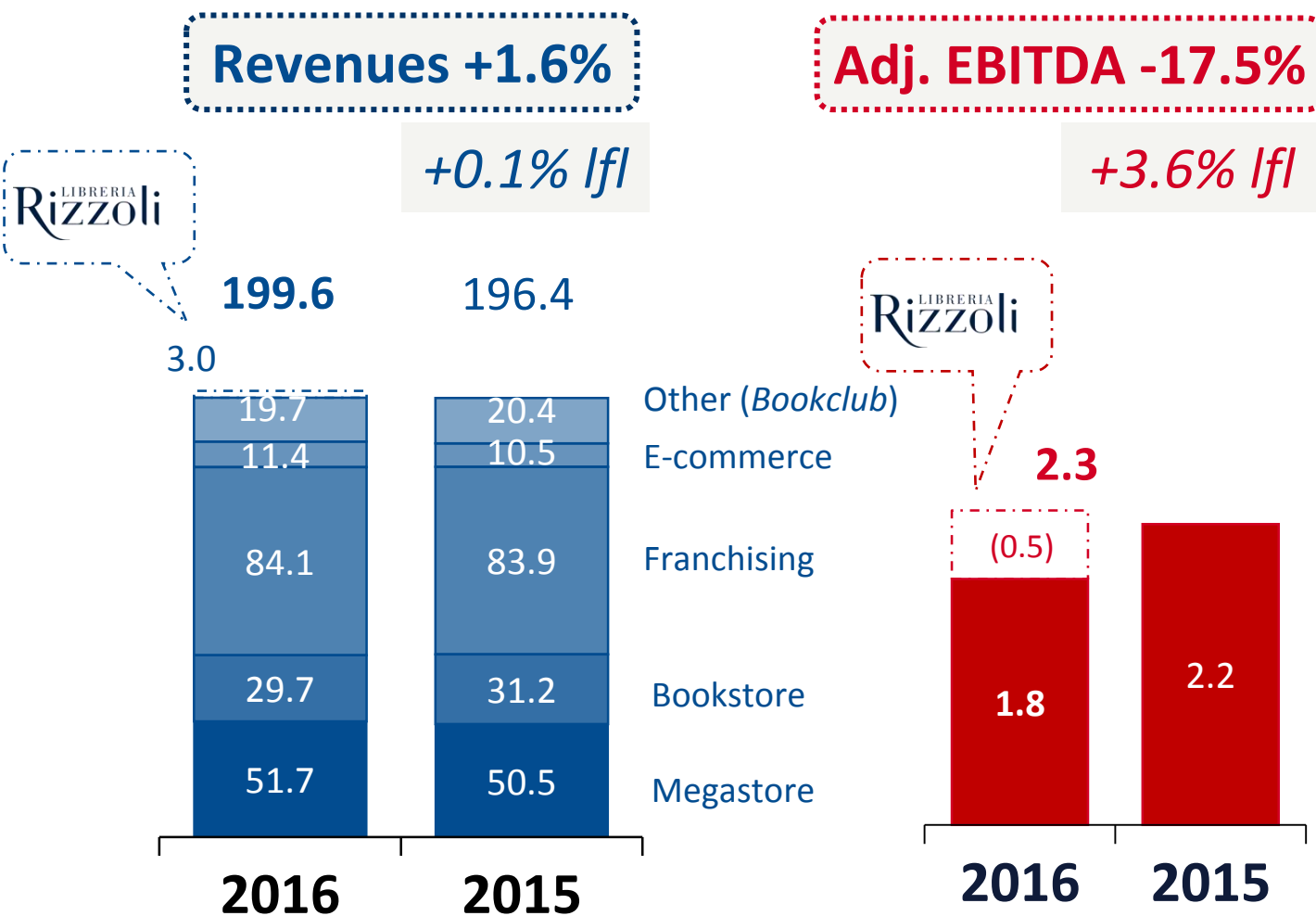
Mondadori vs Market



Adv. Market Share (volume)



FY16 Retail – Trends & Financials



REVENUES

Growth by +1.6% (flat like-for-like):

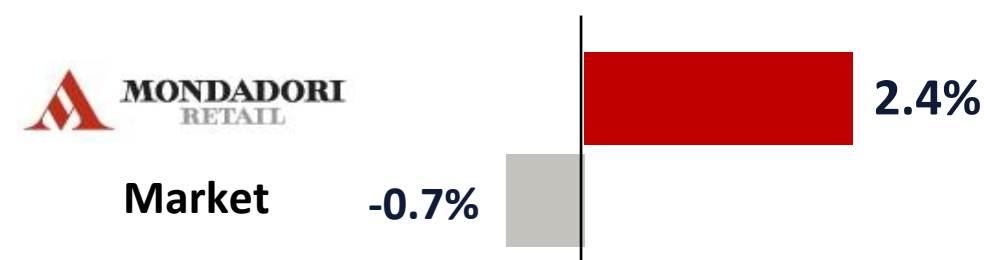
- ▶ **Megastore +2.4%** for new openings (-5.5% same PoS)
- ▶ **Directly oper. Bookstore -4.8%** (+2.7% same PoS)
- ▶ **Bookstore in franchising +0.2%** (-1.9% same PoS)
- ▶ **On-line +8.6%:** positive performance Book (+12%), in particular scholastic textbooks

Adj. EBITDA

Improvement lfl thanks to:

- ▶ fixed and labour costs reduction coming from reorganization and corporate functions integration
- ▶ constant network revision

FY2016 in the Book Market: 77% of Total Revenues*

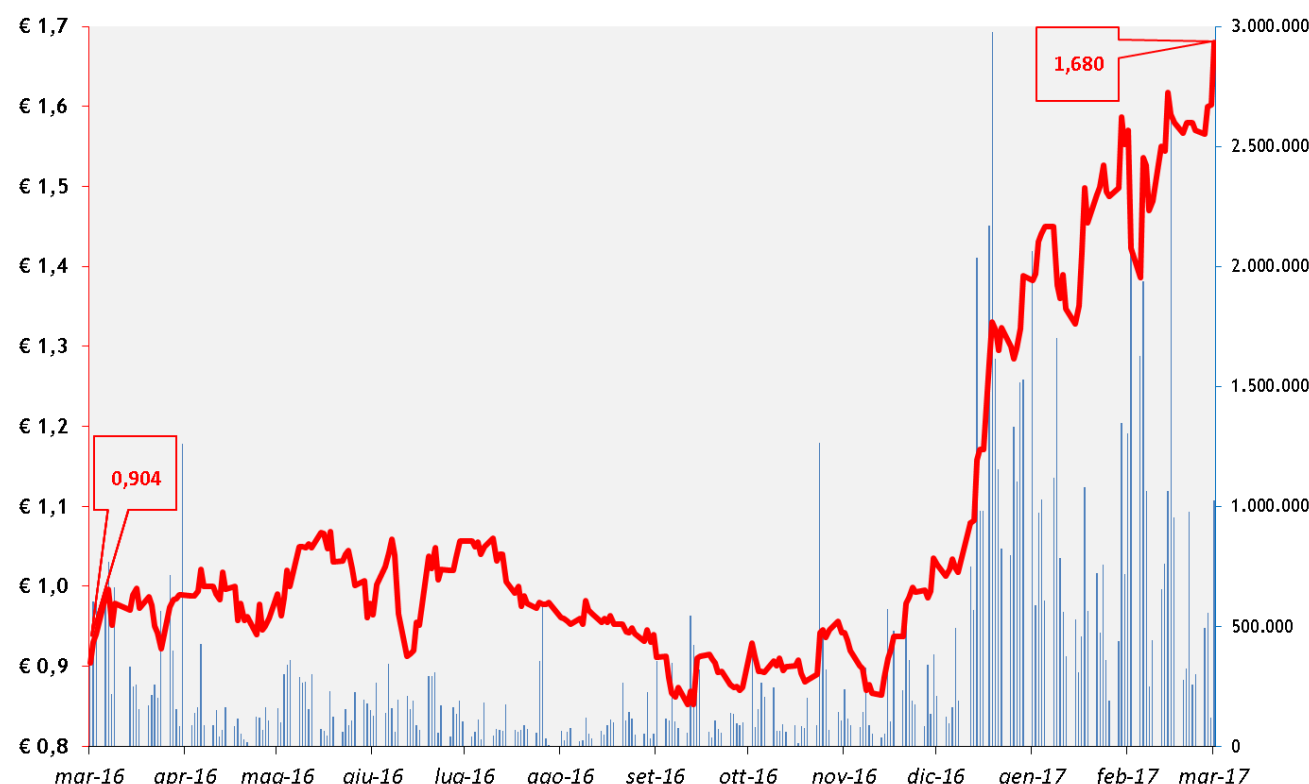


In Book segment, **market share= 14.0%** at Dec. 16 (from FY15=13.8%)

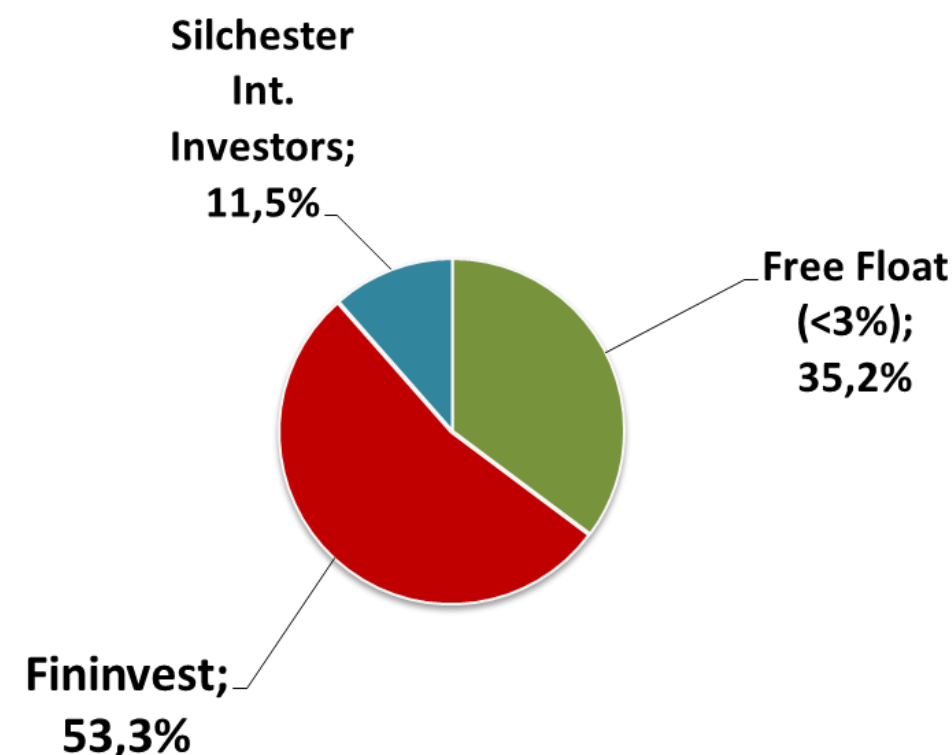
Source: GfK, Dec. 2016 (value sell-out data)

Attachments

1-year stock performance



Shareholding Structure



Mondadori Shares

Ticker

MN IM (Bloomberg), MN.MI (Reuters)

Market Cap.

€ 439 mn

N. Shares Outstanding

261,458,340

Daily average shares trading (last 30 days)

905,000

FY16 Profit&Loss

€ mn	FY 2016	Inc.%	FY 2016 lfl	Inc.%	FY 2015	Inc.%	Var.%	Var.% lfl
Revenues	1,262.9	100.0%	1,090.5	100.0%	1,123.2	100.0%	12.4%	-2.9%
COGS	501.0	39.7%	410.0	37.6%	434.7	38.7%	15.3%	-5.7%
Variable Costs	310.1	24.6%	276.1	25.3%	287.7	25.6%	7.8%	-4.0%
Fixed Costs	122.5	9.7%	113.2	10.4%	116.8	10.4%	4.8%	-3.1%
Personnel Costs	225.3	17.8%	205.6	18.9%	207.7	18.5%	8.5%	-1.0%
Other expenses / (income)	(3.8)	-0.3%	(1.9)	-0.2%	3.0	0.3%	n.m.	n.m.
Associates	0.5	0.0%	0.6	0.1%	(0.3)	0.0%	n.m.	n.m.
Adjusted EBITDA	108.5	8.6%	88.2	8.1%	73.0	6.5%	48.5%	20.7%
Restructuring Costs	(10.8)	0.9%	(10.2)	0.9%	(12.7)	1.1%	-15.3%	-19.5%
Not ordinary items	(3.7)	0.3%	(3.7)	0.3%	21.2	1.9%	n.m.	n.m.
EBITDA	94.0	7.4%	74.3	6.8%	81.6	7.3%	15.3%	-8.9%
Depreciation & Amortization	34.0	2.7%	26.4	2.4%	27.1	2.4%	25.6%	-2.4%
EBIT	60.0	4.8%	47.8	4.4%	54.5	4.8%	10.2%	-12.2%
Net financials	(17.7)	-1.4%	(12.6)	-1.2%	(16.0)	-1.4%	10.4%	-21.5%
Other income/(charges) from associates	0.0	0.0%	0.0	0.0%	(0.1)	0.0%		n.m.
Pre-Tax Result	42.3	3.3%	35.2	3.2%	38.3	3.4%	10.4%	-8.0%
Income Taxes	18.0	1.4%	15.7	1.4%	20.5	1.8%	-12.1%	-23.2%
Minorities	2.7	0.2%	2.7	0.3%	2.7	0.2%	0.4%	0.4%
Result from continuing operations	21.6	1.7%	16.8	1.5%	15.1	1.3%	42.8%	11.2%
Result from discontinued operations	1.0	0.1%	0.0	0.0%	(8.7)	-0.8%	n.m.	n.m.
Net Result	22.5	1.8%	16.8	1.5%	6.4	0.6%	n.m.	n.m.

4Q16 Profit&Loss

€ mn	4Q 2016	Inc.%	4Q 2016 lfl	Inc.%	4Q 2015	Inc.%	Var.%	Var.%
				%		%	%	% lfl
Revenues	327.7	100.0%	275.5	100.0%	304.9	100.0%	7.5%	-9.6%
COGS	125.5	38.3%	99.7	36.2%	121.3	39.8%	3.5%	-17.8%
Variable Costs	82.6	25.2%	73.5	26.7%	79.6	26.1%	3.7%	-7.7%
Fixed Costs	35.4	10.8%	30.2	10.9%	29.5	9.7%	20.0%	2.3%
Personnel Costs	55.1	16.8%	47.2	17.1%	47.9	15.7%	15.1%	-1.5%
Other expenses / (income)	(2.8)	-0.8%	(3.2)	-1.1%	2.8	0.9%	n.m.	n.m.
Associates	0.5	0.1%	0.7	0.2%	(1.3)	0.4%	n.m.	n.m.
Adjusted EBITDA	32.3	9.9%	28.8	10.5%	25.1	8.2%	28.9%	15.0%
Restructuring Costs	(6.9)		(6.5)		(6.2)		11.6%	6.2%
Not ordinary items	(1.7)		(1.7)		13.9		n.m.	n.m.
EBITDA	23.8	7.3%	20.6	7.5%	32.8	10.7%	-27.4%	-37.1%
Depreciation & Amortization	11.8	3.6%	9.8	3.5%	8.3	2.7%	42.2%	18.2%
EBIT	12.0	3.7%	10.8	3.9%	24.5	8.0%	-50.9%	-55.7%
Net financials	(5.0)	-1.5%	(3.3)	-1.2%	(2.3)	-0.8%	119.1%	43.7%
Other income/(charges) from associates	0.0	0.0%	0.0	0.0%	0.0			
Pre-Tax Result	7.0	2.1%	7.5	2.7%	22.2	7.3%	-68.5%	-66.0%
Income Taxes	1.8	0.5%	3.2	1.2%	12.8	4.2%	-86.3%	-74.9%
Minorities	0.8	0.3%	0.8	0.3%	0.9	0.3%	-8.5%	-8.5%
Result from continuing operations	4.4	1.3%	3.5	1.3%	8.5	2.8%	-48.4%	-58.8%
Result from discontinued operations	0.3	0.1%	0.0	0.0%	0.7	0.2%	n.m.	n.m.
Net Result	4.7	1.4%	3.5	1.3%	9.2	3.0%	-49.1%	-61.9%

FY16 Balance Sheet

€ mn	31.12.2016	31.12.2015
Receivables	300.1	242.1
Inventory	143.4	108.2
Payables	(416.4)	(349.6)
Other assets/(Liabilities)	(14.6)	(31.7)
NET WORKING CAPITAL	12.5	(30.9)
Intangibles Assets	612.2	552.3
Tangible Assets	33.3	31.2
Stakeholdings	43.0	44.9
NET FIXED ASSETS	688.5	628.5
Provisions	(68.6)	(58.6)
Indemnity Severances	(51.0)	(44.1)
NET INVESTED CAPITAL	581.4	494.9
NET EQUITY	317.8	295.5
NET FINANCIAL POSITION	263.6	199.4
NET INVESTED CAPITAL	581.4	494.9

Like for like

€ mn	Dec 16	Dec 15	Var.
Net Credits	234.2	242.1	(7.9)
Inventory	106.7	108.2	(1.5)
Payables	(344.9)	(349.6)	4.7
Other Assets/(Liabilities)	(40.6)	(31.7)	(8.9)
NWC	(44.5)	(30.9)	(13.6)
Provisions	(56.8)	(58.6)	1.8
Indemnity Severances	(43.8)	(44.1)	0.3
Total Provisions	(100.7)	(102.6)	2.1
TOTAL	(145.2)	(133.5)	(11.7)

FY16 Net Financial Position

€ mn	FY 2016		FY 2015
	Total	Like-for-like	Total
Net Financial Position (start of the period)	(199.4)		(291.8)
EBITDA adjusted	108.6	88.2	73.0
Associates	(4.7)	(5.1)	(3.7)
NWC and Funds	12.6	4.3	14.2
CAPEX	(17.1)	(13.0)	(13.5)
Operating Cash Flow	99.4	74.4	70.0
Net financial charges	(17.7)	(12.6)	(17.6)
Taxes	(13.8)	(13.4)	(6.9)
Ordinary Cash Flow	67.9	48.4	45.4
Cash-out for restructuring	(14.9)		(21.2)
VAT receivables cash-in	15.5		8.0
Acquisitions/Disposals	(132.6)		60.2
Extraordinary Cash Flow	(132.1)		47.0
Total Cash Flow	(64.2)		92.4
Net Financial Position (end of the period)	(263.6)		(199.4)

4Q16 Revenues/EBITDA by Business Area

REVENUES

€ mn	4Q16	4Q16 lfl	4Q15	Var.	Var. lfl
Books	119.7	69.2	87.7	36.5%	(21.0%)
Magazines Italy	75.9	70.3	76.6	(0.9%)	(8.2%)
Magazines France	82.3	82.3	87.8	(6.2%)	(6.2%)
Retail	64.5	63.3	64.5	(0.0%)	(2.0%)
Corporate & Shared Service	6.1	6.1	5.6	10.2%	10.2%
Intercompany	(20.9)	(15.8)	(17.3)	20.8%	(9.0%)
Group Total	327.7	275.5	304.9	7.5%	(9.6%)

Adjusted EBITDA

€ mn	4Q16	4Q16 lfl	4Q15	Var.	Var. lfl
Books	16.6	13.9	7.2	132.1%	93.7%
Magazines Italy	3.6	2.6	1.8	96.9%	42.7%
Magazines France	11.9	11.9	13.9	(14.7%)	(14.7%)
Retail	4.5	4.8	5.3	(15.0%)	(10.3%)
Corporate & Shared Service	(4.3)	(4.3)	(3.2)	n.m.	n.m.
Group Total	32.3	28.8	25.1	28.9%	15.0%

FY16 & 4Q16 Reported EBITDA by Business Area

FY16

€ mn	FY 2016	FY 2016 lfl	FY 2015	Var.%	Var.% lfl
Books	72.5	53.1	45.9	57.7%	15.6%
Magazines Italy	3.8	2.9	0.4	n.m.	n.m.
Magazines France	30.8	30.8	32.4	(5.0%)	-
Retail	1.4	1.9	1.8	(23.3%)	2.6%
Corporate & Shared Service	(14.4)	(14.4)	0.9	n.m.	n.m.
Total EBITDA	94.0	74.3	81.6	15.3%	(8.9%)

4Q16

€ mn	4Q 2016	4Q 2016 lfl	4Q 2015	Var.%	Var.% lfl
Books	14.6	11.9	6.4	129.5%	86.4%
Magazines Italy	(1.6)	(2.3)	(0.4)	n.m.	n.m.
Magazines France	11.4	11.4	12.4	(8.0%)	-
Retail	3.7	3.9	4.6	(19.3%)	(13.8%)
Corporate & Shared Service	(4.3)	(4.3)	9.8	n.m.	n.m.
Total EBITDA	23.8	20.6	32.8	(27.4%)	(37.1%)

- ▶ **EBITDA** is equal to earnings before interest, tax, depreciation and amortization. The Group also provides information on the percentage of EBITDA on net sales. EBITDA computed by the Group allows operating results to be compared with those of other companies, net of any effects from financial and tax items, and of depreciation and amortization, which may vary from company to company for reasons unrelated to general operating performance

- ▶ **Adjusted EBITDA** is gross operating profit as explained above, net of income and expenses of a non-ordinary nature such as
 - (i) income and expenses from restructuring, reorganization and business combinations;
 - (ii) clearly identified income and expenses not directly related to the ordinary course of business;
 - (iii) as well as any income and expenses from nonrecurring events and transactions as set out in Consob communication DEM6064293 of 28/07/2006.

- ▶ **EBIT** net result for the period before income tax, and other income and expenses.

- ▶ **Net Invested Capital** is equal to the algebraic sum of Fixed Capital, which includes non-current assets and non-current liabilities (net of non-current financial liabilities included in the Net Financial Position) and Net Working Capital, which includes current assets (net of cash and cash equivalents and current financial assets included in the Net Financial Position), and current liabilities (net of current financial liabilities included in the Net Financial Position).

- ▶ **Operating Cash Flow** adjusted EBITDA, as explained above, plus or minus the decrease/(increase) in working capital in the period, minus capital expenditure (CAPEX/Investment) and income and expenses from equity investments.

- ▶ **Ordinary Cash Flow** is cash flow from operations as explained above, net of financial expenses and taxes paid in the period.

- ▶ **Extraordinary Cash Flow** cash flow generated/used in transactions that are not considered ordinary, such as company restructuring and reorganization, share capital transactions and acquisitions/disposals.

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Any reference to past performance of Mondadori Group shall not be taken as an indication of future performance.

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