GRUPPO MONDADORI

FY17 Results

Investors Presentation

Ernesto Mauri – CEO
Oddone Pozzi – CFO

Milan, 13th March 2018

AGENDA

1. **FY 2017** Highlights
2. **FY 2017** Results
3. **FY 2017** Headcount
4. **FY 2018/2019** Outlook
5. **FY 2017** Business

FY17 Highlights

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€ mn

			FY17	4Q17
Revenues	**2017**	**1.268,3**	+0.4% (**-0.9% like-for-like***)	+4.7%
	2016	1.263,3		
Adjusted EBITDA	**2017**	**106,3**	-2.2 mn **+6.3% like-for-like***	-3.7%
	2016	108,5 *Rizzoli's 1Q not included*		
EBITDA	**2017**	**101,1**	+7.5% **+16.8% like-for-like**	-8.3%
	2016	94,0		
Net Result	**2017**	**30,4**	**+35%** **+8 € mn increase**	-5.5 mn (due to equity associates depreciation)
	2016	22,5		
NFP	**2017**	**-189,2**	-74.4 mn **-28.2%**	
	2016	-263,6		

** Like-for-like 2016: Rizzoli Libri consolidated from 1° Jan 2016 – Revenues at 1,280 € mn. and Adj. EBITDA of 100 € mn.*

FY17 Highlights

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Results in line with targets

	TARGETS	RESULTS
REVENUES	Slight decrease	-0.9% like-for-like
Adj. EBITDA	High-single digit increase	+6.3% like-for-like
Net Result	+30% increase	+35%
NFP / Adj. EBITDA	< 2.0x	1.8x

FY17 Highlights

In 2017 Mondadori Group has successfully continued its plan of **focalizing on core business**, through the disposal of non-strategical asset, and has signed a new financing agreement

MONDADORI LIBRI / MONDADORI RETAIL

Outsourcing of logistics activities (and disposal of real estate property)
Benefits starting from 2018

Apr. 2017

MONDADORI FRANCE

NaturaBuy disposal

May 2017

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Debt refinancing agreement
Benefits starting from 2018

Dec. 2017

	Apr. 2017	May 2017	Dec. 2017
NFP impact	**6.5 € mn**	**9.4 € mn**	**In 2018 debt cost reduction from 250 to 95 bps****
EBITDA impact	**4.2 € mn**	**3.3 € mn***	

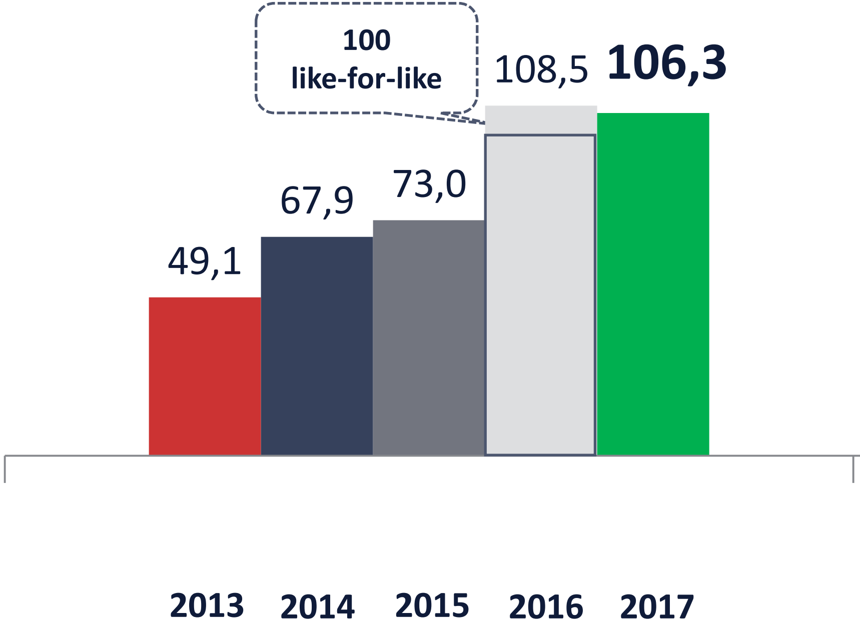
* Including NaturaBuy deconsolidation impact from 1st May 2017
** Charges applicable starting from May 2018 on the previous fiscal year NFP/EBITDA

FY17 Highlights

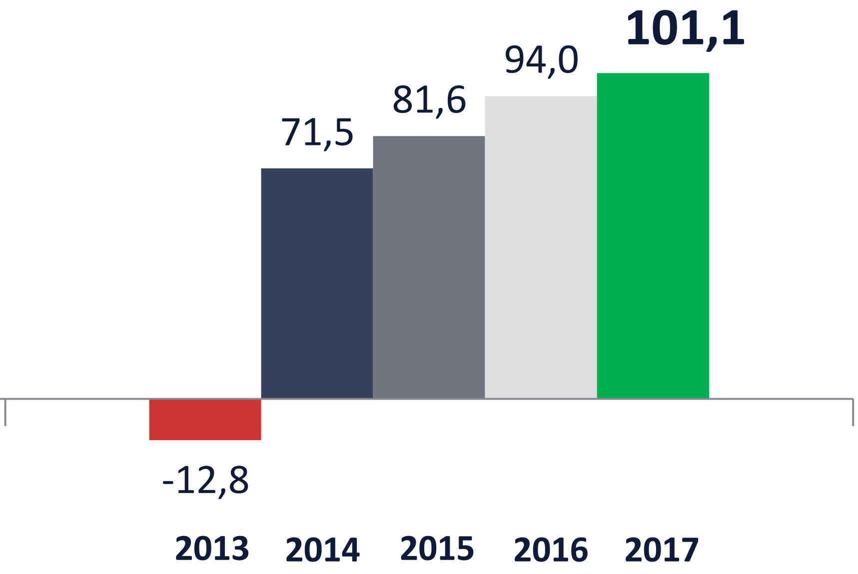
€ mn

EBITDA improvement for 4 consecutive fiscal years

Adjusted



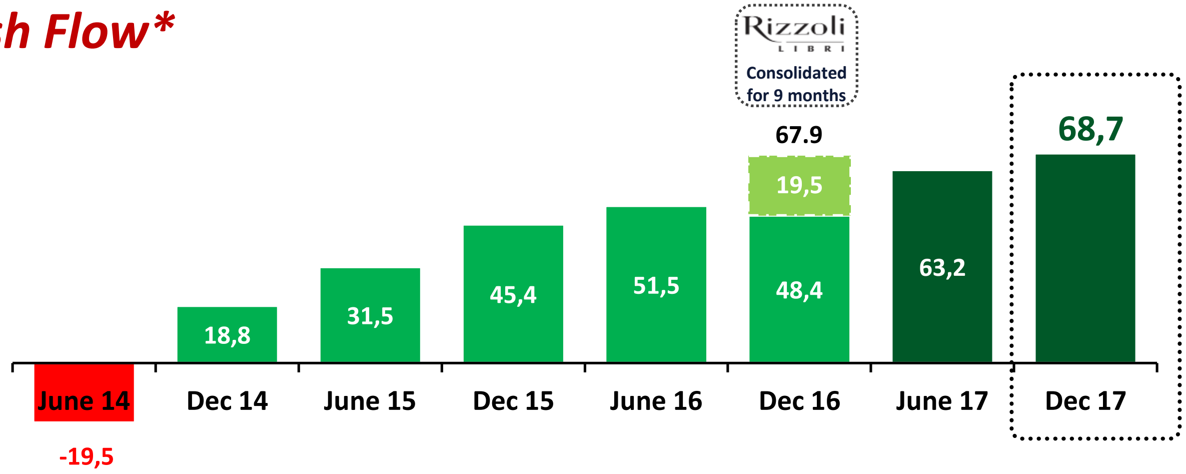
Reported



FY17 Highlights

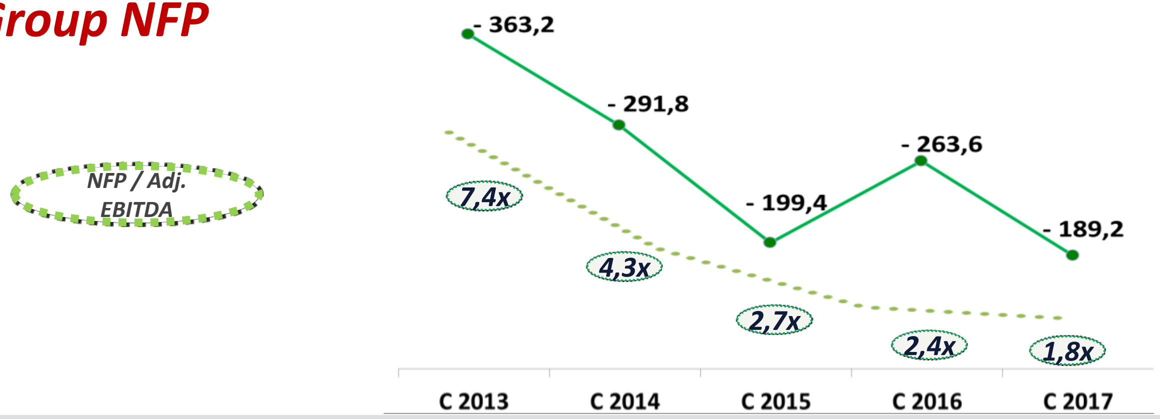
€ mn

Ordinary LTM Cash Flow*



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

Group NFP



70+ € mn reduction in 12 months

2016

-74.4 € mn

2017

FY17 Highlights

Refinancing Overview

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€ mn

Committed lines

	OLD		NEW	
	Refunds	Available lines 31/12	Refunds	Available lines 31/12
2017	-25	520	➡	**450**
2018	-33	259	**-15**	**435**
2019	-33	90	**-18**	**417**
2020	-379	-	**-23**	**394**
2021		-	**-28**	**366**
2022		-	**-366**	**-**

Cost of debt (spread)

OLD: *325 bps* | *300 bps* | *275 bps* | *250 bps* | *225 bps*

NEW: *200 bps* | *165 bps* | *130 bps* | *120 bps* | *95 bps*

PFN / EBITDA year-end: 4.0 – 3.5 – 3.0 – 2.5 – 2.0

Covenant

	OLD	NEW
2017	3.75x	**3.25x**
2018	3.50x	**3.50x**
2019	3.25x	**3.25x**
2020/2021	-	**3.25x**

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FY17 Revenues by Business Area

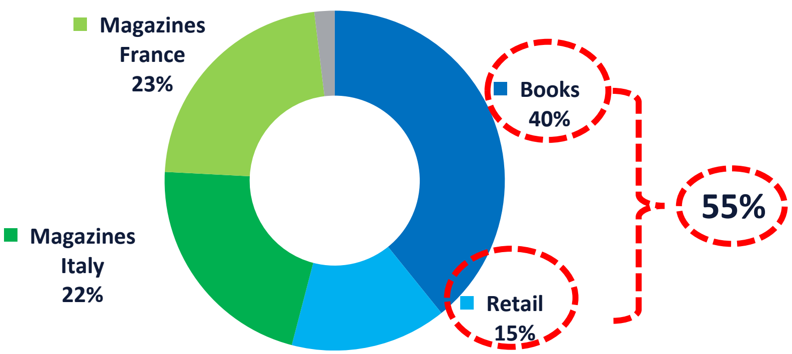
€ mn

	FY 2017	FY 2016	*Var. %*
Books	**523.9**	475.1	*10.3%*
Retail	**198.5**	199.6	*-0.5%*
Magazines Italy	**290.7**	310.6	*-6.4%*
Magazines France	**297.4**	321.7	*-7.5%*
Corporate & Shared Services	**26.2**	23.3	*12.6%*
Intercompany	*(68.5)*	*(66.8)*	*2.5%*
Total Revenues	**1,268.3**	**1,263.3**	***0.4%***

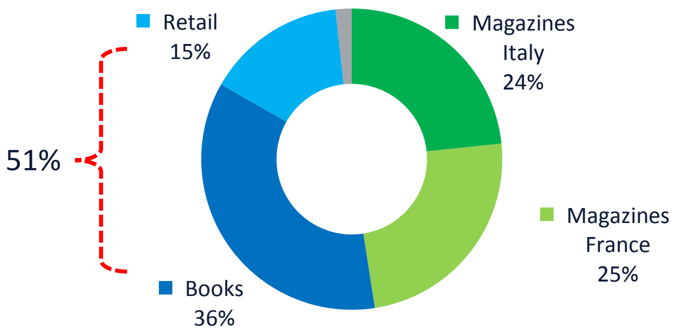
-0.9% like-for-like

4Q 2017	4Q 2016	*Var. %*
138.7	119.6	*15.9%*
65.9	64.5	*2.1%*
74.4	75.8	*-1.8%*
77.3	82.4	*-6.1%*
6.0	6.1	*-1.9%*
(18.8)	*(20.4)*	*-7.7%*
343.5	**328.1**	***4.7%***

FY 2017

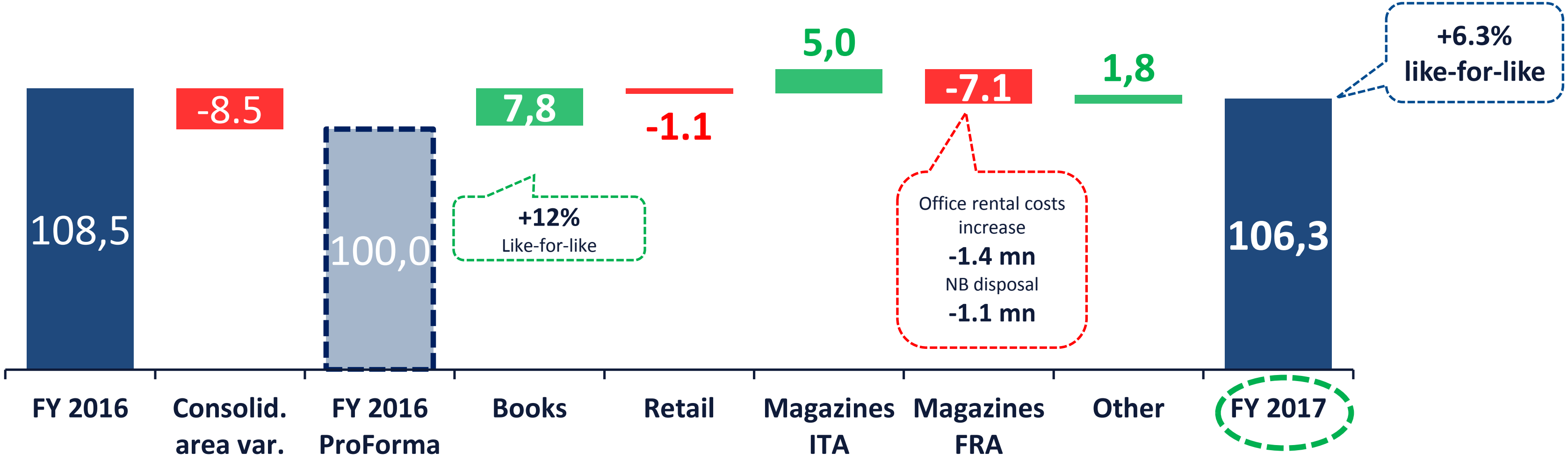


FY 2016



FY17 Adjusted EBITDA by Business Area

€ mn

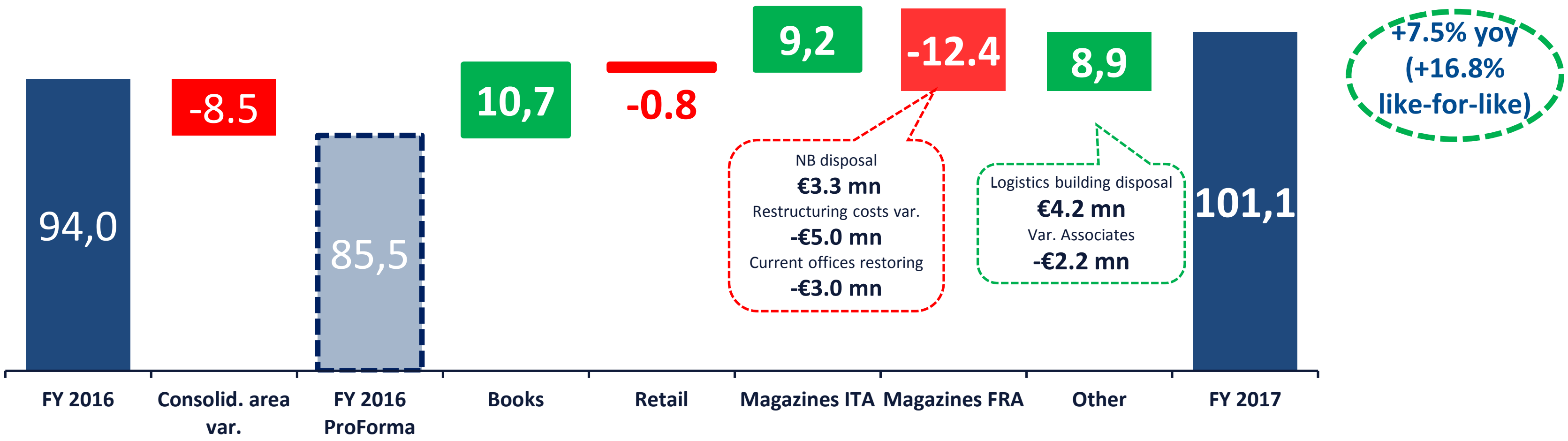


	FY 2017	FY 2016	*Var.*
Books	74.3	75.1	*-0.7*
Retail	0.7	1.8	*-1.1*
Magazines Italy	15.4	10.5	*5.0*
Magazines France	26.0	33.2	*-7.1*
Corporate & Shared Services	*(10.2)*	*(12.1)*	*1.8*
Adj. EBITDA	**106.3**	**108.5**	***-2.2***

4Q 2017	4Q 2016	*Var.*
13.5	16.6	*3.1*
4.6	4.5	*0.1*
6.9	3.6	*3.3*
9.2	11.9	*2.6*
(3.2)	*(4.3)*	*1.1*
31.1	**32.3**	***-1.2***

FY17 Reported EBITDA by Business Area

€ mn

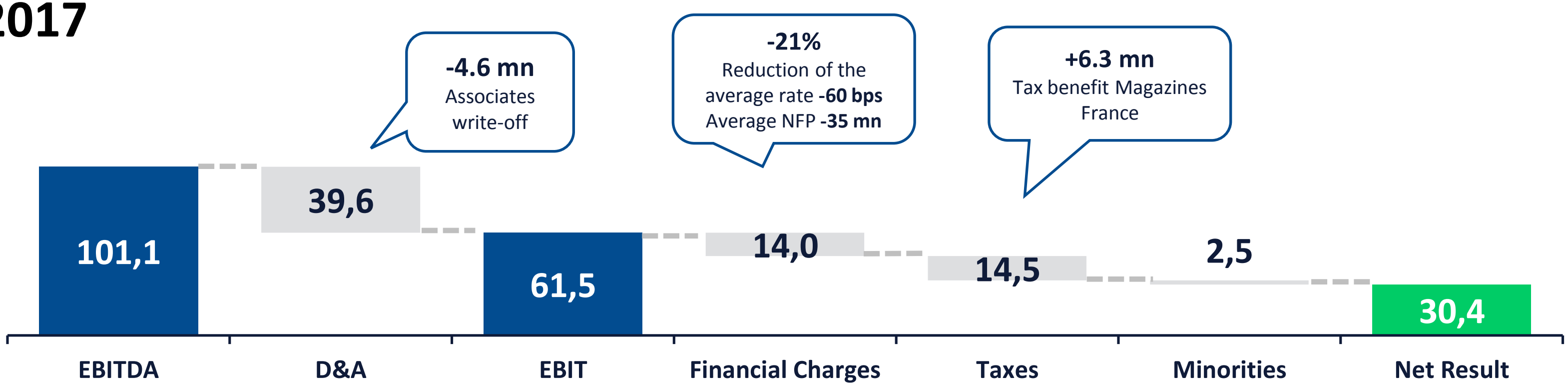


	FY 2017	FY 2016	***Var.***
Books	74.5	72.3	*2.2*
Retail	0.6	1.4	*-0.8*
Magazines Italy	12.8	3.6	*9.2*
Magazines France	18.4	30.8	*-12.4*
Corporate & Shared Services	*(5.2)*	*(14.0)*	*8.9*
Adj. EBITDA	**101.1**	**94.0**	***7.1***

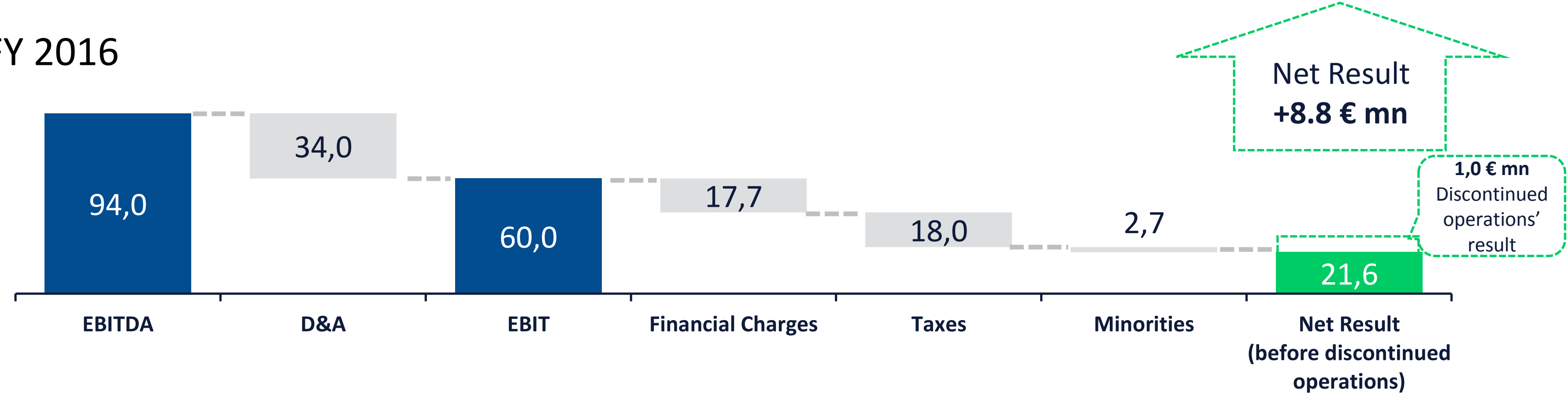
FY17 from EBITDA to Net Result

€ mn

FY 2017

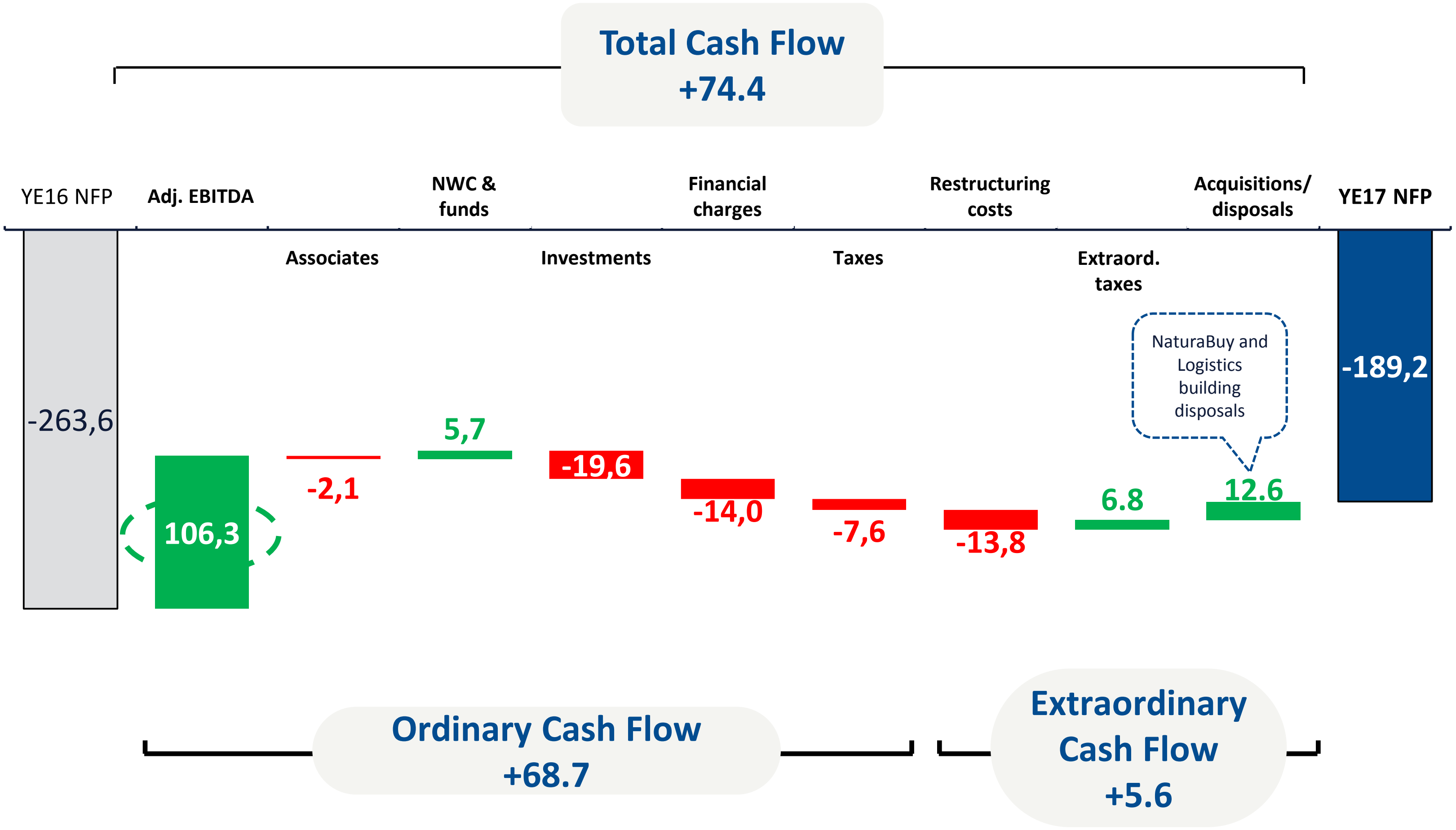


FY 2016



FY17 Cash Flow

€ mn



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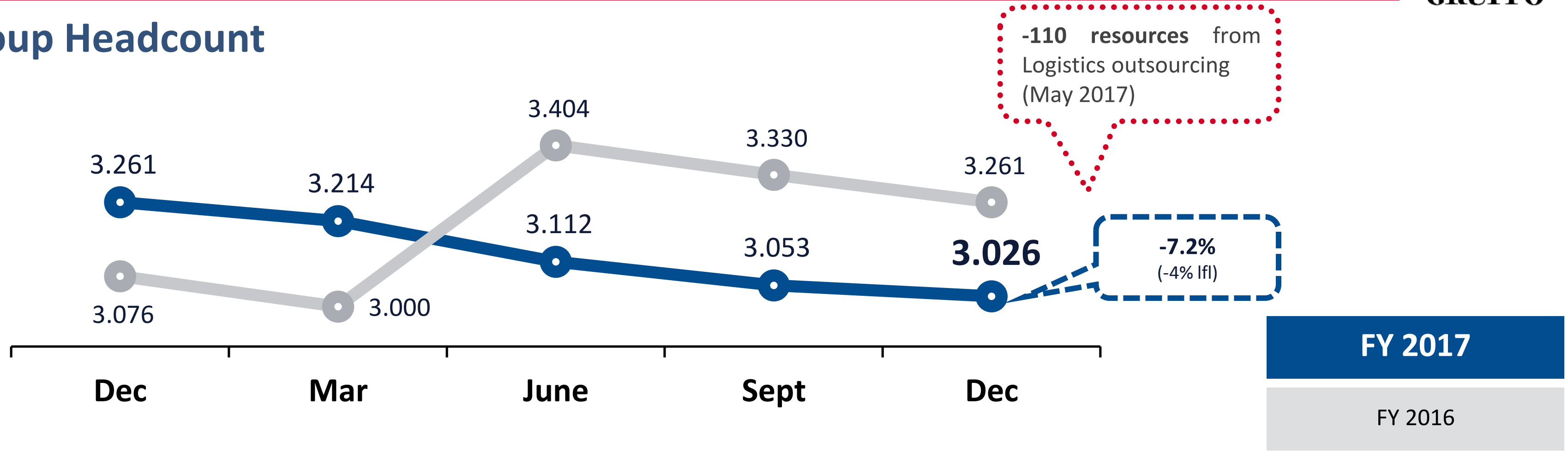
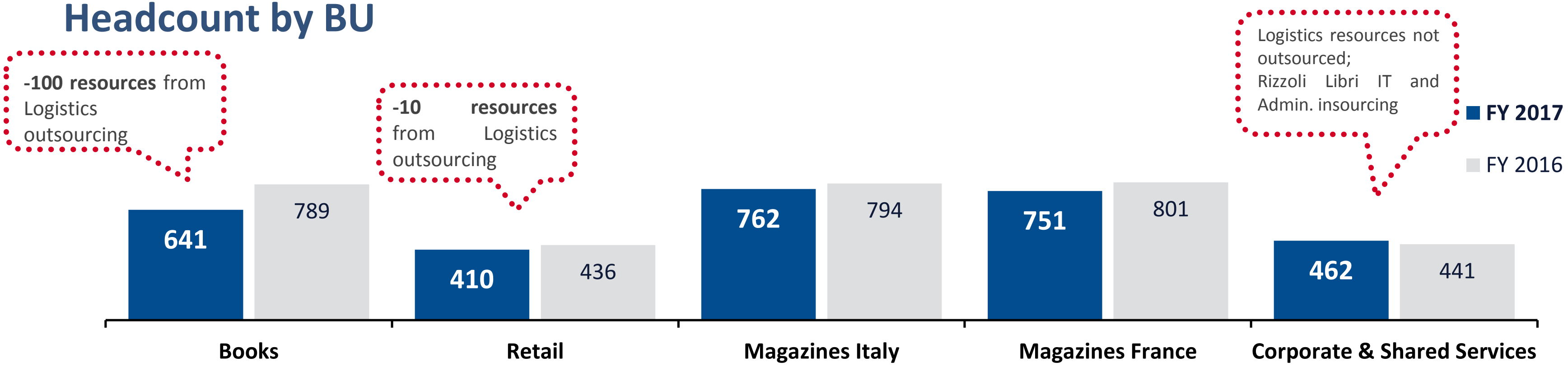
AGENDA

FY17 Headcount

Group Headcount



Headcount by BU



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FY18–19 Outlook

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2014–2016

✓**Economic and financial rebalance** phase completed

✓**Strategic re-positioning** phase completed

✓**Ebitda** from 50 € mn. to **100** € mn.

✓**Positive EBITDA** in all **Business** Areas

✓Yearly Ordinary **Cash Flow** at **50** € mn.

✓NFP/EBITDA from **>7x to <3x**

2017

✓**Economic and financial improvement** path confirmed

✓ **Ebitda** growth at **106** € mn.

✓ Yearly ordinary **Cash Flow** at **>60** € mn.

✓ NFP/EBITDA at **1.8x**

2018–2019

Strategic re-positioning path still on-going together with a continuous asset portfolio reassessment

✓ Lfl **Ebitda** from 106 € mn. to **110** € mn.

✓ Yearly ordinary **Cash Flow >50** € mn.

✓ Lfl NFP/EBITDA from **1.8x to 1.3x** (Lfl and excl. dividends)

FY18–19 Outlook

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Like-for-like

	TARGETS 2018	TARGETS 2019
REVENUES	Slight decrease	Slight decrease vs 2018
Adj. EBITDA	Stable	~ 110 € mn *(EBITDA margin at 9.5%)*
Net Result	**Decrease due to less positive not ordinary components** (7 € mn. net of fiscal impact)	> 30 € mn
Ordinary Cash Flow	~ 50 € mn	> 50 € mn
NFP		< -150 € mn *(NFP/Adj. EBITDA ~1.3x)*

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FY17 Business – Books

MONDADORI LIBRI · GRUPPO

Trade market – € 1,137 mn

5.4%

	2017	2016	Change
Chains	502,4	489,7	+2.7%
Bookstores	291,0	297,7	-2.0%
E-commerce	238,7	173,7	+37.3%
Large retailers	103,4	117,6	-12.2%

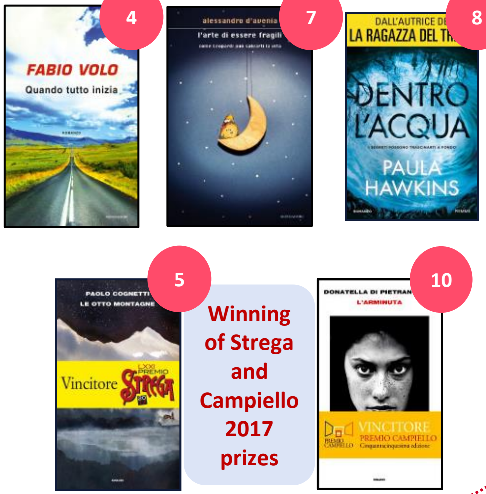
Trade market shares

GRUPPO MONDADORI 28.7%

	2017	2016
Mondadori Libri	23.6%	23.1%
Rizzoli Libri	5.1%	6.2%
GeMS	10.2%	11.3%
Giunti	8.2%	8.6%
la Feltrinelli	4.9%	4.7%
Newton Compton Editori	2.1%	2.3%
DeAgostini Libri	1.5%	1.6%
Others	44.4%	42.2%

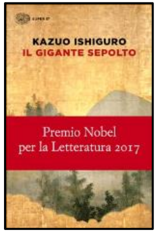
3 titles in first 3 positions of Top 10 sellers

8 titles in Top 10 sellers



Winning of Strega and Campiello 2017 prizes

Winning of 2017 Literature Nobel Prize – Einaudi

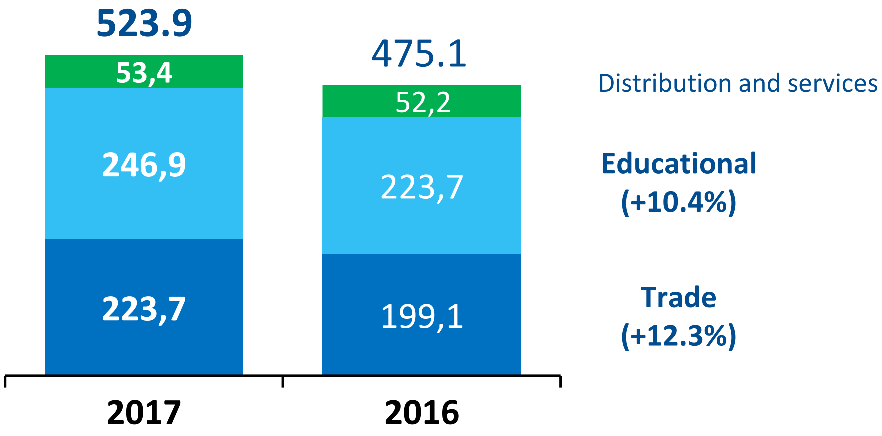


Source: GFK, Dec. 2017 (sell-out market value data)

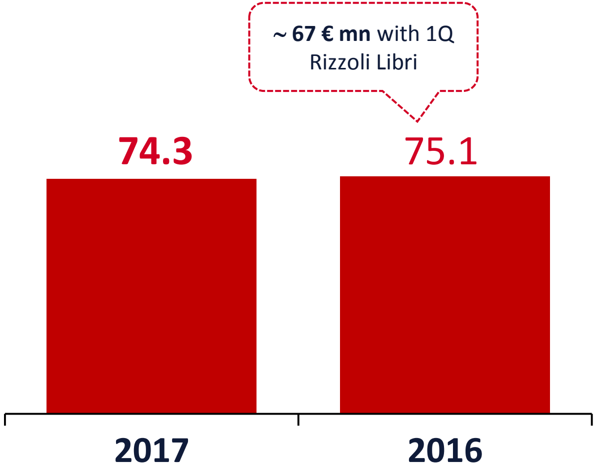
FY17 Business – Books

€ mn

Revenues +10.3%



Adj. EBITDA +12.0% like-for-like

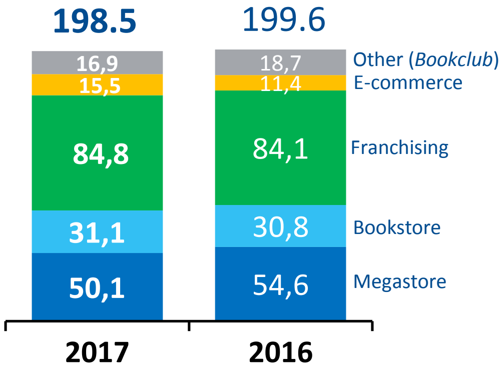


REVENUES	▸ **Growth in Trade segment** for the different consolidation area and for the publication in the second half of the year of some best-sellers ▸ **Growth in Educational segment** for the different consolidation area and for the positive performance of *Electa* in museum and publishing activities (+16.8%)
Adj. EBITDA	▸ **+12% like-for-like** (with Rizzoli Libri included in1Q16) with **a marginality over 14%** thanks to: • positive revenue evolution • targeted editorial planning and ongoing operating processes optimization (also deriving from Rizzoli Libri integration)

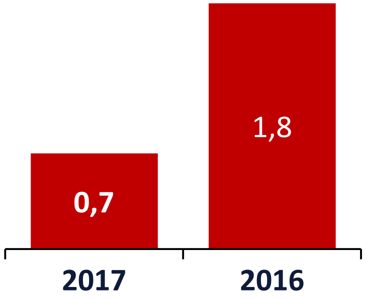
FY17 Business – Retail

€ mn

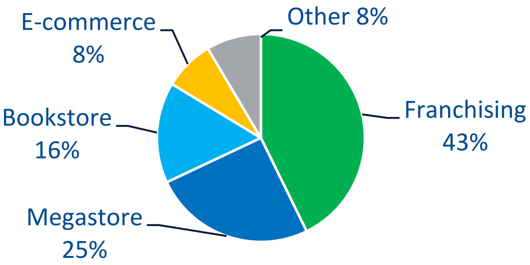
Revenues -0.5%
(+2.1% in 4Q)



Adj. EBITDA -1.1 mn



Revenues by channel*



Franchising

	Dec. 16	Var.	Dec. 17
Franchising	326	+25	**354**
Point	221	-10	**211**
TOT PoS	547	+18	**565**

Directly Operated Stores

	Dec. 16	Var.	Dec. 17
Bookstore	20	+1	**21**
Megastore	11	-1	**10**
TOT PoS	31	-	**31**

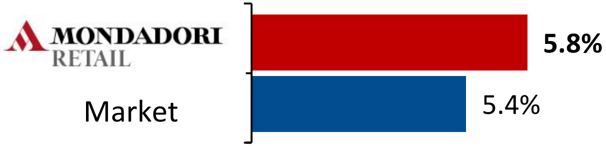
REVENUES

- **Directly-managed Bookstores +1.3%** (+2.5% lfl)
- **Franchised bookstores +0.9%** (-1.5% lfl)
- **Megastore** -8.3% for Consumer Electronics and Palermo store closure, **Book +1.2%**
- **On-line +36.4%** for the positive performance of «18app» (*Bonus Cultura*)

Adj. EBITDA

- Decrease due to the:
  - structural decline in Bookclub channel;
  - temporary decline of the Franchised channel, affected by promotions;
  - costs associated with the targeted reduction in the sales of Consumer Electronics.

80% revenues in Book market*



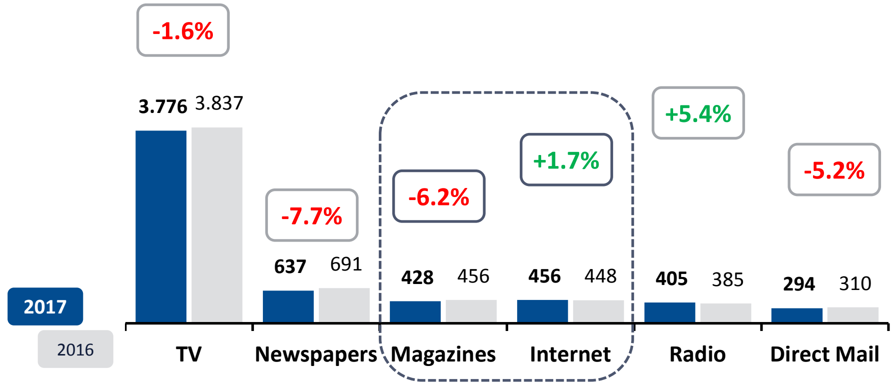
Market share: 15.0%
(+0,1 p.p. vs December 2016)

Source: GFK, Dec. 2017 (sell-out market value data)

*"Total Store" revenues; channels do not include Bookclub

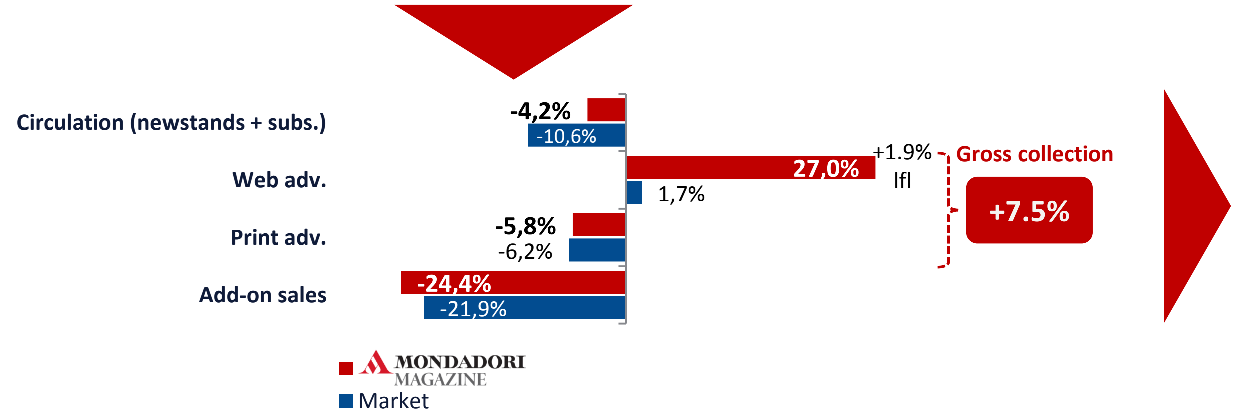
FY17 Business – Magazines Italy

Adv. market – € 6,251 mn -2.1%

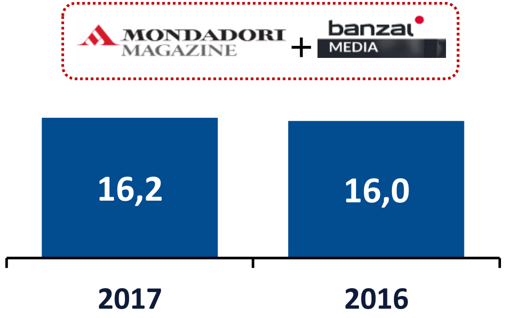


Circulation market shares

	2017	2016
Mondadori Magazine	31.8%	30.8%
Cairo Editore	19.5%	19.3%
RCS	5.2%	4.8%
Casa Editrice Universo	11.0%	9.8%
Hearst magazines	5.4%	5.4%
Condé Nast	3.3%	3.6%
Altri	23.9%	26.4%



Web Unique Users / month (mn)



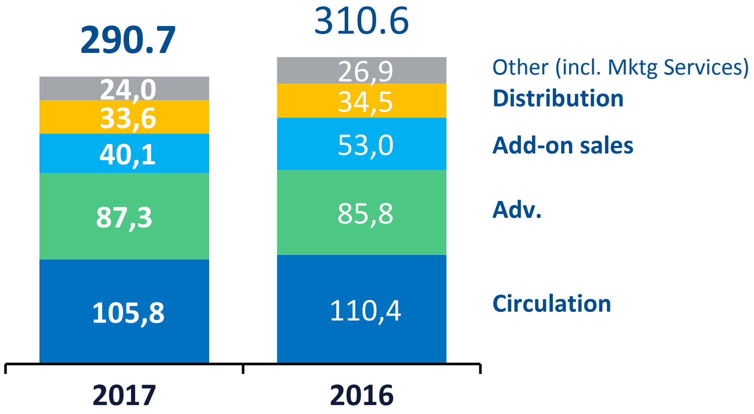
Source: Adv. – Nielsen (Dec. 2017), value data;
Circulation by value (newstands+subs. channels) – internal source Press-di (Dec. 2017)

Fonte: Audiweb (average data, Jan.–Dec. 2017)

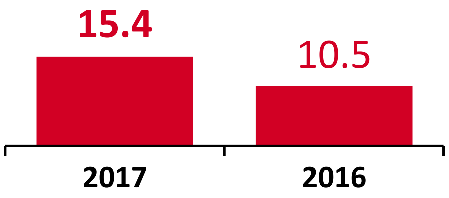
FY17 Business – Magazines Italy

€ mn

Revenues -6.4%



Adj. EBITDA +47.3 %



Magazines

Monthly food magazine, out from March

Weekly gossip magazine, out from June

Top 1 Italian weekly magazine, 500k average copies*

REVENUES

- **Circulation revenues** -4.2%, performance better than the market thanks to TV magazine and new launches
- **Adv. revenues +1.8%** (print+web), thereof **digital** represents **27% of the total adv. revenues**
- **Distribution and revenues towards third publishers** -2.8%, performance better than the market
- Total **Digital Revenues**: 38 € mn., **up 16%**

Adj. EBITDA

- **+47% increase**:
  - **positive EBITDA of digital business, highly improved** thanks to the teams/products integration between Banzai Media and Mondadori;
  - **improved print EBITDA**, offsetting market decline, due to processes optimization and containment of editorial and overhead costs.

*Source: ADS, average circulation (Dec. 2017)

FY17 Business – Magazines France

MONDADORI FRANCE

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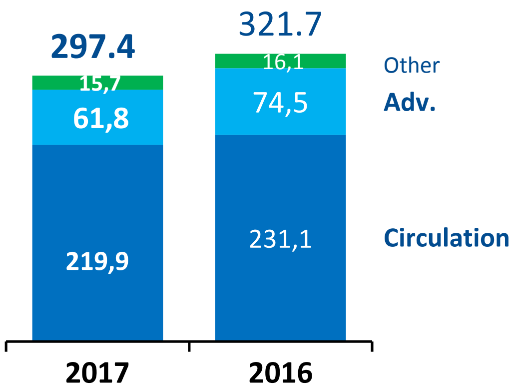
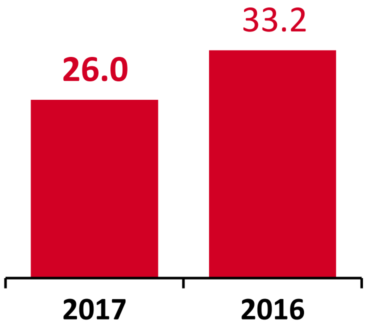
€ mn

Revenues -7.5%



Adj. EBITDA -7.1 mn



Mondadori vs market

REVENUES

- **Circulation revenues** (74% of the total) down -4.9% (newstands -5.4%, subscriptions -3.7%)
- **Adv. revenues** (print+web) down -17.1%, mainly due to the decrease of the digital collection (affected by the insourcing of mobile/video adv. sales)

Adj. EBITDA

- Decrease due to the impact of:
  - downturn in circulation and adv. revenues;
  - higher circulation expenses;
  - higher rental costs for the offices (-1.4 € mn) and NaturaBuy deconsolidation from 1 May (-1.1 € mn).

Business decrease -4.6 € mn

Print adv. market shares (by volume, Dec. 2017)

	2017	2016
MONDADORI FRANCE	11.1%	11.1%
Lagardère	11.1%	11.2%
	9.8%	10.6%
LE FIGARO	5.8%	5.7%
	5.5%	6.2%
Altri	56.7%	55.2%

Source: Circulation – Presstalis Dec. 2017, Adv. – Kantar Media Dec. 2017

BACKUP

FY17 Profit & Loss

Euro/millions	2017	% on revenue	2016	% on revenue	Var. %
Revenue from sales and services	**1,268.3**	***100.0%***	**1,263.3**	***100.0%***	***0.4%***
Cost of sold items	401.5	*31.7%*	396.4	*31.4%*	*1.3%*
Variable costs	421.9	*33.3%*	415.4	*32.9%*	*1.6%*
Fixed costs	99.9	*7.9%*	102.4	*8.1%*	*-2.5%*
Cost of personnel*	231.9	*18.3%*	240.7	*19.1%*	*-3.7%*
Other costs/(income)	2.5	*0.2%*	0.5	*0.0%*	*n.s.*
Result - associates	-4.2	*-0.3%*	0.5	*0.0%*	*n.s.*
Adjusted EBITDA	**106.3**	***8.4%***	**108.5**	***8.6%***	***-2.0%***
Restructuring costs	-12.3		-10.8		*14.0%*
Not ordinary items	7.1		-3.7		*n.s.*
EBITDA	**101.1**	***8.0%***	**94.0**	***7.4%***	***7.5%***
Amortization, depreciation and impairment	39.6	*3.1%*	34.0	*2.7%*	*16.5%*
EBIT	**61.5**	***4.8%***	**60.0**	***4.8%***	***2.4%***
Net financial income (costs)	-14.0	*-1.1%*	-17.7	*-1.4%*	*-21.0%*
Income (costs) from other investments	0.0	*0.0%*	0.0	*0.0%*	
Result before tax for the period	**47.5**	***3.7%***	**42.3**	***3.3%***	***12.3%***
Income tax	14.5	*1.1%*	18.0	*1.4%*	*-19.1%*
Minority shareholders' result	2.5	*0.2%*	2.7	*0.2%*	*-8.2%*
Result from continuing operations	**30.4**	***2.4%***	**21.6**	***1.7%***	***41.1%***
Result from discontinued operations	0.0	*0.0%*	1.0	*0.1%*	*n.s.*
Net result	**30.4**	***2.4%***	**22.5**	***1.8%***	***34.9%***

*Cost of personnel includes, as from 1 January 2017, costs for collaborations. Accordingly, last year’s cost of personnel has been reclassified for comparative purposes.

4Q17 Profit & Loss

Euro/millions	4Q 2017	% on revenue	4Q 2016	% on revenue	Var. %
Revenue from sales and services	**343.5**	*100.0%*	**328.1**	*100.0%*	***4.7%***
Cost of sold items	119.2	*34.7%*	103.1	*31.4%*	*15.6%*
Variable costs	107.2	*31.2%*	99.2	*30.2%*	*8.1%*
Fixed costs	25.8	*7.5%*	30.5	*9.3%*	*-15.3%*
Cost of personnel*	58.0	*16.9%*	65.1	*19.8%*	*-10.9%*
Other costs/(income)	0.5	*0.1%*	-1.6	*-0.5%*	*n.s.*
Result - associates	-1.8	*-0.5%*	0.5	*0.1%*	*n.s.*
Adjusted EBITDA	**31.1**	***9.1%***	**32.3**	***9.8%***	***-3.7%***
Restructuring costs	-7.3		-6.9		*6.0%*
Not ordinary items	-2.0		-1.7		*21.9%*
EBITDA	**21.8**	***6.4%***	**23.8**	***7.2%***	***-8.3%***
Amortization, depreciation and impairment	15.5	*4.5%*	11.8	*3.6%*	*31.5%*
EBIT	**6.4**	***1.8%***	**12.0**	***3.7%***	***-47.2%***
Net financial income (costs)	-3.8	*-1.1%*	-5.0	*-1.5%*	*-24.6%*
Income (costs) from other investments	0.0	*0.0%*	0.0	*0.0%*	
Result before tax for the period	**2.6**	***0.7%***	**7.0**	***2.1%***	***-63.4%***
Income tax	2.7	*0.8%*	1.8	*0.5%*	*56.2%*
Minority shareholders' result	0.6	*0.2%*	0.8	*0.3%*	*-24.5%*
Result from continuing operations	**-0.8**	***-0.2%***	**4.4**	***1.3%***	***n.s.***
Result from discontinued operations	0.0	*0.0%*	0.3	*0.1%*	*n.s.*
Net result	**-0.8**	***-0.2%***	**4.7**	***1.4%***	***n.s.***

*Cost of personnel includes, as from 1 January 2017, costs for collaborations. Accordingly, last year's cost of personnel has been reclassified for comparative purposes.

FY17 Balance Sheet

(€/mln)	dic-17	dic-16	Var.
Net receivables	298.0	298.7	(0.7)
Net inventory	127.6	143.4	(15.8)
Trade payables	(416.3)	(415.0)	(1.3)
Other assets/(liabilities)	(12.1)	(14.6)	2.6
NWC and Provisions	**(2.8)**	**12.5**	**(15.3)**
Intangible assets	593.0	612.1	(19.1)
Tangible assets	26.9	33.3	(6.4)
Investments	38.0	43.0	(5.0)
Net Fixed Assets	**657.9**	**688.5**	**(30.5)**
Provisions	(73.1)	(68.6)	(4.5)
Post-employment benefits	(47.5)	(51.0)	3.5
NET INVESTED CAPITAL	**534.6**	**581.4**	**(46.8)**
Share Capital	68.0	68.0	(0.0)
Minority shareholders' reserves and equity	246.9	227.3	19.6
Net result	30.4	22.5	7.9
Equity	**345.3**	**317.8**	**27.5**
NFP	**189.2**	**263.6**	**(74.3)**
TOTAL EQUITY	**534.6**	**581.4**	**(46.8)**

FY17 Net Financial Position

€mn	dic-17	dic-16
NFP beginning of period	**(263.6)**	**(199.4)**
Adjusted EBITDA	106.3	108.5
Shareholdings/dividends	(2.1)	(4.7)
Change in NWC + provision	5.7	12.7
CAPEX	(19.6)	(17.2)
Cash flow from operations	**90.3**	**99.3**
Financial costs	(14.0)	(17.7)
Taxes	(7.6)	(13.8)
Ordinary Cash Flow	**68.7**	**67.9**
Restructuring costs	(13.8)	(14.9)
Extraordinary tax amounts / prior years	6.8	15.5
Asset acquisition/disposals	12.6	(132.6)
Extraordinary Cash Flow	**5.6**	**(132.0)**
Total Cash Flow	**74.3**	**(64.2)**
NFP end of period	**(189.2)**	**(263.6)**

Glossary

- **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.

Social Media Contacts

Mondadori Group IR (disponibile su Google Play e App Store)

twitter.com/mondadori

it.linkedin.com/company/mondadori

facebook.com/GruppoMondadori

instagram.com/gruppomondadori

youtube.com/c/mondadori

GRUPPO MONDADORI

IR contacts

Investor Relations

Tel: +39 02 75423695

invrel@mondadori.it

Upcoming events

May 15th, 2018

Interim report at March 31, 2018

Forward-looking Statements

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Mondadori Group actual results and developments may differ materially from the ones expressed or implied by the above statements depending on a variety of factors.

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

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein.