



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING AND MEETING OF THE BOARD OF DIRECTORS

- **Approval of the standalone financial statements as at and for the financial year ended June 30, 2021, which show a loss of € 209.5 million, covered by the share premium reserve**
- **Appointment of the Board of Directors and the Board of Statutory Auditors for the 2021/22 – 2023/24 financial years**
- **Approval of the proposal to increase the Juventus's share capital up to € 400 million, with pre-emptive rights to the existing shareholders**
- **The Board of Directors confirmed Andrea Agnelli and Pavel Nedved as Chairman and Deputy Chairman of the Board of Directors, respectively, and appointed Maurizio Arrivabene as Chief Executive Officer**

Turin, October 29, 2021 – The shareholders of Juventus Football Club S.p.A. (“**Juventus**” or the “**Company**” and its shareholders, the “**Shareholders**”) met today, in Turin, for an ordinary and extraordinary Shareholders' Meeting chaired by Andrea Agnelli and resolved on the items on the agenda. At the end of the Shareholders' Meeting, the Board of Directors resolved, among other things, to confer powers to the members of the Board of Directors to verify that the newly appointed directors and statutory auditors met the independence requirements set forth by law and by the Company's by-laws and to appoint the members of the committees.

Resolutions of the Shareholders at the Ordinary Shareholders' Meeting

At the ordinary shareholders' meeting, the Shareholders approved the Company's standalone financial statements as at and for the financial year ended June 30, 2021, which show a loss of € 209.5 million (compared to a loss of € 89.7 million in the 2019/20 financial year), which was covered by the share premium reserve. As a result, no dividends were distributed. The Shareholders also examined the Company's consolidated financial statements as at and for the financial year ended June 30, 2021, which show a loss of € 209.9 million. For further information, please refer to the Annual Financial Report as of June 30, 2021, which is available at the Company's registered office (in Turin, Via Druento, no. 175), on the Company's website (www.juventus.com, section Club, Investor Relations, Financial Statements and Prospectus), and on the authorized storage mechanism “1INFO” (www.1info.it).

Furthermore, at the ordinary shareholders' meeting, the Shareholders approved the first Section of the “Report on remuneration policy and remuneration paid” drafted pursuant to Article 123-ter of Legislative Decree of February 24, 1998, No. 58, as amended from time to time, (the “**Consolidated Financial Act**”), and voted in favor of the second Section of such report.

The Shareholders then appointed the new members of the Company's corporate bodies. In particular, the Shareholders resolved on the appointment of the new Board of Directors and set at ten the number of members of the Board of Directors, which will remain in charge for the 2021/22 – 2023/24 financial years. On the basis of the only slate of candidates submitted by the shareholder EXOR N.V., which holds 63.8% of Juventus' share capital, the following directors have been appointed:

- Massimo Della Ragione;
- Maurizio Arrivabene;

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- Kathryn Frances Fink;
- Andrea Agnelli;
- Laurence Debroux;
- Pavel Nedved;
- Giorgio Tacchia;
- Laura Zanetti;
- Daniela Marilungo; and
- Francesco Roncaglio.

The percentage of votes in favor of such appointment was equal to 78.4% of total voting rights and to 99.9% of total voting rights represented by the shareholders that attended the meeting.

The directors Massimo Della Ragione, Kathryn Frances Fink, Giorgio Tacchia, Laura Zanetti and Daniela Marilungo declared to be compliant with the independence requirements set forth by Article 148, paragraph 3, of the Consolidated Financial Act, referred to in Article 147-ter, paragraph 4, of the Consolidated Financial Act, and in the Corporate Governance Code approved by the Corporate Governance Committee (the “**Corporate Governance Code**”). The *curricula* of the directors are available on the Company’s website (www.juventus.com, section Club, Corporate Governance, Administration and Control Bodies).

Based on the statements made and the information available to the Company, the directors who hold Company’s shares as of the date of appointment, are the following:

Name and surname	No. of Shares	% of the share capital
Andrea Agnelli	50,901	0.0038%

At the ordinary shareholders’ meeting, the Shareholders also resolved to award an annual gross remuneration equal to € 40.000 to each director, without prejudice to the provisions of Article 2389, paragraph 3 of the Italian Civil Code.

With reference to the controlling body, the Shareholders appointed the new Board of Statutory Auditors, who will remain in charge for the 2021/22 – 2023/24 financial years. On the basis of the only slate of candidates submitted by the shareholder EXOR N.V., the following statutory auditors have been appointed:

- Roberto Spada, as Chairman of the Board of Statutory Auditors;
- Maria Cristina Zoppo, as standing statutory auditors;
- Alessandro Forte, as standing statutory auditors;
- Maria Luisa Mosconi, as alternate statutory auditors;
- Roberto Petrignani, as alternate statutory auditors.

The percentage of votes in favor of such appointment was equal to 78.5% of total voting rights and to 99.9% of total voting rights represented by the shareholders that attended the meeting. The *curricula* of the statutory auditors are available on the Company’s website (www.juventus.com, section Club, Corporate Governance, Administration and Control Bodies).



Based on the statements made and the information available to the Company, there are no statutory auditors holding Company's shares at the date of appointment.

At the ordinary shareholders' meeting, the Shareholders also resolved to award an annual gross remuneration equal to € 30.000 to the Chairman of the Board of Statutory Auditors and an annual gross remuneration equal to € 20.000 to each standing statutory auditor.

Resolutions of the Shareholders at the Extraordinary Shareholders' Meeting

At the extraordinary shareholders' meeting, the Shareholders approved the proposal to increase the Company's share capital, against cash contribution, in one or more tranches, by June 30, 2022, for a total maximum amount of € 400 million, including any share premium, through the issue of new ordinary shares, without nominal value and with the same features of those already issued, to be offered with a pre-emptive right to the existing shareholders of the Company, entitled pursuant to Article 2441, paragraphs 1, 2 and 3 of the Italian Civil Code (the "**Capital Increase**"). Accordingly, the Shareholders resolved to approve an amendment to Article 5 of the by-laws and, in line with the market practice for similar transactions, to grant the Board of Directors with the broadest powers to define the procedures, terms and conditions for the execution of the resolution. Subject to the occurrence of favorable market conditions and the issue of the necessary authorizations by the competent regulatory Authorities, the Capital Increase is expected to be implemented by the end of 2021.

At the extraordinary shareholders' meeting, the Shareholders also approved the amendments to certain articles of the Company's by-law and, in particular, (i) to clarify in Article 22 (*Statutory Auditors*) that the meetings of the Board of Statutory Auditors may also be held by telecommunication means, and (ii) to delete Article 33 (*Transitional Provisions*) as the temporary regime described therein is no longer applicable.

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Following the Shareholders' Meeting, Juventus held a meeting of the Board of Directors which, among other things, confirmed Andrea Agnelli and Pavel Nedved, as Chairman and Deputy Chairman of the Board of Directors, respectively, and appointed Maurizio Arrivabene, as Chief Executive Officer, to whom the Chief Football Officer (office temporarily held by the Chief Executive Officer himself), the Chief Corporate & Financial Office (Stefano Cerrato) and the Chief Revenue Officer, (Giorgio Ricci) will report.

After assessing, on the basis of the information provided by the interested parties and the information available to the Company, the existence of the honorability requirement of all members of the Board of Directors and the independence requirement with regard to the directors Massimo Della Ragione, Kathryn Frances Fink, Giorgio Tacchia, Laura Zanetti and Daniela Marilungo, pursuant to Article 148, paragraph 3, of the Consolidated Financial Act referred to in Article 147-ter, paragraph 4, of the Consolidated Financial Act, and in the Corporate Governance Code, the Board of Directors appointed Massimo Della Ragione as Lead Independent Director and the following committees:

- Nomination and remuneration Committee, composed by Kathryn Frances Fink (as Chairman), Francesco Roncaglio and Giorgio Tacchia;
- Control and Risk Committee, composed by Massimo Della Ragione (as Chairman), Laurence Debroux and Daniela Marilungo;
- Related parties Committee, composed by Massimo Della Ragione (as Chairman), Laurence Debroux and Daniela Marilungo; in the event of transactions of greater importance (*operazioni di maggiore rilevanza*) Laurence Debroux will be replaced by Laura Zanetti, independent director;



- ESG Committee, composed by Laura Zanetti (as Chairman), Laurence Debroux and Daniela Marilungo.

Furthermore, the Board of Directors assessed, on the basis of the information provided by the relevant parties and the information available to the Company, the honorability, professionalism and independence requirements of the statutory auditors set forth, as the case may be, by the Consolidated Financial Act and the Corporate Governance Code.

The Supervisory Body was also appointed pursuant to Legislative Decree 231/2001, composed by Stefania Dulio, Guglielmo Giordanengo and Patrizia Polliotto.

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The voting summary, the minutes of the Shareholders' Meeting and the updated by-laws will be published in the manner and within the time limits established by applicable laws.

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The executive responsible for drawing up the Company's accounting documents, Stefano Cerrato, certifies, in accordance with Article 154-bis, paragraph 2, of the Consolidated Financial Act, that the accounting information contained in this document corresponds to documentary evidence, books and accounting records.

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PRESS OFFICE

CLAUDIO ALBANESE
T. +39 011 6563448
claudio.albanese@juventus.com

INVESTOR RELATIONS

STEFANO CERRATO
T. +39 011 6563538
stefano.cerrato@juventus.com

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