

IMPRESA – SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A.

ASSEMBLEIA GERAL EXTRAORDINÁRIA

10/03/2026

PROPOSTA RELATIVA AO PONTO SEIS DA ORDEM DO DIA

“Deliberar que o Conselho de Administração passe a integrar nove membros e eleger três novos membros do Conselho de Administração para o período remanescente do mandato correspondente ao quadriénio 2023/2026”

Considerando que:

- A.** Nos termos do artigo 11.º, n.º 1 e 15.º, n.º 1 dos Estatutos, compete à Assembleia Geral da IMPRESA – Sociedade Gestora de Participações Sociais, S.A. (“**Impresa**”) eleger os membros do Conselho de Administração e da Comissão de Auditoria;
- B.** De acordo com os Estatutos, os membros dos órgãos sociais da Impresa são eleitos para mandatos de quatro anos, encontrando-se em curso o mandato correspondente ao quadriénio 2023-2026;
- C.** Na Assembleia Geral Anual realizada em 26 de maio de 2023 foram eleitos oito membros para o Conselho de Administração, dos quais três membros para a Comissão de Auditoria;
- D.** Na Assembleia Geral Anual realizada em 27 de maio de 2025 foi aprovada a reorganização da Comissão de Auditoria, na sequência da renúncia então apresentada por Manuel Guilherme Oliveira da Costa, ao cargo de vogal do Conselho de Administração e Presidente da Comissão de Auditoria, tendo o Conselho de Administração passado a ser composto por sete membros, conforme permitido nos termos do artigo 11.º, n.º 1 dos Estatutos. Subsequentemente, na sequência do falecimento do Senhor Dr. Francisco Pinto Balsemão, o Conselho de Administração passou a ser composto por seis membros;
- E.** No âmbito da implementação do Acordo de Investimento, celebrado a 26 de novembro de 2025 (“**Acordo de Investimento**”), entre a Impresa, a IMPREGER – Sociedade Gestora de Participações Sociais, S.A. (“**Impreger**”) e a Media For Europe, N.V (“**MFE**”), está prevista a eleição de três novos membros para o Conselho de Administração;
- F.** Nos termos do artigo 11.º, n.º 1 dos Estatutos, o Conselho de Administração pode ser composto por um mínimo de três e um máximo de onze membros;



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- G.** A plena produção de efeitos do Acordo de Investimento, encontra-se dependente da confirmação, por parte da Comissão do Mercado de Valores Mobiliários (“**CMVM**”), de que o Acordo de Investimento celebrado e os atos nele previstos não impõem à MFE a obrigação de lançamento de oferta pública de aquisição sobre a totalidade das ações e de outros valores mobiliários emitidos pela Impresa que confirmam direito à sua subscrição ou aquisição;

sujeita à condição suspensiva de a CMVM emitir decisão que confirme que o Acordo de Investimento celebrado entre a Impresa e a MFE, bem como os atos nele previstos, não determinam para a MFE a obrigação de lançamento de oferta pública de aquisição sobre a totalidade das ações e demais valores mobiliários emitidos pela Impresa que confirmam direito à respetiva subscrição ou aquisição, a acionista Impreger propõe à Assembleia Geral que:

1. Seja fixado em nove o número total de membros do Conselho de Administração da Sociedade;
2. Caso a recomposição proposta seja aprovada, para o período remanescente do mandato correspondente ao quadriénio 2023/2026, sejam eleitos, como vogais do Conselho de Administração:

Michele Giraud;

Massimiliano Ventimiglia; e

Massimo Musolino; e

3. Caso os membros ora propostos venham a ser eleitos, o início das suas funções apenas ocorra após a aquisição, pela MFE, da qualidade de acionista da Impresa, ao tornar-se titular de 82.500.000,00 ações representativas do capital social da Impresa.

Caso, até à data da realização da Assembleia Geral, (i) não tenha sido proferida decisão pela CMVM sobre a matéria acima referida ou (ii) venha a ser proferida decisão que determine a existência da referida obrigação de lançamento de oferta pública de aquisição, a presente proposta considerar-se-á não apresentada, não devendo, em consequência, ser apreciada nem submetida a deliberação pela Assembleia Geral.

Adicionalmente, nos termos e para os efeitos do artigo 289.º, n.º 1, al. d) do Código das Sociedades Comerciais, junta-se a esta proposta:

- como Anexo I (*Parecer sobre Adequação dos Membros Propostos para o Conselho de Administração e Comissão de Auditoria*), o parecer que traduz a avaliação individual e global da adequação dos membros propostos, para o cargo que se propõem desempenhar; e
- como Anexo II (*Currículos*), os documentos, relativos a cada um dos membros propostos para o Conselho de Administração, com informação sobre as qualificações profissionais, as atividades profissionais exercidas nos últimos cinco anos e, ainda, o número de ações da Sociedade de que são titulares.



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Mais se informa que os membros do Conselho de Administração ora propostos não detêm ações representativas do capital social da Impresa.

Paço de Arcos, 16 de fevereiro de 2026

Pela IMPREGER – Sociedade Gestora de Participações Sociais, S.A.,

ANEXO I

Parecer sobre Adequação dos Membros Propostos para o Conselho de Administração

Parecer sobre adequação dos candidatos propostos para o Conselho de Administração

Na sequência da apresentação da lista de candidatos proposta para eleição dos 3 (três) membros adicionais para o Conselho de Administração, a Impreger avaliou individual e globalmente os membros dos órgãos sociais e concluiu que:

- i. o conjunto de membros propostos tem um leque de competências diverso e adequado ao desempenho das suas funções, considerando, designadamente, as habilitações académicas, a formação especializada e experiência profissional em domínios relevantes para a atividade da Impresa (direito, engenharia e tecnologia, gestão empresarial e estratégica, economia e finanças e operações comerciais) como comprovam os seus currículos, adequados ao cabal cumprimento das responsabilidades e desempenho das funções atribuídas, tendo ainda, no seu conjunto, formação e experiência prévias para o setor em que opera a Impresa;
- ii. os membros propostos integrarão, conjuntamente com os membros já eleitos, o Conselho de Administração, assegurando-se que a composição deste órgão cumpre os critérios legais de diversidade e independência;
- iii. cada um dos candidatos propostos reúne os requisitos de integridade, qualificação profissional, experiência e disponibilidade exigida aos órgãos sociais da Impresa e demonstram ainda elevados princípios éticos, valores e comportamentos compatíveis com os padrões exigidos aos órgãos sociais, bem como a capacidade de exercer um juízo crítico, ponderado, construtivo e independente;

Face ao exposto, a Impreger entende que a lista de candidatos para o Conselho de Administração que se propõe eleger na próxima Assembleia Geral preenche os requisitos legais e recomendatórios aplicáveis à Impresa e reúne as condições para um correto desempenho das suas funções.

Paço de Arcos, 16 de fevereiro de 2026

Pela IMPREGER – SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A.:



IMPREGER

Sociedade Gestora de Participações Sociais, SA.

ANEXO II

Curriculos dos Candidatos Propostos

Michele Giraudo

Mobile: +447435813706
e-mail: michele.giraudo@mfeadv.com

Place of birth: Torino, Italy
Nationality: Italian

Work Experiences

Jan 2026 – today

Chief Revenue Officer – MediaForEurope Advertising, London

Member of the Board of Directors

April 2021 – December 2025

Chief Executive Officer – Publieurope, London

Member of the Board of Directors

July 2023 – today

Chief Executive Officer – Dr Podcast Audio Factory, London

Member of the Board of Directors

2019 – 2021

Area Manager North – Philip Morris Italia, Milan

2018 – 2019

Coaches, B2B & Consumer Events Manager – Philip Morris Italia, Rome

2017 – 2018

RRP Digital strategy Lead EU – Philip Morris International, Lausanne HQ

2013 – 2016

F1 & MotoGP Event marketing Manager – Philip Morris International, Lausanne HQ

Education

2008 - 2012

Royal Holloway University of London - BA Management and Spanish

2006 – 2008

Lycée Français Charles de Gaulle – London - Baccalauréat Economique & Social

1993 – 2006

Lycée Français Jean Giono - Torino, Italia

Languages

- Italian: native language
- French: native language
- English: fluent
- Spanish: fluent



Massimiliano Ventimiglia

Founder @Onde Alte | Digital Innovation and Social Impact Expert | Ex CDO @WPPItaly

Phone: +393292303012
Address: Treviso, Veneto, Italy
LinkedIn: <https://www.linkedin.com/in/massimilianoventimiglia>
Email: mavex@me.com

With over 20 years of experience at the intersection of digital transformation, media, and technological innovation, I am passionate about using technology to create both business impact and social value. Throughout my career, I have spearheaded initiatives that connect profitability with purpose, building a shared-value culture where digital innovation meets social responsibility.

As the founder of Onde Alte, a "Purpose first agency," I guide companies in leveraging AI, big data, and automation to drive conscious growth, integrating advanced technologies to enhance digital media experiences. Previously, I co-founded H-FARM and H-ART, where I contributed to reshaping Italy's digital and media landscape by supporting young entrepreneurs and pioneering new media strategies that blend design, data, and immersive technologies. As Chief Digital Officer at WPP Italy, I led the group's digital evolution, developing new business models that fuse creativity and technology to drive engagement in today's fast-evolving media environment.

Today, my focus lies on advancing the synergy between technology, media, and social impact. I believe the future of media should generate both economic value and tackle global challenges, using tools like AI-driven content, hyperdistribution, and data-driven personalization to create meaningful user experiences. It's a vision that fuels my work, and I am excited to connect with others who see the future of media as a driver for positive change.

EXPERIENCE

May 2018 - Present

Onde Alte, Treviso (Italy)

Founder & CEO

At **Onde Alte**, a *Purpose-first agency*, we are dedicated to merging private profit with social return, helping organizations cultivate a culture that is both purpose-driven and innovation-focused. Our mission is to guide companies in leveraging new media and advanced technology to achieve sustainable growth and meaningful impact. In my role at Onde Alte, I have led initiatives that harness the power of AI, big data, and digital media strategies to amplify our clients' positive impact and engage audiences in more profound ways. We work closely with partners to design content and experiences that not only reflect brand values but also contribute to social good, utilizing immersive technologies and data-driven insights to tailor these experiences across digital platforms.

A key part of our vision is to empower organizations to think beyond traditional metrics of success. We integrate technology and media to create projects that are impactful and measurable, bringing together storytelling, design, and cutting-edge tools to promote engagement and alignment with social values. By advancing hyperdistribution and focusing on user-centric digital experiences, Onde Alte strives to help clients become leaders in the intersection of profitability and social responsibility.

Through our work, Onde Alte is redefining what it means for companies to be socially conscious and technologically advanced, supporting a new standard where business success and collective well-being go hand in hand.

March 2023 - Present

Plurals, Rieti (Italy)

Co-Founder & CDO

Plurals is a "*purpose-driven ecosystem builder*" dedicated to fostering social and cultural transformation by connecting individuals and organizations through innovative formats. We believe that real progress emerges when diverse perspectives unite to tackle complex issues, blending media, technology, and collaborative approaches to shape the future of society.

At Plurals, we design non-traditional experiences, leveraging digital and technology to engage and educate across all sectors, from youth to industry leaders. Our approach includes creating shared knowledge spaces, producing impactful digital content, and utilizing data and AI to facilitate learning, collaboration, and systemic change. By embracing digital tools and new media, we provide a platform that promotes inclusive growth and builds trust within and across communities.

Our mission is not just to generate insights but to inspire transformative action through initiatives that are both ambitious and socially responsible. By integrating technological innovation with a commitment to shared values, Plurals sets a new standard for creating impact at scale, making collective well-being the cornerstone of all our projects.

December 2021 -
Present

UIA - Università Internazionale dell'Arte, Venice (Italy)

Advisory Board Member

The **International University of Art (UIA)** in Venice is a renowned institution dedicated to the study, preservation, and promotion of cultural heritage and the fine arts. Situated in one of the world's most historically and artistically rich cities, UIA offers specialized programs and courses aimed at training experts in restoration, conservation, and art management. With a curriculum that combines theoretical study with hands-on experience, the university provides students with unique opportunities to work on real-world heritage preservation projects and engage directly with Venice's vast artistic legacy.

UIA's mission is to foster a deep understanding of cultural heritage as a vital part of societal identity, preparing students to become leaders in preserving and celebrating global artistic treasures. The university collaborates with leading cultural institutions and professionals, integrating innovative techniques and technologies in art conservation. Through these partnerships, UIA remains at the forefront of heritage education, empowering a new generation of cultural guardians to protect and sustain art for future generations.

June 2018 -
Present

miscusi, Milan (Italy)

Marketing & Communication Advisor

Miscusi is an Italian restaurant brand and food concept that merges traditional pasta culture with modern technology and media innovation to enhance the dining experience and promote sustainability. With a mission to bring people together over authentic, wholesome Italian meals, Miscusi leverages digital platforms to connect with its community, from interactive ordering systems to engaging media content that shares the story behind each dish.

In addition to its classic pasta offerings inspired by traditional recipes, Miscusi embraces technology to streamline operations and improve customer experience. Through data-driven insights, the brand tailors its menu offerings to customer preferences, optimizing ingredient sourcing and reducing food waste. Their digital loyalty program and targeted content also foster a deeper relationship with guests, creating a cohesive brand presence across online and in-person experiences.

Committed to a positive impact on both the food industry and the environment, Miscusi uses media to advocate for sustainable dining and to educate its audience on mindful eating. By blending tradition with innovation, Miscusi not only delivers the flavors of Italy but also leads in setting a new standard for how technology can enhance hospitality while remaining rooted in community and sustainability values.

February 2005 -
February 2024

H-FARM, Treviso (Italy)

Co-Founder

H-FARM, founded in 2005, is a pioneering digital platform supporting young entrepreneurs in launching new ventures and guiding Italian companies through digital transformation. Positioned as an innovation hub, H-FARM empowers startups and established businesses alike by simplifying digital tool integration, fostering new ideas, and creating an ecosystem that accelerates digital adoption. Through its combination of education, technology, and entrepreneurial support, H-FARM provides a comprehensive environment for companies to thrive in an increasingly digital landscape, solidifying its role as a leader in Italy's digital innovation ecosystem.

April 2017 -
March 2018

H-Farm Education, Treviso (Italy)

CEO

At **H-Farm Education**, I led a mission to make lifelong learning a cornerstone of personal and professional growth. We empowered individuals to not only understand but also harness the potential of digital transformation, equipping them with the tools to thrive in an evolving landscape. I believe in the extraordinary potential within everyone, and at H-Farm, we helped students—from young professionals to seasoned leaders—embrace change, envision the future, and innovate meaningfully. Our approach combined real-world application with strategic learning, fostering a mindset of continuous growth and impact.

January 2019 -
November 2023

Fabrica, Treviso (Italy)

CDO and Strategic Advisor

Fabrica, established in 1994 in Treviso, Italy, is a renowned communications research center where culture meets cutting-edge media and technology. Housed in a 17th-century villa transformed by architect Tadao Ando, Fabrica offers young creatives from around the world a year-long, fully funded scholarship to explore interdisciplinary projects across design, visual communication, interaction, and media arts. Residents benefit from Fabrica's integration of traditional craftsmanship with innovative media technologies, such as digital interaction, video, and AI-driven design, to foster experimental work that bridges creative arts and industry, providing unique solutions for contemporary challenges.

November 2013 -
November 2023

The Data Appeal Company, Florence (Italy)

Co-Founder

Data Appeal combines data science, artificial intelligence, and human expertise to transform vast amounts of data into actionable insights. Through innovative tools, it collects and analyzes data from diverse sources, enabling businesses to track market trends, customer behavior, and brand sentiment with precision. Data Appeal's user-friendly platforms offer a rich mix of geospatial, sentiment, and market data, helping companies refine their strategies, boost customer engagement, and drive sustainable growth. By blending AI-driven intelligence with intuitive design, Data Appeal empowers organizations to make data-driven decisions with ease and effectiveness.

April 2005 - April
2018

H-ART, Treviso (Italy)

Founder & CEO

I founded **H-ART** in 2005 to redefine digital marketing through a multidisciplinary approach that combines interactive design, data science, strategy, and technology. As a service design and technology agency, H-ART was dedicated to creating immersive and innovative brand experiences, merging art, insight discovery, and media to elevate modern marketing. We conceptualized and delivered complete reinventions of top-tier brands' digital presence, resulting in cutting-edge, memorable engagements. After a successful acquisition by WPP, H-ART became part of the AKQA network, extending our vision globally.

October 2018 -
January 2021

Be Your Essence Srl - Società Benefit, Milan (Italy)

Co-Founder

BYE (Be Your Essence) is a network of professionals across various sectors—from consulting and education to arts and culture—dedicated to solutions that prioritize human values and well-being. Rooted in the belief that every product, service, and organizational model should reflect a deep respect for human essence, **BYE** promotes economic practices oriented toward collective happiness and social good. Through innovative organizational models, educational approaches, and cultural events, **BYE** champions an economy that values both individual fulfillment and broader societal benefit.

August 2014 -
April 2018

WPP, Milan (Italy)

CDO for Italy

WPP is a global leader in creative transformation, helping brands thrive in a digital world through innovative marketing, media, and technology solutions. With a focus on creativity, data, and advanced media strategies, **WPP** empowers clients to connect with audiences in meaningful ways across platforms. From immersive media experiences to AI-driven insights, **WPP's** commitment to sustainability, inclusivity, and digital excellence positions it

as a pivotal force in driving impactful brand experiences worldwide.

September 2005 -
September 2006

Venice University, Venice (Italy)

Senior Lecturer in E-Business

As an **e-Business professor** at Ca' Foscari University, I designed and delivered a comprehensive course that covered the essentials of digital business strategy and online market dynamics. My responsibilities included developing all course materials, leading interactive lectures, and creating written and oral assessments to test students' understanding. This role allowed me to guide students through the foundational and advanced aspects of e-Business, equipping them with practical knowledge to navigate and innovate within the digital economy.

December 2001 -
December 2004

E-TREE, Treviso (Italy)

Internet Marketing and Communication Strategist

E-Tree was a pioneering web agency in Italy, founded in 1998 by Riccardo Donadon. Known for its innovative and fast-paced environment, E-Tree quickly became a significant player in the Italian digital landscape, developing web portals and digital solutions for major clients like Benetton, Generali, and Il Sole 24 Ore. Its unique culture, often dubbed "the no-sleeping company," fostered a creative and dynamic workspace that attracted young talent, maintaining an average team age of 25. To accommodate its rapid growth, the company embraced unconventional perks, including on-site table tennis and wellness amenities to keep up with the demands of their high-energy projects.

In 2001, E-Tree was acquired by Etnoteam, allowing it to expand its reach and impact within Italy's burgeoning digital sector. E-Tree's legacy of creativity and innovation continues, as it later became part of Value Partners Group, influencing Italy's digital ecosystem through strategic technology consulting and services. This acquisition reflects E-Tree's longstanding role in shaping digital transformation in Italy's business sector.

EDUCATION

September 1995 -
July 2000

Ca' Foscari Venice University (Italy)

Bachelor's degree, Business Economics

I earned a degree in **Business and Economics** from Ca' Foscari University of Venice, specializing in Marketing and Communication. My studies provided a solid foundation in strategic business management, consumer behavior, and market dynamics. Additionally, I pursued several extracurricular courses focused on the digital evolution of communication, which equipped me with insights into the rapidly changing landscape of digital media, branding, and online engagement strategies. These experiences have enriched my understanding of both traditional and modern marketing approaches, allowing me to bridge these worlds effectively.

June 2014 -
August 2014

Singularity University, California (USA)

Executive Business Program

I attended the **Executive Program** at Singularity University, an immersive experience designed for senior leaders to understand and harness the power of exponential technologies. Over an intensive week, I explored the transformative potential of AI, robotics, blockchain, and biotechnology, alongside some of the world's top innovators and entrepreneurs. The program emphasized not just technological trends but the broader implications for industries, society, and ethical leadership in a rapidly changing world.

Singularity's EP challenges participants to develop an "exponential mindset" and equips them with actionable tools to lead with innovation and agility. The sessions provided deep insights into emerging trends and hands-on learning with applications that will shape the future. Through workshops and direct exchanges with thought leaders, I gained a comprehensive toolkit for navigating disruption and pioneering positive, future-focused change.

June 2005 - July
2005

Central Saint Martins, University of The Arts London, London (UK)

Summer School Program, Digital Design Summer School

I attended a **Digital Design Summer School** at Central Saint Martins, where I explored various fields within digital arts and creative design. This intensive program provided a hands-on experience across different creative disciplines, including digital media, interactive design, and visual storytelling. Engaging with peers and professionals in a vibrant, collaborative setting, I gained new perspectives on the intersection of technology and art, enhancing both my technical skills and creative approach to digital design. This experience allowed me to expand my creative toolkit and deepen my understanding of digital artistry in a global context.

January 2001 -
December 2002

SDA Bocconi, Milan (Italy)

Master's degree, Marketing

I attended a six-month **Strategic Marketing for the World Wide Web** program at SDA Bocconi, led by Professor Andreina Mandelli. This intensive program focused on digital marketing strategies, web analytics, and the evolving landscape of online consumer behavior. The coursework emphasized strategic thinking for digital channels, providing practical tools and insights into effective web-based marketing campaigns. This experience strengthened my expertise in digital strategy and gave me a robust framework for developing data-driven, impactful marketing initiatives tailored to today's digital environment.

January 1998 -
December 1999

University of Warwick - Warwick Business School, Warwick (UK)

Business and Economics (Erasmus)

During my one-year **Erasmus** exchange at Warwick University, I gained invaluable international experience and academic insights that have significantly shaped my perspective. Immersed in a multicultural environment, I took advanced courses that deepened my understanding of business and communication, and I collaborated closely with students from diverse backgrounds. This experience enhanced my adaptability, broadened my global outlook, and strengthened my skills in cross-cultural communication—qualities that continue to benefit me professionally and personally.

LANGUAGES

English (Full Professional Proficiency)

MASSIMO MUSOLINO

BA in Economics and Banking from the *University of Siena* and an MBA from the Business School at *University of Turin*.

1986: *Sirio Group S.p.A.* in Milan as Controller.

1988: *Fininvest S.p.A.* in the Planning and Control Division, involved in various activities related to the television sector.

March **1994:** Head of Management Control of *Gestevisión Telecinco S.A. - Spain*

1996: Director of Operations and Control.

1998: Deputy General Management of *Telecinco* in.

January **2000:** *RTI* (Italy), the company that manages *Mediaset Group's* three TV channels, as Deputy General Manager.

2002- 2022: Managing Director of *Telecinco* Spain.

July **2007-** May 2012: CEO of *Mediacinco Cartera S.L.* as well as Director in *EDAM* (a company controlled by *Endemol BV*).

April **2008** – present: Board Director of *Mediaset España Comunicación*.

December **2010** - July **2014:** Vice-Chairman and Director at *Canal+ Spain*.

January **2023:** Chief Executive Officer of Management and Operations at *GAM (Grupo Audiovisual Mediaset España, S.A.U)*, a company that is part of the European group *MFE – MediaForEurope*.

At the end of March, **2026**, after a 32- year career across Italy and Spain I will conclude my professional career with this company.