

Instructions for granting proxy for attendance and voting at the shareholders' meeting

1) Proxy granted to a Designated Agent by the shareholder

All those with the right to attend the Shareholders' Meeting may be represented through written proxy in accordance with law, signing the proxy form provided by the appointed intermediaries or through the proxy form reproduced in the following pages under the heading "Simple proxy form for the Designated Agent". Proxy may be notified to the company through sending to the registered office or through electronic communication to the certified e-mail account caltagironeeditore@legalmail.it.

Article.135.9 of the CFA establishes that "The representative may, in place of the original, send or transmit a copy, also through electronic means, of the proxy form, declaring under their own responsibility conformity of the proxy form to the original and the identity of the principal. The proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the shareholders' meeting".

2) Proxy granted to a Designated Agent of the Company

Mr. Domenico Sorrentino born in Torre Annunziata (NA) on February 8, 1963, tax code SRRDNC63B8L245C, resident in Rome, as the "Designated Agent" in accordance with Art.135.11 of Legislative Decree No.58/1998 of the company Caltagirone Editore SpA (henceforth the "Designated Agent"), is available to shareholders to carry out proxy voting concerning the shareholders' meeting called for April 26, 2012, in the manner and under the terms and conditions reported in the call notice published on the internet site of the company on March 15, 2012.

The granting of proxy to the Designated Agent may be facilitated on the condition that the proxy form is sent by the end of the second trading day before the date fixed for the shareholders' meeting in first call (therefore by 5 PM on April 24, 2012) through the following means: via e-mail to the certified e-mail address domenicosorrentino@ordineavvocatiroma.org; through registered post, through fax number 06-37514140, to his residence in Rome, Via Oslavia 30; granting of proxy is valid only for the proposals on which voting instructions have been conferred.

In order to enable the Designated Agent to comply with Art.135.9 of the CFA, shareholders who wish to avail of the faculty of proxy must send to the Designated Agent: (i) a photocopy of their identity document; (ii) in the case of representation of a company or a body, a photocopy of the certificate provided by the company registration office which grants powers of representation to a party which signs the proxy on behalf of the company or bodies with rights to attend and vote at the shareholders' meeting; (iii) substitution declaration by notary deed, not necessarily authenticated by the notary, which declares the identity of the person undertaking proxy and their powers of representation, if the case.

The granting of proxy and voting instructions may be revoked by the end of the second trading day before the date fixed for the shareholders' meeting in first call (or therefore by 5 PM on April 24, 2012) through communication to be sent to the Designated Agent through the same means utilised for sending the proxy form.

To grant proxy to the Designated Agent, those with the right to attend the Shareholders' Meeting must utilise the proxy form reproduced in the subsequent pages, under the heading "Proxy form for the Designated Agent of the Company".

The principal does not incur any charges for conferring proxy and voting instructions.

The Designated Agent has not declared the existence of conflicts of interests as per Art.135.10 of the CFA (or indicated any conflicts of interest of the Designated Agent).

* * * * *



In accordance with attachment 5A of the Consob Issuers' Regulations (as amended by Consob Resolution No. 17592 of December 28, 2011), the text of the CFA Regulation stated in the present instructions and forms which follow is reported below.

Art. 125-bis (Shareholders' Meeting Call Notice)

- 1. The shareholders' meeting is called by the 30th day before the date scheduled for the meeting through notice published on the internet site of the company as well as through the other means established by Consob under the regulation issued in accordance with Article 113.b, paragraph 3.
- 2. In the case of the shareholders' meeting called for the election of the members of the corporate boards, the time for the publication of the call notice is fixed at 40 days before the shareholders' meeting.
- 3. For the shareholders' meetings called under articles 2446, 2447 and 2487 of the civil code, the timeframe indicated in paragraph 1 is extended to 21 days before the shareholders' meeting date.
- 4. The call notice contains:
- a) indication of the day, time and location of the meeting, and the agenda for the meeting;
- b) a description clarifying and establishing the procedures which the shareholders must follow to attend and vote at the shareholders' meeting, including information regarding:
- 1) the right to submit questions before the shareholders' meeting, the terms and conditions which must be complied with in order to supplement the agenda, as well as, also through reference to the internet site of the company, the further details on these rights and on the manner of their exercise:
- 2) the procedure for voting through proxy, and in particular, the forms which shareholders may use for voting through proxy as well as the manner for notification, also electronically of proxy votes;
- 3) the identity of the person designated by the company for the conferment of voting by proxy as well as the manner, terms and conditions for the conferment of proxy by shareholders with declaration that the proxy is not valid for proposals for which voting instructions have not been conferred:
- 4) the procedures for voting by correspondence or through electronic means, if established by the by-law;
- c) the date indicated in Art. 83.6, paragraph 2, with confirmation that those who hold shares only after that date will not have the right to attend and vote at the shareholders' meeting;
- d) the manner, terms and conditions concerning availability of the entire text of the proposals to be voted upon, together with the illustrative reports and the documents which will be put to the shareholders' meeting;
- e) address of the internet site indicated in Art.125.4;
- f) other information to be included in the call notice according to applicable provisions.

Art. 135-novies (Proxy at the Shareholders' Meeting)

- 1. Those with the right to vote may indicate a sole representative for each shareholders' meeting, with the faculty to indicate a replacement.
- 2. In derogation to paragraph 1, those with the right to vote may delegate a different representative for each account subject to sending of the communication established by Art.83.6.
- 3. In derogation to paragraph 1, wherever the party indicated as holder of shares in the communication as per Art. 83.6 acts, also through trust companies, on behalf of their clients, they may indicate as representative the parties acting on their behalf or one or more third parties designated by these parties.
- 4. If the proxy establishes such faculty, the proxy may be replaced by a person of their choosing, based on Art.135.10, paragraph
- 4, depending on the right of the principal to indicate one or more replacements.
- 5. The representative may, in place of the original, deliver or transmit a copy, also electronically, of the proxy form, declaring under their own responsibility compliance of the proxy form with the original and the identity of the principal. The representative must keep the original proxy form and any voting instructions received for a year from the conclusion of the shareholders' meeting.
- 6. The Justice Ministry establishes through a regulation, agreed by Consob, the manner of conferment of proxy by electronic means, in compliance with that established by Art.2372, first paragraph, of the civil code. The companies indicate in the by-laws at least one method of electronic notification of proxy which shareholders may utilise.
- 7. Paragraphs 1, 2, 3 and 4 apply also in the case of the transfer of shares by power of attorney.
- 8. Except for that established by Art.2372 of the civil code.

Art. 135-decies (Conflicts of interest of the representative and of the replacements)

- 1. The conferment of proxy to a representative in conflict of interest is allowed if the representative communicates in writing to the shareholder the circumstances under which the conflict arises and if specific voting instructions are provided for each resolution on which the representative must vote on behalf of the shareholder. It is the responsibility of the representative to communicate to the shareholder the circumstances under which the conflict of interest arises.
- 2. For the purposes of the present article, a conflict of interests exists in every case where the representative or the replacement:
- a) controls, also jointly, the company or a subsidiary, also jointly, or is under a common control with the company;
- b) is connected to the company or exercises a significant influence on it;
- c) is a member of the board of directors or the management body of the company or of the parties indicated at letter a) and b);
- d) is an employee or an auditor of the company or of the parties indicated at letter a);
- e) is the spouse, relative or related to the fourth level of the parties indicated between letters a) and c);
- f) is connected to the company or the parties indicated at letters a), b), c) and e) by independent or subordinated work or by other monetary based relations which may compromise independence.



- 3. The replacement of the representative with a replacement in conflict of interest is allowed only if the replacement is indicated by the shareholder. In this case, paragraph 1 is applied. The obligations for communication and the relative proof are the responsibility of the representative.
- 4. The present article is applied also in the case of transfer of shares by power of attorney.

Art. 135-undecies (Designated Agent of the company with listed shares)

- 1. Except where the by-laws provide otherwise, companies with listed shares designate for each shareholders' meeting a party to which shareholders may confer, by the end of the second trading day before the date fixed for the shareholders' meeting in first or single call, a proxy with voting instructions on all or a number of the proposals on the agenda. Proxy conferred is valid only for the proposals on which voting instructions are provided.
- 2. Proxy is conferred through signing a proxy form whose content is governed by Consob regulations. The shareholder does not incur charges for the conferment of such proxy. Proxy and voting instructions are revocable under the terms indicated in paragraph 1.
- 3. The shares in relation to which proxy is conferred, also partially, are included in relation to the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals.
- 4. The party designated as representative must communicate any interests held on his own behalf or on behalf of third parties in relation to the proposals on the agenda. Confidentiality on the content of the voting instructions received is maintained until the beginning of voting, except for the possibility to communicate such information to employees and auxiliaries, who are subject to the same confidentiality requirement.
- 5. Under the regulation at paragraph 2, Consob may establish the cases in which the representative not falling within the ambit of the conditions at Art.135.10 may cast a vote other than as indicated in the instructions.



SIMPLE FORM CONFERRING PROXY TO THE DESIGNATED AGENT BY THE SHAREHOLDER

With the present document the undersigned (Surname or company (Name)	
inonregistered office in	resident or with
at via	
APPOINTS	
Ms./Mrborn in on, resident inat via	
to represent him/her	
to the Shareholders' Meeting called to via Barberini, 28 on April 2 call, and if necessary, for May 9, 2012 at the same time and place i	
AGENDA	
 Presentation of the Separate and Consolidated Financial State 31, 2011, together with the Directors' Report, Board of Statutory A Auditors' Report; deliberations thereon; Appointment of the Board of Directors for the three-year period the number of Board members and relative remuneration; Appointment of the Board of Statutory Auditors for the three-year determination of emoluments; Appointment of the Independent Audit Firm for the 2012-2020 period 5. Resolutions on the sale and purchase of treasury shares in accordace; Remuneration Report in accordance with Article 123 ter, paragramesolutions thereon; 	Auditors' Report and the Independent 2012 – 2013 and 2014, determining ar period 2012 – 2013 and 2014 and criod; resolutions thereon; cordance with Article 2357 of the Civil
The undersigned agent is delegated all powers in relation to the ma	atters on the agenda.
Date	Signature



PROXY FORM FOR THE DESIGNATED AGENT OF THE COMPANY

the undersigned (name and surname)
No (copy to be attached)
(if the case) in representation of the company
with the following powers based on
authorised to vote with
APPOINTS
Mr. Domenico Sorrentino, as Designated Agent of the company Caltagirone Editore SpA, in accordance with Art.135 <i>undecies</i> of the CFA, resident in Rome, Via Oslavia, 30, to attend and vote, in his name based on that indicated in the "Instruction form for the Designated Agent of the Company", at the ordinary shareholders' meeting called for April 26, 2012 at 12 PM in Rome, Via Barberini 28, in first call and on May 9, 2012 at the same place and time in second call on the following
AGENDA
 Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2011, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; deliberations thereon; Appointment of the Board of Directors for the three-year period 2012 – 2013 and 2014, determining the number of Board members and relative remuneration; Appointment of the Board of Statutory Auditors for the three-year period 2012 – 2013 and 2014 and determination of emoluments; Appointment of the Independent Audit Firm for the 2012-2020 period; resolutions thereon; Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civicode; Remuneration Report in accordance with Article 123 ter, paragraph 6 of Legislative Decree No. 58/98 resolutions thereon;
Declares to be aware that the granting of proxy to the Designated Agent may contain voting instructions on only some of the proposals on the agenda and that, in such cases, the vote will be exercised only of the proposals on which voting instructions have been conferred.
The undersigned (name and surname of the signee only if different from the shareholdersigns the present form as (tick the relevant box)
□ secured creditor □ taker-in □ beneficial owner □ custodian □ manager □ legal representative or attorney with power to subdelegate
Date Signature



INSTRUCTION FORM FOR THE DESIGNATED AGENT OF THE COMPANY

		• • • • • • • • • • • • • • • • • • • •		
The undersigned (surname and name) born in	, (prov.)	, on	tax number.	address
(residence),provides the	Designated Ag	ent, in relation	to the proxy	or proxies granted for the ordinary
shareholders' meeting of Caltagirone Editore S.p.A. called for, the follow	ing voting instruct	ions:		
A) Resolutions to be voted upon*				
Proposals (as indicated in the reports as per Art.125.b)	For (tick the box)	Against ¹ (tick the box)	Abstain ¹ (tick the box)	For – on the condition that (indicate the factors on which a favourable vote is dependent) (**)
1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2011, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; deliberations thereon;				

through use of the following reserves:
- Euro 4.245.00 through the residual amount of the Retained earnings reserve:

- Euro 29,623,329 through the Share Premium Reserve

b) creation, through use of the Share Premium Reserve, of a reserve for Euro 98,250.65 for the net exchange gains from the valuation of the assets in foreign currencies at December 31, 2011, not distributable in accordance with Article 2426, paragraph 8 *bis* of the Civil Code;

a) approve the Financial Statements for the year ended December 31, 2011, together with the relative reports and the coverage of the net loss for the year of Euro 29,627,574,00 of the Parent Company Caltagirone Editore SpA

- c) distribution of an overall dividend of Euro 3,746,036.25 Euro 0.03 for each of the 124,867,875 shares in circulation through the utilisation of the Share Premium Reserve with payment of dividend on May 24, 2012, with dividend coupon of May 21, 2012.
- 2. Appointment of the Board of Directors for the three-year period 2012 2013 and 2014 and determination of emoluments:
- a) establishment of the number of Directors;
- b) establishment of the Board of Directors' remuneration;
- c) appointment of the Board of Directors expressing preference for one of the slates presented by those having such right in conformity with the by-laws.
- 3. Appointment of the Board of Statutory Auditors for the three-year period 2011 2012 2013 and determination of emoluments:
- a) appointment of the Chairman and the members of the Board of Statutory Auditors, expressing preference for one of the slates presented by the parties having such a right in conformity with the by-law indications:
- b) establishment of the remuneration of the Board of Statutory Auditors.
- 4. Appointment of the Independent Audit Firm for the 2012-2020 period; Resolutions thereon;
- a) approval of the appointment of the Independent Audit Firm for the 9-year period January 1, 2012 December 31, 2020 to the company xxxxxx
- b) approval of the consideration for auditing of the accounts for the financial years between 2012 and 2020 to the company xxxx of Euro xxxx
- 5. Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code:
- a) authorisation for a maximum duration of 18 months from the shareholders' meeting resolution, in accordance with Article 2357 of the Civil Code, to purchase ordinary Company shares which, taking account of the treasury shares already held, should not surpass 3% of the share capital and therefore 3,750,000 shares, for a maximum amount of Euro 5,000,000.00, under the terms and manners included in the report prepared by the Board of Directors in accordance with Article 73 of the Consob Issuers' Regulation No. 11971/99, as subsequently amended:
- b) authorisation of the sale of company treasury shares which will be bought back, without time limits;
- c) conferment to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation.
- 6. Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon;
- a) approval of Section I regarding the Company policy.

^(*) In accordance with art.135.11, "The shares in relation to which proxy is conferred, also partially, are included for the purposes of the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals".

^(**) For proposals whose content has not been fully defined (for example the number of directors or the remuneration of the Board of Directors and Board of Statutory Auditors) the principal indicates, if it is the case, the specific content on which a favourable vote will be based.

¹ For points 2c and 3a indicate if against or abstaining for all these slates.



B) If circumstances exist which are unknown on the granting of proxy², the undersigned, with reference to:

B) If circumstances exist which are unknown on the granting of proxy ⁻ , the undersigned, with reference to:				
Proposals (as indicated in the reports as per Art.125.b)	Confirms the instructions (tick the box)	Revokes the instructions (*) (tick the box)	Modifies the instructions (indicate if For, Against or Abstaining)	Authorisation to vote in a differing manner
 Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2011, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; deliberations thereon; 				
a) approve the Financial Statements for the year ended December 31, 2011, together with the relative reports and the coverage of the net loss for the year of Euro 29,627,574.00 of the Parent Company Caltagirone Editore SpA through use of the following reserves: - Euro 4,245.00 through the residual amount of the Retained earnings reserve; - Euro 29,623,329 through the Share Premium Reserve				
b) creation, through use of the Share Premium Reserve, of a reserve for Euro 98,250.65 for the net exchange gains from the valuation of the assets in foreign currencies at December 31, 2011, not distributable in accordance with Article 2426, paragraph 8 <i>bis</i> of the Civil Code;				
c) distribution of an overall dividend of Euro 3,746,036.25 - Euro 0.03 for each of the 124,867,875 shares in circulation through the utilisation of the Share Premium Reserve with payment of dividend on May 24, 2012, with dividend coupon of May 21, 2012.				
2. Appointment of the Board of Directors for the three-year period 2012 – 2013 and 2014 and determination of emoluments;				
a) establishment of the number of Directors;				
b) establishment of the Board of Directors' remuneration;				
c) appointment of the Board of Directors expressing preference for one of the slates presented by those having such right in conformity with the by-laws.				
3. Appointment of the Board of Statutory Auditors for the three-year period 2011 – 2012 - 2013 and determination of emoluments:				
 a) appointment of the Chairman and the members of the Board of Statutory Auditors, expressing preference for one of the slates presented by the parties having such a right in conformity with the by-law indications; 				
b) establishment of the remuneration of the Board of Statutory Auditors.				
4. Appointment of the Independent Audit Firm for the 2012-2020 period; Resolutions thereon;				
a) approval of the appointment of the Independent Audit Firm for the 9-year period January 1, 2012 – December 31, 2020 to the company xxxxxx				
b) approval of the consideration for auditing of the accounts for the financial years between 2012 and 2020 to the company xxxx of Euro xxxx				
Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code;				
a) authorisation for a maximum duration of 18 months from the shareholders' meeting resolution, in accordance with Article 2357 of the Civil Code, to purchase ordinary Company shares which, taking account of the treasury shares already held, should not surpass 3% of the share capital and therefore 3,750,000 shares, for a maximum amount of Euro 5,000,000.00, under the terms and manners included in the report prepared by the Board of Directors in accordance with Article 73 of the Consob Issuers' Regulation No. 11971/99, as subsequently amended;				
b) authorisation of the sale of company treasury shares which will be bought back, without time limits;				
c) conferment to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation.				
6. Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon;				
a) approval of Section I regarding the Company policy.				

^(*) In accordance with art.135.11, "The shares in relation to which proxy is conferred, also partially, are included for the purposes of the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals".

² If significant circumstances exist, unknown at the granting of proxy, which cannot be communicated to the principal, it is possible to choose: a) confirmation of the voting instructions already expressed; b) modifications of the voting instructions already expressed; c) revocation of the voting instructions already expressed; d) authorisation to the Designated Agent to cast a vote other than that indicated in section A) of the present instructions if the circumstances would reasonably lead to the conclusion that the principal, if they had known, would have modified the voting instructions. If no choice is made, category A) is presumed.



C) In the case of any voting on amendments or supplementation of the proposals presented to the shareholders' meeting³, the undersigned, with reference to:

10.				
Proposals (as indicated in the reports as per Art.125.b)	Confirms the instructions (tick the box)	Revokes the instructions (*) (tick the box)	Modifies the instructions ⁴ (indicate if For, Against or Abstaining)	Authorisation to vote in a differing manner
1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2011, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; deliberations thereon;				
a) approve the Financial Statements for the year ended December 31, 2011, together with the relative reports and the coverage of the net loss for the year of Euro 29,627,574.00 of the Parent Company Caltagirone Editore SpA through use of the following reserves: - Euro 4,245.00 through the residual amount of the Retained earnings reserve; - Euro 29,623,329 through the Share Premium Reserve				
b) creation, through use of the Share Premium Reserve, of a reserve for Euro 98,250.65 for the net exchange gains from the valuation of the assets in foreign currencies at December 31, 2011, not distributable in accordance with Article 2426, paragraph 8 <i>bis</i> of the Civil Code;				
c) distribution of an overall dividend of Euro 3,746,036.25 - Euro 0.03 for each of the 124,867,875 shares in circulation through the utilisation of the Share Premium Reserve with payment of dividend on May 24, 2012, with dividend coupon of May 21, 2012.				
2. Appointment of the Board of Directors for the three-year period 2012 – 2013 and 2014 and determination of emoluments;				
a) establishment of the number of Directors;				
b) establishment of the Board of Directors' remuneration;				
c) appointment of the Board of Directors expressing preference for one of the slates presented by those having such right in conformity with the by-laws.				
3. Appointment of the Board of Statutory Auditors for the three-year period 2011 – 2012 - 2013 and determination of emoluments:				
a) appointment of the Chairman and the members of the Board of Statutory Auditors, expressing preference for one of the slates presented by the parties having such a right in conformity with the by-law indications;				
b) establishment of the remuneration of the Board of Statutory Auditors.				
4. Appointment of the Independent Audit Firm for the 2012-2020 period; Resolutions thereon;				
a) approval of the appointment of the Independent Audit Firm for the 9-year period January 1, 2012 – December 31, 2020 to the company xxxxxx				
b) approval of the consideration for auditing of the accounts for the financial years between 2012 and 2020 to the company xxxx of Euro xxxx				
5. Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code;				
a) authorisation for a maximum duration of 18 months from the shareholders' meeting resolution, in accordance with Article 2357 of the Civil Code, to purchase ordinary Company shares which, taking account of the treasury shares already held, should not surpass 3% of the share capital and therefore 3,750,000 shares, for a maximum amount of Euro 5,000,000.00, under the terms and manners included in the report prepared by the Board of				
Directors in accordance with Article 73 of the Consob Issuers' Regulation No. 11971/99, as subsequently amended;				
b) authorization of the sale of company treasury shares which will be bought back, without time limits;				
c) conferment to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation.				
6. Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon;				
a) approval of Section I regarding the Company policy.				

^(*) In accordance with art.135.11, "The shares in relation to which proxy is conferred, also partially, are included for the purposes of the proper constitution of the shareholders' meeting. In relation to the proposals for which no voting instructions were conferred, the shares of the shareholder are not included for the calculation of the majority and for the quorum required to approve the proposals".



Date	Signature:
The undersigned DECLARES to be aware of the "Instructions for granting of proxy to the Designated shareholders' meeting"	Agent of the Company for attendance and voting at the
³ For the case in which amendments or supplementations of the proposals put to the shareholders' meeting occur, it is possible to: a) confirm the expressed; c) revoke the voting instructions already expressed; d) authorisation of the Designated Agent to cast a vote other than that indicated in s the conclusion that the principal, if they had known of the modifications or supplementations, would have modified the voting instructions. If no choice ⁴ The shareholder may differentiate the choice based on the party which proposes the amendments or supplementations (for example the Board of D	ection A) of the present instructions if the circumstances would reasonably lead to six made, category A) is presumed.