## MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING

## ITALIAN REPUBLIC

The year two thousand and thirteen, on the seventeenth day of April in Rome, via Barberini No. 28 at the time of 12.10 PM.

## April 17, 2013

On the request of "CALTAGIRONE EDITORE Societa' per azioni", with registered office in Rome (RM), Via Barberini No. 28, Tax and Rome Company Registration Office No. 05897851001, Chamber of Commerce No. 935017, share capital of Euro 125,000,000 fully paid-in, certified email address: caltagironeeditore@legalmail.it, I, Mr. Maurizio Misurale, Notary in Rome, with offices in Via Lucina No. 17, registered in the District Notary Role of Rome, Velletri and Civitavecchia, at the place and time stated above, have assisted in the Minutes of the Shareholders' Meeting of the above stated company today called at this time and place. I declare present Mr. Francesco Gaetano CALTAGIRONE, born in Rome on March 2, 1943 and domiciled for the purposes of office at the registered office in Rome, via Barberini No. 28, Chairman of the Board of Directors of the Company, whose identity I as Notary an certain of.

Mr. Francesco Gaetano CALTAGIRONE undertakes the Chairmanship of the Shareholders' Meeting and declares that:

- the Shareholders' Meeting was properly called through publication of the notice on the company website and in the newspaper "Il Messaggero" on March 13, 2013;
- in addition to the Chairman, the Directors Mr. Gaetano Caltagirone, Mr. Francesco Caltagirone, Ms. Azzurra Caltagirone, Mr. Alessandro Caltagirone, Mr. Mario Delfini, Mr. Massimo Garzilli, Mr. Albino Majore and Mr. Giampietro Nattino are present;
- of the Board of Statutory Auditors, Mr. Antonio Staffa,
  Chairman, Ms. Maria Assunta Coluccia and Mr. Federico
  Malorni, Standing Auditors, are present;
- Mr. Roberto Di Muzio as Executive responsible for the preparation of corporate accounting documents is present;
- 6 Shareholders, holders of 27,411,550 shares and through proxies 19 Shareholders holding 62,371,719 shares, and therefore a total of 25 Shareholders for 89,783,269 shares of Euro 1.00 each with voting rights (comprising 72.17% of the share capital) are present, as stated in the attendance sheet of the Board of Directors, of the Board of Statutory Auditors and that of the Shareholders which, signed by the attendees, is attached to the present deed under the letters "A" and "B";
- Mr. Domenico Sorrentino, Representative designated by the Company to receive the proxy votes in accordance with the applicable regulation, and conferred in this regard voting

by proxy from one shareholder, is present.

The Chairman confirms that the proxies are fully in order and requests attendees to communicate any inconsistencies concerning the right to vote in accordance with law.

The Chairman also declares that:

- the supporting documentation to the Shareholders' Meeting was properly made available to the public, communicated to Borsa Italiana, to Consob and made available on the Company website in accordance with the procedures and terms established by the applicable regulation;
- there are no shareholding agreements between shareholders relating to the exercise of rights pertaining to shares or the transfer thereof;
- the share capital amounts to Euro 125,000,000, comprising a corresponding number of shares of par value of Euro 1.00; 124,401,789 shares have voting rights, with treasury shares numbering 598,211 excluded from voting rights;
- shareholders number 23,403 according to the latest Register;
- the Shareholders with holdings of greater than 2% were:
- 1) Francesco Gaetano CALTAGIRONE with a direct holding and indirect through the subsidiaries "GAMMA SRL", "FGC FINANZIARIA SRL" and "PARTED 1982 SPA", for a total of 75,955,300 shares, equal to 60.76% of the share capital;
- 2) Gaetano CALTAGIRONE with a direct holding of 3,000,000

shares, equal to 2.40% of the share capital;

3) "EDIZIONE SRL" with a direct holding of 2,799,000 shares, equal to 2.24% of the share capital.

The recording of the 2011 dividend, paid in May 2012, resulted in the payment of dividends on 3,727,591 shares, representing 2.98% of the share capital, through the "Credit Suisse Equity Fund";

- the shares were filed in accordance with the by-laws and the applicable legal provisions;
- a request for the presentation of new matters on the Agenda or additional proposals on matters already on the Agenda was not received by Shareholders representing at least 2.5% of the share capital with voting rights, in accordance with the applicable regulation.

At this point, at the time of 12.15 PM, the Chairman noted that Mr. Lorenzo Borrelli entered the hall, holder of 150 shares, and therefore 7 Shareholders holding 27,411,700 shares and through proxy 19 Shareholders holding 62,371,719 shares were present and therefore a total of 26 Shareholders for a total of 89,783,419 shares with par value of Euro 1.00, comprising 72.17% of the share capital of the 124,401,789 ordinary shares with voting rights.

The Chairman thereafter retakes the floor, reporting that:

- the Audit Firm "PriceWaterhouseCoopers S.p.A." for the audit of the Separate and Consolidated Financial Statements

- at December 31, 2012 undertook 366 hours on the assignment. The relative fee amounts to Euro 22,686.40;
- financial analysts and members of the press are present in the hall and it is requested if there are any objections to such presence by attendees of the Shareholders' Meeting; there are no objections;
- details of attendees of the Shareholders' Meeting are collated and handled by the Company exclusively for the execution of the obligatory Shareholders' Meeting and corporate requirements.

Both the separate and consolidated financial statements, with the relative reports of the Directors and Board of Statutory Auditors, accompanied by the reports of the Audit Firm "PriceWaterhouseCoopers S.p.A." are attached to the present minutes under the letters "C - D - E - F - G - H".

The Chairman therefore declares the present Shareholders' Meeting properly constituted and valid to resolve upon the matters on the Agenda, which are read:

- 1) Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2012, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
- 2) Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code;

3) Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon.

In relation to the first matter on the Agenda of the Shareholders' Meeting concerning the presentation of the separate and consolidated financial statements, the Chairman announces the reading of the Directors' Report.

Mr. Marco Ravaioli requests and takes the floor, representing by proxy the Shareholder "PARTED 1982 S.p.A.", holder of 44,454,550 shares, to request the omission from reading of the Separate and Consolidated Financial Statements, together with the reports of the Board of Directors and the Board of Statutory Auditors, in addition to those of the independent Audit Firm, and to limit the reading to the concluding part of the report of the Board of Directors containing the proposals to the Shareholders' Meeting.

The proposal of the representative of the above-stated Shareholder is put to the vote, with unanimous approval, without any opposing and abstaining votes.

The Chairman thereafter reads the concluding part of the Directors' Report as follows:

"Dear Shareholders,

we propose to you the approval of the Financial Statements at December 31, 2012, consisting of the Balance Sheet,

Income Statement, Comprehensive Income Statement, Statement of Changes in Shareholders' Equity, the Cash Flow Statement, as well as the relative attachments and the Directors' Report.

The Board of Directors proposes to carry forward the loss of the Parent Company Caltagirone Editore SpA of Euro 26,713,206.00 and to create a Retained earnings reserve through the transfer of Euro 3,868,658.65 from the Currency gains reserve created in previous years and subsequently realised".

The Chairman, before proceeding with voting, outlines to the Shareholders' Meeting his considerations in relation to the key events in 2012 and notes that the financial statements report a loss, both at consolidated and parent company level, due to the worsening of the advertising sector crisis, which also in 2012 reports a contraction in revenues (-19% and reducing by over Euro 25 million). The advertising market crisis in general has affected all publishing Groups and currently does not show any signs of a possible turnaround, with advertising revenues expected in the first quarter of 2013, according to provisional data, to drop by between 20 and 25% compared to the same period of the previous year. February was the worst month, with the situation slightly alleviating in March. In this environment, continued the Chairman, actions have focused on

costs as market conditions exclude the possibility of increasing revenues. Therefore, initiatives were required in relation to labour costs, upon which the Chairman invites the Director Albino Majore to provide further information following the illustration of the general results.

The Chairman highlights that non-recurring costs such as leaving incentives were incurred in 2012; another factor which impacted results was the impairment test which resulted in the write-down of intangible assets totalling Euro 34 million.

A positive sign for the group, continued the Chairman, was the reaction to the newspaper price increases in February as the consequent reduction in copies sold was lower than expected.

The Chairman notes that the publishing sector has been among the hardest hit by the crisis and whose continuation will inevitably result in a close re-evaluation of the product in its current form. However, the Group, underlines the Chairman, has adequate resources at its disposal to handle the crisis.

The Director Albino Majore takes the floor, reporting that the restructuring and cost-cutting actions taken on personnel resulted in non-recurring charges of approx. Euro 7.9 million, related to the reorganisation plans put in place by a number of Companies of the Group through trade

union agreements. These agreements will ensure from the current year a significant benefit to overall results.

On the invitation of the Chairman, the Vice Chairman Azzurra Caltagirone takes the floor, noting that in 2012 significant efforts were made in the new technology sector, recovering entirely the initial gap which had opened up with competitors. A new paper processing cycle was introduced, the internet sector was restructured and all Group websites reported significant growth; the development of Messaggero TV commenced.

Following his presentation, the Chairman requests whether Shareholders wish to make any contributions.

The Shareholder Tito Populin requests and takes the floor, holder of 100,000 shares, requesting clarification in relation to the Messaggero Partecipazioni SpA operation, requesting greater details in relation to the subsidiary Finced and whether a maximum limit for the purchase of treasury shares exists. Concluding, he states his regret that the Board has not proposed to distribute a dividend as amid such difficulties this would have provided a strong signal of confidence to Shareholders and to investors.

In relation to the first question concerning the Messaggero Partecipazioni SpA operation, the Chairman recalls that la Piemme, originally the advertising agent for only Messaggero, became the agent for all Group Newspapers,

therefore also of the Parent Company Caltagirone Editore.

This operation should purely be considered a restructuring operation.

In relation to Finced, the Chairman notes that the Company currently holds 2,350,000 Generali shares which generated a gain on December 31, 2011 of approx. Euro 7.5 million and 7,000,000 Unicredit shares which generated a gain of approx. Euro 4.2 million. Overall, the Generali and Unicredit shares, held by the Parent Company, in addition to Finced, resulted in a benefit of approx. Euro 17 million, net of the tax effect, recognised directly to Net Equity and the comprehensive income statement.

On the invitation of the Chairman the Director Delfini speaks, reporting that the maximum number of treasury shares which may be purchased on a single day is established on the commencement of the buy-back programme, based on the average daily number of shares traded in the month prior to the commencement date of the programme; the maximum number of treasury shares that may be purchased in a single day concerning the buy-back programme currently in place of Caltagirone Editore Spa is 6,360 shares.

The Chairman concludes observing that the Board of Directors have decided to not distribute a dividend to Shareholders, taking account of the extent of the sector crisis, the uncertain outlook and the fact that to cope with this very

difficult situation it was necessary to take action on labour costs, including a significant reduction in numbers and amid this reality the distribution of a dividend would not be appropriate.

At this point, at 12.40 PM the Chairman notes that Mr. Patrizio Rinaldi, proxy to the Shareholder Davide Populin, holder of 1,000 shares, left the hall and therefore 7 Shareholders holding 27,411,700 shares and proxies representing 18 Shareholders holding 62,370,719 shares are present and therefore a total of 25 Shareholders for 89,782,419 shares of a par value of Euro 1.00, comprising 72.17% of the share capital of the 124,401,789 ordinary shares with voting rights.

With contributions having concluded, the Chairman announces that the Shareholder Carlo Fabris, holder of 832 shares, sent through certified electronic mail a complaint to the Board of Statutory Auditors in accordance with Article 2408 of the Civil Code and a number of questions on the matters on the Agenda in accordance with Article 127-ter of Legislative Decree No. 58 of 1998, and therefore grants the floor to the Chairman of the Board of Statutory Auditors Mr. Antonio Staffa on behalf of the Board of Statutory Auditors.

Mr. Staffa therefore reads that received from the Shareholder Mr. Fabris:

"Firstly, the complaint to the Board of Statutory Auditors

pursuant to Article 2408 of the Civil Code concerning the following issue which is considered citable.

At last year's Shareholders' Meeting and specifically that of April 26, 2012 a complaint was made to the Board of Statutory Auditors in accordance with Article 2408 of the Civil Code and properly recorded.

The Board of Statutory Auditors (a pert from declarations of the Chairman of the Board of Statutory Auditors during the above stated Shareholders' Meeting, which do not constitute a response of the Board as relating to personal declarations and not of the Board of Statutory Auditors) in the report on the 2012 financial statements did not provide any account of the basis of the declaration (page 6 of the report):

"announces no complaints were received as per Article 2408 of the Civil Code.

I consider it highly improper that the Board of Statutory
Auditors did not discharge its duties in accordance with the
regulation which establishes that the Board of Statutory
Auditors must provide a proper basis for their declaration
on the financial statements in the report to the
Shareholders' Meeting.

I expect, in compliance with the regulation, the response of the Board of Statutory Auditors".

In relation to the complaint presented by Shareholder Fabris, Mr. Staffa states that at the Shareholders' Meeting

of April 26, 2012 Shareholder Fabris issued a complaint to the Board of Statutory Auditors in accordance with Article 2408 of the Civil Code in relation to the fact that in the call notice of the Shareholders' Meeting the questions of Shareholders in accordance with Article 127-ter should be sent: "within the second trading day before the Shareholders' Meeting". During the same Shareholders' Meeting the then Chairman of the Board of Statutory Auditors Mr. Raul Bardelli replied to that cited by Shareholder Fabris, stating that the deadline established was not binding under the regulation and therefore non-compliance would not result in forfeiture of the right to submit questions by Shareholders; he also underlined that the Company correctly established a deadline for presentation of questions in order to allow the time necessary to draw up the relative responses. In relation to the complaint, no mention was made in the report of the Statutory Auditors on the 2011 financial statements as it had already been filed at the time of submission of the complaint.

Mr. Staffa notes, preliminarily, that a complaint as per Article 2408 of the Civil Code must contain a citable issue relating to the improper management of the company and not concerning the conduct of the statutory auditors. It is also stated preliminarily that in relation to the facts at hand,

duty of disclosure to the Shareholders' Meeting the established by the first paragraph of Article 2408 of the Civil Code should be considered fully discharged, as the contestation was drawn up before the Shareholders' Meeting and at the meeting itself the Chairman of the Board of Statutory Auditors provided a full response. Mr. Staffa states however that the Board of Statutory Auditors, notwithstanding the previous considerations, did not provide an account of the complaint in the reports to the 2012 financial statements as the complaint was invalid considering the amendments introduced by Article 127 ter of Legislative Decree No. 91 of 18.06.2012, which establish an obligation to indicate in the call notice a deadline by which Shareholders questions must be sent to the company. This amendment not only rendered incorrect the reasoning behind the complaint drawn up by Shareholder Fabris but also confirmed the absolute correctness of the previous conduct of the Company.

Following the contribution of Mr. Staffa, the Chairman announced the questions drawn up by Shareholder Fabris on the first matter on the Agenda:

Question: "For the designated representative to receive proxies from shareholders, is the cost for the service the same as for the previous year (Euro 1,000) or has it changed? If so, what is the amount?"

Reply: The cost of the above-stated service has remained unchanged.

Question: " Concerning the matter on the Agenda

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2012, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;

Firstly a round of applause as the difficulties of the domain address www.caltagironeeditore.it were resolved with automatic redirection to the .com site.

Has the direct and indirect costs of the Shareholders'
Meeting for the company changed or has it remained at
approx. Euro 27,000 as was the case last year?"

Reply: The direct and indirect costs for today's Shareholders' Meeting, in addition to those indicated relating to the designated representative of the Company to receive proxies from Shareholders, were Euro 5,500.00 and reduced compared to last year's Shareholders' Meeting.

Question: "Last year I was informed that there were no legal case provisions for the company, while in reality at page 80 of the financial statements (balance at January 1, 2012) it appeared that there were nearly Euro 11 million and Euro 1.156 million had been utilised. Will we be supplied with details of these legal cases? Was the response provided at

the Shareholders' Meeting of April 2012 incorrect"?

Reply: In relation to the charges relating to legal cases, the Chairman confirms that Caltagirone Editore S.p.A. did not have and does not have legal cases in progress and that the liabilities recognised in the financial statements at page 80 of the version published on the site, corresponding to page 77 of the paper version, concern the consolidated accounts and related to disputes concerning other Group companies.

With the conclusion of the questions relating to the first matter on the Agenda drawn up by Shareholder Fabris, Mr. Marco Ravaioli contributes as representative of the Shareholder Parted 1982 S.p.A., after having:

- a) examined the financial statements of the Company and the consolidated financial statements of the group at December 31, 2012;
- b) noted the Directors' Report;
- c) noted the Board of Statutory Auditors' Report to the Shareholders' Meeting as per Art. 153 of Legislative Decree 58/1998 (CFA);
- d) noted the Directors' Report concerning the parent company financial statements and consolidated financial statements at December 31, 2012;

proposes the approval of the 2012 Financial Statements, accompanied by the relative reports and to carry forward the

loss of the Parent Company Caltagirone Editore S.p.A. of Euro 26,713,206.00 and establish a Prior-year retained earnings reserve through transfer of Euro 3,868,658.65 from the Currency Gains Reserve.

The Chairman therefore separately puts to the vote the proposal of the representative of the Shareholder Parted 1982 S.p.A.:

a) Approval of the financial statements and carrying forward of the loss for the year.

The Shareholders' Meeting, with only the opposing vote of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, approves that illustrated above.

b) Creation of a Retained earnings reserve through the transfer of Euro 3,868,658.65 from the Currency gains reserve created in previous years and subsequently realised. The Shareholders' Meeting, with only the opposing vote of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, approves that illustrated above.

In relation to the second matter on the Agenda:

"Resolutions on the purchase of treasury shares in accordance with Article 2357 of the Civil Code."

The Board of Directors, as indicated in the illustrative report prepared in accordance with Article 73 of Consob

Regulation filed at the registered office, at the management company and published on the Company website, submits for the approval of the Shareholders' Meeting the proposal to authorise the purchase and sale of treasury shares in accordance with Article 2357 of the Civil Code, of the regulation and of the applicable provisions with prior revocation of the Shareholders' Meeting resolution of April 26, 2012. The authorisation to purchase and/or utilise treasury shares is required in order to construct the so-called "Securities Reserve", in accordance with Consob resolution No. 16839 of March 9, 2009 in order to use such within the Company operations in compliance with that established by the applicable regulation.

The Board of Directors also consider it necessary that the Company can sell treasury shares purchased to enable the maximisation of value on the market.

The authorisation is requested for the purchase, in one or more solutions, of ordinary shares of the Company, of a nominal value of Euro 1.00, which taking account of the treasury shares already held by the Company, is not greater than 3% of the share capital, and therefore 3,750,000 shares, with the further condition that the amount of the shares to be purchased does not exceed Euro 5,000,000, including the cost of shares already purchased.

The authorisation is required also for the sale, in one or

more solutions, of the treasury shares in portfolio, also before the maximum quantity of shares to be purchased has been reached, however in line with that established by Consob Decision No. 16389 concerning the governance of the Securities Reserve.

Authorisation is requested to carry out the stated operations for a maximum duration of eighteen months from the resolution of the Shareholders' Meeting while the authorisation to utilise treasury shares which may be purchased is requested without time limit.

The minimum and maximum amount for which the purchase and sale operations may be carried out will be established in compliance with the provisions introduced by Consob Decision No. 16839 of March 19, 2009.

For the carrying out of purchase operations of treasury shares, the Board of Directors proposes to utilise the Share Premium Reserve included under the Shareholders' Equity of the Company, as stated in the financial statements at December 31, 2012.

The Chairman asks the Shareholders' Meeting if any persons wish to contribute.

The Shareholder Tito Populin takes the floor, requesting whether the maximum limit of 6,360 shares which may be purchased each day of the previous authorisation concerning the purchase of treasury shares may be changed and from

when.

On the invitation of the Chairman, the Director Mario Delfini responds, stating that the maximum limit of shares which may purchased each day, as previously reported, is established only on the introduction of the new treasury share buy-back programme.

At this point, with no further requests by the Shareholders in the hall, the Chairman reports the question on this matter on the Agenda drawn up by Shareholder Fabris and provides the relative response.

Question: "Whom will be delegated the powers on treasury shares?

Reply: In accordance with Article 2357 of the Civil Code, the Shareholders' Meeting authorises the Board of Directors to carry out operations on treasury shares and the Board, based on this authorisation, will resolve upon the conferment of the relative powers. Not wishing to anticipate therefore the decisions which may be taken by the Board in relation to the introduction of the new treasury share buyback programme, the Chairman states only that following the previous Shareholders' Meeting authorisations the powers were conferred to the Director Mario Delfini.

With the conclusion of questions relating to the second matter on the Agenda of the Shareholder Fabris, the Chairman puts the proposal to the vote concerning:

a) revocation of the Shareholders' Meeting resolution of April 26, 2012 and authorisation for a maximum duration of 18 months from today's 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, including the cost of shares already acquired, 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.

The Shareholders' Meeting, with only the opposing vote of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, approves that illustrated above.

b) Authorisation of the sale of treasury shares of the Company which may be purchased, without time limits, under the terms and conditions contained in the report prepared by the Board of Directors in accordance of Article 73 of Consob Issuers' Regulation 11971/99 as subsequently amended.

The Shareholders' Meeting, with only the opposing vote of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, approves that illustrated above.

c) Conferment to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation.

The Shareholders' Meeting, with only the opposing vote of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, approves that illustrated above.

In relation to the third matter on the Agenda:

"Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon".

In compliance with the provisions of Article 123-ter, paragraph 6 of Legislative Decree 58/98, the Shareholders' Meeting is invited to express a favourable or opposing opinion but not binding on the section of the report on the remuneration policy of members of the Board of Directors and Control Boards. The Board of Directors prepared and approved on March 12, 2013 the Remuneration Report which establishes the general guidelines implemented by Caltagirone Editore S.p.A. in this regard. The report was made available at the registered office of the company, published on the company website and transmitted to Borsa Italiana under the manner and terms established by the applicable regulation.

The representative of the Shareholder Parted 1982 S.p.A. contributes and proposes to omit the reading of the

remuneration policy report of the members of the Board of Directors and Control Boards.

The Chairman puts to the vote the proposal of the representative of the Shareholder Parted 1982 S.p.A. to omit the reading of the report.

The Shareholders' Meeting, without any opposing or abstaining votes, unanimously approves that illustrated above.

The Chairman therefore puts to the vote Section I of the Report concerning the general guidelines of the remuneration policy of the members of the Board of Directors and of the Board of Statutory Auditors of the Company.

The Shareholders' Meeting, with the opposing vote of Ms. Carolina Di Cosmo, as proxy of the Shareholders Florida Retirement System and Kuwait Fund For Arab Economic Development, holder overall of 31,651 shares, the abstention of Shareholder Fabris, holder of 832 shares and the favourable vote of all other Shareholders, as a majority approves that illustrated above.

As no further matters are to be resolved upon and no one has requested the floor the Shareholders' Meeting is closed at 13.15.

The person appearing before me exempts me from reading the attachments, declaring to be fully aware of their content.

I received the present deed, written in part by automated

means by persons known to me and in part by me and having read such to the person appearing before me, who on my asking declares that all complies with his wishes.

The present document contains 24 pages.

Mr. Francesco Gaetano CALTAGIRONE

Mr. Maurizio MISURALE, Notary