



**CALTAGIRONE EDITORE S.P.A.
REGISTERED OFFICE - ROME - VIA BARBERINI N.28
SHARE CAPITAL EURO 125,000,000**

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING
OF
April 16, 2014**

**ILLUSTRATIVE REPORT AND PROPOSALS BY THE BOARD OF DIRECTORS ON THE
MATTERS ON THE AGENDA
(IN ACCORDANCE WITH ARTICLE 125.TER OF LEGS. DECREE NO. 58/93 OF FEBRUARY 24, 1998)**



REPORT ON THE MATTERS ON THE AGENDA OF THE EXTRAORDINARY AND
ORDINARY SHAREHOLDERS' MEETING

OF APRIL 16, 2014

IN ACCORDANCE WITH ARTICLE 125 *TER* OF LEGS. DECREE NO. 58 OF FEBRUARY 24, 1998

Dear Shareholders,

the Extraordinary and Ordinary Shareholders' Meetings was called in single call for April 16, 2014 at 12 PM to deliberate on the following Agenda:

Extraordinary session:

- Amendment to Article 9 of the By-Laws – Shareholders' Meetings.

Ordinary session:

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2013, together with the Directors' Report, Board of Statutory Auditors' Report and the Auditors' Report; deliberations 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 accordance with Art.125 *ter* of Legislative Decree No.58 of February 24, 1998, the illustrative report of the Board of Directors on the matters of the agenda follows.



Extraordinary session

On the only matter on the Extraordinary Part of the Agenda, relating to the amendment of Article 9 of the By-Laws concerning Shareholders' Meetings, the Board of Directors proposes to establish, in relation to the calling of Meetings, the possibility for subsequent callings in the case of the failure to reach the quorums established under the applicable regulation for each of the previous meetings.

Reference is made to the illustrative report prepared by the Board of Directors, communicated to Consob and made available to the public at the registered office and the market management company according to the terms and conditions established by the applicable regulation.

Considering that stated above, the Board of Directors proposes that:

“The Shareholders' Meeting of Caltagirone Editore S.p.A., having examined the proposal of the Board of Directors, approves the amendment to Article 9 of the By-Laws, as indicated in the report prepared in accordance with Article 72 of the Issuers' Regulation”.



Ordinary session

- 1) Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2013, together with the Director's Report, Board of Statutory Auditors' Report and the Auditors' Report; deliberations thereon.**

Dear Shareholders,

The Board of Directors proposes to you the approval of the Financial Statements at December 31, 2013 of Caltagirone Editore S.p.A., 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 Caltagirone Editore SpA of Euro 53,523,894.

Reference is made to the corresponding documentation concerning the 2013 financial statements prepared by the Board of Directors, which will be communicated to Consob and made available to the public at Borsa Italiana S.p.A. and at the registered office and published on the internet site of the Company at www.caltagironeeditore.com, according to the terms and conditions established by the applicable regulation.

Considering that stated above, we present the following proposals:

“The Shareholders Meeting of Caltagirone Editore S.p.A.:

- a) examined the financial statements of the Company and the consolidated financial statements of the group at December 31, 2013;
- 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 for 2012;

resolves

- a) to approve of the 2013 Financial Statements, accompanied by the relative reports;
- b) to carry forward the loss of the Parent Company Caltagirone Editore S.p.A. of Euro 53,523,894.



2) Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code

Dear Shareholders,

The Board of Directors submits for your approval the authorisation proposal concerning the purchase and sale of treasury shares in accordance with Article 2357 of the Civil Code and applicable regulations following revocation of the Shareholders' Meeting resolution of April 17, 2013 which authorised treasury shares operations up to a maximum of 3,750,000 shares for a value of Euro 5,000,000, with a validity of 18 months and therefore expiring on October 16, 2014.

The maximum number to be purchased is 3% of the share capital, therefore 3,750,000 shares, taking account of treasury shares already held by the Company, for a maximum amount of Euro 5,000,000.00, including the cost of shares previously acquired.

Authorisation is requested to carry out share buy-back operations for a maximum duration of 18 months, while an unlimited period is requested to carry out utilisation operations of shares which will be bought back.

In relation to the conditions and manner under which the Company will carry out the purchase and utilisation of treasury shares in accordance with Articles 2357 and 2357-ter of the Civil Code, reference should be made to the report prepared in accordance with applicable provisions, which will be made available to the public at the registered offices and at the market management company.

Considering that stated above, we present the following proposal:



“The Shareholders’ Meeting of Caltagirone Editore S.p.A., having considered the proposal and the Board of Directors’ report, in accordance with Article 2357 and subsequent of the Civil Code and the Consob regulation,

resolves:

- a) to revoke the Shareholders’ Meeting resolution of April 17, 2013 and to authorise 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, 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;
- b) to authorise the sale of company treasury shares which will be bought back, without time limits;
- c) to confer to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation”.



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

Dear Shareholders,

the Board of Directors proposes for your approval, in accordance with Article 123 *ter*, paragraph 6 of Legislative Decree 58/98, Section I of the Remuneration Report in which the Company policy in relation to the remuneration of the Board of Directors is presented.

Reference is made to the corresponding documentation prepared by the Board of Directors, communicated to Consob and made available to the public at Borsa Italiana S.p.A. and at the registered office and published on the internet site of the Company at www.caltagironeeditore.com according to the terms and conditions established by the applicable regulation.

Considering that stated above, we present the following proposals:

“The Shareholders’ Meeting of Caltagirone Editore S.p.A., in accordance with Article 123-*ter* paragraph 6 of Legislative Decree 58/98, examined the Remuneration Report, approving Section I regarding the Company policy adopted in this respect”.

Rome, March 11, 2014

for the Board of Directors
THE CHAIRMAN
FRANCESCO GAETANO CALTAGIRONE