

**CALTAGIRONE EDITORE S.p.A.**

*Registered office – Via Barberini, 28*

*Share Capital Euro 125,000,000*

*Company Registration Office of Rome and Tax No. 05897851001*

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**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CALL**

Notice is hereby given of the Shareholders' Meeting of the Company at Rome – Via Barberini, No. 28 on April 23, 2018 at the time of 12 PM in first call, and, where necessary, in second call on May 8, 2018 at the time of 12 PM, same location, to resolve upon the following

**AGENDA**

**Extraordinary session**

- Amendment to Article 2 of the By-Laws in order to extend the corporate scope.

**Ordinary session**

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2017, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. Appointment of the Board of Directors for the three-year period 2018 – 2019 and 2020, determining the number of Board members and relative remuneration;
3. Appointment of the Board of Statutory Auditors for the three-year period 2018 – 2019 and 2020 and determination of emoluments;
4. Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon.

## **Share Capital and Voting Rights**

The subscribed and fully paid-in share capital amounts to Euro 125,000,000, comprising 125,000,000 ordinary shares of a unitary nominal value of Euro 1.00.

At the current date 122.765.419 shares have voting rights, excluding treasury shares.

## **Attendance at the Shareholders' Meeting**

In accordance with law and the by-laws, shareholders on behalf of whom the required communications have been sent by an authorised intermediary in accordance with the applicable regulation and who hold shares at the end of the seventh trading day before the date fixed for the Shareholders' Meeting in first call (April 12, 2018) have the right to attend and vote at the Shareholders' Meeting.

Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

Each shareholder with voting rights and who has the right to attend the shareholders' meeting can be represented by written proxy in accordance with current regulations.

Those with the right to vote can therefore utilise the proxy form included at the bottom of the communication issued by the authorised intermediary or the proxy form available on the company internet site [www.caltagironeeditore.com](http://www.caltagironeeditore.com) in the Governance/Shareholders' Meeting section and on the website [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Spafid Connect S.p.A. authorised by CONSOB). Proxy may be notified to the company through registered communication sent via fax to 06 45412299 or registered letter to the company's registered office or through electronic communication to the certified e-mail account [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it).

In accordance with Art. 135 *undecies* of the Consolidated Finance Act, the Company has appointed Mr. Domenico Sorrentino, born in Torre Annunziata (NA) on February 8, 1963, Tax Number SRRDNC63B08L245C as Designated Agent, on whom proxy may be conferred with voting instructions on all or a selected number of proposals on the Agenda. The appointing of proxy to the Designated Agent must be made through filling out the proxy form available on the internet site [www.caltagironeeditore.com](http://www.caltagironeeditore.com) in the Governance/Shareholders' Meeting section and on the website

[www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Spafid Connect S.p.A. authorised by CONSOB), which also states the manner in which proxy may be notified and the relative documentation required by the end of the second trading day before the date fixed for the Shareholders' Meeting. Proxy conferred is valid only for the proposals on which voting instructions are provided.

Voting may not take place through correspondence or electronic means.

### **Questions on matters on the Agenda**

Those with the right to attend the Shareholders' Meeting in accordance with Article 127-*ter* of the CFA may submit questions on the matters on the Agenda, also before the Shareholders' Meeting, together with a copy of an identity document, through registered communication in advance via fax number 06 45412299, to the registered office or through electronic communication to the certified e-mail account [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it) by the third day before the Shareholders' Meeting in first call. A communication provided by the authorised intermediary proving the right to attend the Shareholders' Meeting must also be sent to the Company.

For questions submitted before the Shareholders' Meeting, responses will be made in the manner outlined above, at the latest during the Meeting itself. The Company will not respond to questions which do not comply with the manner, terms and conditions indicated above.

### **Supplementation of the Agenda and presentation of the new proposals requested by Shareholders**

In accordance with Article 126 *bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of the present notice, a supplementation to the matters on the agenda, indicating in the request the further matters to be included on the agenda, or present proposals on matters already on the agenda. The requests, together with a copy of an identity document and the certification declaring ownership of the holding, must be presented in writing at the registered office of the company through registered communication via fax to 06 45412299, or through certified e-mail to [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it). Those with

voting rights may individually present proposals to the Shareholders' Meeting.

Within the time period outlined above, proposing shareholders – by the same method – must present a report outlining the reasons for the proposal of new matters to be added to the Agenda or the reasoning concerning further proposals to be presented on matters already on the Agenda.

The supplementation of the matters on the Agenda is not permitted for those matters on which the Shareholders' Meeting deliberates, as prescribed by law, on proposals of the Board of Directors or on the basis of a project or report prepared by the Board. In relation to supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of the Shareholders' Meeting Call Notice, at least 15 days before the date of the Shareholders' Meeting.

At the same time of publication of the Agenda supplementation notice or of the presentation of additional matters, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

### **Appointment of the Corporate Boards**

The appointment of the Board of Directors and the Board of Statutory Auditors will be based on slates presented by shareholders with voting rights, who represent at least two percent of the share capital and in compliance with regulations and Art. 14 and Art. 22 of the By-Laws.

Article 14 and 22 of the By-Laws establish that the appointment of the Board of Directors and the election of the Board of Statutory Auditors must take place in compliance with the gender equality regulation.

The slates presented by Shareholders must be filed and published in accordance with the regulatory provisions issued by Consob and therefore must be filed at the registered office of the Company, sent by fax to 0645412299 or through certified email to [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it) by 4PM on the 25th day before the shareholders'

meeting in first call (by March 29, 2018); the slates will be made available to the public at the registered office of the company, on the website [www.caltagironeeditore.com](http://www.caltagironeeditore.com), at Borsa Italiana S.p.A. and at [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by BIt Market Services authorised by CONSOB) in accordance with the regulations in force.

The ownership of the minimum holding necessary to present a slate is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Company.

The following must be filed by presenting Shareholders together with the slates in accordance with Law and the By-Laws:

- the information relating to the identity of presenting Shareholders, with indication of the share capital percentage held and, at the penalty of non-acceptance, the certification released by the intermediary proving ownership of the investment;
- the curriculum vitae of the candidates, containing exhaustive information on their personal and professional characteristics;
- the declarations with which each candidate accepts the candidature and declares, under their own responsibility the inexistence of any reasons for incompatibility or ineligibility, as well as attesting to their standing, professionalism and, if existing, their independence as established by article 148, paragraph 3 of the Consolidated Finance Act.

In accordance with that established by Consob communication DEM/9017893 of February 26, 2009, shareholders are advised who intend to present minority slates that they must be filed together with the slate and further documentation required by Arts. 9 and 14 of the By-Laws, including the declaration which affirms the absence of any relationships, even indirect, as established at Art.147 *ter* of the Consolidated Finance Act and Art. 144 *quinquies* of the Issuers' Regulations, with the Shareholder who holds control. In this declaration any relations existing must be specified, where significant, with the shareholder who holds the controlling interest, if identifiable, as well as the

reasons for which any relations are not to be considered such as to constitute the above-stated relationship, or the absence of any relations must be indicated.

Concerning the election of the Board of Statutory Auditors in the case in which, within the filing conditions for slates indicated above, only one slate is filed or only lists presented by shareholders which are related, notice is given without delay and consequently slates may be presented until 12 PM of the 3rd succeeding day (April 1, 2018) by Shareholders which individually, or together with other Shareholders, hold shares representing at least 1% of the Share Capital with voting rights at the ordinary Shareholders' Meeting.

### **Documentation**

Documentation relating to the Shareholders' Meeting, including the Reports and the proposals regarding the matters of the Agenda, will be made available to the public under the terms and conditions and in the manner established by the applicable regulations, at the registered office of the Company (between Monday to Friday between 9 AM and 1 PM and between 2 PM and 5 PM), at Borsa Italiana S.p.A. and also on the Company internet site [www.caltagironeeditore.com](http://www.caltagironeeditore.com) in the Governance/Shareholders' Meeting section and at [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Spafid Connect S.p.A. authorised by CONSOB). The present call notice is published in accordance with Article 125 of the Consolidated Finance Act on the Company internet site [www.caltagironeeditore.com](http://www.caltagironeeditore.com) in the Governance/Shareholders' Meeting section, at [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Spafis Connect S.p.A. authorised by CONSOB) and in the daily newspaper "Il Messaggero" on March 13, 2018.

Rome, March 12, 2018

**for the Board of Directors**  
**THE CHAIRMAN**  
**MR. FRANCESCO GIANNI**