

## NOTICE TO SHAREHOLDERS

(published pursuant to Art. 84 of Consob Regulation No. 11971/1999)

Caltagirone Editore S.p.A. ("**Caltagirone Editore**" or the "**company**") announces that the following was filed today with the Register of Companies of Rome, pursuant to Art. 2437-*quater*, paragraph 2 of the Civil Code

### **RIGHTS OFFERING of 16.049.551 Caltagirone Editore S.p.A. shares pursuant to Art. 2437-*quater* of the Civil Code**

Whereas:

- (a) The extraordinary shareholders' meeting of Caltagirone Editore approved the amendment to Art. 2 of the By-Laws (*Corporate Purpose*) on April 23, 2018;
- (b) The motion passed by the shareholders' meeting of Caltagirone Editore (the "**Motion**") was filed with the Register of Companies of Rome on May 25, 2018 (the "**Registration Date**");
- (c) Those shareholders of Caltagirone Editore who voted against the Motion were entitled to exercise the right of withdrawal pursuant to and in accordance with Art. 2437, paragraph 1(a), of the Civil Code (the "**Right of Withdrawal**"), given the substantive changes to Caltagirone Editore's corporate purpose;
- (d) The Right of Withdrawal could be exercised within fifteen days from the Registration Date and, therefore, until June 9, 2018 (the "**Option Expiration Date**"), as indicated in the press release dated May 25, 2018, published on the company's website [www.caltagironeditore.com](http://www.caltagironeditore.com), and in the notice published by Caltagirone Editore on May 26, 2018, in the newspaper "*Il Messaggero*";
- (e) The liquidation value of Caltagirone Editore shares for which the Right of Withdrawal could be exercised was set at Euro 1.343 for each share (the "**Liquidation Value**") pursuant to Art. 2437-*ter*, paragraph 3 of the Civil Code;
- (f) The Right of Withdrawal was validly exercised for a total number of 16,049,551 Caltagirone Editore shares (the "**Shares**"), equivalent to a total liquidation value of Euro 21,554,546.99;
- (g) Pursuant to Article 2437-*quater* of the Civil Code, with the exception of withdrawing shareholders, the equity will be issued as share options to all company shareholders who will be entitled to exercise the

option right in proportion to the total number of shares held in the company's share capital (the "**Rights Offering**"), together with the pre-emption right to purchase the remaining unopted withdrawal shares where a simultaneous request is made at the time of the Rights Offering (the "**Pre-emption Right**");

- (h) If withdrawal shares are not all purchased by the other shareholders of Caltagirone Editore at the time of the Rights Offering and the possible exercise of the Pre-emption Right, other forms of liquidation will be applied as envisaged by Art. 2437-*quater*, paragraphs 4 and 5 of the Civil Code.

On this basis,

#### **Caltagirone Editore S.p.A. OFFERS RIGHTS**

to company shareholders on those Shares for which the Right of Withdrawal was exercised, in proportion to the number of Caltagirone Editore shares held by each, pursuant to Article 2437-*quater*, paragraph 1 of the Civil Code, and with an option right being allocated to each of these shares (the "**Option Rights**") in the following ratio: 1 Share per 6.654 Option Rights.

This ratio can be changed should Caltagirone Editore receive any valid withdrawal statements by the Option Expiration Date, following the publication of the Rights Offering. This will be promptly disclosed to the public.

#### **Option Rights**

Option Rights are not negotiable on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. or on other regulated markets and, therefore, only the entire number of Shares rounded down to the unit may be exercised.

According to Italian law, Withdrawal Shares under a Rights Offering, Pre-emption and option rights will not be offered in those countries wherein such an offering is not permitted without specific authorisation in compliance with applicable regulations, unless there is an exemption.

#### **Offering Price**

The offering price is of Euro 1.343 per Share (the "**OFFERING PRICE**"), equivalent to the Liquidation Value.

#### **Subscription Period**

The subscription period to the Rights Offering (the "**SUBSCRIPTION PERIOD**"), during which entitled shareholders can exercise Option Rights and the Pre-emption Right under the conditions set out below is from June 25, 2018 to July 24, 2018, both dates inclusive, and following which the entitlement will be forfeited.

#### **Subscription Method**

Subscription to the Rights Offering and the possible exercise of the Pre-emption Right must take place through the signing of the special form in line with the template provided by the company (the "**Subscription Form**") by means of securities depositaries directly or indirectly participating in the Monte Titoli S.p.A. centralised management system, and subject to these intermediaries' ascertainment of the subscriber's entitlement to purchase the Shares.

#### **Pre-emption Right**

Shareholders entitled to exercise Option Rights will also have a Pre-emption Right on the purchase of the remaining unopted shares at the end of the Subscription Period (the "**Residual Shares**"), provided that a simultaneous request is made in the Subscription Form. To this end, the maximum number of Residual Shares on which the Pre-emption Right is to be exercised must be indicated in the specific section of the Registration Form. Should the number of Residual Shares be lower than the pre-emption requests at the time of the Rights Offering, these Residual Shares will be allotted to all applicants in proportion to the number of shares purchased through the exercise of Option Rights; Residual Shares will be allotted in accordance with the largest remainder criterion should any Shares remain unsubscribed after allotment on the basis of the full quotient.

#### **Results of the Rights Offering**

Caltagirone Editore will communicate the results of the Rights Offering, with due consideration to the possible exercise of the Pre-emption Right, in accordance with the procedures set forth by applicable legislation. In this regard, the associated notice will be published on *Il Messaggero*, in

addition to the [www.caltagironeeditore.com](http://www.caltagironeeditore.com) website and the storage mechanism "eMarket STORAGE".

#### **Methods and Terms of Payment and Transfer of Shares**

The Company will notify the terms and methods of payment and the transfer of Shares according to the procedures envisaged by applicable legislation. In this regard, the associated notice will be published on *Il Messaggero*, in addition to the [www.caltagironeeditore.com](http://www.caltagironeeditore.com) website and the storage mechanism "eMarket STORAGE". The allotment of Shares to subscribers of the Rights Offering will be notified by the securities depositaries directly or indirectly participating in the Monte Titoli S.p.A. centralised management system, in accordance with the terms and procedures applied by them.

*Notice published on June 21, 2018 in "Il Messaggero".*

Rome, 20 June 2018

**CALTAGIRONE EDITORE S.P.A.**

Media and Investor Relations  
Tel +39 06 45412365  
Fax +39 06 45412300  
[ufficiostampa@caltagironegroup.it](mailto:ufficiostampa@caltagironegroup.it)  
[www.caltagironeeditore.com](http://www.caltagironeeditore.com)

**SUBSCRIPTION FORM**

**FOR THE RIGHTS OFFERING OF 16.049.551 Caltagirone Editore S.p.A. SHARES**

*as per Art. 2437-quater of the Civil Code*

The undersigned ..... born in  
..... (.....), on ..... residing at .....  
(.....), Street ..... No. .... Post Code ..... Tax Code/VAT Reg. No.  
.....

Represented by the following party vested with the necessary powers (where applicable):

Name and surname..... born in  
..... (.....), on ..... residing at .....  
(.....), Street ..... No. .... Post Code ..... Tax Code/VAT Reg. No.  
.....

in the capacity of shareholder of Caltagirone Editore S.p.A., a company with registered office in Via Barberini 28, 00187 Rome and entered in the Register of Companies of Rome at number 05897851001 ("**Caltagirone Editore**")

**DECLARES**

- To be cognisant of the Caltagirone Editore rights offering in ordinary shares for which the right of withdrawal was exercised (the "**Shares**"), filed at the Registry of Companies of Rome on June 20, 2018 pursuant to Art. 2437-*quater*, paragraph 2 of the Civil Code, and published on the newspaper "*Il Messaggero*" on June 21, 2018, in the storage mechanism "eMarket-Storage", and on the company's website [www.caltagironeeditore.com](http://www.caltagironeeditore.com) (the "**Rights Offering**"), and fully accepts the terms, conditions and procedures;
- To not having exercised the right of withdrawal, in accordance with Art. 2437, paragraph 1(a), of the Civil Code, on the Caltagirone Editore shares associated with the option rights referred to in the next point, as a result of the motion passed by the Extraordinary Shareholders' Meeting of Caltagirone Editore on April 23, 2018, which amended Article 2 (*Corporate Purpose*) of the By-Laws;
- To hold ..... Option Rights (ISIN IT0005336240) (the "**Options**") relating to Caltagirone Editore shares (ISIN IT0001472171) in the securities account no. .... at the intermediary receiving this form (the "**Intermediary**")

**EXERCISES**

..... (A) Options in number and, as a result of exercising the above Options,

**PURCHASES**

..... (B = A/ **6,654, rounded down to the lower unit**) shares in number under the Rights Offering, at a price of Euro 1.343 per Share and a total value of Euro .....//....)  
(C = B x 1,343);

**A Copy to CALTAGIRONE EDITORE**

To be sent by Intermediaries by July 25, 2018 to Banca Finnat Euramerica S.p.A., Piazza del Gesù, 49 - 00186 ROME to the attention of the Back Office, and forwarded in advance by email to the following address: [back.office@finnat.it](mailto:back.office@finnat.it) (Email Subject: "Caltagirone Editore S.p.A. – Subscription forms from the intermediary (intermediary's name)")

## REQUESTS TO PURCHASE UNDER PRE-EMPTION

in accordance with Article 2437-*quater*, paragraph 3 of the Civil Code,

a maximum number of ..... (D) Shares that should remain unopted at the end of the Rights Offering period for a maximum total value of Euro ..... (.....//.....) ( $E = D \times 1,343$ ) and acknowledges that, should the number of residual shares be lower than the number of shares requested in total under pre-emption by shareholders exercising this right, the shares will be apportioned in accordance with the procedures set out in the Rights Offering;

### COMMITTS TO PAY

the total value of Euro ..... (...../.....) (C + E) for the purchase of the opted Shares and those requested under pre-emption, or the lower price should Shares requested under pre-emption be apportioned, by drawing the amount from bank account n. .... at ..... IBAN .....

### GRANTS

an irrevocable mandate to the Intermediary to pay the total value to Caltagirone Editore for the share purchase, or the lower value in the case of apportionment, as established above, it being understood that the payment of the above value in favour of the company and the Share transfer concludes the settlement procedure;

### REQUESTS

that the purchased shares are credited to the securities deposit account no. .... at ..... CAB ..... ABI ..... through the intermediary who is receiving this form;

### DECLARES

- To be aware of the fact that subscription to the Rights Offering is irrevocable;
- To be aware that any anomaly in this subscription form's signature will result in its voidance and the corresponding subscription's invalidity;

### CONFIRMS

the accuracy of data reported in this subscription form, under personal liability and for all purposes as laid down by law.

Pursuant to Regulation (EU) 679/2016, Caltagirone Editore S.p.A., in the capacity of data controller, declares that personal data provided on the signing of this Subscription Form will be processed for the sole purpose of the Offering, including by means of computer and electronic procedures. The processing's legal basis is the execution of a contractual obligation which the data subject is a party to and, in certain cases, for the fulfilment of legal obligations. The provision of data is a necessary requirement without which the Subscription Form cannot be submitted. In order to meet obligations, data may be communicated to the following parties acting in the capacity of autonomous holders, each for the purposes connected and instrumental to their role in the procedure: (i) Appointed Intermediaries, (ii) Securities Depositories and (iii) Computershare S.p.A. Furthermore, data may be made known to companies identified by these parties which carry out activities that are fundamental to the procedure in their role as data processors. Further information on these parties or on the other companies identified by them is available in the respective privacy policies. Moreover, in order to comply with legal obligations, personal data may be communicated to the supervisory and control authorities. Data of data subjects will be stored on Italian servers for a period of ten years from the compilation of the subscription form. At the end of this period, the data will be deleted or rendered anonymous. Data subjects are entitled to access their data at any time and to obtain a copy, to correct the data and/or supplement it if incorrect or incomplete, to delete it or request a restriction on its processing, to oppose its processing, to obtain portability, where applicable, if processed in an automated manner for the contract's execution and to contact the Data Protection Authority should the data subjects believe that their rights have been infringed. For any clarification or question concerning the processing of personal data, data subjects may send a registered letter to Caltagirone Editore S.p.A., Via Barberini, 28, Rome, Italy.

(Place and Date)

(Signature of the Offering's subscriber or of the authorised representative) (Intermediary's stamp and signature)

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(Place and Date)

(Signature of the Offering's subscriber or of the authorised representative) (Intermediary's stamp and signature)

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