



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

SHAREHOLDERS' MEETING
OF
April 15, 2019

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 SHAREHOLDERS' MEETING

OF APRIL 15, 2019

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

Dear Shareholders,

the Ordinary and Extraordinary Shareholders' Meeting was called of the Company at Rome – Via Barberini, No. 28 on April, 15 2019 at the time of 12 PM in first call, and, where necessary, in second call on May 8, 2019, at the time of 12 PM, same location, to resolve upon the following

AGENDA

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2018, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. 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.



1) Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2018, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon.

Dear Shareholders,

The Board of Directors proposes to you the approval of the Financial Statements at December 31, 2018 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 15,711,415.00.

Reference is made to the corresponding documentation concerning the 2018 financial statements prepared by the Board of Directors, made available to the public at Borsa Italiana S.p.A., at www.emarketstorage.com (storage mechanism managed by Spafid Connect S.p.A. authorised by CONSOB) 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, 2018;
- 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 2018;



resolves

- a) to approve the 2018 Separate Annual Accounts together with the relative reports;
- b) to carry forward the loss of Caltagirone Editore SpA of Euro 15,711,415.00.



2) 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 and made available to the public at the registered office, at www.emarketstorage.com (storage mechanism managed by Spafid Connect S.p.A. authorised by CONSOB) and published on the internet site of the Company at www.caltagironeeditore.com, according to the manners, 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 8, 2019

for the Board of Directors

THE CHAIRMAN

MR. FRANCESCO GIANNI