



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

SHAREHOLDERS' MEETING
OF
April 21, 2020

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 ORDINARY
SHAREHOLDERS' MEETING OF APRIL 21, 2020

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

Dear Shareholders,

the Ordinary Shareholders' Meeting has been called at the registered office of the Company at Rome – Via Barberini, No. 28 on April 21, 2020 at the time of 12 PM in first call, and, where necessary, in second call on May 7, 2020, at the same location at 4 PM, to resolve upon the following

AGENDA

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2019, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. Supplementation of the Board of Statutory Auditors for the year 2020 as per Article 2401, paragraph 1 of the Civil Code;
3. Appointment of the Audit Firm for the 2021-2029 period; resolutions thereon;
4. Report on the remuneration policy and compensation paid; 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, 2019, 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, 2019 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 40,629,621.

Reference is made to the corresponding documentation concerning the 2019 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) having examined the financial statements of the Company and the consolidated financial statements of the group at December 31, 2019;
- b) having noted the Directors' Report;



- c) having noted the Board of Statutory Auditors' report to the Shareholders' Meeting as per Art. 153 of Legislative Decree 58/1998 (CFA);
- d) having noted the Directors' Report concerning the parent company financial statements and consolidated financial statements for 2019;

resolves

- a) to approve the 2019 Separate Annual Accounts together with the relative reports;
- b) to carry forward the loss of Caltagirone Editore SpA of Euro 40.629.621;



2) Supplementation of the Board of Statutory Auditors for the year 2020 as per Article 2401, paragraph 1 of the Civil Code.

Dear Shareholders,

on February 28, 2020, Ms. Maria Assunta Coluccia and on 4 March 2020 Ms. Patrizia Amoretti, proposed by the majority shareholder and appointed by the Shareholders' Meeting of April 23, 2018, resigned from their positions as Statutory Auditor and Alternate Auditor of Caltagirone Editore S.p.A., respectively, due to commitments arising.

You are therefore called to supplement the Board of Statutory Auditors as per Article 2401, paragraph 1 of the Civil Code. As required by the By-Laws for the supplementation of the Board of Statutory Auditors, voting is not carried out on the basis of slates, but the Shareholders' Meeting will resolve according to statutory majority.

Considering that stated above, we present the following proposals:

- a) to appoint as statutory auditor xxxx, for the year 2020, whose term of office will conclude together with the other members of the Board of Statutory Auditors and in any case until the approval of the financial statements for the year ended 31.12.2020, with the remuneration established at the Shareholders' Meeting for the appointment of the entire Board of Statutory Auditors;
- b) to appoint as alternate auditor xxxx, for the year 2020, whose term of office will conclude together with the other members of the Board of Statutory Auditors and in any case until the approval of the financial statements for the year ended 31.12.2020.



3) Appointment of the Audit Firm for the 2021-2029 period; Resolutions thereon.

Dear Shareholders,

with the publication of the 2020 annual accounts, the appointment of PriceWaterhouseCoopers S.p.A. as the Independent Audit Firm by the Shareholders' Meeting of April 26, 2012 expires, without possibility of renewal as required by law; you have therefore been called to consider the following resolutions regarding the new appointment.

In relation to this, within the reform of the auditing regulations, the Shareholders' Meeting, on the proposal of the Board of Statutory Auditors, confers the audit of the accounts and establishes the emoluments to the Independent Audit Firm for the entire appointment and any amending criteria for such consideration during the appointment. The duration of the appointment is 9 years.

The documentation concerning the appointment of the Independent Audit Firm will be made available to the public at the registered office, at Borsa Italiana S.p.A. as well as available on the internet site www.caltagironeeditore.com in accordance with law.

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

“The Ordinary Shareholders' Meeting of Caltagirone Editore S.p.A., having taken note of the reasoned proposal of the Board of Statutory Auditors in accordance with Article 13, paragraph 1 of Legislative Decree No. 39 of January 27, 2010

Resolves



- a) to approve the appointment of xxxx for the audit of the accounts for the 9-year period between January 1, 2021 – December 31, 2029;
- b) to approve emoluments for the audit of the accounts between the years 2021 to 2029 of the company xxxx of Euro xxxx.



4) Report on the remuneration policy and compensation paid; resolutions thereon.

Dear Shareholders,

the Board of Directors proposes for your approval, in accordance with Article 123-ter, of Legislative Decree 58/98, the Remuneration Report in which the Company policy in relation to the remuneration of the Board of Directors and the amounts paid is presented.

The Shareholders' Meeting, as provided for by current legislation, is called from this year to pass binding resolutions on the first section of the Remuneration Report and to pass resolutions for or against the second section; this second resolution is not binding.

It should be noted that the first section illustrates the general guidelines of the Company's policy regarding the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, while the second section presents the items that make up the remuneration of the members of the Board of Directors and the Board of Statutory Auditors and illustrates the remuneration paid in 2019 for any reason by the Company or its subsidiaries and associates.

Reference is made to the corresponding documentation prepared by the Board of Directors and made available to the public at Borsa Italiana S.p.A., 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 terms and conditions established by the applicable regulation.



The Shareholders' Meeting is therefore invited to pass the following resolutions:

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

- having regard to articles 123-ter of Legislative Decree No. 58/98 and 84-quater of Consob Regulation No. 11971/99;
- having noted the Report on the remuneration policy and remuneration paid prepared by the Board of Directors;

resolves

- a. to approve Section I of the remuneration report, which illustrates the policy adopted by the Company regarding remuneration;
- b. to decide in favour of Section II of the remuneration report concerning all the constituent remuneration and items.

Rome, March 10, 2020

for the Board of Directors

THE CHAIRMAN

MR. FRANCESCO GIANNI