

CALTAGIRONE EDITORE S.p.A.

Registered office – Via Barberini, 28, Rome

Share Capital Euro 125,000,000

Company Registration Office of Rome and Tax No. 05897851001

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SUPPLEMENT TO THE CALL NOTICE FOR THE ORDINARY SHAREHOLDERS'

MEETING

To supplement and amend the call notice published on March 10th 2020 convening the Ordinary Shareholders' Meeting of Caltagirone Editore S.p.A. in Rome - Via Barberini No. 28, on April 21st 2020 at 12PM in first call and, if necessary, in second call on May 7th 2020, at the same place and time: following the entry into force of Decree-Law No. 18/2020 ("**Italian Care Decree**") - which introduced exceptional rules relating to the COVID-19 emergency applicable to the shareholders' meetings of listed companies - Caltagirone Editore S.p.A. supplements and amends the aforementioned call notice as follows.

Participation at the Shareholders' Meeting and assigning of proxy to the Designated Agent

In order to minimise the risks associated with the current health emergency, the Company has decided to take up the option introduced by Article 106, paragraph 4 of the Italian Health Care Decree, which provides that the Shareholders' Meeting may be attended **exclusively by the Designated Agent** of the company pursuant to Article 135-*undecies* of the Consolidated Law on Finance (CFA).

Specifically, vote-holders must therefore necessarily grant proxy and voting instructions to Computershare S.p.A. with registered office in Rome, via Monte Giberto, no. 33- 00138, the representative designated by the Company pursuant to Article 135-*undecies* of the CFA (the "**Designated Agent**"), according to the procedures set out by current legislation. Computershare S.p.A. will replace Mr. Domenico Sorrentino, previously appointed by the Company as Designated Agent. In the event that any shareholders have previously granted

proxy on items on the agenda to Mr. Domenico Sorrentino, this proxy will be deemed revoked as of today, and said shareholders may proceed to issue a new proxy to the Designated Agent.

The appointment of proxy to the Designated Agent must be made by the end of the second trading day before the date fixed for the Shareholders' Meeting by filling out the proxy form available on the website www.caltagironeeditore.com in the *Governance/Shareholders' Meeting* section, which outlines the manner in which proxy may be communicated and the relative documentation required. Proxy conferred is valid only for the proposals on which voting instructions are provided.

The aforesaid Designated Agent may also be granted proxies and/or sub-proxies pursuant to Article 135 *novies* of the CFA in derogation of Article 135 *undecies*, paragraph 4 of the CFA.

Voting may not take place through correspondence or electronic means.

Moreover, given the current Covid-19 epidemiological emergency situation, and in compliance with the fundamental principles of health protection, the Directors, Statutory Auditors, Designated Agent, and other qualified parties may participate in the Shareholders' Meeting by means of audio-video conferences that also allow their identification, in compliance with the provisions of Article 106, paragraph 2 of the Health Care Decree. Instructions for audio-video participation in the Shareholders' Meeting will be communicated by the Company to those concerned.

Presentation of resolution proposals requested by Shareholders

It should also be noted that with regard to item 2 on the agenda, "Supplementation of the Board of Statutory Auditors for the year 2020 pursuant to Article 2401, paragraph 1 of the Civil Code", in view of the new method for shareholder participation at the Shareholders' Meeting, which must take place exclusively through the Designated Agent, all Shareholders entitled to submit candidatures are invited to formulate and communicate any resolution proposals to the Company within five days of the date referred to in this supplement to the call notice, complete with all the documentation required by law and the By-Laws. The resolution proposals, 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 by certified e-mail to caltagironeeditore@legalmail.it.

Resolution proposals submitted in accordance with this supplement to the call notice will be announced and published, by the same means set out for the publication of the call notice, at least ten days prior to the date set for the Shareholders' Meeting. This is to order to enable vote-holders to express an informed opinion in light of these new proposals, and to allow the Designated Agent to gather voting instructions on them if necessary.

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Except where expressly set out in this supplement to the call notice, all other information contained in the call notice (including the agenda) shall remain unaffected.

The present supplement to the call notice is published today on the Company website www.caltagironeeditore.com in the Governance/Shareholders' Meeting section, at "www.emarketstorage.com" (storage mechanism managed by Spafid Connect S.p.A. and authorised by Consob), and in the daily newspaper "Il Messaggero" on April 2nd 2020.

Rome, April 1st 2020

for the Board of Directors
THE CHAIRMAN
MR. FRANCESCO GIANNI