



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

ORDINARY & EXTRAORDINARY
SHAREHOLDERS' MEETING OF
April 26, 2021

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 26, 2021

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

Notice is hereby given of the Shareholders' Meeting at the registered office of the Company at Rome – Via Barberini, No. 28 on April 26, 2021 at the time of 12 PM in first call, and, where necessary, in second call on May 5, 2021, at the same location at 12PM, to resolve upon the following

AGENDA

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2020, 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 2021 – 2022 and 2023, determining the number of Board members and relative remuneration;
3. Appointment of the Board of Statutory Auditors for the three-year period 2021 – 2022 and 2023 and determination of emoluments;
4. Remuneration Policy and Report; 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, 2020, 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, 2020 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 20,538,992.

Reference is made to the corresponding documentation concerning the 2020 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, 2020;
- 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 2020;

resolves

- a) to approve the 2020 Separate Annual Accounts together with the relative reports;
- b) to carry forward the loss of Caltagirone Editore SpA of Euro 20,538,992;



2) **Appointment of the Board of Directors for the three-year period 2021 – 2022 and 2023, determining the number of Board members and relative remuneration.**

Dear Shareholders,

with the approval of the 2020 financial statements the mandate of the Board of Directors concludes; therefore the Shareholders' Meeting is called to appoint new members for the three-year period indicated, until the Shareholders' Meeting which will be called to approve the financial statements at December 31, 2023, establishing the number of members, between 3 and 15 as expressly provided for by the By-Laws, as well as the relative remuneration.

The appointment of the Board of Directors is made on the basis of slates presented by shareholders who hold at least 2% of the share capital and in compliance with Regulations and Article 14 of the By-Laws.

The renewal of the Board of Directors must take place in compliance with the gender balance rules established by law.

As per the applicable regulation, the less-represented gender is reserved at least one-fifth of Directorship positions.

Where the application of the gender balance criterion does not result in an exact number of Directors belonging to the less-represented gender, this number will be rounded upwards, with the exception of members of Boards of Directors numbering three for which rounding is made downwards.

Each shareholder shall present or participate in presenting only one slate containing a maximum number of 15 candidates indicated in progressive order; each candidate shall be presented on only one slate, at the risk of ineligibility.

The election of the Board of Directors will proceed as follows.



The first candidate on the minority slate which obtains the largest number of votes and which is not related in any manner, even indirectly, with the slate which has the highest number of votes, is elected Director; the other members of the Board of Directors are taken in a progressive order from the slate which obtained the highest number of votes.

Where the result of voting does not satisfy the applicable gender equality laws and regulations, the first listed candidate belonging to the under-represented gender replaces the last selected member on the slate which has received the highest number of votes. Where the gender balance quota has not been met through this method, the Shareholders' Meeting votes by statutory majority.

In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate, providing the gender equality quota under the applicable laws and regulations has been met.

For the inclusion of the Directors to be elected, consideration is not taken of the slates which have not obtained at least half of the votes for the presentation of the slate.

Each of the following matters shall be subject to separate votes.

The Shareholders' Meeting is invited to resolve upon:

- a) determination of the number of directors;
- b) determination of the remuneration of the Board of Directors;
- c) appointment of the members of the Board of Directors expressing preference for one of the slates presented by the authorised parties in conformity with the by-laws.



3) Appointment of the Board of Statutory Auditors for the three-year period 2021 – 2022 and 2023 and determination of emoluments

Dear Shareholders,

with the approval of the financial statements at December 31, 2020 the mandate concerning the Board of Statutory Auditors expires, with the Shareholders' Meeting called to appoint new members for the three-year period indicated, and however until the Shareholders' Meeting which will be called for the approval of the financial statements at December 31, 2023, as well as to establish the relative emoluments.

The Board of Statutory Auditors are elected by the Shareholders' Meeting on the basis of slates presented by shareholders that hold at least 2% of the share capital and in compliance with regulations and Article 22 of the By-Laws.

Article 22 of the By-Laws establishes that the Board of Statutory Auditors comprises the Chairman, two standing members and two alternate members, with renewal of the Board of Statutory Auditors taking place in compliance with the applicable gender balance rules. As per the applicable regulation, the less-represented gender is reserved at least one-fifth of Statutory Auditor positions.

In addition, for each slate with three candidates, rounding shall be made downwards, rather than upwards.

No shareholder may present or vote, even as proxy, on more than one slate and each candidate shall be presented on only one slate, at the risk of ineligibility.

The election of the Board of Statutory Auditors will proceed as follows.



The slates for the election of the members of the Board of Statutory Auditors must include the names of one or more candidates, not above the number of statutory auditors to be elected, indicated by progressive order; the slates can be divided into two sections, each with a maximum of three candidates (progressive numbering) for the office of standing auditor and two alternate auditors.

Each slate for the appointment of Statutory Auditors and Alternate Auditors must contain a number of candidates belonging to the under-represented gender which ensures, within the slate itself, compliance with the gender balance quota established by applicable laws and regulations.

The first two candidates of the slate which obtains the largest number of votes are elected as standing auditors (“the Majority Slate”) and the first candidate of the slate presented and voted by the shareholders which are not related, even indirectly, to the majority shareholders, which is second in terms of number of votes (the “Minority List”), is elected Chairman of the Board of Statutory Auditors.

Also elected are:

- one Alternate Auditor among the candidates indicated in the section “Alternate Auditors” of the Majority Slate in progressive order;
- one Alternate Auditor among the candidates indicated in the section “Alternate Auditors” of the Minority Slate in progressive order.

Where the result of voting does not satisfy the applicable gender balance laws and regulations, the first listed candidate belonging to the under-represented gender replaces the last selected member on the slate which has received the highest number of votes. Where the gender balance quota has not been met through this method, the Shareholders’ Meeting votes by statutory majority.



In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate, providing the gender equality quota under the applicable laws and regulations has been met.

Each of the following matters shall be subject to separate votes.

The Shareholders' Meeting is invited to resolve upon:

- a) appointment of the Chairman and the members of the Board of Statutory Auditors expressing preference for one of the slates presented by the parties in conformity with the by-laws;
- b) determination of the remuneration of the Board of Statutory Auditors.



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 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 2020 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 remuneration policy adopted by the Company;
- b. to decide in favour of Section II of the remuneration report concerning all the constituent remuneration and items.

Rome, March 8, 2021

for the Board of Directors

THE CHAIRMAN

MR. FRANCESCO GIANNI