



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

**ORDINARY & EXTRAORDINARY**  
**SHAREHOLDERS' MEETING OF**  
**April 20, 2022**

**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 20, 2022

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 20, 2022 at the time of 12 PM in first call, and, where necessary, in second call on May 5, 2022, 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, 2021, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. 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, 2021, 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, 2021 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 allocate the net profit of Caltagirone Editore SpA in the year of Euro 3,681,374 as follows:

- Euro 73,627.48 as 2.00% available to the Board of Directors in accordance with Article 25 of the company's By-Laws;
- Euro 3,203,707.86 as the total dividend, corresponding to Euro 0.03 for each of the 106,790,262 ordinary shares currently in circulation, taking into account the treasury shares in portfolio, currently numbering 18,209,738;
- Euro 404,038.66 to be carried over.

The Board finally proposes May 23, 2022 for the allocation of the dividend coupon, based on the record date of May 24, 2022, for the granting of profit distribution rights and the establishment of the dividend payment date, net of withholding taxes where applicable, as from May 25, 2022 by the intermediaries appointed through the Sistema di Gestione Accentrata Monte Titoli SpA.



Reference is made to the corresponding documentation concerning the 2021 financial statements prepared by the Board of Directors, made available to the public at Borsa Italiana S.p.A., at [www.emarketstorage.com](http://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](http://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, 2021;
- 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 2021;

resolves

- a) to approve the 2021 Separate Annual Accounts together with the relative reports;
- b) to allocate Caltagirone Editore SpA's net profit for the year of Euro 3,681,374 as follows:
  - Euro 73,627.48 as 2.00% available to the Board of Directors as per Article 25 of the By-Laws;



- Euro 3,203,707.86 as the total dividend, corresponding to Euro 0.03 for each of the 106,790,262 ordinary shares currently in circulation, taking into account the treasury shares in portfolio, currently numbering 18,209,738;
- Euro 404,038.66 to be carried over.

c) to allocate the dividend coupon of May 23, 2022, based on the financial statements at May 24, 2022 (record date) and to pay the coupon on May 25, 2022 in accordance with the regulation concerning dividend allocation.



## **2) 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 2021 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](http://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](http://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, 2022

**for the Board of Directors**

**THE CHAIRMAN**

**AZZURRA CALTAGIRONE**