

**REMUNERATION POLICY AND REPORT**  
pursuant to article 123-ter of Legislative Decree No. 58/98

Issuer: **Caltagirone Editore S.p.A.**  
Website: [www.caltagironeeditore.com](http://www.caltagironeeditore.com)

Year: **2022**  
Approved by the Board of Directors on March 7, 2023

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Pursuant to Article 123-ter of Legislative Decree 58/98, this Remuneration Policy and Report is prepared in accordance with Attachment 3A statement 7-bis.

### **Section I: Remuneration Policy**

The remuneration policy of Caltagirone Editore SpA is approved by the Shareholders' Meeting on the proposal of the Board of Directors, which is also responsible for the correct implementation of this policy.

The Board of Directors has not deemed it necessary to set up a remuneration committee or a differing committee with competence for this area.

No independent experts were utilised in the preparation of the remuneration policy.

The remuneration policy is annual and is based on the principles of consistency with the size and activities of the Company. There were no changes to the remuneration policy most recently submitted to the Shareholders' Meeting.

1. The remuneration of the Directors is established as follows:
  - a) remuneration approved by the Shareholders' Meeting pursuant to Article 2389 first paragraph of the civil code;
  - b) remuneration approved by the Board of Directors for the Chairman Ms. Azzurra Caltagirone, in accordance with positions held pursuant to Article 2389 third paragraph of the civil code, with approval of the Board of Statutory Auditors and the Independent Directors.
  - c) remuneration established by the Board of Directors for Mr. Massimo Confortini as Chairman of the Control and Risks Committee. There are no variable remuneration components.

Performance-based remuneration has not been established, while no stock option plans have been adopted and there are no non-monetary benefits or insurance and pension coverage other than that which is mandatory.

The Company has not signed agreements with any Directors which provide indemnity in the case of resignation, dismissal, revocation of office without just cause or termination following a public purchase offer, or agreements which provide for non-monetary benefits on termination of office and no consultancy contracts have been signed for a period after the termination of office.

No agreements are in place with Directors concerning payments for non-competition commitments.

The fee of the Statutory Auditors is based on an annual sum approved by the Shareholders' Meeting.

Finally, exceptions to the above elements of the remuneration policy amid exceptional circumstances are not permitted.

At the date of the approval of the present report, the Company does not have a General Manager or other Senior executives with strategic responsibilities as defined by Attachment 1 of Consob Regulation No. 17721 of March 12, 2010 concerning provisions with related parties.

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## Section II: Remuneration paid

### First Part

#### 1.1 Remuneration of the Board of Directors

The remuneration of the members of the Board of Directors are:

- Fixed Remuneration  
The Shareholders' Meeting, on appointment, approved for all of the Directors, for the duration of their mandate and for each Board of Directors meeting, a fee of Euro 1,000.  
The Board of Directors approved, pursuant to Article 2389 third paragraph of the Civil Code, an annual fee of Euro 100,000 for the office held by the Chairman Azzurra Caltagirone.  
The Board of Directors approved for the independent director Massimo Confortini an annual fee of Euro 25,000 for the offices of Chairman of the Control and Risks Committee.
- Variable Remuneration  
There are no variable remuneration components.  
The remuneration of the Board of Directors is not correlated to the results of the company or to the reaching of specific targets.
- Monetary benefits  
There are no monetary benefits
- Expenses reimbursement  
The Directors shall be reimbursed for all expenses incurred by them during the course of their duties.

#### 1.2 Remuneration of the Board of Statutory Auditors

The Shareholders' Meeting, on the appointment of the members of the Board of Statutory Auditors, approved a fee per annum of Euro 10,500 for the Chairman of the Board of Statutory Auditors and Euro 7,000 for each standing member and Euro 1,000 for each presence at the meetings of the Board of Directors

## Second Part

### 1 Fees

The present report details all remuneration received in 2022 by the Board of Directors and the Board of Statutory Auditors.

#### Remuneration for the members of the Board of Directors and Board of Statutory Auditors

Name and Surname	Office Held	Period	Maturity	Fixed Remuneration			Remuneration for committee participation	TOTAL
				Board Emol.	Attendance Emol.	Remuneration for specific roles		
Azzurra Caltagirone	Chairman	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				-	100.000		100.000
	Remuneration from subsidiaries and associates			-	-	600.000	-	600.000
	Total Remuneration			-	-	700.000	-	700.000
Alessandro Caltagirone	Vice Chairperson	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				-	-		-
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	-	-	-	-
Francesco Caltagirone	Vice Chairperson	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				-	-		-
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	-	-	-	-
Tatiana Caltagirone	Director	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				-	-		-
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	-	-	-	-
Francesco Gianni	Director	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				2.000	-		2.000
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	2.000	-	-	2.000
Massimo Confortini	Director	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				2.000		25.000	27.000
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	2.000	-	25.000	27.000
Mario Delfini	Director	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				2.000			2.000
	Remuneration from subsidiaries and associates			-	-	-	-	-
	Total Remuneration			-	2.000	-	-	2.000
Annamaria Malato	Director	01/01/2022-31/12/2022	April 2024					
	Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				1.000			1.000

Remuneration from subsidiaries and associates	-	-	-	-	-
Total Remuneration	-	1.000	-	-	1.000

Valeria Ninfadoro	Director	01/01/2022-31/12/2022	April 2024				
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)					2.000		2.000
Remuneration from subsidiaries and associates				-	-	-	-
Total Remuneration				-	2.000	-	2.000

Federica Barbaro	Director	01/01/2022-31/12/2022	April 2024				
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)					2.000		2.000
Remuneration from subsidiaries and associates				-	-	-	-
Total Remuneration				-	2.000	-	2.000

Antonio Staffa	Chairman	01/01/2022-31/12/2022	April 2024				
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				10.500	2.000		12.500
Remuneration from subsidiaries and associates				-	-	-	-
Total Remuneration				10.500	2.000	-	12.500

Dorina Casadei	Statutory Auditor	01/01/2022-31/12/2022	April 2024				
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				7.000	2.000		9.000
Remuneration from subsidiaries and associates				-	-	-	-
Total Remuneration				7.000	2.000	-	9.000

Rosati Edoardo	Statutory Auditor	01/01/2022-31/12/2022	April 2024				
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)				7.000	2.000		9.000
Remuneration from subsidiaries and associates				-	-	-	-
Total Remuneration				7.000	2.000	-	9.000

#### Resigning Statutory Auditors

Albino Majore	Executive Director	01/01/2022-21/04/2022					
Remuneration from company preparing the financial statements (Caltagirone Editore Spa)					1.000		1.000
Remuneration from subsidiaries and associates				-	-	-	26.944
Total Remuneration				-	1.000	-	27.944

## Information on holdings of the members of the management and control boards and the General Manager

The shareholders with holdings as per the shareholder register and the communications received in accordance with Article 120 of the CFA, and other information available at December 31, 2022 are:

### SHARES HELD IN THE ISSUER AND ITS SUBSIDIARIES

(Publication as per Article 84 - quater, paragraph 4 of the Issuers' Regulation)

SURNAME AND NAME	COMPANY HELD	CLASS	TYPE OF HOLDING	NO. SHARES HELD AT 31/12/2021	TYPE OF HOLDING	NO. OF SHARES ACQUIRED	NO. OF SHARES SOLD	NO. SHARES HELD AT 31/12/2022
<b>CALTAGIRONE AZZURRA</b> Chairman	CALTAGIRONE EDITORE SPA	ORDIN.	FULL OWNERSHIP RIGHTS	1.869.901				<b>1.869.901</b>
<b>CALTAGIRONE ALESSANDRO</b> Vice Chairperson	CALTAGIRONE EDITORE SPA	ORDIN.	INDIRECT THROUGH SUSDIDIARIES	1.800.000				<b>1.800.000</b>
<b>CALTAGIRONE FRANCESCO JR</b> Vice Chairperson	CALTAGIRONE EDITORE SPA	ORDIN.	INDIRECT THROUGH SUSDIDIARIES	2.195.954				<b>2.195.954</b>
<b>CALTAGIRONE TATIANA</b> Director	CALTAGIRONE EDITORE SPA	ORDIN.	INDIRECT THROUGH SUSDIDIARIES	2.000.000				<b>2.000.000</b>

Rome, March 7, 2023

**for the Board of Directors  
The Chairman  
Azzurra Caltagirone**