



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

**SHAREHOLDERS' MEETING**  
**OF**  
**April 13, 2023**

**ILLUSTRATIVE REPORT AND PROPOSALS BY THE BOARD OF DIRECTORS ON THE**  
**MATTERS ON THE AGENDA**  
**(IN ACCORDANCE WITH ARTICLE 125-TER OF LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998)**



REPORT ON THE MATTERS ON THE AGENDA OF THE SHAREHOLDERS' MEETING  
OF APRIL 13, 2023

IN ACCORDANCE WITH ARTICLE 125-*TER* OF LEGISLATIVE 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 13, 2023 at the time of 3PM in first call, and, where necessary, in second call on May 4, 2023, 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, 2022, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. Appointment of a member of the Board of Directors; resolutions thereon;
3. Remuneration Policy and Report; resolutions thereon.

In accordance with Article 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, 2022, 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, 2022 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 the Shareholders' Meeting to allocate the net profit of the Parent Company Caltagirone Editore SpA in the year of Euro 20,567,178 as follows:

- Euro 411,343.56 as 2% 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 16,952,126.58 to be carried over.

The Board finally proposes May 22, 2023 for the allocation of the dividend coupon, based on the record date of May 23, 2023, for the granting of profit distribution rights and the establishment of the dividend payment date, net of withholding taxes where applicable, as from May 24, 2023 by the intermediaries appointed through the Monte Titoli S.p.A.

Centralised Management System. Reference is made to the corresponding documentation concerning the 2022 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 Teleborsa S.r.l. 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, 2022;
- b) having noted the Directors’ Report;
- c) having noted the Board of Statutory Auditors’ report to the Shareholders’ Meeting as per Article 153 of Legislative Decree 58/1998 (CFA);
- d) having noted the Independent Auditors’ Report’ concerning the parent company financial statements and consolidated financial statements for 2022;

resolves

- a) to approve the 2022 Separate Annual Accounts together with the relative reports;
- b) to allocate Caltagirone Editore SpA's net profit for the year of Euro 20,567,178 as follows:

follows:

- Euro 411,343.56 as 2% 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 16,952,126.58 to be carried over.

to allocate the dividend coupon of May 22, 2023, based on the financial statements at May 23, 2023 (record date) and to pay the coupon on May 24, 2023 in accordance with the regulation concerning dividend allocation.



## **2. Appointment of a member of the Board of Directors. Resolutions thereon.**

Dear Shareholders,

the Board of Directors reminds you that on April 21, 2022, Mr. Albino Majore resigned and was not replaced by co-option, deferring the decision to the Shareholders' Meeting.

We note that the Shareholders' Meeting of April 26, 2021 set the number of Directors at eleven.

The appointed Director will remain in office for the entire mandate of the current Board (i.e. until the Shareholders' Meeting called for approval of the 2023 Annual Accounts) and shall be granted the same remuneration as the other sitting Directors.

We note that, together with each proposed candidacy for the position of Director, the following documentation should be filed: (i) a curriculum vitae containing an exhaustive description of the personal and professional characteristics of each candidate; (ii) the declaration by which the candidate accepts their candidature and declares in good faith the inexistence of causes for ineligibility and fulfilment of the legal and By-Law requirements for the undertaking of the position of Director, in addition to any independence requirements established by Article 148, paragraph 3 of the Consolidated Finance Act.

As per Article 14 of the By-Laws, for the appointment of Directors other than the renewal of the entire Board of Directors, the Shareholders' Meeting approves through statutory majority, ensuring the gender quota established under the applicable law and regulations has been met and therefore through a majority approved motion on the basis of proposals presented by the Shareholders.

Based on that above, the Board of Directors, in accordance with the By-Laws and statutory provisions concerning the appointment of Directors, invites the Shareholders' Meeting to resolve on the appointment of a member of the Board of Directors.



## **2) Remuneration Policy and Report; 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. 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 2022 for any reason by the Company or its subsidiaries and associates, along with information on the shareholdings held by said members in the Company and its subsidiaries.

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 Teleborsa S.r.l. 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 approve Section II of the Remuneration Report concerning all the constituent remuneration and items.

Rome, March 7, 2023

**for the Board of Directors**

**THE CHAIRPERSON**

**MS. AZZURRA CALTAGIRONE**