

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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NOTICE OF SHAREHOLDERS' MEETING

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.

Share Capital and Voting Rights

The subscribed and fully paid-in share capital amounts to Euro 125,000,000, comprising 125,000,000 ordinary shares of a unitary nominal value of Euro 1.00.

At the current date 106,790,262 shares have voting rights, excluding treasury shares.

Attendance at the Shareholders' Meeting

In accordance with law and the By-Laws, shareholders on behalf of whom the required communications have been sent by an authorised intermediary in accordance with the applicable regulation and who hold shares at the end of the seventh trading day before the date fixed for the Shareholders' Meeting (therefore March 31, 2023) have the right to attend and vote at the Shareholders' Meeting.

Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting. Each shareholder with voting rights and who has the right to attend the Shareholders' Meeting can be represented by written proxy in accordance with current regulations.

The Company has decided to take up the option introduced by Article 106, paragraph 4 of the Italian Health Care Decree, further amended by Law No. 14 of February 24, 2023, 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 Finance Act (CFA).

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, as 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.

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.

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.

Questions regarding the matter on the Agenda

Those with the right to attend the Shareholders' Meeting in accordance with Article 127-ter of the CFA may submit questions on the matter on the Agenda before the Shareholders' Meeting, together with a copy of an identity document, through registered communication in advance via fax number 06 45412299, to the registered office or through electronic communication to the certified e-mail account caltagironeeditore@legalmail.it by the fifth trading day before the Shareholders' Meeting. A communication provided by the authorised intermediary proving the right to attend the Shareholders' Meeting must also be sent to the Company.

Responses will be provided at least two days before the meeting by publication on the website www.caltagironeeditore.com in the *Governance/Shareholders' Meeting* section. The Company will not respond to questions which do not comply with the manner, terms and conditions indicated above.

Supplementation of the Agenda and presentation of the new proposals requested by Shareholders

In accordance with Article 126-*bis* of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of the present notice, a supplementation to the matters on the agenda, indicating in the request the further matters to be included on the agenda, or present proposals on the matter already on the Agenda. The requests, 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 through certified e-mail to caltagironeeditore@legalmail.it.

Within the time period outlined above, proposing shareholders – by the same method – must present a report outlining the reasons for the proposal of new matters to be added to the Agenda or the reasoning concerning further proposals to be presented on the matter already on the Agenda.

The supplementation of the matters on the Agenda is not permitted for those matters on which the Shareholders' Meeting deliberates, as prescribed by law, on proposals of the Board of Directors or on the basis of a project or report prepared by the Board. In relation to supplementation to the Agenda or the presentation of further proposals on the existing matter, notice is given in the same manner prescribed for the publication of the Shareholders' Meeting Call Notice, at least 15 days before the date of the Shareholders' Meeting.

At the same time of publication of the Agenda supplementation notice or of the presentation of additional matters, in the same manner established for the documentation relating to the Shareholders' Meeting, the report prepared by requesting Shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public.

Presentation of resolution proposals requested by Shareholders

It is also noted that with regard to the following item on the agenda: item 2: "Appointment of a member of the Board of Directors; resolutions thereon", in consideration of the manner in which shareholders may participate at the Shareholders' Meeting, which is exclusively through the Designated Agent, all entitled Shareholders are invited to draw up and send to the Company any resolution proposals within ten days from the publication of this notice, complete with all the documentation required pursuant to the 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 caltagirone@legalmail.it.

The following should be submitted together with the proposals:

- the candidate's curriculum vitae, containing a comprehensive disclosure of the candidate's personal and professional characteristics;
- declarations by which the candidate accepts the candidacy and certifies, in good faith, the absence of grounds for incompatibility and ineligibility as well as the possession of the requirements of good standing, professionalism and, where existing, independence provided for in Article 148, paragraph 3 of the CFA.

Resolution proposals submitted in accordance with this call notice will be announced and published, by the same means set out for the publication of the call notice, at least 15 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 proposals, and to allow the Designated Agent to gather voting instructions on them if necessary.

Documentation

Documentation relating to the Shareholders' Meeting will be made available to the public under the terms and conditions and in the manner established by the applicable regulations, at the registered office of the Company (between Monday to Friday between 9AM and 1PM and between 2PM and 5PM), at Borsa Italiana S.p.A. and also at "www.emarketstorage.com" (storage mechanism managed by Teleborsa S.r.l. S.p.A

authorised by Consob) and on the Company website www.caltagironeeditore.com, in the *Governance/Shareholders' Meeting* section.

This call notice is published in accordance with Article 125 of the Consolidated Finance Act on the Company website www.caltagironeeditore.com and on the website www.emarketstorage.com (storage mechanism managed by Teleborsa S.r.l. authorised by Consob) and in the daily newspaper "*Il Messaggero*".

Rome, March 7, 2023

for the Board of Directors

THE CHAIRPERSON

MS. AZZURRA CALTAGIRONE