

**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 19, 2024 at the time of 12 PM in first call, and, where necessary, in second call on May 3, 2024, 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, 2023, 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 2024 – 2025 and 2026, determining the number of Board members and relative remuneration;
3. Appointment of the Board of Statutory Auditors for the three-year period 2024 – 2025 and 2026 and determination of emoluments;
4. 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 April 10, 2024) 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 Cura Italia Decree and subsequent amendments, 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](http://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.

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](mailto: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 three days before the meeting by publication on the website [www.caltagironeeditore.com](http://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](mailto: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.

#### **Appointment of the Corporate Boards**

The appointment of the Board of Directors and the Board of Statutory Auditors will be based on slates presented by shareholders with voting rights, who represent at least two percent of the share capital and in compliance with regulations and Art. 14 and Art. 22 of the By-Laws.

Article 14 and 22 of the By-Laws establish that the appointment of the Board of Directors and the election of the Board of Statutory Auditors must take place in compliance with the gender equality regulation.

The slates presented by Shareholders must be filed and published in accordance with the regulatory provisions issued by Consob and therefore must be filed at the registered office of the Company on weekdays, sent by fax to 0645412299 or through certified email to [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it) by 4PM on the 25th day before the shareholders' meeting in first call (by march 25, 2024); the slates will be made available to the public at the registered office of the company, on the website [www.caltagironeeditore.com](http://www.caltagironeeditore.com), at Borsa Italiana S.p.A. and at [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Teleborsa S.r.l, authorised by CONSOB ), according to the applicable regulation.

The ownership of the minimum holding necessary to present a slate is established considering the shares which have been registered in favour of the shareholder on the day on which the slates are filed with the Company.

The following must be filed by presenting Shareholders together with the slates in accordance with Law and the By-Laws:

- the information relating to the identity of presenting Shareholders, with indication of the share capital percentage held and, at the penalty of non-acceptance, the certification released by the intermediary proving ownership of the investment;

- the curriculum vitae of the candidates, containing exhaustive information on their personal and professional characteristics;
- the declarations with which each candidate accepts the candidature and declares, under their own responsibility the inexistence of any reasons for incompatibility or ineligibility, as well as attesting to their standing, professionalism and, if existing, their independence as established by article 148, paragraph 3 of the Consolidated Finance Act.

In accordance with that established by Consob communication DEM/9017893 of February 26, 2009, shareholders are advised who intend to present minority slates that they must be filed together with the slate and further documentation required by Arts. 14 and 22 of the By-Laws, including the declaration which affirms the absence of any relationships, even indirect, as established at Art.147 ter of the Consolidated Finance Act and Art. 144 quinquies of the Issuers' Regulations, with the Shareholder who holds control. In this declaration any relations existing must be specified, where significant, with the shareholder who holds the controlling interest, if identifiable, as well as the reasons for which any relations are not to be considered such as to constitute the above-stated relationship, or the absence of any relations must be indicated.

Concerning the election of the Board of Statutory Auditors in the case in which, within the filing conditions for slates indicated above, only one slate is filed or only lists presented by shareholders which are related, notice is given without delay and consequently slates may be presented until 12PM of the 3rd succeeding day (**march 28, 2024**) by Shareholders which individually, or together with other Shareholders, hold shares representing at least 1% of the Share Capital with voting rights at the ordinary Shareholders' Meeting.

#### **Presentation of resolution proposals requested by Shareholders**

With regards, in addition, to the following items: item 2: "Appointment of the Board of Directors for the three-year period 2024 – 2025 and 2026, following the establishment of the number of Board members and the relative remuneration", with exclusive regard to the items for consideration with regard to the establishment of the number of members and the relative remuneration"; and item 3: "Appointment of the Board of Statutory Auditors for the three-year period 2024 – 2025 and 2026 and establishment of the relative emoluments", with exclusive regard to the item on the "establishment of the relative emoluments" in view of the method for shareholder participation at the Shareholders' Meeting, which must take place exclusively through the Designated Agent, all Shareholders with voting rights so entitled are invited to formulate and communicate any resolution proposals to the Company within ten days from the publication of this call notice, complete with all the documentation required by 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 [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it).

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 ten 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 new proposals, and to allow the Designated Agent to gather voting instructions on them if necessary.

**Documentation**

Documentation relating to the Shareholders' Meeting, including the Report and the proposals regarding the matter of the Agenda, 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. authorised by CONSOB) and on the Company website [www.caltagironeeditore.com](http://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](http://www.caltagironeeditore.com) and on the website [www.emarketstorage.com](http://www.emarketstorage.com) (storage mechanism managed by Teleborsa S.r.l. authorised by CONSOB) and in the daily newspaper “Il Messaggero”.

Rome, March 7, 2024

**for the Board of Directors**  
**THE CHAIRMAN**  
**MS. AZZURRA CALTAGIRONE**