

CALTAGIRONE EDITORE S.p.A.

ODINARY SHAREHOLDERS' MEETING

APR 19, 2024

Attendance to the meeting: no. 15 Shareholders by proxy  
representing no. 89,729,130 ordinary shares corresponding to 71.783304% of the ordinary share capital.

SUMMARY REPORT OF THE VOTES ON THE AGENDA OF THE MEETING

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:
1. a) to approve the 2022 Separate Annual Accounts together with the relative reports;

|              | NO. OF<br>SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES     | % ON REPRESENTED<br>SHARES | % ON REPRESENTED<br>SHARES | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|-------------------|----------------------------|----------------------------|-----------------------------------|
| In Favour    | 14   | 89,369,130        | 99.598792                  | 99.598792                  | 71.495304                         |
| Against      | 0  | 0                 | 0.000000                   | 0.000000                   | 0.000000                          |
| Abstentions  | 1  | 360,000           | 0.401208                   | 0.401208                   | 0.288000                          |
| Not Voting   | 0  | 0                 | 0.000000                   | 0.000000                   | 0.000000                          |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b> | <b>100.000000</b>          | <b>100.000000</b>          | <b>71.783304</b>                  |

1. b) to allocate Caltagirone Editore SpA's net profit for the year of euro 3,976,456 as follows:
- euro 79,529.12 as 2% available to the Board of Directors in accordance with Article 25 of the company's By-Laws;
  - euro 4,271,610.48 as the total dividend, corresponding to Euro 0.04 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, utilizing the residual portion of the net profit of Euro 3,896,926.88 and a portion of Retained earnings for the difference of Euro 374,683.60;
  - to allocate the dividend coupon of May 20, 2024, based on the financial statements at May 21, 2024 (record date) and to pay the coupon on May 22, 2024 in accordance with the regulation concerning dividend allocation;

|              | NO. OF<br>SHAREHOLDERS<br>(IN PERSON OR BY<br>PROXY) | NO. OF SHARES     | % ON REPRESENTED<br>SHARES | % ON REPRESENTED<br>SHARES | % ON ORDINARY<br>SHARE<br>CAPITAL |
|--------------|--|-------------------|----------------------------|----------------------------|-----------------------------------|
| In Favour    | 13   | 89,273,638        | 99.492370                  | 99.492370                  | 71.418910                         |
| Against      | 0  | 0                 | 0.000000                   | 0.000000                   | 0.000000                          |
| Abstentions  | 2  | 455,492           | 0.507630                   | 0.507630                   | 0.364394                          |
| Not Voting   | 0  | 0                 | 0.000000                   | 0.000000                   | 0.000000                          |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b> | <b>100.000000</b>          | <b>100.000000</b>          | <b>71.783304</b>                  |

**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;**  
**2. a) determination of the number of directors;**

|              | <b>NO. OF<br/>SHAREHOLDERS<br/>(IN PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|------------------------------------|------------------------------------|--|
| In Favour    | 7  | 86,163,300           | 96.026006                          | 96.026006                          | 68.930640                                  |
| Against      | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| Abstentions  | 8  | 3,565,830            | 3.973994                           | 3.973994                           | 2.852664                                   |
| Not Voting   | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>                  | <b>100.000000</b>                  | <b>71.783304</b>                           |

**2. b) determination of the remuneration of the Board of Directors;**

|              | <b>NO. OF<br/>SHAREHOLDERS<br/>(IN PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|------------------------------------|------------------------------------|--|
| In Favour    | 7  | 86,163,300           | 96.026006                          | 96.026006                          | 68.930640                                  |
| Against      | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| Abstentions  | 8  | 3,565,830            | 3.973994                           | 3.973994                           | 2.852664                                   |
| Not Voting   | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>                  | <b>100.000000</b>                  | <b>71.783304</b>                           |

**2. c) appointment of the members of the Board of Directors expressing preference for one of the slates presented by the authorised parties in conformity with the by-laws**

|              | <b>NO. OF<br/>SHAREHOLDERS<br/>(IN PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|------------------------------------|------------------------------------|--|
| LISTA 1      | 6  | 84,955,300           | 94.679732                          | 94.679732                          | 67.964240                                  |
| LISTA 2      | 9  | 4,773,830            | 5.320268                           | 5.320268                           | 3.819064                                   |
| Against      | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| Abstentions  | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| Not Voting   | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>                  | <b>100.000000</b>                  | <b>71.783304</b>                           |

**3. Appointment of the Board of Statutory Auditors for the three-year period 2024 – 2025 and 2026 and determination of emoluments;**  
**3. a) appointment of the Chairman and the members of the Board of Statutory Auditors expressing preference for one of the slates presented by the parties in conformity with the by-laws;**

|              | <b>NO. OF SHAREHOLDERS<br/>(IN PERSON OR BY PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON ORDINARY SHARE CAPITAL</b> |
|--------------|--|----------------------|--------------------------------|--------------------------------|------------------------------------|
| LISTA 1      | 6  | 84,955,300           | 94.679732                      | 94.679732                      | 67.964240                          |
| LISTA 2      | 8  | 3,874,830            | 4.318364                       | 4.318364                       | 3.099864                           |
| Against      | 0  | 0                    | 0.000000                       | 0.000000                       | 0.000000                           |
| Abstentions  | 1  | 899,000              | 1.001904                       | 1.001904                       | 0.719200                           |
| Not Voting   | 0  | 0                    | 0.000000                       | 0.000000                       | 0.000000                           |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>              | <b>100.000000</b>              | <b>71.783304</b>                   |

**3. b) determination of the remuneration of the Board of Statutory Auditors:**

|              | <b>NO. OF SHAREHOLDERS<br/>(IN PERSON OR BY PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON ORDINARY SHARE CAPITAL</b> |
|--------------|--|----------------------|--------------------------------|--------------------------------|------------------------------------|
| In Favour    | 7  | 86,163,300           | 96.026006                      | 96.026006                      | 68.930640                          |
| Against      | 0  | 0                    | 0.000000                       | 0.000000                       | 0.000000                           |
| Abstentions  | 8  | 3,565,830            | 3.973994                       | 3.973994                       | 2.852664                           |
| Not Voting   | 0  | 0                    | 0.000000                       | 0.000000                       | 0.000000                           |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>              | <b>100.000000</b>              | <b>71.783304</b>                   |

**4. Report on the remuneration policy and compensation paid; resolutions thereon.**

**4. a) to approve Section I of the remuneration report, which illustrates the policy adopted by the Company;**

|              | <b>NO. OF SHAREHOLDERS<br/>(IN PERSON OR BY PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON REPRESENTED SHARES</b> | <b>% ON ORDINARY SHARE CAPITAL</b> |
|--------------|--|----------------------|--------------------------------|--------------------------------|------------------------------------|
| In Favour    | 6  | 84,955,300           | 94.679732                      | 94.679732                      | 67.964240                          |
| Against      | 1  | 1,208,000            | 1.346274                       | 1.346274                       | 0.966400                           |
| Abstentions  | 8  | 3,565,830            | 3.973994                       | 3.973994                       | 2.852664                           |
| Not Voting   | 0  | 0                    | 0.000000                       | 0.000000                       | 0.000000                           |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>              | <b>100.000000</b>              | <b>71.783304</b>                   |

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4. b) to decide in favour of Section II of the remuneration report concerning all the constituent remuneration and items.

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|              | <b>NO. OF<br/>SHAREHOLDERS<br/>(IN PERSON OR BY<br/>PROXY)</b> | <b>NO. OF SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON REPRESENTED<br/>SHARES</b> | <b>% ON ORDINARY<br/>SHARE<br/>CAPITAL</b> |
|--------------|--|----------------------|------------------------------------|------------------------------------|--|
| In Favour    | 6  | 84,955,300           | 94.679732                          | 94.679732                          | 67.964240                                  |
| Against      | 1  | 1,208,000            | 1.346274                           | 1.346274                           | 0.966400                                   |
| Abstentions  | 8  | 3,565,830            | 3.973994                           | 3.973994                           | 2.852664                                   |
| Not Voting   | 0  | 0                    | 0.000000                           | 0.000000                           | 0.000000                                   |
| <b>Total</b> | <b>15</b>  | <b>89,729,130</b>    | <b>100.000000</b>                  | <b>100.000000</b>                  | <b>71.783304</b>                           |