

**MINUTES OF THE SHAREHOLDERS' MEETING OF THE
COMPANY**

"CALTAGIRONE EDITORE SOCIETA' PER AZIONI"

ITALIAN REPUBLIC

On the nineteenth day of April in the year two thousand and twenty-four
at exactly 12 o'clock,

Rome (RM), April 19, 2024, 12.00 noon,

in Rome (RM), Via Barberini No. 28, where I was expressly requested.

Before me, Fabio ORLANDI, Notary Public in Rome, with office in Via
Ludovisi n. 35, registered with the Notary College of the Combined Notarial
Districts of Rome, Velletri and Civitavecchia,

are the following:

- **Azzurra CALTAGIRONE**, born in Rome (RM) on March 10, 1973,
domiciled for the purposes of office in Rome (RM), at the registered office as
below, who declares that she participates in this deed in her capacity as
Chairperson of the Board of Directors and legal representative of the
company "CALTAGIRONE EDITORE SOCIETA' PER AZIONI" with
registered office in Rome (RM), Via Barberini no. 28, a company
incorporated in Italy on December 21, 1999, VAT number, tax code and
registration number with the Rome Companies Register 05897851001, share
capital Euro 125,000,000.00 subscribed and paid in, R.E.A. no. RM - 935017,
PEC (registered email) address caltagironeeditore@legalmail.it.

This person appearing before me, of whose personal identity I, the Notary
Public, am certain, in her capacity as specified above, requests me to draw up,
through this public deed, the Minutes of the Shareholders' Meeting of the
aforementioned company, called on this day, place and time, in first call to
discuss and deliberate on the following

AGENDA

1.- Presentation of the Separate and Consolidated Financial Statements for the
year ended December 31st 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 fees.

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

In compliance with the request made of me, I, the Notary, acknowledge the
following.

Pursuant to Article 12 of the By-Laws and by unanimous designation of those
present

- Azzurra CALTAGIRONE assumes the chair of the Shareholders' Meeting;
- the undersigned Notary Fabio Orlandi is hereby designated as secretary.

MEETING CONSTITUTION

The Chairperson Azzurra CALTAGIRONE,

n o t e s

1.- that this Shareholders' Meeting was duly called in accordance with law and the By-Laws, the publication of which was made on the Company's website and by excerpt in the newspaper "Il Messaggero";

2.- the company has decided to avail itself of the right afforded by the current regulation, which provides that the Shareholders' Meeting may be attended solely by the designated agent of the Company pursuant to the law;

3.- that, for the Board of Directors, the Chairperson and the Vice-Chairperson Alessandro CALTAGIRONE are present in the room itself, while Vice-Chairperson Francesco CALTAGIRONE, Directors Tatiana CALTAGIRONE, Federica BARBARO, Mario DELFINI, Francesco GIANNI, Annamaria MALATO and Valeria NINFADORO participate by video-conference;

3.- that for the Board of Statutory Auditors, the Chairperson Antonio STAFFA and the Statutory Auditors Dorina CASADEI and Edoardo ROSATI participate by video-conference;

4.- that the video-conference telecommunication link complies with law, the current By-Laws and Article 106, paragraph 2 of Decree-Law No. 18 of March 17, 2020 in that

a) the Chairperson of the Shareholders' Meeting, including through their colleagues, are able to verify the identity and legitimacy of the participants, govern the undertaking of the meeting and verify and confirm the results of the voting;

b) the minutes-taker is able to adequately note all the matters pertaining to the Shareholders' Meeting;

5.- that Mr. Luigi VASTA, Executive Officer for Financial Reporting, is also physically present in the room;

6.- that Enrico CARUSO of the Company "COMPUTERSHARE S.P.A." is present in the room, in his role as the Company's Appointed Representative pursuant to Articles 135-*novies* and 135-*undecies* of Legislative Decree No. 58 of February 24, 1998, to receive voting proxies from Shareholders. Pursuant to current regulations, he has announced that he has received 15 proxies for 89,729,130 shares equal to 71.783304% of the ordinary share capital;

all as recorded on the Attendance Sheet which, signed by all those present and by me, the Notary Public, is attached, together with the List of Participants, in a single document, to this deed under **letter** "A", constituting an integral and substantial part thereof.

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The Chairperson declares that:

- in relation to the matters on the Agenda, the disclosure requirements established by applicable law and regulations had been discharged;
- the Illustrative Report concerning the matters on the Agenda, in addition to the Annual Financial Report, the Reports of the Board of Statutory Auditors and the Independent Audit Firm, the Corporate Governance and Ownership Structure Report, the Remuneration Report and all the documentation laid down in legislation and the company By-Laws were made available to the public at the registered offices and published on the Company's website in accordance with law.

The Chairperson therefore proposes, as previously stated, and considering that shareholder participation was to take place exclusively through the designated

agent, not to read the documents concerning the Agenda, since this documentation had been made available to the public in accordance with law, and to limit the reading to the Board of Directors proposals.

The Chairperson also declares that:

- (i) the proxies complied with the legal requirements;
- (ii) there were no shareholding agreements between shareholders relating to the exercise of rights pertaining to shares or the transfer thereof;
- (iii) the Share Capital is Euro 125,000,000.00 divided into 125,000,000 shares with a par value of Euro 1.00; 106,790,262 shares have voting rights, excluding 18,209,738 treasury shares corresponding to 14.568% of the share capital;
- (iv) shareholders number 6,960 according to the latest register;
- (v) the Shareholders with significant holdings, according to the disclosures made pursuant to Article 120 of the CFA and supplemented by additional information, are:
 - Francesco Gaetano CALTAGIRONE with an indirect shareholding, through the subsidiaries “FGC S.p.A.” and “Parted 1982 S.r.l.”, of a total of 75,955,300 shares, representing 60.76% of the share capital;
- (vi) the shares were filed in accordance with the By-Laws and the applicable legal provisions;
- (vii) no requests to supplement the Agenda or present new motions on the matters on the Agenda were received from Shareholders representing at least 2.5% of the share capital with voting rights, in accordance with the applicable regulation;
- (viii) no questions were sent to the Company before the Shareholders’ Meeting in accordance with the conditions set out in the call notice;
- (ix) the following are also in attendance:
 - a) the Group's Press Officer:
 - Valentina CATINI, present in the room;
 - Filippo NOTO, in video-conference;
 - b) representatives of the press, in video-conference:
 - Roberta Amoruso for *Il Messaggero*;
 - Domenico CONTI for *ANSA*;
 - Massimo GERMINARIO for *AdnKronos*;
 - c) representatives of the independent audit firm KPMG S.p.A., in video-conference:
 - Gabriele de GENNARO;
 - Daniele CIARLA;
- (x) details of attendees of the Shareholders’ Meeting are collected and handled by the Company exclusively for the execution of the obligatory Shareholders’ Meeting and corporate requirements;
- (xi) both the separate and consolidated financial statements, with the related reports of the Directors and Board of Statutory Auditors, together with the reports of the independent audit firm “KPMG S.p.A.” are attached to these minutes, forming an integral and substantial part of them, as follows:
 - **letter "B"** FY2023 Financial Statements with Notes to the Financial Statements
 - **letter "C"** FY2023 Consolidated financial statements with Notes to the Financial Statements
 - **letter "D"** Directors’ Report

- letter "E" Board of Statutory Auditors' Report

- letter "F" Independent Auditors' Reports.

The Chairperson therefore

declares

this Shareholders' Meeting validly constituted according to the law and the By-Laws, in first call and therefore fit and proper to discuss and deliberate on the matters set forth in the above **Agenda**.

1.- CHAIRPERSON'S REPORT: FIRST MOTION

DISCUSSION

The Chairperson begins discussion on the **first item** on the Agenda (*Presentation of the Separate and Consolidated Financial Statements for the year ended December 31st 2023, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon*) and proceeds to read the Board of Directors' proposals:

“Dear Shareholders,

we propose to you the approval of the Financial Statements at December 31st, 2023, consisting of the Balance Sheet, Income Statement, Comprehensive Income Statement, Statement of Changes in Shareholders' Equity and the Cash Flow Statement, as well as the corresponding attachments and the Directors' Report.

The Board of Directors proposes to allocate the parent company Caltagirone Editore S.p.A.'s net profit for the year of Euro 3,976,456.00 as follows:

- Euro 79,529.12 as 2% available to the Board of Directors in accordance with Article 25 of the 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, utilising the residual portion of the net profit of Euro 3,896,926.878 and a portion of Retained earnings for the difference of Euro 374,683.60;

The Board finally proposes May 20, 2024 for the allocation of the dividend coupon, based on the record date of May 21, 2024, for the granting of profit distribution rights and the establishment of the dividend payment date, net of withholding taxes where applicable, as from May 22, 2024 by the intermediaries appointed through the *Sistema di Gestione Accentrata* (Centralised Management System) “Monte Titoli S.p.A”.

The Chairperson asks the designated agent to communicate when appropriate the voting instructions received from shareholders and to deliver to me, the notary public, the details of all the votes for each individual shareholder.

The Chairperson then puts the Board of Directors' various proposals to a vote **separately**:

- **1.a)** Approval of the 2023 Financial Statements, accompanied by the relative reports;

- **1.b)** allocation of the parent company Caltagirone Editore S.p.A.'s net profit for the year of Euro 3,976,456.00 as follows:

- Euro 79,529.12 as 2% available to the Board of Directors in accordance with Article 25 of the 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, utilising the residual portion of the net profit of Euro 3,896,926.878 and a

portion of Retained earnings for the difference of Euro 374,683.60;
- 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.
the designated agent communicates and delivers to me the voting instructions received and the list of voters by name.

1a.- MOTION

The Shareholders' Meeting, with

- Votes in favour: 89,369,130 shares, representing 99.598792%
- Votes against: none
- Abstaining: 360,000 shares, representing 0.401208%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "G"**) and therefore by a majority of those voting

resolves

1.a) to **approve** the 2023 Financial Statements, accompanied by with the relative reports;

1b.- MOTION

The Shareholders' Meeting, with

- Votes in favour: 89,273,638 shares, representing 99.492370%
- Votes against: none
- Abstaining: 455,492 shares, representing 0.507630%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "H"**) and therefore by a majority of those voting

resolves

- **1.b)** to allocate the parent company Caltagirone Editore S.p.A.'s net profit for the year of Euro 3,976,456.00 as follows:
 - Euro 79,529.12 as 2% available to the Board of Directors in accordance with Article 25 of the 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, utilising the residual portion of the net profit of Euro 3,896,926.878 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.

2.- CHAIRPERSON'S REPORT: SECOND MOTION

DISCUSSION

Moving on to discussion of the **second item** on the Agenda (*Appointment of the Board of Directors for the three-year period 2024 – 2025 and 2026, determining the number of Board members and relative remuneration*), the Chairperson reminds the meeting that upon the approval of the 2023 financial statements the three-year mandate of the current Board of Directors had concluded, and that therefore the Shareholders' Meeting is called to make a new appointment for the three-year period 2024, 2025 and 2026, lasting until the Shareholders' Meeting to be called to approve the 2026 financial

statements, establishing the number of members in accordance with the By-Laws of between 3 and 15 members, in addition to their remuneration.

The nomination proposals for the position of Director were based on slates presented by Shareholders possessing such a right and representing at least 2% of the Share Capital and filed at the registered office within twenty-five days before the Shareholders' Meeting in first call, as established by the applicable regulation and the By-Laws.

The Chairperson also notes that Article 14 of the By-Laws provide that the renewal of the Board of Directors must comply with gender balance regulations.

Finally, the Chairperson points out that the Company received two slates containing the lists of candidates for Director submitted, namely:

- **slate no. 1**, submitted by the shareholder Parted 1982 S.r.l., holder of 44,454,550 shares corresponding to 35.564% of the share capital, which slate comprises:

- Alessandro CALTAGIRONE, Azzurra CALTAGIRONE, Francesco CALTAGIRONE, Tatiana CALTAGIRONE, Federica BARBARO, Massimo CONFORTINI, Francesco GIANNI, Annamaria MALATO, Valeria NINFADORO, Fabrizio CAPRARA and Mario DELFINI;

the Chairperson also remarks that the candidates Federica BARBARO, Massimo CONFORTINI, Francesco GIANNI, Annamaria MALATO and Valeria NINFADORO have declared that they meet the independence requirements established by applicable legislation.

- **slate no. 2**, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI, holders of 3,117,600 shares corresponding to 2.494% of the share capital, which slate comprises:

- Pierpaolo MORI;

the Chairperson also notes that the candidate Pierpaolo MORI has declared that he meets the independence requirements pursuant to current regulations and that the Shareholders submitting this slate have attested to the absence of any relationship of connection with the Majority Slate shareholder pursuant to current regulations.

To proceed therefore with the motions concerning item 2 on the Agenda, it will be necessary to carry out voting on:

- establishment of the number of Directors;
- determination of the relative remuneration;
- appointment of the members of the Board of Directors;

The Chairperson reports that the Company has received a single proposal, from the shareholder "Parted 1982 S.r.l.", which proposed that the number of Directors should be established at 11 and that each Director should be allocated a fee of Euro 1,000.00 for each attendance at Board meetings.

The Chairperson put to a **separate** vote the proposal received from the Shareholder "Parted 1982 S.r.l.":

- **2.a)** establish the number of Directors at 11;
- **2.b)** allocate each Director a fee of Euro 1,000.00 for each attendance at Board meetings;

the designated agent communicates and delivers to me the voting instructions received and the list of voters by name.

2a.- MOTION

The Shareholders' Meeting, with

- Votes in favour: 86,163,300 shares, representing 96.026006%
- Votes against: none
- Abstaining: 3,565,830 shares, representing 3.973994%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "I"**) and therefore by a majority of those voting

resolves

2.a) to **establish** the number of Directors at 11.

2b.- MOTION

The Shareholders' Meeting, with

- Votes in favour: 86,163,300 shares, representing 96.026006%
- Votes against: none
- Abstaining: 3,565,830 shares, representing 3.973994%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "J"**) and therefore by a majority of those voting

resolves

2.b) allocate each Director a fee of Euro 1,000.00 for each attendance at Board meetings;

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The Chairperson then separately puts the nominations for Board of Directors members to a vote, according to the following slates:

- 2.c) voting for **slate no. 1** - submitted by "Parted 1982 S.r.l." voting for **slate no. 2**, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI;

and the designated agent communicates and delivers to me, the notary, the voting instructions received.

2c.- MOTION

The Shareholders' Meeting, having noted

- that slate no. 1, submitted by Parted 1982 S.r.l., received 84,955,300 votes in favour, representing 94.679732% of the share capital,
- that slate no. 2, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI, received 4,773,830 votes representing 5.320268% of the share capital,
- that there were no votes against,
- and no abstentions

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "K"**) and therefore by a majority of those voting

resolves

2.c) to **appoint** the Board of Directors for the 2024, 2025 and 2026 three-year period and until the Shareholders' Meeting called to approve the 2026

Financial Statements, in the persons of:

- **Alessandro CALTAGIRONE**, born in Rome (RM) on December 27, 1969, tax code CLT LSN 69T27 H501N,
 - **Azzurra CALTAGIRONE**, born in Rome (RM) on March 10, 1973, tax code CLT ZRR 73C50 H501B,
 - **Francesco CALTAGIRONE**, born in Rome (RM) on October 29, 1968, tax code CLT FNC 68R29 H501B,
 - **Tatiana CALTAGIRONE**, born in Rome (RM) on July 3, 1967 - tax code CLT TTN 67L43 H501D,
 - **Federica BARBARO**, born in Rome (RM) on December 24, 1971, tax code BRB FRC 71T64 H501V, (independent),
 - **Massimo CONFORTINI**, born in Avezzano (AQ) on February 16, 1954, tax code CNF MSM 54B16 A515X (independent),
 - **Francesco GIANNI**, born in Ravenna (RA) on February 9, 1951, tax code GNN FNC 51B09 H199R (independent),
 - **Annamaria MALATO**, born in Tivoli (RM) on August 24, 1968, tax code MLT NMR 68M64 L182P (independent),
 - **Valeria NINFADORO**, born in Foggia (FG) on November 21, 1969, tax code NNF VLR 69S61 D643D (independent),
 - **Fabrizio CAPRARA**, born in Rome (RM) on November 12, 1959, tax code CPR FRZ 59S12 H501W,
 - **Pierpaolo MORI**, born in Rome (RM) on November 20, 1957, tax code MRO PPL 57S20 H501A (independent),
- all domiciled for the purposes of office at the Company's headquarters at Via Barberini No. 28, Rome (RM).

3.- CHAIRPERSON'S REPORT: THIRD MOTION

DISCUSSION

Moving on to the **fourth item** on the Agenda (*Appointment of the Board of Statutory Auditors for the three-year period 2024 – 2025 and 2026 and determination of fees*), the Chairperson reports that the approval of the 2023 financial statements brings to an end the three-year term of office of the current Board of Statutory Auditors. As such, the Shareholders' Meeting is called to appoint this corporate body for the years 2024, 2025 and 2026 and to determine the corresponding fees.

The Chairperson reminds those present that the composition of the Board of Statutory Auditors must comply with the gender balance rules as stipulated by the law and currently in force.

Finally, the Chairperson notes that the Company has received two slates containing the lists of candidates for Statutory Auditor submitted, namely:

- **slate no. 1**, submitted by the shareholder Parted 1982 S.r.l., holder of 44,454,550 shares corresponding to 35.564% of the share capital, comprising:
for the office of Statutory Auditor: Antonio STAFFA, Dorina CASADEI and Edoardo ROSATI;

for the office of Alternate Auditor: Fabiana FLAMINI and Gerardo PENNASILICO;

- **slate no. 2**, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI, holders of 3,117,600 shares corresponding to 2.494% of the share capital, comprising:
for the office of Statutory Auditor: Moreno GIACOMELLI.

The Chairperson reports that the Company has received only one proposal from Shareholder "Parted 1982 S.r.l.," which indicates that the members of the Board of Statutory Auditors should be allocated, on an annual basis,

- a fee of Euro 10,500.00 for the Chairperson,
- a fee of Euro 7,000.00 for each of the two Statutory Auditors, and
- a fee of Euro 1,000.00 for each Auditor's attendance at Board of Directors meetings.

The Chairperson then puts to a separate vote

- 3.a) nominations for the appointment of Statutory Auditors according to the slates indicated:

- voting for slate no. 1, submitted by "Parted 1982 S.r.l.",
- voting for slate no. 2, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI, and

- 3.b) the proposal of the shareholder "Parted 1982 S.r.l." regarding the allocation of fees to the Board of Statutory Auditors,

and the designated agent communicates and delivers to me, the notary, the voting instructions received.

3a.- MOTION

The Shareholders' Meeting, having noted

- that **slate no. 1**, submitted by Parted 1982 S.r.l. received 84,955,300 votes representing 94.679732% of the share capital,

- that **slate no. 2**, submitted by shareholder Michele BACCIARDI on his own behalf and on behalf of the other shareholders Pierpaolo MORI, Moreno GIACOMELLI, Tito POPULIN and Claudio VARALDI, received 3,874,830 votes representing 4.318364% of the share capital,

- that there were no votes against,

- that 899,000 shares abstained, representing 1.001904%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment "L"**)

and therefore by a majority of those voting

resolves

3.a) to **appoint** the Board of Statutory Auditors for the 2024, 2025 and 2026 three-year period and until the Shareholders' Meeting called to approve the 2026 Financial Statements, in the persons of:

- **Moreno GIACOMELLI**, born in Verona (VR) on February 11, 1965, domiciled in Verona (VR), Lungadige Tullio Donatelli no. 5/A, tax code GCM MRN 65B11 L781V, as **Chairperson**, registered in the Register of Auditors with the Ministry for the Economy and Finance at no. 27439 in accordance with Ministerial Decree dated April 12, 1995 published in the Official Gazette no. 31-bis dated April 21, 1995;

- **Antonio STAFFA**, born in Rome (RM) on April 19, 1943, domiciled in Rome (RM), Via Giuseppe Ferrari No. 35, tax code STF NTN 43D19 H501P, as **Statutory Auditor**, registered in the Register of Auditors with the Ministry for the Economy and Finance at no. 56072 in accordance with Ministerial Decree dated April 12, 1995 published in the Official Gazette no. 31-bis dated April 21, 1995;

- **Dorina CASADEI**, born in Pomezia (RM) on January 9, 1962, domiciled in Pomezia (RM), Via Orvieto no. 14/i, tax code CSD DRN 62A49 G811T, as

Statutory Auditor, registered in the Register of Auditors with the Ministry for the Economy and Finance at no. 11655 in accordance with Ministerial Decree dated April 12, 1995 published in the Official Gazette no. 31-*bis* dated April 21, 1995;

- **Fabiana FLAMINI**, born in Rome (RM) on October 16, 1968, domiciled in Rome (RM), Via Antonio Gramsci No. 7, tax code FLM FBN 68R56 H501B, as **Alternate Auditor**, registered in the Register of Auditors with the Ministry for the Economy and Finance at no. 104759 in accordance with Ministerial Decree dated November 25, 1999 published in the Official Gazette no. 100 dated December 17, 1999;

- **Gerardo PENNASILICO**, born in Bari (BA) on August 5, 1959, domiciled in Rome (RM), Viale Bruno Buozzi No. 47, tax code PNN GRD 59M05 A662C, as **Alternate Auditor**, registered in the Register of Auditors with the Ministry for the Economy and Finance at no. 44427 in accordance with Ministerial Decree dated April 12, 1995 published in Official Gazette no. 31-*bis* dated April 21, 1995.

3b.- MOTION

The Shareholders' Meeting, with

- Votes in favour: 86,163,300 shares, representing 96.026006%

- Votes against: none

- Abstaining: 3,565,830 shares, representing 3.973994%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment “M”**) and therefore by a majority of those voting

resolves

3.b) to **allocate** the Chairperson of the Board of Statutory Auditors as appointed above a fee of Euro 10,500.00 and Euro 7,000.00 for each of the two Statutory Auditors, in addition to a fee of Euro 1,000.00 for each Auditor's attendance at Board of Directors meetings.

4.- CHAIRPERSON'S REPORT: SECOND MOTION

DISCUSSION

Moving on to discussion of the **fourth item** on the Agenda (*Report on the remuneration policy and compensation paid; resolutions thereon*), the Chairperson reports to the Meeting that, in accordance with the applicable regulations, the Shareholders' Meeting is invited to express a binding resolution on the first section of the Remuneration Report, and to express a favourable or opposing, non-binding opinion on the second section of the report, regarding remuneration policy for members of the Board of Directors and Control Boards. On March 7th 2024, the Board of Directors prepared and approved the Remuneration Report establishing the general guidelines implemented by CALTAGIRONE EDITORE SOCIETA' PER AZIONI in this regard.

The Chairperson puts to a separate vote

- **4.a)** Section I of the Remuneration Report, which illustrates the remuneration policy adopted by the Company,

- **4.b)** Section II of the Remuneration Report concerning all remuneration and the items comprising it, and

and the designated agent communicates and delivers to me, the notary, the voting instructions received.

4.a - MOTION

The Shareholders' Meeting, with

- Votes in favour: 84,955,300 shares, representing 94.679732%
- Votes against: 1,208,000 shares, representing 1.346274%
- Abstaining: 3,565,830 shares, representing 3.973994%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment “N”**) and therefore by a majority of those voting

resolves

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

4.b - MOTION

The Shareholders' Meeting, with

- Votes in favour: 84,955,300 shares, representing 94.679732%
- Votes against: 1,208,000 shares, representing 1.346274%
- Abstaining: 3,565,830 shares, representing 3.973994%

as per the voting instructions received from the Designated Agent, which, together with the Named List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment “O”**) and therefore by a majority of those voting

resolves

- **4.b)** to **approve** Section II of the Remuneration Report concerning all remuneration and the items comprising it.

There being nothing else to discuss and as no-one requests the floor, the Shareholders' Meeting is dissolved at 12:27PM.

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The person appearing before me, the Notary, waives my reading of the enclosed, having assumed thorough and precise knowledge of it before now.

As requested, I receive the present deed, written in part by automated means by persons known to me and in part by me, but read by me to the person appearing before me, who, upon my request, declares that it is fully compliant with her wishes and who, along with me, the notary, signs it at the bottom and in the margin of the intervening pages, at the time of