

**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*

--- ooo oo ---

**SHAREHOLDERS' MEETING CALL NOTICE**

Notice is hereby given of the Extraordinary Shareholders' Meeting, called to Rome, Via Barberini, No. 28 on April 16, 2025 at the time of 12PM in first call, and, where necessary, in second call on May 5, 2025, at 12PM at the same location, to resolve upon the following

**AGENDA**

1. Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2024, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; resolutions thereon;
2. 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 7, 2025, the **"record date"**) 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 avail itself of the option provided under Article 11 of the By-Laws to stipulate that attendance at the Shareholders' Meeting attendance shall be **exclusively through the** Company's **designated agent** in accordance with current regulations.

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- 138, 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 1*, 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 also by means of audio-video conferences that also allow their identification, in compliance with the provisions of Article 11 of the By-Laws and with applicable regulations.

### **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 6 45412299, to the registered office or through electronic communication to the certified e-mail account [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it) by April 7, 2025 (**record date**). For this purpose, together with the questions, a communication provided by the authorised intermediary proving the right to attend and vote at the Shareholders' Meeting must also be sent to the Company. The voting right may also be certified after the submission of applications, by the third day following the aforementioned record date (April 10, 2025).

Responses will be provided at least two 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.

Given that attendance at the Shareholders' Meeting is only allowed through the Designated Agent, those with voting rights, as per Article 126-*bis*, paragraph 1, penultimate paragraph, of the Consolidated Finance Act, may individually present proposals on matters on the Agenda by **April 1, 2025**, presenting such, together with a copy of an identity document and the certification declaring ownership of the holding, in writing at the registered office of the company through registered communication via fax to 6 45412299, or through certified e-mail to [caltagironeeditore@legalmail.it](mailto:caltagironeeditore@legalmail.it). The proposals - subject to verification of their relevance to the items on the Agenda as well as their correctness and completeness as regards applicable regulations - will be published by **April 3, 2025** on the Company's website.

### **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](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 12, 2025

**for the Board of Directors**

**THE CHAIRPERSON**

**MS. AZZURRA CALTAGIRONE**