



CALTAGIRONE EDITORE S.P.A.
REGISTERED OFFICE - ROME - VIA BARBERINI N.28
SHARE CAPITAL EURO 125,000,000

ORDINARY
SHAREHOLDERS' MEETING OF
April 16, 2025

ILLUSTRATIVE REPORT AND PROPOSALS BY THE BOARD OF DIRECTORS ON THE
MATTERS ON THE AGENDA
(IN ACCORDANCE WITH ARTICLE 125.TER OF LEGS. DECREE NO. 58/93 OF FEBRUARY 24, 1998)



REPORT ON THE MATTERS ON THE AGENDA OF THE SHAREHOLDERS' MEETING
OF APRIL 16, 2025

IN ACCORDANCE WITH ARTICLE 125 *TER* OF LEGS. DECREE NO. 58 OF FEBRUARY 24, 1998

Notice is hereby given of the Shareholders' Meeting at the registered office of the Company at Rome – Via Barberini, No. 28 on April 16, 2025 at the time of 12 PM in first call, and, where necessary, in second call on May 5, 2025, 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, 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.

In accordance with Art.125 *ter* of Legislative Decree No.58 of February 24, 1998, the illustrative report of the Board of Directors on the matters of the agenda follows.



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.

Dear Shareholders,

The Board of Directors proposes to you the approval of the Financial Statements at December 31, 2024 of Caltagirone Editore S.p.A., consisting of the Balance Sheet, Income Statement, Comprehensive Income Statement, Statement of Changes in Shareholders' Equity, the Cash Flow Statement, as well as the relative attachments and the Directors' Report.

The Board of Directors proposes to the Shareholders' Meeting to allocate the net profit of the Parent Company Caltagirone Editore SpA in the year of Euro 40,169,130 as follows:

- Euro 803,382.60 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;
- Euro 35,094,136.92 as retained earnings.

The Board finally proposes May 19, 2025 for the allocation of the dividend coupon, based on the record date of May 20, 2025, for the granting of profit distribution rights and the establishment of the dividend payment date, net of withholding taxes where applicable, as from May 21, 2025 by the intermediaries appointed through the Monte Titoli S.p.A.

Centralised Management System. Reference is made to the corresponding documentation concerning the 2024 financial statements prepared by the Board of Directors, made available to the public at Borsa Italiana S.p.A., at www.emarketstorage.com (storage mechanism

managed by Teleborsa S.r.l. authorised by Consob) and at the registered office and published on the internet site of the Company at www.caltagironeeditore.com, according to the terms and conditions established by the applicable regulation.

Considering that stated above, we present the following proposals:

“The Shareholders Meeting of Caltagirone Editore S.p.A.:

- a) having examined the financial statements of the Company and the consolidated financial statements of the group at December 31, 2024;
- b) having noted the Directors’ Report;
- c) having noted the Board of Statutory Auditors’ report to the Shareholders’ Meeting as per Article 153 of Legislative Decree 58/1998 (CFA);
- d) having noted the Independent Auditors’ Report’ concerning the parent company financial statements and consolidated financial statements for 2024;

resolves

a) to approve the 2024 Separate Annual Accounts together with the relative reports;

b) to allocate Caltagirone Editore SpA's net profit for the year of Euro 40,169,130 as follows:

- Euro 803,382.60 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;
- Euro 35.094.136,92 as retained earnings.



to allocate the dividend coupon of May 19, 2025, based on the financial statements at May 20, 2025 (record date) and to pay the coupon on May 21, 2025 in accordance with the regulation concerning dividend allocation.

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

Dear Shareholders,

the Board of Directors proposes for your approval, in accordance with Article 123-ter, of Legislative Decree 58/98, the Remuneration Report in which the Company policy in relation to the remuneration of the Board of Directors and the amounts paid is presented.

The Shareholders' Meeting, as provided for by current legislation, is called to pass binding resolutions on the first section of the Remuneration Report and to pass resolutions for or against the second section; this second resolution is not binding.

It should be noted that the first section illustrates the general guidelines of the Company's policy regarding the remuneration of the members of the Board of Directors and the Board of Statutory Auditors. The second section presents the items that make up the remuneration of the members of the Board of Directors and the Board of Statutory Auditors and illustrates the remuneration paid in 2024 for any reason by the Company or its subsidiaries and associates, along with information on the shareholdings held by said members in the Company and its subsidiaries.

Reference is made to the corresponding documentation prepared by the Board of Directors and made available to the public at Borsa Italiana S.p.A., at the registered office, at www.emarketstorage.com” (storage mechanism managed by Teleborsa S.r.l. authorised by Consob) and published on the internet site of the Company at www.caltagironeeditore.com, according to the terms and conditions established by the applicable regulation.

The Shareholders' Meeting is therefore invited to pass the following resolutions:

“The Shareholders Meeting of Caltagirone Editore S.p.A.:

- having regard to articles 123-ter of Legislative Decree No. 58/98 and 84-quater of Consob Regulation No. 11971/99;
- having noted the Report on the remuneration policy and remuneration paid prepared by the Board of Directors;

resolves

- a. to approve Section I of the Remuneration Report, which illustrates the remuneration policy adopted by the Company;
- b. to approve Section II of the Remuneration Report concerning all the constituent remuneration and items.

Rome, March 12, 2025

for the Board of Directors

THE CHAIRMAN

MS. AZZURRA CALTAGIRONE