

## Press Release

### **Assessment of independence of members of the Board of Directors and Board of Statutory Auditors completed**

#### **Non-independence of Director Pierpaolo Mori declared**

#### **Loss of independence of Chairperson of the Board of Statutory Auditors declared**

**Rome, May 17, 2024** - The Board of Directors of Caltagirone Editore S.p.A., in a meeting chaired today by Ms. Azzurra Caltagirone, completed the assessments within its competence regarding whether the Directors and Statutory Auditors elected by the Shareholders' Meeting of April 19, 2024 meet the legal independence requirements (see press release of the same date, available at the link <https://www.caltagironeeditore.com/wp-content/uploads/2024/04/CS-Caltagirone-Editore-Assemblea-degli-Azionisti-2024.pdf>), based on the information and documents made available by those concerned.

Also on the basis of legal opinions reviewed by outside professionals for the benefit of the Board of Statutory Auditors and the Board of Directors, respectively, the Board of Directors, agreeing with the conclusions reached by the two professionals:

- (i) declared the loss of independence of the Chairperson of the Board of Statutory Auditors Mr. Moreno Giacomelli pursuant to Article 148, paragraph 4-quater, of the CFA, given the existence of relationships of a financial nature connected to his shareholding in the Company's capital such as to compromise his independence pursuant to Article 148, paragraph 3, letter c), of the CFA. This declaration was adopted in accordance with the preliminary investigation and conclusions in this regard reached by a majority vote of the Board of Statutory Auditors;
- (ii) considered the Non-Executive Director Dr. Pierpaolo Mori to not comply with the independence requirements, given the existence of relationships of a financial nature connected to his shareholding in the Company's capital such as to compromise his independence pursuant to Article 147, paragraph 4, of the CFA and Article 148, paragraph 3, letter c), of the CFA. As a result, Director Mori, who remains in office as Non-Executive Director since there are still more Independent Directors than the minimum number required by law, was excluded from the Related Party Transactions Committee.

Based on information known to the Company, Mr. Moreno Giacomelli owns 900,000 Caltagirone Editore shares.

In view of the absence of an Alternate Auditor belonging to the same slate as the departing Statutory Auditors, the Company will call the Shareholders' Meeting without delay for the Board of Statutory Auditors to be supplemented.

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