

CALTAGIRONE EDITORE S.P.A.

Registered office – Via Barberini, 28, Rome

Share capital Euro 125,000,000

Companies Registration Office of Rome and Tax No. 05897851001

ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The Ordinary Shareholders' Meeting of Caltagirone Editore S.p.A. (the "Company" or "Caltagirone Editore") is called at 00187 – Rome, Via Barberini No. 28, for June 21, 2024 at 10:00 AM in first call and, where required, in second call for June 28, 2024 at 10:00 AM, at the same place, to consider the following

AGENDA

1. Supplementation of the Board of Statutory Auditors. Resolutions thereon.
 - 1.1 Appointment of a Statutory Auditor;
 - 1.2 possible appointment of an Alternate Auditor;
 - 1.3 appointment of the Chairperson of the Board of Statutory Auditors.

Share capital and voting rights

At the date of this call notice, the subscribed and 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 date of this call notice, 106,790,262 shares have voting rights, excluding the treasury shares held by the company.

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 in first call, i.e. by **June 12, 2024** (the record date) have the right to attend and vote at the Shareholders' Meeting.

Debits and credits to the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders' Meeting. Therefore, those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

The company has decided to utilise the facility introduced by Article 106 of Legislative Decree No. 18/2020 ("Italian Healthcare Decree"), converted with amendments by Law No. 27/2020, as extended by Article 11, paragraph 2, of Law No. 21 of March 5, 2024, to establish

that attendance at the Shareholders' Meeting shall exclusively be through the company's designated agent, as per Article 135-*undecies* of Legislative Decree No. 58 of February 24, 1998 (the "CFA"). 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- 00138, 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 in the Governance/Shareholders' Meeting section, which outlines the manner in which proxy may be communicated and the relative documentation required, by the end of the second open trading day before the date fixed for the Shareholders' Meeting (therefore by 23:59 PM of **June 19, 2024**, in the case in which the Shareholders' Meeting is held in first call, or by 23:59 PM of **June 26, 2024**, in the case in which the Shareholders' Meeting is held in second call).

The proxy and voting instructions are revocable in the same manner and within the same timeframes established for their notification (therefore by 23:59 PM of **June 19, 2024**, in the case in which the Shareholders' Meeting is held in first call, or by 23:59 PM of **June 26, 2024**, in the case in which the Shareholders' Meeting is held in second call).

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*, paragraph 4 of the CFA.

From the date of the publication of this call notice, the Designated Agent shall make available, for information and clarification purposes, the telephone number 06 45417401 (operational between Monday to Friday - excluding holidays - from the time of 10:00 AM to 12:00 PM and between 3:00 PM and 5:00 PM) and the email address ufficiorm@computershare.it.

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 by means of audio-video conferences that also allow their identification, in compliance with the provisions of Article 106, paragraph 2 of the Healthcare Decree.

Supplementation of the Board of Statutory Auditors.

The information regarding the requirements of the members of the Board of Statutory Auditors, in addition to the terms and means for the presentation of nominations and the relative voting is outlined in the illustrative report drawn up by the Board of Directors, as per Article 125-*ter* of the CFA.

Questions regarding items on the Agenda.

In accordance with Article 127-ter of the CFA, parties entitled to attend the Shareholders' Meeting may submit questions on the matters on the Agenda before the Shareholders' Meeting, together with a copy of an identity document or all identifying details in the case of an entity or company, through registered communication in advance via fax number 06 45412299, to the registered office or through electronic communication to the certified e-mail account caltagironeeditore@legalmail.it by the seventh trading day before the Shareholders' Meeting in first call (i.e. by **June 12, 2024**). A communication provided by the authorised intermediary proving the right to attend the Shareholders' Meeting must also be sent to the Company.

Responses will be provided at least three days before the Shareholders' Meeting by publication on the website 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 publication of this notice (i.e. by **May 30, 2024**), supplementation of the list of items on the agenda, or the presentation of additional proposals on items already on the agenda, indicating in the request the additional matters and/or proposals.

The requests, together with a copy of a valid identity document (for natural persons) or the documentation declaring the relative powers (for legal persons) 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.

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 by the Company 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 in first call (i.e. by **June 6, 2024**). 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.

Considering that attendance at the Shareholders' Meeting is permitted exclusively through the Designated Agent, those with the right to vote may present, as per Article 126-*bis*, paragraph 1, penultimate paragraph, individual proposals on all matters on the agenda by **June 6, 2024**. Proposals - along with certification declaring ownership of the holding at the record date and a copy of a valid identity document (for natural persons) or documentation proving the relevant powers (for legal persons) - must be submitted in writing to the registered office by registered mail in advance by fax to 06 45412299 or by electronic communication to the certified mail address caltagironeeditore@legalmail.it. The same proposals - after verification of their relevance with regard to the items on the Agenda, as well as their correctness and completeness with respect to the applicable regulations - will be published by 11:59 p.m. on **June 10, 2024**, on the Company's website, in order to allow those entitled to formulate their voting instructions taking into account these proposals, as well and to allow the Designated Agent to receive any voting instructions upon them.

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 9:00 AM and 1:00 PM and between 2:00 PM and 5:00 PM), 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, in the Governance/Shareholders' Meeting section.

This call notice is published in accordance with Article 125-bis of the CFA on the Company website www.caltagironeeditore.com and on the website www.emarketstorage.com" (storage mechanism managed by Teleborsa S.r.l. authorised by Consob) and in the daily newspaper "*Il Messaggero*".

Rome, May 20, 2024

for the Board of Directors

The Chairperson

Ms. Azzurra Caltagirone