

Register no. 27317

File no. 17200

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

"CALTAGIRONE EDITORE SOCIETA' PER AZIONI"

ITALIAN REPUBLIC

In the year two thousand and twenty-four on the twenty-first day of June,
at 10 o'clock and zero minutes,

Rome (RM), June 21 2024, 10AM

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 No. 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. 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.

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 is present in the room itself, while Vice-Chairperson Alessandro CALTAGIRONE, Directors Tatiana CALTAGIRONE, Federica BARBARO, Fabrizio CAPRARA,

Massimo CONFORTINI, Francesco GIANNI, Annamaria MALATO, Pierpaolo MORI and Valeria NINFADORO participate by video-conference;

3.- that for the Board of Statutory Auditors, the Statutory Auditors Antonio STAFFA and Dorina CASADEI 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 Enrico CARUSO of the Company "COMPUTERSHARE S.P.A." is present in the room, in his role as the Company's Designated Agent pursuant to Articles 135-novies and 135-undecies of Legislative Decree No. 58 of February 24, 1998 to receive voting proxies from Shareholders, who, pursuant to the applicable regulations, announces that he has received 8 (eight) proxies, for 74,422,550 shares, equal to 59.538040% 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.

o O o

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 was made available to the public at the registered offices and published on the Company 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 document concerning the Agenda, since this document had been made available to the public in accordance with law.

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 the 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 in the share capital pursuant to Article 120 of the CFA, according to the shareholder register 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) 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.

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: DISCUSSION

The Chairperson then begins **discussion of the first and only item on the 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.

reports and informs the Shareholders' Meeting that 2 (two) proposals containing slates of candidates for the position of Statutory Auditor were received by the Company, namely:

a.- Proposal 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 item 1.1.:** Appointment of a Statutory Auditor; **Giuseppe MELIS**,

- **for item 1.3.:** Appointment of the Chairperson of the Board of Statutory Auditors: **Giuseppe MELIS**.

b.- Proposal No. 2 submitted by Shareholder **Moreno GIACOMELLI**, holder of 906,500, shares corresponding to 0.725% of the Share Capital, on his own behalf and on behalf of Shareholder Pierpaolo MORI, containing

- **for item 1.1.:** Appointment of a Statutory Auditor; **Andrea GNESI**,

- **for item 1.3.:** Appointment of the Chairperson of the Board of Statutory Auditors: **Andrea GNESI**.

The Chairperson also indicates that there will be no consideration of *Item 1.2 possible appointment of an Alternate Auditor*, as the Company has received proposals for the appointment of a new Statutory Auditor, as indicated in the Illustrative Report on the Agenda Items.

The member of the Board of Statutory Auditors to be appointed will remain in office for the remainder of the current term of office, i.e. until the Shareholders' Meeting called to approve the Financial Statements for the year ending December 31, 2026, and will receive, *pro-tempore*, the fees already determined by the Shareholders' Meeting of April 19, 2024.

The Chairperson puts the proposals received for *item 1.1* to a vote: *Appointment of a Statutory Auditor* and for *Item 1.3: Appointment of the Chairperson of the Board of Statutory Auditors*, and the Designated Agent communicates and delivers to me, the Notary Public, the voting instructions received and the list of names of voters.

1. MOTION

The Shareholders' Meeting, noting that

- **proposal No. 1 item 1.1** received 51,454,550 votes in favour, representing 69.138386% of the share capital present,
 - **proposal No. 2 item 1.1** received 1,768,000 votes in favour, representing 2.375624% of the share capital present,
 - there were 1,200,000 votes against, representing 1.612415% of the share capital present, regarding the vote on **item 1.1**,
 - there were 20,000,000 abstention votes, representing 26.873575% of the share capital present, regarding the vote on **item 1.1**,
- all as per the voting instructions received from the Designated Agent, which, together with the List of Voters, after being read by the Chairperson, are attached, in a single document, to this deed (**Attachment “B”**) and, therefore a majority of those voting

resolves

- to **appoint** as Statutory Auditor **Giuseppe MELIS**, born in Avellino (AV) on June 4, 1971, domiciled in Rome (RM), Via di San Valentino No. 21, tax code MLS GPP 71H04 A509N, enrolled in the Register of Auditors at the Ministry for the Economy and Finance at No. 105906 pursuant to Ministerial Decree dated November 25, 1999, published in the Official Gazette No. 100 dated December 17, 1999, who will remain in office for the remainder of the current term of office and in any case until the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2026.

2. MOTION

The Shareholders' Meeting, noting that

- **proposal No. 1 item 1.3** received 51,454,550 votes in favour, representing 69.138386% of the share capital present,
 - **proposal No. 2 item 1.3** . received 1,768,000 votes in favour, representing 2.375624% of the share capital present,
 - there were 1,200,000 votes against, representing 1.612415% of the share capital present, regarding the vote on **item 1.3**,
 - there were 20,000,000 abstention votes, representing 26.873575% of the share capital present, regarding the vote on **item 1.3**,
- all 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 “C”**) and, therefore a majority of those voting

resolves

- to **appoint** as Chairperson of the Board of Statutory Auditors **Giuseppe MELIS**, born in Avellino (AV) on June 4, 1971, domiciled in Rome (RM), Via di San Valentino No. 21, tax code MLS GPP 71H04 A509N, enrolled in the Register of Auditors at the Ministry for the Economy and Finance at No. 105906 pursuant to Ministerial Decree dated November 25, 1999, published in the Official Gazette No. 100 dated December 17, 1999, who will remain in office for the remainder of the current term of office and in any case until the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2026.

o O o

There being nothing else to discuss and as no-one requests the floor, the Shareholders' Meeting is dissolved at 10.12AM (ten and twelve minutes)