

Repertorio n. 28261

Raccolta n. 17727

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

**"CALTAGIRONE EDITORE SOCIETA' PER AZIONI"
ITALIAN REPUBLIC**

On the nineteenth day of November in the year two thousand and twenty-four at exactly 12 o'clock,

Rome (RM), November 19, 2024, 12PM,

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

- Proposal to amend Articles 11 (Shareholders' Meeting), 16 (Administration - Signature and company representation).

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, Fabrizio CAPRARA, Massimo CONFORTINI, Francesco GIANNI, Annamaria MALATO, Pierpaolo MORI and Valeria NINFADORO

participate in person or by video-conference;

4.- that for the Board of Statutory Auditors, the Chairperson Giuseppe MELIS and the Statutory Auditors Antonio STAFFA and Dorina CASADEI participate in person or by video-conference;

5.- that the video-conference telecommunication link complies with law 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;

6.- 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 9 (eight) proxies, for 79,320,405 shares, equal to 63.456324% of the ordinary share capital with voting rights;

all as recorded on the Attendance Sheet which, signed by all those present, 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.

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The Chairperson declares that:

- in relation to the matter on the Agenda, the disclosure requirements established by applicable law and regulations had been discharged;

- the Illustrative Report on the matter on the Agenda, in addition to all documents required by the regulations and By-Laws have been made available to the public at the Company's registered office and published on the Company's 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 according to the legally-required timeframe.

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 18,209,738 treasury shares corresponding to 14.568% of the share capital;

(iv) shareholders number 6,431 according to the latest register;

(v) the Shareholders with significant holdings, according to the disclosures made pursuant to Article 120 of the CFA and supplemented by additional information, 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 76,098,300 shares, representing 60.879% 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) the Report of the Board of Statutory Auditors, prepared in accordance with Article 2408 of the Civil Code, does not present any critical issues and has been published and made available within the timeframe required by current regulations;

(x) 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 matter set forth in the above **Agenda**.

CHAIRPERSON'S REPORT: DISCUSSION

The Chairperson, beginning the discussion of the **first and only matter** on the Agenda (*Proposal to amend Articles 11 (Shareholders' Meeting), 16 (Administration - Signature and Company Representation)*) proceeded to read the Board of Directors' resolution proposing to approve certain amendments to the By-Laws, which mainly concern the procedures for attendance and representation at the Shareholders' Meeting, as well as the procedures for calling Board meetings, as set out in the illustrative report.

The Chairperson puts the Board of Directors' proposal to a vote, and the Appointed Representative announces and delivers to me, the Notary Public, the voting instructions received and the list of names of those voting.

MOTION

The Shareholders' Meeting

- noting the Illustrative Report of the Board of Directors prepared in accordance with the applicable legal and regulatory provisions,

- noting that the proposed amendments to the By-Laws received 79,320,405 votes in favour, representing 63.456324% of the share capital present,

- that there were no votes against nor abstentions,

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

1. to **approve** the amendments to the text of Articles 11 and 16 of the By-Laws, as per the text presented in the Illustrative Report prepared by the Board of Directors, as reproduced below:

"Article 11.-

1. Each shareholder with voting rights and who has the right to attend the Shareholders' Meeting can be represented by written proxy, in accordance with currently applicable laws and regulations.

IBIS. The company may establish that attendance at the Shareholders'

Meeting and the exercise of the right to vote may occur, including exclusively, through the designated agent of the company in accordance with the applicable regulation.

The designated agent may be granted proxies or sub-proxies pursuant to the applicable regulation.

Where recourse is made to the option of availing of the right to participate at the meeting exclusively through a designated agent, the Company may, in accordance with the applicable regulation, provide that participation at the meeting by the eligible persons may also or only take place by means of telecommunications that guarantee their identification without the need for the Chairperson, Secretary and/or Notary Public to be in the same location.

2. The proxy can also be notified to the Company electronically, by e-mail, according to the procedures indicated in the call notice.

“Article 16.-

1. The Board of Directors meets at the registered office of the company or elsewhere whenever the Chairperson deems such necessary, or when requested in writing by at least one-third of the directors.

2. Notice shall be provided by the Chairperson and sent by e-mail or any other means demonstrably received at least five days before the meeting to each Director and Statutory Auditor. In cases of urgency notice should be provided by e-mail or any other means demonstrably received at least two days before.

3. The call notice shall be communicated to the Statutory Auditors according to the same timeframe.

4. The Board of Directors and, where established, the Executive Committee, may also be called, according to the methods indicated above, following communication to the Chairperson of the Board of Directors, by at least two Statutory Auditors.

5. The meetings of the Board of Directors are also considered valid where all of the Directors in office and the Statutory Auditors are present, even in the absence of the calling formalities indicated above.

6. The Board of Directors meets at the registered office or at a different location, although within a European Union country.

7. The meetings of the Board of Directors and of the Executive Committee may be held also by tele-videoconference. Therefore, those entitled to attend the meetings may do so remotely, also from differing locations, utilising appropriate connections systems.

8. For the validity of the meeting, the following conditions should therefore be imperatively fulfilled.

–identification of all participants at each connecting location;

–the presence at the same location of the person presiding and the secretary of the meeting;

–the possibility, for all participants to the meeting, to speak, to converse and to orally express their opinion, and to send and receive acts and documents in general with simultaneous consideration and decision-making possibilities.

9. For tele- or videoconference meetings, such are considered to be held where the Chairperson and Secretary are located.

as well as to consequently **approve** the By-Laws in their updated and amended wording for Articles 11 and 16 only, which are attached to these minutes at **letter "C"** as an integral and substantial part thereof;

2. to **grant** the Board of Directors, and on its behalf the Chairperson and the

Vice Chairpersons, separately, with the right to sub-delegate, the widest possible powers necessary or appropriate in order to implement the aforementioned resolution and to comply with all the obligations provided for by the pro-tempore regulations, as well as to carry out the acts and transactions necessary or appropriate for this purpose, including, merely by way of example, those relating to: (i) the management of relations with any competent body and/or Authority; (ii) the fulfillment of all legal formalities, with the power to make additions, amendments and deletions of a formal and non-substantial nature to the resolution adopted today that may be necessary or otherwise required, including at the time of filing in the competent Companies Register”.

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There being nothing else to discuss and as no-one requests the floor, the Shareholders' Meeting is dissolved at 12.08PM.

The person appearing before me, the Notary, waives my reading of the enclosed, having assumed thorough and precise knowledge of it before now.

As requested, I receive the present deed, written in part by automated means by persons known to me and in part by me, but read by me to the person appearing before me, who, upon my request, declares that it is fully compliant with her wishes and who, along with me, the notary, signs it at the bottom and in the margin of the intervening pages, at the time of _____

To this point it occupies five pages of two sheets.
