



SPAFID CONNECT

Informazione Regolamentata n. 0434-35-2017	Data/Ora Ricezione 27 Giugno 2017 09:47:09	MTA
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Societa' : CALTAGIRONE EDITORE

Identificativo : 91301

Informazione
Regolamentata

Nome utilizzatore : CALTEDIN01 - Perugini

Tipologia : 2.2

Data/Ora Ricezione : 27 Giugno 2017 09:47:09

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Diffusione presunta

Oggetto : Excerpt of the Shareholders' Agreement
Pursuant to Article 122 of legislative decree
no. 58 of 24 February 1998

Testo del comunicato

Vedi allegato.

Excerpt of the Shareholders' Agreement
Pursuant to Article 122 of legislative decree no. 58 of 24 February 1998
and Articles 129, 130 and 131 of the Regulation adopted by Consob by Resolution no. 11971 of 14 May 1999, as amended

WHEREAS

- a) Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello hold, indirectly, no. 7.000.000 ordinary shares of Caltagirone Editore S.p.A. (“**CED**” or “**Issuer**”);
- b) FGC Finanziaria S.r.l. (“**FGC Fin**”), indirectly controlled by Mr. Francesco Gaetano Caltagirone, has a holding in the Issuer equal to no. 22.500.000 ordinary shares, representing 18% of the Issuer’s share capital;
- c) On 9 June 2017, Chiara Finanziaria S.r.l. (“**Bidder**”), controlled by FGC Fin, promoted a fully voluntary public purchase offer (“**Offer**”) with regard to all the ordinary shares of CED;
- d) On 26 June 2017, Saverio Caltagirone, Tatiana Caltagirone, Nobile Francesca Comello (“**Further Shareholders**”), the Bidder and FGC Fin entered into a shareholders’ agreement (“**Agreement**”), whose main terms and conditions provide for: (i) the prior mutual consultation, between the Parties, for any extraordinary and/or ordinary Shareholders’ meeting of the Issuer, and (ii) the appointment of a representative of the Further Shareholders in the Board of Directors of the Issuer, in the case in which the ordinary shares of the latter are delisted from the telematics stock market (*MTA*) as result of the Offer (“**Delisting**”);
- e) The Agreement contains certain provisions relevant pursuant to art. 122 of the legislative decree no. 58 of 24.2.1998, containing the "*Testo unico delle disposizioni in materia di intermediazione finanziaria*" (“**Tuf**”);

COMMUNICATE

Pursuant to the Regulation adopted by Consob by Resolution no. 11971 of 14 May 1999, as amended (“**Issuers’ Regulation**”), the following:

1. Company whose financial instruments are covered by the Agreement.

The company whose financial instruments are covered by the Agreement is Caltagirone Editore S.p.A., with registered office in Roma, Via Barberini no. 28, whose shares are listed on the *MTA*, managed by Borsa Italiana S.p.A.

2. Financial instruments contributed and the relevant percentage with respect to the share capital.

The financial instruments contributed are made up by no. 29.500.000 ordinary shares of CED, equal to 23,60% of the share capital currently held by or which will be held by the Parties (as defined below).

3. Parties to the Agreement and its composition.

The parties to the Agreement are the Bidder, FGC Fin and Mess.rs Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello (collectively defined "**Parties**"), who indirectly hold the shares, which are contributed in the Agreement, listed in the table below:

PARTIES TO THE AGREEMENT	NUMBER OF CONTRIBUTED SHARES OF CED	% CONSULTATION AGREEMENT	% WITH RESPECT TO THE SHARE CAPITAL OF CED
Bidder	-	-	-
FGC Finanziaria S.r.l.	22.500.000	76,27%	18%
Saverio Caltagirone	2.000.000 (through the wholly-owned subsidiary Sacal Inv. S.r.l.)	6,78%	1,60%

Tatiana Caltagirone	2.000.000 (through the wholly-owned subsidiary Otto Maggio S.r.l.)	6,78%	1,60%
Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello	3.000.000 (as community of goods through HGC S.r.l.)	10,17%	2,40%
TOTAL	29.500.000	100%	23,60%

Mr. Francesco Gaetano Caltagirone indirectly controls the Issuer. The Bidder is directly controlled by FGC Fin and, indirectly, through FGC S.p.A., by Mr. Francesco Gaetano Caltagirone who, through the subsidiaries Gamma S.r.l., Parted 1982 S.p.A. and FGC Fin, has a holding equal to 60,764% of the share capital of the Issuer.

4. Content of the Agreement

The Parties shall consult each other at least 10 (ten) business days before any extraordinary and/or ordinary shareholders' meeting of the Issuer, in order to discuss in good faith a common line of conduct with regard to the vote to be expressed in any shareholders' meeting of the Issuer. In the case no agreement is reached on a common line of conduct and vote during the prior consultation, each Party will be entitled to express his vote at his own discretion and in the manner deemed appropriate and/or suitable, with honest judgement.

In the case of Delisting, FGC Fin and the Bidder will ensure that 1 (one) member of the Board of Directors of the Issuer will be appointed, nominated jointly by Mess.rs Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello.

5. Type of Agreement between those provided under art. 122, paragraph 5, Tuf.

The Agreement is ascribable to the consultation agreements pursuant to art. 122, paragraph 5, letter a), Tuf since it relates, *inter alia*, to the prior mutual consultation between the Parties with regard to the extraordinary and/or ordinary shareholders' meetings of the Issuer.

6. Term, renewal and effectiveness of the Agreement.

The Agreement is valid for a period of three years from the date of signing. The Agreement shall be deemed automatically renewed for a further period of 5 (five) years from the date of signing, in the case of the Delisting. The effectiveness of the Agreement is resolutely conditioned by the non-effectiveness of the Offer in terms and in accordance with the terms of the Notice *ex* Article 102, paragraph 1 of the TUF relating to the Offer and of the subsequent Offer Document, amended otherwise.

The Agreement will expire with regard to any Party that would cease to have, even indirectly, holdings in the share capital of the Issuer, save the cases of transfers made to persons controlled by, or controlling, or subject to common control with a Party, in which the Agreement will retain its effects in its entirety.

8. Filing of the Agreement with the Companies' Register.

The Agreement has been filed with the Companies' Register of Rome, on 26 June 2017.

9. Website

The essential information pursuant to art. 130 of the Issuers' Regulation are set out in the website www.caltagironeeditore.com.

10. Compliance with obligations *ex* art. 120 of Issuers' Regulation.

The Mess.rs Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello have, individually, through subsidiaries, only the holdings contributed in the Agreement corresponding to an holding representing less than 3% of the share capital of the Issuer.

By the publication of this excerpt of the Agreement the communication is made, as far as possible, also for the purposes and for the effects of art. 120 of the Issuers Regulation, with respect to Mr. Saverio Caltagirone, Tatiana Caltagirone and Nobile Francesca Comello - expected to be jointly exceeded the 5% holding threshold in the Issuer's share capital.

Fine Comunicato n.0434-35

Numero di Pagine: 4