



SPAFID CONNECT

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Societa' : CALTAGIRONE EDITORE

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Informazione
Regolamentata

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Diffusione presunta

Oggetto : AGM approves 2017 results_Amended the
by-laws_Appointed the Board of Directors
and the Board of Statutory Auditors

Testo del comunicato

Vedi allegato.

Caltagirone Editore: the AGM approves 2017 results

- Amended the article 2 of the by-laws
- Approved the 2017 financial statements
- Appointed the Board of Directors and the Board of Statutory Auditors for the period 2018 - 2020

Rome, April 23th 2018 – The Extraordinary and Ordinary Shareholders' Meeting of Caltagirone Editore met today in Rome under the chairmanship of Mr Francesco Gianni.

In the extraordinary session, the Shareholders' Meeting approved the amendment of the article 2 of the by-law concerning the extension of the corporate purpose as proposed by the Board of Directors and exposed in the in the report on the related point of the agenda, drawn up pursuant to art. 125-ter of the Decree n. 58 edited on February 24th, 1998 and art. 72 of Consob regulation no. 11971 edited on May 14th, 1999, published and available to the Shareholders on the Company's website (www.caltagironeeditore.com).

Considering the modification of article 2 of the by-law and the change in the corporate activity, the Shareholders who did not participate in the adoption of the resolution, pursuant to art. 2437, paragraph 1, lett. a) of the Civil Code, may exercise the right of withdrawal in the way and in the terms indicated in the report on the related point of the agenda.

As communicated by the Company on March 20th, 2018, the unit value of liquidation of ordinary shares for the withdrawal, determined pursuant to article 2437-ter, paragraph 3, of the Civil Code, is equal to euro 1.343 for each share.

The amendments to the by-laws, approved today by the Shareholders' Meeting, will take effect from the registration date of the resolution in the Companies Register. The Company will inform the market about the registration date in order to identify the starting date to exercise the right of withdrawal.

In the event that one or more Shareholders will exercise the right of withdrawal, the liquidation process will be pursuant to article 2437-quater of the Civil Code. The Company will also inform, according with the procedures defined by the law, to shareholders who will have not withdrawn, the terms of the offer in option of the shares for which the right of withdrawal has been exercised, as well as the procedures for the exercise of the related option right.

The Shareholders' Meeting approved the financial statements as at December 31th, 2017. At the consolidated level, the Group closed the 2017 financial year with revenues of euro 144.8 million (euro 152.3 million in 2016). The EBITDA reached euro -122 thousand, as a result of non-structural personnel charges, without such charges the EBITDA would be positive for euro 3.4 million (euro 2.6 million at December 31th, 2016). The Group net loss reached euro 29.6 million after euro 35.1 million goodwill write-down (euro -62.4 million in 2016 after euro 45.4 million write-down). The Net financial position of euro 128.5 million decreased by euro 5.9 million compared as at December 31th, 2016 (euro 134.4 million) due to the financial requirement linked to investments in fixed assets and to corporate restructuring plans net of dividend collection on listed shares.

Upon the Board of Directors proposal no dividend shall be distributed for fiscal year 2017.

The Shareholders' Meeting has appointed the new Board of Directors that will remain in office for the three years 2018 - 2020 until the approval of the financial statements as at December 31th, 2020, and which will be composed of 12 members. From the majority list presented by the shareholder Parted 1982 S.p.A., were elected: Francesco Gianni, Alessandro Caltagirone, Azzurra Caltagirone, Francesco Caltagirone, Tatiana Caltagirone, Antonio Catricalà, Massimo Confortini, Mario Delfini, Albino Majore, Annamaria Malato, Valeria Ninfadoro. Giacomo Scribani Rossi was elected from the minority list presented by Amber Capital UK LLP as manager of the Amber Active Investors Ltd fund.

The Directors Francesco Gianni, Antonio Catricalà, Massimo Confortini, Annamaria Malato, Valeria Ninfadoro and Giacomo Scribani Rossi have declared to possess the independence requirements.

The Shareholders' Meeting appointed the Board of Statutory Auditors that will remain in office for the three years 2018 - 2020 until the approval of the financial statements as at December 31th, 2020. From the majority list presented by Parted 1982 S.p.A. were elected: Antonio Staffa and Maria Assunta Coluccia as Effective Auditors, Patrizia Amoretti as Alternate Auditor. From the minority list presented by Amber Capital UK LLP as manager of the Amber Active Investors Ltd fund were elected: Matteo Tiezzi who assumes the position of Chairman of the Board and Luisa Renna as Alternate Auditor.

The Shareholders' Meeting has approved the first section of the Remuneration Report prepared by the Board of Directors.

The summary statement of the votes and the minutes of the extraordinary Shareholders' Meeting will be made available to the public within the terms and in the manner defined for by the regulations in force.

Fabrizio Caprara, as the Executive responsible for preparing the Company's financial reports, declares in accordance with article 154 bis, paragraph 2, of the "Testo Unico della Finanza", that the accounting information contained in this press release corresponds to the underlying documents, records and accounting entries.

Fine Comunicato n.0434-24

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