



SPAFID
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Testo del comunicato

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CAIROCOMMUNICATION

Press release

The Shareholders' Meeting:

- **approved the financial statements at 31 December 2021 and the distribution of a dividend of Euro 0.18 per share**
- **approved the remuneration policy for 2022 contained in Section One of the Remuneration Report and expressed a favourable opinion on Section Two of the Remuneration Report**
- **approved a new authorization to purchase and dispose of treasury shares.**

Milan, 3 May 2022 - The Shareholders' Meeting of Cairo Communication S.p.A. ("**Cairo Communication**" or the "**Company**") met today in ordinary session.

Approval of the financial statements at 31 December 2021

The Shareholders' Meeting approved the financial statements for the year ended 31 December 2021 and the distribution of a dividend of € 0.18 per share, inclusive of tax, with detach of coupon no. 15 on 23 May 2022 and payable on 25 May 2022 (record date 24 May 2022).

Remuneration Policy

The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree no. 58/1998 ("TUF"), approved the Remuneration Policy for 2022 contained in Section One of the Remuneration Report prepared in accordance with Article 123-ter of the TUF and the related implementing provisions issued by CONSOB. The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 6 of the TUF, also expressed a favourable opinion on Section Two of the Remuneration Report.

Authorization to purchase and dispose of treasury shares

The Shareholders' Meeting, after revoking a similar resolution adopted on 30 April 2021, approved the proposal to authorize the purchase and disposal of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code. The purchase and disposal of treasury shares may be carried out in order to provide liquidity to the market, for a set period of time, fostering the regular conduct of trading, as well as for the other purposes indicated in the explanatory report in point 3 on the agenda of the Shareholders' Meeting, published on the Company's website. The Board of Directors was authorized to purchase treasury shares up to the maximum number permitted by law, for a period of 18 months from the date of today's authorization, by using (i) retained earnings distributable by the Company, as resulting from the latest approved financial statements, net of the allocation to the legal reserve, and (ii) the available reserves, including the share premium reserve. Purchase transactions may be carried out in accordance with the provisions of national and European law and regulations in force from time to time and in accordance with the procedures set out in Article 144-bis, paragraph 1, letter b), of the Issuer Regulation, without prejudice to the application of the exemption set out in paragraph 3 of Article 132 of the TUF and, in any case, in any other manner permitted by the provisions of law and regulations on the matter from time to time in force. Purchases shall be made at a price no greater than 20% lower or higher than the average official price recorded by the Cairo Communication share over the 15 trading days prior to each individual purchase transaction. The Board of Directors has also been

authorized to dispose, on one or more occasions, without time limits, of the treasury shares purchased and those already held in the portfolio. The disposal of treasury shares may be carried out (i) through sale to be made on the market, also for trading activities, or outside the market; (ii) through transfer to directors, employees and/or associates of the Company and/or its subsidiaries in implementation of incentive plans; (iii) in the context of transactions in relation to which it may be appropriate to exchange or dispose of share packages, including by way of swap or contribution; (iv) in the context of capital transactions or other transactions of a financial nature involving the use, assignment, disposal or cancellation of treasury shares, such as, by way of example, mergers, demergers, issue of convertible bonds or warrants served by treasury shares, assignment as collateral or set up of restrictions for financial transactions, or in the event of a distribution of dividends. Disposal transactions shall be carried out at a price no greater than 20% lower than the average official price recorded by the Cairo Communication share over the 15 trading days prior to each individual disposal transaction, it being understood that such price limit shall not apply in the cases referred to in subparagraphs (ii), (iii) and (iv) above. As part of the previous authorization to purchase treasury shares, approved by the Shareholders' Meeting of 30 April 2021, no treasury shares were purchased or sold. To date, the Company holds no. 779 treasury shares, or 0.001% of the share capital; the subsidiaries do not hold any shares in the Company.

Participation in the Shareholders' Meeting through the Appointed Representative, answers to questions received from shareholders, documentation relating to the Shareholders' Meeting and filing of the Annual Report

Pursuant to Article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, as subsequently extended, on measures to strengthen the national healthcare system and on economic aid to households, workers and businesses related to the COVID-19 health emergency, the Shareholders' Meeting was held remotely and the shareholders took part exclusively through Spafid S.p.A., the representative appointed by the Company pursuant to Article 135-undecies of the TUF. The answers to the questions submitted by shareholders by the deadline of 22 April 2022 are available from 1 May 2022 on the Company's website www.cairocommunication.it (*Assemblea/2022*). The minutes of the Shareholders' Meeting will be made publicly available within thirty days of today's date at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.cairocommunication.it (*Assemblea/2022*). Within five days from today, a summary report of the Meeting's votes will be made available in the above section of the website in accordance with current legislation.

Following the approval by the Shareholders' Meeting of the 2021 financial statements, it is hereby announced that the 2021 Annual Report of the Company, including the financial statements, the consolidated financial statements, the Directors' Report on Operations and the certification referred to in Article 154-bis, paragraph 5 of the TUF, together with the report of the Board of Statutory Auditors and the report of the Independent Auditors and accompanied by the documentation required by current regulations, is filed at the registered office (for delivery to anyone who so requests), at Borsa Italiana S.p.A., made available through the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and can also be consulted on the Company's website www.cairocommunication.it.

The Cairo Communication Group is one of the leading groups in the weekly magazine, TV publishing and advertising sales segments, recognized as one of the first to have developed a multimedia sales approach, beginning with magazines and expanding later into free, digital and pay TV and the Internet. With the acquisition of the control of RCS MediaGroup, Cairo Communication establishes itself as a major multimedia publishing group, well-positioned to become the main player on the Italian market, with a strong international presence in Spain, by leveraging on the high quality and diversification of products in the dailies, magazines, television, web and sporting events segments.

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This press release is also available on the Company's website www.cairocommunication.it
in the section NOTICES AND DOCUMENTS / *PRESS RELEASES*

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