



CAIRO COMMUNICATION

CAIRO COMMUNICATION S.p.A.
Registered Office – Via Angelo Rizzoli 8, Milan
Share capital Euro 6,989,663.10
Company Register and Tax Code No. 07449170153

Notice of call of Ordinary Shareholders' Meeting

(also published on the website www.cairocommunication.it, *Assemblea 2023* section)

Those entitled to participate and exercise their right to vote at the Shareholders' Meeting of Cairo Communication S.p.A. (the "**Company**") are called to the Ordinary Shareholders' Meeting - which will be considered to be held in via Angelo Rizzoli 8, Milan, - in single call, at **12.00 on 8 May 2023** to discuss and resolve on the following

Agenda

1. Financial statements at 31.12.2022; Directors' Report on Operations; Independent Auditors' Report; Board of Statutory Auditors' Report; Presentation of the consolidated financial statements at 31.12.2022:
 - a) approval of the financial statements. Related and consequent resolutions;
 - b) allocation of profit for the year. Related and consequent resolutions.
2. Appointment of the Board of Directors:
 - a) determination of the number of members of the Board of Directors;
 - b) determination of the term of office of the Board of Directors;
 - c) appointment of the members of the Board of Directors;
 - d) appointment of the Chairman of the Board of Directors;
 - e) determination of the fees of the members of the Board of Directors;
 - f) derogations to the non-competition clause under Article 2390 of the Italian Civil Code.
3. Appointment of the Board of Statutory Auditors:
 - a) appointment of the three Standing Auditors and of the two Alternate Auditors;
 - b) appointment of the Chairman of the Board of Statutory Auditors;
 - c) determination of the fees of the members of the Board of Statutory Auditors.
4. Report on the Remuneration Policy and compensation paid pursuant to Article 123-ter of Legislative Decree 58/1998:
 - a) approval of "Section One" of the Report, pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;
 - b) advisory vote on "Section Two" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.
5. Authorization to purchase and dispose of treasury shares pursuant to Article 2357 et seq. of the Italian Civil Code, subject to revocation of the prior shareholders' resolution. Related and consequent resolutions.

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PARTICIPATION IN THE SHAREHOLDERS' MEETING THROUGH THE APPOINTED REPRESENTATIVE

Pursuant to Article 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, containing "Measures to strengthen the national health service and economic aid to households, workers and businesses related to the COVID-19 health emergency" (the "COVID-19 Law Decree"), converted with amendments by Law no. 27 of 24 April 2020, the application of which was extended, most recently, until 31 July 2023, pursuant to Article 3, paragraph 10 undecies, Law Decree no. 198/2022, converted with amendments by Law no. 14 of 24 February

2023 (so-called "*Milleproroghe*" Law Decree), participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively by granting a proxy (or sub-proxy) to the Appointed Representative of the Company pursuant to Article 135-undecies of Legislative Decree no. 58/1998 ("TUF"). For this purpose, the Company has named Monte Titoli S.p.A. as the Appointed Representative (the "Appointed Representative"), which shall be granted a proxy in the manner and under the conditions indicated below in the "APPOINTED REPRESENTATIVE" Section.

The Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

PARTICIPATION IN THE SHAREHOLDERS' MEETING OF OTHER ELIGIBLE PARTIES

The Directors, Statutory Auditors, the Appointed Representative, the meeting secretary and the representatives of the independent auditors, as well as other persons entitled under law other than those who are entitled to vote, may participate in the Shareholders' Meeting by means of telecommunication that ensure their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunication shall be made known by the Company to the Directors and Statutory Auditors, as well as to the other persons entitled to attend, other than those who have the right to vote.

ENTITLEMENT TO PARTICIPATE IN THE SHAREHOLDERS' MEETING AND EXERCISE THE RIGHT TO VOTE

Pursuant to law and the Bylaws, entitlement to participate in the Shareholders' Meeting and to exercise the right to vote - which may only be exercised through the Appointed Representative - is certified by a communication sent to the Company, in accordance with its accounting records, by an intermediary that holds the accounts in which Cairo Communication shares are recorded, in favour of the subject with the right to vote on the basis of records as at the end of the accounting period on the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.* **Wednesday 26 April 2023**, so-called "*record date*"); registrations of credits and debits on accounts carried out after said date are not relevant for the purposes of entitlement to exercise the right to vote at the Shareholders' Meeting. Therefore, those who are confirmed to be holding Company shares only after such date shall not be deemed entitled to attend and to exercise voting rights in the Shareholders' Meeting. The notice is sent to the Company by the intermediary at the request of the subject with the right to vote. Holders of voting rights are therefore requested to give instructions to the authorized intermediary who holds the relevant accounts, so that the above communication is made to the Company. Any requests for notice from the authorized intermediary shall not fall under the responsibility of the Company.

Notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, therefore **by Wednesday 3 May 2023**. However, shareholders are still entitled to participate and to vote, within the abovementioned time limits and in compliance with the time limits for granting proxies to the Appointed Representative, if notices are received by the Company after the abovementioned deadline, provided they are received before the start of the shareholders' meeting.

ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Pursuant to Article 126-bis of the TUF, Shareholders who, including jointly, represent at least one fortieth of the share capital may, within ten days after publication of this notice (*i.e.* **by Friday 7 April 2023**), request the inclusion of additional items in the agenda of the Shareholders' Meeting, specifying the proposed items in the request, or submit proposed resolutions on the items already included in the agenda of the Shareholders' Meeting, indicating them in the request.

Pursuant to Article 126-bis, paragraph 3, of the TUF, the additions may not concern matters which the Shareholders resolve upon, in accordance with the applicable provisions, on the proposal of the Board of Directors or on the basis of a project or report prepared by them different from those set out in Article 125-ter, paragraph 1, of the TUF.

The request, along with the notice (or notices) issued in accordance with the provisions in force by the intermediaries that hold the accounts in which the requesting shareholders' shares are recorded, certifying ownership of the abovementioned investment (to prove entitlement), shall be sent in writing by the aforementioned time limit, by delivery or by registered mail to the Company's registered office (Via Angelo Rizzoli 8, 20132 Milan) to the attention of the Secretary of the Board of Directors, or sent by e-mail or certified

e-mail to the address assemblea@cairocommunication.legalmail.it, together with information that allows the identification of the submitting shareholders (for this purpose, it is also recommended that a telephone number be provided). Also by the same time limit and using the same procedures, any proposing Shareholders shall send a report explaining the reasons for the proposed resolution on the new items proposed for discussion and to be added to the agenda, or the reason for the additional proposed resolution concerning items already on the agenda.

The Company shall disclose any additions to the Shareholders' Meeting agenda or the submission of additional proposed resolutions on items already included in the agenda in the same manner as for the publication of this notice of call, at least fifteen days before the date set for the Shareholders' Meeting (*i.e.* **by Sunday 23 April 2023**).

When the notice regarding additions to the agenda or the submission of proposed resolutions on items already on the agenda is published, such proposals, as well as the relating report prepared by the submitting shareholders and the report of the shareholders requesting additions to the agenda, possibly accompanied by remarks from the Board of Directors, shall be made publicly available in accordance with the procedures set out under Article 125-ter, paragraph 1 of the TUF.

APPOINTED REPRESENTATIVE

Pursuant to Article 106, paragraph 4 of Law Decree COVID-19, **participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Appointed Representative of the Company**, pursuant to Article 135-undecies of the TUF, which shall be granted a proxy, with no charge incurred by the delegating party (with the exception of any postage costs), with voting instructions, on all or some of the proposals on the Agenda of the Shareholders' Meeting, through the specific form available, together with the accompanying instructions for its preparation and notification on the Company website www.cairocommunication.it (*Assemblea 2023* section).

The proxy, with the voting instructions, shall be received - by the end of the second trading day prior to the date set for the Shareholders' Meeting (*i.e.* **by Thursday 4 May 2023**), along with a copy of the delegating person's valid identification document or, if the delegating person is a legal entity, that of the pro-tempore legal representative or other authorized person, along with adequate documentation certifying their qualification and powers - by the Appointed Representative through the following alternative methods (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (subject "Proxy for Cairo Communication S.p.A. 2023 Shareholders' Meeting") from the user's certified e-mail address (or, otherwise, from the user's ordinary e-mail address; in this case, the proxy with the voting instructions shall be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt to the Register Services area, to Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan (Ref. "Proxy for Cairo Communication 2023 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address rd@pec.euronext.com (subject Proxy for "Cairo Communication 2023 Shareholders' Meeting").

The proxy and voting instructions may be revoked within the same time limit as above (*i.e.* **by Thursday 4 May 2023**).

The proxy shall only be effective for those proposals for which voting instructions have been given.

The shares of the Company for which the proxy has been granted, including partial, are counted for the purposes of the quorum required for the Shareholders' Meeting. With regard to proposals for which no voting instructions have been given, the shares are not counted in calculating the majority and the percentage of capital required for the approval of resolutions.

Failing a notice from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered null and void.

The Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

Those who do not intend to avail themselves of the provisions of Article 135-undecies, of the TUF, may, alternatively, grant the same Appointed Representative a proxy or sub-proxy pursuant to Article 135-novies, of the TUF, which shall necessarily contain voting instructions on all or some of the proposals on the agenda, by using the appropriate proxy/sub-proxy form, available on the Company website

www.cairocommunication.it (*Assemblea 2023* section), with no costs for the delegating party (except for postage costs if any). For the granting of proxies/sub-proxies, the same procedures indicated above in the proxy form shall apply. The proxy shall be received by 6:00 pm on the day before the Shareholders' Meeting (and in any case by the beginning of the meeting). The proxy and voting instructions may always be revoked within the above time limit.

Failing a notice from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered null and void.

For any clarifications regarding the granting of proxy (and in particular on completion of the proxy form and the Voting Instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or at (+39) 02.33635810 during open office days, from 9:00 a.m. to 5:00 p.m.

VOTING BY CORRESPONDENCE

No procedures are provided for voting by correspondence or electronic means.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the TUF, those entitled to vote may also submit questions on the items on the agenda before the Shareholders' Meeting. Questions that are not related to the items on the agenda of the Shareholders' Meeting shall not be taken into consideration by the Company.

Pursuant to Article 127-ter, paragraph 1-bis of the TUF, applications shall be received by the Company, in the manner indicated below, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e. by Wednesday 26 April 2023*).

Applications, together with the certification issued in accordance with the provisions in force by the intermediaries that hold the accounts on which the shares of the entitled party attesting the ownership of the investment are registered, may be sent, together with information allowing identification of the entitled party, by registered mail to the registered office of the Company (Via Angelo Rizzoli 8, 20132 Milan), or by e-mail or certified e-mail to assemblea@cairocommunication.legalmail.it.

Answers to questions received within the above time limit are provided at least two days ahead of the Shareholders' Meeting, by publication on the website www.cairocommunication.it, (*Assemblea 2023* section). The Company may provide one overall answer to questions with the same content.

Ownership of the voting right may be certified also after submission of the applications, provided it is sent no later than the third day after the record date (*i.e. by Saturday 29 April 2023*).

OTHER RIGHTS OF SHAREHOLDERS

With regard to the fact that attendance at the Shareholders' Meeting takes place exclusively through the Appointed Representative, qualified Shareholders who intend to submit proposals for resolutions and vote on the items on the agenda shall submit them **by Sunday 23 April 2023** by e-mail or certified e-mail to assemblea@cairocommunication.legalmail.it. These proposals shall be promptly published on the website www.cairocommunication.it (*Assemblea 2023* section), in order to allow (i) those entitled to vote to decide in an informed fashion, also taking account of such new proposals, and (ii) to allow the Appointed Representative to collect voting instructions, if necessary, also on such proposals.

The applicant shall provide appropriate documentation proving the entitlement to participate in the Shareholders' Meeting and granting of the proxy to the Appointed Representative for participation in the Meeting. Proposals are recommended to be clearly and completely worded, duly accompanied by a report stating the rationale.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Cairo Communication is equal to Euro 6,989,663.10, represented by 134,416,598 ordinary shares with no indication of par value. Each ordinary share entitles shareholders to a single vote, except as provided by articles 6 and 13 of the Bylaws for shares with increased voting rights.

In this respect, it should be noted that:

- a. at the date of publication of this notice of call, the Company holds no. 779 treasury shares, equal to 0.001% of the share capital. Voting rights for such shares are suspended pursuant to applicable law (the number may vary during the period between the date of publication of this notice and the date of the Meeting);
- b. the number of voting rights that may be exercised by reason of the vesting of the increased voting right pursuant to Article 13.7 of the Bylaws is published on the website (www.cairocommunication.it Corporate Governance/Voto maggiorato section) and will be updated in accordance with Article 85-bis of CONSOB Regulation no. 11971/1999 (the "**Issuer Regulation**").

ITEM 2 ON THE AGENDA (APPOINTMENT OF THE BOARD OF DIRECTORS)

The Shareholders' Meeting is called to appoint a new Board of Directors.

It should be noted that the members of the Board of Directors are appointed through a list vote in accordance with Article 15 of the Bylaws (available on the website www.cairocommunication.it Corporate Governance section) and the applicable laws and regulations in force.

In accordance with the Bylaws, the Company is governed by a Board of Directors consisting of five to eleven members appointed by the Shareholders' Meeting on the basis of lists in which the candidates shall be listed in number order.

Directors are eligible for re-election.

With regard to the submission of lists, it should be noted that the Shareholders who, individually or collectively with other Shareholders, hold voting shares, on the date the list is submitted, of at least 2.5% of the share capital with voting rights at the Ordinary Shareholders' Meeting, in accordance with the Bylaws and CONSOB Resolution no. 76 of 30 January 2023, are entitled to submit the lists. Ownership of the minimum stake required for submission of the lists is determined on the basis of the shares recorded in the name of the Shareholder on the date the lists are filed with the Company.

Each list shall contain candidates who meet the independence requirements referred to in Article 147-ter, paragraph 4, of the TUF (*i.e.*, the independence requirements established for statutory auditors in Article 148, paragraph 3, of the TUF) in the minimum number required by law and regulations (*i.e.*, at least one of the members, or two if the Board of Directors is composed of more than 7 members), also taking account of the share listing segment. The Company has adhered to the Corporate Governance Code, under which an adequate number of directors shall be independent in accordance with the provisions of the Code, and nominations shall be accompanied by an indication of their eligibility to qualify as independent directors in accordance with such criteria and the criteria for assessing the independence requirements of directors and statutory auditors adopted by board resolution on 14 March 2023 and available on the Company website www.cairocommunication.it.

Additionally, the lists shall be drawn up in accordance with the applicable legislation in force at the time on gender balance.

Each candidate shall appear in one list only, under penalty of ineligibility. Shareholders shall not submit, including through intermediaries or trust companies, more than one list, nor shall they vote for different lists, failing which no account shall be taken of the subscription on the submission of the list and of the vote cast. Shareholders belonging to the same group shall submit one list only.

The lists shall be filed at the registered office, according to the procedures below, by the twenty-fifth day prior to the date set for the Shareholders' Meeting in single call (*i.e.* **by Thursday 13 April 2023**), accompanied by:

- a) detailed information on the professional and personal characteristics of the candidates (including gender), along with a list of the governing and supervisory positions held in other companies;
- b) the statement as to whether or not they meet the independence requirements provided by law and the additional requirements envisaged by the Corporate Governance Code, considering the criteria for assessing the independence requirements of directors and statutory auditors adopted by board resolution on 14 March 2023 and available on the Company website www.cairocommunication.it;
- c) indication of the identity of the shareholders who submitted the lists and the total investment held;

The lists shall be signed by the submitting Shareholders (or by their representative).

The notice attesting to the previously mentioned investment issued by an authorized intermediary in accordance with the applicable legal provisions and regulations, may be submitted at a later date provided that it is at least twenty-one days prior to the date of the Shareholders' Meeting in single call (*i.e.* **by Monday 17 April 2023**).

Any lists that fail to comply with the above conditions are deemed not to have been submitted.

For the purposes of the appointment of the directors, account is taken exclusively of lists that have received at least half the votes established by the Bylaws for the submission of lists.

Should two or more lists reach a tie, the prevailing list shall be the list possessing the largest shareholding or, in the event of a tie, the highest number of shareholders.

Should only one list be submitted or should one list obtain a number of votes equal to at least half the votes set out in the bylaws for the submission of a list, all the directors shall be drawn from that list.

Lastly, pursuant to the Bylaws, in the event that no list is submitted or admitted, the directors are appointed by the Shareholders' Meeting by relative majority vote, in compliance with the regulations in force on the less represented gender, from the nominations submitted by the Shareholders and filed with the registered office of the Company at Via Angelo Rizzoli 8, 20132, Milan, at least seven days prior to the date set for the Shareholders' Meeting in single call (*i.e.* **by Monday 1 May 2023**), together with the detailed information already indicated above for the submission of the lists.

For further information regarding the procedures for the preparation, submission and voting of the lists, reference should be made to the provisions of Article 15 of the Bylaws and to the Report on the items on the agenda, prepared pursuant to Article 125-ter of the TUF by the Board of Directors on the "Appointment of the Board of Directors", made publicly available today at the Company's registered office and on the website www.cairocommunication.it, *Assemblea 2023* section.

Filing of lists through remote means of communication and their disclosure

The lists and the copies of the required accompanying documentation may be filed not only at the registered office, but may also be submitted by e-mail or certified email to assemblea@cairocommunication.legalmail.it (in this regard, along with the above documentation, information shall be provided so as to allow identification of the person filing the documentation, along with their telephone number).

The lists and the information accompanying them shall be made public in accordance with current regulations (or more specifically, they shall be made available at the Company's registered office and published on the Company website www.cairocommunication.it *Assemblea 2023* section, as well as being filed with Borsa Italiana S.p.A.) at least twenty one days prior to the date of the Shareholders' Meeting in single call (*i.e.* **by 17 April 2023**). Any proposals concurrently put forward by Shareholders who submit lists for the appointment of the Board of Directors and are related to such appointment shall be made public under the same procedures and by the same time limits.

ITEM 3 ON THE AGENDA (APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS)

The Shareholders' Meeting is also called upon to appoint a new Board of Statutory Auditors.

The members of the Board of Statutory Auditors are appointed through a list vote in accordance with Article 26 of the Bylaws (available on the website www.cairocommunication.it *Corporate Governance* section) and the applicable laws and regulations in force.

In accordance with the Bylaws, the Board of Statutory Auditors is made up of 3 Standing Auditors and 2 Alternate Auditors, appointed on the basis of lists submitted by the Shareholders containing no more than five candidates indicated in number order.

Outgoing statutory auditors are eligible for re-election.

Each candidate may stand for election only on one list, under penalty of ineligibility. Candidates shall not be included in the lists if they hold the position of Statutory Auditor in 5 other listed companies (not including subsidiaries, even if listed), if they exceed the cumulative limit prescribed by law and by CONSOB, if they do not meet the requirements of independence, integrity and professionalism established by the applicable regulations, and by the criteria for assessing the independence requirements of directors and statutory auditors adopted by board resolution of 14 March 2023 and available on the Company website

www.cairocommunication.it, or if they find themselves in a position of ineligibility, incompatibility and forfeiture provided for by law. The composition of the Board of Statutory Auditors shall in any case comply with the laws and regulations in force at the time on gender balance.

The list is formed of two sections; one for candidates running as Standing Auditor, the other for candidates running as Alternate Auditor. Lists containing a number of candidates equal to or greater than three shall ensure compliance with the gender balance at least to the minimum extent required by the laws and regulations in force at the time (in this case the division criterion of two fifths shall be applied by rounding down and not upwards, as set out in CONSOB Communication no. 1/20 of 30 January 2020).

With regard to the submission of lists, it should be noted that the Shareholders who, individually or collectively with other Shareholders, hold voting shares, on the date the list is submitted, of at least 2.5% of the share capital with voting rights at the Ordinary Shareholders' Meeting, in accordance with the Bylaws and CONSOB Resolution no. 76 of 30 January 2023, are entitled to submit the lists. Ownership of the minimum stake required for submission of the lists is determined on the basis of the shares recorded in the name of the Shareholder on the date the lists are filed with the Company.

Shareholders shall not submit, including through intermediaries or trust companies, more than one list, nor shall they vote for different lists, failing which no account shall be taken of the subscription on the submission of the list and of the vote cast. Shareholders belonging to the same group shall submit one list only.

The lists shall be filed at the registered office, according to the procedures below, by the twenty-fifth day prior to the date set for the Shareholders' Meeting in single call (*i.e.* **by Thursday 13 April 2023**), accompanied by:

- a) the curricula of the candidates, containing detailed information on the personal (including gender) and professional characteristics of the candidates, containing a list of the governing and supervisory positions held in other companies;
- b) information relating to the identity of the shareholders who have submitted the lists, with an indication of the percentage of the total investment held at the time the list is submitted and the legal certification of ownership of the investment;
- c) a statement by shareholders other than those who hold, even jointly or severally, a controlling interest or a relative majority interest, certifying the absence of a relationship, in accordance with the applicable provisions; and
- d) a statement by which the individual candidates accept their candidacy and certify, under their own responsibility: (i) that there are no grounds for ineligibility and incompatibility, and that they satisfy the prerequisites under currently effective national and local legislation; and (ii) that they meet the independence requirements required by Article 148, paragraph 3, of the TUF and any other requirements set out in the Corporate Governance Code, as well as by the criteria for assessing the independence requirements of directors and statutory auditors adopted by board resolution of 14 March 2023 and available on the Company website www.cairocommunication.it

The lists shall be signed by the submitting Shareholders (or by their representative).

If the lists are submitted by shareholders other than those that hold, even jointly, a controlling interest or relative majority share, a statement, pursuant to Article 147-ter, paragraph 3 of the TUF and 144-*quinquies* of the Issuer Regulation, certifying that no relationship exists between the minority shareholders and the Shareholders that submitted or voted the list that received the highest number of votes (also considering the recommendations issued by CONSOB with Communication no. DEM/9017893 of February 26, 2009).

Additionally, considering the provision set out in Article 2400, last paragraph of the Italian Civil Code, Shareholders shall promptly notify any relevant changes to the disclosure that may arise up to the date of the Shareholders' Meeting.

The notice attesting to the previously mentioned investment issued by an authorized intermediary in accordance with the applicable legal provisions and regulations, may be submitted at a later date provided that it is at least twenty-one days prior to the date of the Shareholders' Meeting in single call (*i.e.* **by Monday 17 April 2023**).

Any lists that fail to comply with the above conditions are deemed not to have been submitted.

If, by the time limit for filing the lists of candidates for the office of member of the Board of Statutory Auditors (*i.e.* **by Thursday 13 April 2023**), only one list has been submitted, or only lists have been submitted by Shareholders who are related to each other pursuant to Article 144-quinquies of the Issuer Regulation and the laws and regulations in force, lists may be submitted until the fourth day following that date (*i.e.* **Monday 17 April 2023**). The above minimum stake for submitting a list shall be considered reduced by half.

Should only one list be submitted, the three standing auditors and two alternate auditors shall be drawn from this list, in the sequential order in which they appear, in which case the Chairman of the board of statutory auditors shall be the candidate appearing on top of the list.

Should two or more lists reach a tie, the prevailing list shall be the list possessing the largest shareholding or, in the event of a tie, the highest number of Shareholders.

Should no list be submitted or admitted, the board of statutory auditors and its Chairman shall be appointed by the Shareholders' Meeting by relative majority vote, in compliance with the laws and regulations in force on gender balance.

For further information regarding the procedures for the preparation, submission and voting of the lists, reference should be made to the provisions of Article 26 of the Bylaws and to the Report on the items on the agenda, prepared pursuant to Article 125-ter of the TUF by the Board of Directors on the "Appointment of the Board of Statutory Auditors", made publicly available today at the Company's registered office and on the website www.cairocommunication.it, *Assemblea 2023* section.

Filing of lists through remote means of communication and their disclosure

The lists and the information accompanying them shall be made public in accordance with current regulations (or more specifically, they shall be made available at the Company's registered office and published on the Company website www.cairocommunication.it *Assemblea 2023* section, as well as being filed with Borsa Italiana S.p.A.) at least twenty one days prior to the date of the Shareholders' Meeting in single call (*i.e.* **by 17 April 2023**). Any proposals concurrently put forward by Shareholders that submit lists for appointing the Board of Statutory Auditors and that relate to the appointment shall be made public under the same procedures and within the same time limits;

DOCUMENTATION AND INFORMATION

The documentation on the items on the agenda, required under the applicable legal and regulatory provisions, is made publicly available at the Company's registered office and is published on the Company website www.cairocommunication.it (*Assemblea 2023* section) and on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and in any case in accordance with the procedures and time limits prescribed by the regulations in force. Shareholders and other persons entitled to participate in the Shareholders' Meeting may obtain a copy of the documents. In particular, the following are available to the public:

- **on today's date**, concurrent to the publication of this notice, the Report of the Board of Directors on the matters indicated in items no. 2 and no. 3 of the Agenda of the Ordinary Shareholders' Meeting; the Explanatory Report of the Board of Directors drawn up pursuant to Article 73 of the Issuer Regulation on the matter of item 5 on the Agenda;
- **by Friday 31 March 2023**, the Financial Report for the year ended 31 December 2022, the non-financial statement pursuant to Legislative Decree no. 254/2016; the Report on Corporate Governance and Ownership Structure for the year ended 31 December 2022;
- **by Monday 17 April 2023**, the Report on the remuneration policy and compensation paid drawn up pursuant to Article 123-ter of the TUF;
- **by Sunday 23 April 2023**, at the registered office, the documentation referred to in Article 77, paragraph 2-bis, of the Issuer Regulation.

Information on the Shareholders' Meeting and participation, also with regard to the provisions of Article 125-quer of the TUF, is published in accordance with the time limits of law on the Company website www.cairocommunication.it (*Assemblea 2023* section).

Milan, 28 March 2023

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This notice is published on 28 March 2023 on the Company website at www.cairocommunication.it (Assemblea 2023 section), at the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and, as an excerpt, in the daily newspaper Corriere della Sera on 29 March 2023.

Cairo Communication S.p.A.

For the Board of Directors
Chairman Urbano R. Cairo