



## **RCS MediaGroup Press Release**

### **CAPITAL STRENGTHENING PERIOD OF OFFER ON OPTION CLOSED**

**84.95% of common shares and 95.57% of Category B Preferred Shares on option subscribed**

**Unexercised option rights to be offered on the stock exchange starting 10 July 2013**

*Milan, 5 July 2013* - Today marks the end of the period of offer on option to shareholders of 323,807,079 common shares and 77,878,422 Category B Preferred Shares of RCS MediaGroup S.p.A. ("RCS"), resulting from the capital strengthening approved by the Extraordinary Shareholders' meeting of 30 May 2013.

In the period from 17 June 2013 to 5 July 2013 included, the following option rights were exercised:

- 91,696,119 for the subscription of 275,088,357 new RCS common shares, equal to 84.95% of the total common shares offered, and
- 24,810,697 for the subscription of 74,432,091 new RCS category B preferred shares, equal to 95.57% of the total Category B preferred shares offered,

for a total amount of EUR 359,681,921.29.

Mediobanca - Banca di Credito Finanziario S.p.A., Fiat S.p.A., Fondiaria SAI S.p.A., Pirelli & C. S.p.A., Intesa Sanpaolo S.p.A., Mittel Partecipazioni Stabili S.r.l., Edison S.p.A., Italmobiliare S.p.A., ERFIN Eridiano Finanziaria S.p.A. and Sinpar Società di Investimenti e Partecipazioni S.p.A. have reportedly subscribed a total of EUR 244 million worth of common shares offered.

At the end of the period of offer, the unexercised option rights amounted to 16,239,574 for the subscription of a total of 48,718,722 common shares, representing 15.05% of the common shares offered, and to 1,148,777 for the subscription of a total of 3,446,331 category B preferred shares, representing 4.43% of the category B preferred shares offered of Category B tenders (the "Rights"), equal to an aggregate amount of EUR 61,091,238.38.

In compliance with the provisions of article 2441, third paragraph, of the Italian Civil Code, the Rights will be offered on the stock exchange, on behalf of RCS, by Banca IMI S.p.A., at the sessions of 10, 11, 12, 15 and 16 July 2013. On the first day the entire amount of the Rights will be offered and on the following days the Rights not placed in the previous days will be offered.

The shares are to be subscribed no later than 17 July 2013 through authorised depositories belonging to the centralised management system at Monte Titoli S.p.A., under penalty of forfeiture, unless the Offer on the Stock Exchange closes in advance, following the sale of all the Rights offered at the sessions of 10 or 11 July 2013.

In the case of early closing of the Offer on the Stock Exchange, the rights acquired in the course of this offer must be exercised in advance, under penalty of forfeiture, no later than the third working day following the date of communication of early closing, i.e.:



- No later than 15 July 2013, in the event of early closing on 10 July 2013,
- No later than 16 July 2013, in the event of early closing on 11 July 2013.

It is understood that if the Rights offered are not sold in full at the first two trading sessions listed above, i.e., the sessions of 10 or 11 July 2013, the deadline for the subscription of shares will remain 17 July 2013.

The Rights will be made available to buyers through authorised depositories belonging to the centralised management system at Monte Titoli S.p.A. and may be used to subscribe (i) new common shares, with regular voting rights and having the same characteristics as those in circulation, at a price of EUR 1.235 (EUR 0.235 of which as share premium), at a subscription ratio of 3 new common shares for each Right exercised, and (ii) new Category B preferred shares, at a price of EUR 0.268 (to be allocated in full to the share capital), at a subscription ratio of 3 new Category B preferred shares for each Right exercised.

The shares subscribed by the end of the offer on the stock exchange will be credited to the accounts of the authorised depositories belonging to the centralised management system at Monte Titoli S.p.A. as at close of business on the last day of the exercise of the Rights and will be available from the next settlement day.

As stated in the prospectus and in the relevant Supplement (available at the registered office of RCS in Milan, Via Angelo Rizzoli, 8, and on the website of RCS at [www.rcsmediagroup.it](http://www.rcsmediagroup.it)), please note that the Common Shares Capital Strengthening was guaranteed up to EUR 389.1 million, as:

- The shareholders Mediobanca, Fiat, Fonsai, Pirelli, Intesa Sanpaolo, Mittel, Edison, Italmobiliare ERFIN-Eridanus Finanziaria and Sinpar committed to subscribe common shares totalling EUR 204.6 million;
- Banca IMI S.p.A., BNP Paribas, as Joint Global Coordinator, and Banca Akros S.p.A., Banca Aletti & C. S.p.A., Commerzbank AG, Mediobanca-Banca di Credito Finanziario S.p.A., UBI Banca soc.cop.pa and Credit Suisse Securities (Europe) Limited committed to guarantee, separately and without any joint liability, the subscription of any common shares that still have not been taken up following the offer on the stock exchange of the unexercised rights, up to an amount of Euro 184.5 million.

As for the Common Shares Capital Strengthening, as indicated above, common shares for an aggregate amount of EUR 339.7 million were subscribed. Therefore, in the event that unexercised common shares remain at the close of the offer of rights on the stock exchange, the guaranteeing banks will be required to subscribe common shares for a maximum amount of EUR 49.4 million.

Consequently, the Common Shares Capital Strengthening is subscribed or guaranteed for a total amount of at least EUR 389.1 million.

As for the Preferred Shares Capital Strengthening, which is not guaranteed or subject to commitments to subscribe of the shareholders, as mentioned above, the Category B preferred shares were subscribed for a total of EUR 19.9 million.

Consequently, the total Capital Strengthening of EUR 420.8 million was subscribed or guaranteed for a total amount of at least EUR 409 million.

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