



Press Release

RCS MediaGroup: shareholders' and Board of Directors' meetings

Ordinary shareholders' meeting

- **annual results for 2008 approved**
- **dividend of EUR 0.05 per savings share approved**
- **Board of Directors and Board of Auditors appointed**
- **external auditors appointed**
- **authorization to buy and sell own shares renewed**

Board of Directors' meeting

- **Piergaetano Marchetti and Antonello Perricone confirmed as Chairman and CEO respectively**
- **Renato Pagliaro appointed as Vice-Chairman**
- **Executive Committee, Internal Audit Committee and Group Compensation Committee appointed**

Milan, 28 April 2009 – The ordinary shareholders' meeting of RCS MediaGroup, held today under the chairmanship of Piergaetano Marchetti:

- approved the 2008 annual results and voted to allocate net profit for the year (EUR 79,343,926) as follows: a dividend totalling EUR 1,467,479.65 for holders of savings shares only (29,349,593 shares) in accordance with the minimum amount applicable of EUR 0.05 per share, to be paid, gross of any deductions required by law, from 21 May 2009 (coupon no. 7, ex-date 18 May 2009), with the remainder (EUR 77,876,446.35) to be carried forward;

- appointed the Board of Directors for 2009-2011, comprising 21 members, namely: Raffaele Agrusti, Roberto Bertazzoni, Gianfranco Carbonato, Claudio De Conto, Diego Della Valle, John Elkann, Giorgio Fantoni, Franzo Grande Stevens, Berardino Libonati, Jonella Ligresti, Giuseppe Lucchini, Piergaetano Marchetti, Paolo Merloni, Andrea Moltrasio, Renato Pagliaro, Antonello Perricone, Carlo Pesenti, Virginio Rognoni, Alberto Rosati, Enrico Salza – elected from the list of candidates submitted by the management of the RCS MediaGroup Shareholders' Consultation and Lock-up Agreement, which groups together 63.54% of the ordinary share capital, and by Franco Tosi Srl (a member of the Syndicate) – and Marco De Luca, elected from the list of candidates presented by minority shareholder Pandette Finanziaria Srl. The directors Gianfranco Carbonato, Marco De Luca, Giorgio Fantoni, Berardino Libonati, Andrea Moltrasio and Virginio Rognoni declared that they fulfil the requirements for independence pursuant to article 148, paragraph 3 of legislative decree 58/1998. The same directors declared that they also fulfil the requirements for independence set out in the Code of Conduct for listed companies, incorporated by the company (albeit not into its articles of association), and are considered as such by the Board of Directors;

- appointed the Board of Auditors for the same period (2009-2011), comprising: Giuseppe Lombardi (Chairman), Pietro Manzonetto and Giorgio Silva (Statutory Auditors), Marco Baccani, Michele Casò and Anna Strazzera (Deputy Auditors). The Statutory Auditors Pietro Manzonetto and Giorgio Silva and the Deputy Auditors Marco Baccani and Michele Casò were elected from the list of candidates presented by the management of the RCS MediaGroup Shareholders' Consultation and Lock-up Agreement and by Franco Tosi Srl, that is from the majority shareholder list, while the Statutory Auditor Giuseppe Lombardi (the Chairman of the Board of Auditors) and the Deputy Auditor Anna Strazzera were elected from the list of candidates presented by the minority shareholder Pandette Finanziaria Srl;

- appointed KPMG SpA as external auditors for the annual accounts, the consolidated accounts and the summary half-yearly accounts for the financial years 2009-2017.

Furthermore, the shareholders' meeting renewed the Board of Directors' **authorization to buy and sell own shares**, and at the same time revoked the resolution of 28 April 2008.

By virtue of this authorization, the Board of Directors may purchase own shares (ordinary and/or savings shares) up to a maximum number of shares with a total nominal value not exceeding 10% of the share capital, giving the company – which currently holds around 0.6% of the ordinary share capital – operational and strategic flexibility, and, allowing it to capitalise on investment opportunities or if necessary, improve its financial structure. The shares must be acquired, in one or more transactions, during a period of 18 months from the date of authorisation by the shareholders' meeting, at a price that is no more than 10% lower or higher than the average market price in the two trading sessions preceding each transaction. Shares may be purchased via public purchase or exchange offers; on markets regulated by Borsa Italiana SpA, according to procedures established by the latter which do not allow purchase proposals to be matched directly with sale proposals; or the purchase or sale of derivative instruments on the relevant market of Borsa Italiana SpA, whose regulations comply with article 144-bis, paragraph 1, point c) of Consob Resolution 11971/1999. The sale of own shares, at a price that is no more than 10% lower than the average book value at the time of the transaction, may be effected in one or more transactions within the authorization period of 18 months from the date of approval, even before the purchases have been completed, through sales on the stock market, block trades, public offers or as payment for the purchase of shareholdings or for allocation to shareholders.

The Board of Directors of RCS MediaGroup, which met after the shareholders' meeting, confirmed Piergaetano Marchetti as Chairman and Antonello Perricone as CEO, and appointed Renato Pagliaro as Vice-Chairman of the company.

The Board also appointed the **Executive Committee**, the **Internal Audit Committee** and the **Group Compensation Committee**, which have the following members:

Executive Committee: Piergaetano Marchetti (Chairman), Claudio De Conto, Marco De Luca, John Elkann, Renato Pagliaro, Antonello Perricone, Carlo Pesenti, Enrico Salza.

Internal Audit Committee: Raffaele Agrusti (Chairman), Berardino Libonati, Andrea Moltrasio, Virginio Rognoni.



Group Compensation Committee: Piergaetano Marchetti (Chairman), Gianfranco Carbonato, Giorgio Fantoni, Andrea Moltrasio, Renato Pagliaro.

Please note that the above-mentioned lists of candidates, with their CVs, may be viewed on the company's website www.rcsmediagroup.it.

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