



Press Release

RCS MediaGroup: ordinary and extraordinary shareholders' meetings – Board of Directors

Ordinary shareholders' meeting

- **financial statements 2010 approved**
- **Roland Berger, Vittorio Malacalza and Giuseppe Rotelli confirmed as directors**
- **authorisation to purchase and sell own shares renewed**

Extraordinary shareholders' meeting

- **proposal to amend the articles of association approved**
- **delegation of authority to the Board of Directors to increase the share capital approved**

Board of Directors

- **Vittorio Malacalza and Giuseppe Rotelli confirmed as members of the Executive Committee; Roland Berger confirmed as a member of the Internal Audit Committee**

Milan, 28 April 2011 – The ordinary shareholders' meeting and extraordinary shareholders' meeting of RCS MediaGroup met today under the chairmanship of Piergaetano Marchetti and passed the resolutions listed below.

The ordinary shareholders' meeting:

- **approved the financial statements 2010**, which closed with a loss of EUR 43,176,408, and the proposal to cover the loss with the same amount drawn from retained earnings;
- **appointed Roland Berger, Vittorio Malacalza and Giuseppe Rotelli as directors**, confirming them in the role until the expiry of the mandate for the current Board of Directors, i.e. until the shareholders' meeting to approve the financial statements to 31 December 2011. These directors (whose CV are available on the Company's website) had already been co-opted onto the Board: Roland Berger and Vittorio Malacalza to replace the directors elected from the majority shareholder list presented at the time of the appointment of the Board of Directors currently in office, and Giuseppe Rotelli to replace the director drawn from the minority shareholder list;
- **approved the proposal to renew the authorisation to purchase and sell ordinary own shares and/or savings shares** (the main terms of which have already been communicated on 22 March 2011), revoking the previous authorisation granted by the shareholders' meeting held on 28 April 2010.

The extraordinary shareholders' meeting:

- **approved the proposal to amend certain provisions of the articles of association** (articles 8, 11, 21 and 23), mainly with regard to the provisions contained in Legislative Decree n. 27/2010;
- **approved the proposal to authorise the Board of Directors**, pursuant to article 2443 of the Italian Civil Code and in renewal of the previous authorisation that has since expired, **to carry out paid share capital increases** up to a maximum nominal value of EUR 10,731,334 by issuing up to the same number of ordinary



shares, to be made available for subscription by the beneficiaries of the options granted under the already adopted Stock Option Plan 2005-2013, with the resulting amendment to article 5 of the articles of association.

The **Board of Directors**, which met after the shareholders' meeting and was chaired by Piergaetano Marchetti, renewed, in line with the existing position, the appointments of Vittorio Malacalza and Giuseppe Rotelli as members of the Executive Committee and Roland Berger – having previously confirmed the assessment of his independence pursuant to article 148 para. 3 of Legislative Decree 58/1998 and the guidelines of the Code of Conduct for listed companies, as adopted by the Company – as a member of the Internal Audit Committee.

The minutes of shareholders' meetings will be made available for consultation by the public within thirty days, at the Company's registered office and Borsa Italiana SpA, as well as on the Company's website www.rcsmediagroup.it (Corporate Governance/Shareholders' Meetings/2011). On the same section of the Group's website will be made available within five days a summary report of voting on items of the agenda of shareholders' meetings in accordance with current legal requirements

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