



Press Release
RCS MediaGroup: Extraordinary shareholders' meeting

- **The extraordinary shareholders' meeting approves amendments to Articles 2 and 19 of the Articles of Association**
- **Right of withdrawal for ordinary and savings shareholders**

Milan, 20 June 2011 – The extraordinary shareholders' meeting of RCS MediaGroup, held today under the chairmanship of Piergaetano Marchetti, has voted to amend Articles 2 (Object) and 19 (Delegation of powers) of the Articles of Association, in acceptance of the proposals made by the Board of Directors.

Specifically, the Company's object is to be broadened so as to include – as well as the current holding company activities and activities typically associated therewith – activities relating to the publishing, information, advertising and entertainment sector, and any other activities associated or connected therewith (previously carried out indirectly via subsidiaries). As previously announced, this amendment heralds the undertaking of a programme to streamline and simplify the Group's shareholding structure. Under this programme, some Italian companies that are directly or indirectly wholly-owned by RCS MediaGroup, will be merged into the holding company, pursuant to Article 2505 of the Italian Civil Code and, with reference to the possibility that the merger will be decided by the Board of Directors, also Article 17 of the Articles of Association. The merger plan will be presented to the Board of Directors, scheduled to meet on 23 June, and will include – as already announced by the Executive Committee on 16 June – the following Italian companies that are directly or indirectly owned by RCS MediaGroup: RCS Quotidiani – with RCS Digital and Trovocasa – RCS Periodici – with Editrice Abitare Segesta, Pubblibaby, RCS Direct, Rizzoli Publishing Italia and Sfera Editore – and RCS Pubblicità.

Note that the approval of the amendment of the Company's articles of association relating to the company object involves the recognition of the right of withdrawal for holders of both ordinary and savings shares who did not take part in the approval of the resolution. As announced previously, the liquidation value is EUR 1.163 per ordinary share and EUR 0.796 per savings share, calculated, for each category of share, in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code. The right of withdrawal may be exercised once the shareholders' resolution has been entered into the Milan Companies Register, in accordance with the procedures, terms and conditions set out in the Board of Directors' Explanatory Report on the agenda of the shareholders' meeting, as well as further announcements to be published by the Company pursuant to the laws in force (in particular through notices that will be published on the Company's website www.rcsmediagroup.it and in the daily newspaper *Corriere della Sera*).

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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