



Press Release

RCS MediaGroup: Board of Directors

Milan, 20 May 2016 – The Board of Directors of RCS MediaGroup, met today chaired by Maurizio Costa, to examine the press release of last 16 May performed, in accordance with article 102, the Consolidated Law on Finance, by DI. VI. Finanziaria di Diego Della Valle & C. S.r.l. and Diego Della Valle & C. S.r.l., Mediobanca – Banca di Credito Finanziario S.p.A., UnipolSai Assicurazioni S.p.A. also on behalf of UnipolSai Finance S.p.A., Pirelli & C. S.p.A. and International Acquisitions Holding S.à r.l. (company indirectly controlled by the fund Investindustrial VI L.P.), related to the submission of a full voluntary tender offer on the common shares of RCS MediaGroup through an Italian company in the process of being incorporated (“**tender offer**”).

First of all, Chairman Maurizio Costa, who holds the office of non-executive and independent director of Mediobanca S.p.A. one of the co-tenderers of the **tender offer**, noted that, in accordance with the internal procedures adopted by RCS MediaGroup, it was not appropriate for him to attend the meeting and future meetings held to discuss both the **tender offer** and **exchange offer** of Cairo Communication.

Director Stefano Simontacchi, for whom the same internal procedures apply, based on a Board resolution, in relation to the exchange tender offer from Cairo Communication, also noted that it was not appropriate for him to attend the board meetings during discussions on the **tender offer**.

The Board acknowledged these declarations, expressing its approval for the stand taken by Chairman Maurizio Costa and director Stefano Simontacchi.

The Board then entrusted the chair for the meeting to Teresa Cremisi and initially shared the following observations:

- the **tender offer** was not agreed upon nor previously disclosed to the Company;
- the **tender offer** entails a cash payment of EUR 0.70 per share which, calculating the averages of RCS MediaGroup’s share from 13 May 2016 (the last day the market was open before the announcement of the **tender offer** to the market), is at a three, six and twelve month premium;
- calculating the averages of the RCS MediaGroup’s share from 8 April 2016, the date when Cairo Communication announced its decision to submit a full voluntary exchange offer on the common shares of RCS MediaGroup (the “**exchange offer**”), the consideration of the **tender offer** is at a premium at three and six months and discount at twelve months;



- as stated in the press release last 13 April, the average of the Company's share prices before last 8 April was negatively affected by the announcement of the distribution of the FCA shareholding as well as the continuation of the negotiations in progress with the lending banks;
- the average of the values attributed by analysts who follow the Company had expressed a target price for RCS MediaGroup equal to EUR 0.81 on the aforesaid date of last 8 April.

The Board noted that the condition stated in point 6 ii, letter (b), of the press release related to the **tender offer** has the same contents as that stated in point 1.3, letter (b) (ii) of the press release related to the **exchange offer** of 8 April this month. Therefore, in this regard the Board refers to the remarks already made with the press releases of 13 April and which remain basically up-to-date including in relation to this condition of the **tender offer**.

The Board is maintaining its goal to create value for RCS MediaGroup in the best interests of all shareholders, not neglecting any strategic options

Lastly, the Board reported the existence of the requirements for application of the provisions under article 39-*bis* of the Issuers Regulations and, therefore, the independent directors will issue their opinion as required by the Regulation for both the **tender offer** and **exchange offer**.

The Company already has a team of advisors in place to assist it in evaluating both of the received offers and has appointed Prof. Roberto Tasca as independent expert in accordance with article 39 of the Issuers Regulation for both offers.

For additional information:

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