

Press release

RCS MediaGroup: Shareholders' Meeting

Ordinary Shareholders' Meeting:

- **Approval of the 2014 Financial Statements**
- **Appointment of the Board of Directors and of the Board of Statutory Auditors**
- **Approval of the authorisation to dispose of treasury shares**

Milan, 23 April 2015 – The Shareholders' Meeting of RCS MediaGroup chaired by Angelo Provasoli met today in Ordinary session and passed the following resolutions.

- **approval of the Financial Statements as at 31 December 2014**, which closed with a net loss of Euro 117,570,193.00, carried forward;
- **expression of favourable vote on Section I of the Remuneration Report** prepared by the Board of Directors particularly in accordance with Article 123-ter of Italian Legislative Decree no. 58/1998 and relative implementation provisions issued by Consob;
- **approval of the proposal of the Board of Directors regarding the disposal of treasury shares** subject to annulment of the previous authorisation. By virtue of what has been authorised and pursuant and consequent to Art. 2357-ter of the Italian Civil Code, the Board of Directors may dispose of all or part of the treasury shares in portfolio as of today's date, or those that should be purchased afterwards but within 18 months from the date of resolution, in particular with the following alternative methods: (i) by cash transactions at a value no lower than 10% of the reference price based on electronic equity market (MTA) organised and managed by Borsa Italiana S.p.A. in the stock exchange session prior to every single transaction through sale on the stock exchange, block trades, public offer, or (ii) by exchange transactions, exchange, contribution or another deed of disposal not in cash that falls within industrial projects or extraordinary financial transactions under economic terms of the transaction that will be determined, with the aid of independent experts, according to the type and characteristics of the transaction and also taking into account the market performance of the RCS MediaGroup shares;
- **appointment of the Board of Directors for the years 2015-2017**, composed of nine members: Maurizio Costa, Pietro Scott Jovane, Teresa Cremisi, Laura Cioli, Gerardo Braggiotti, Tom Mockridge - elected from the majority list presented by Mediobanca – Banca di Credito Finanziario S.p.A., also in the name and on behalf of Fiat Chrysler Automobiles N.V., DI.VI. Finanziaria di Diego della Valle & C. S.r.l., Pirelli & C. S.p.A., Intesa San Paolo S.p.A., which groups together 38.9% of the common shares; Stefano Simontacchi, elected from the list of candidates submitted by U.T. Communications S.p.A., which represents 4.616% of the common shares; Dario Frigerio and Paolo Colonna – elected from the list of candidates presented by Anima SGR S.p.A. manager of the funds Fondo Anima Geo Italia, Fondo Anima Italia and Fondo Anima Star Italia Alto Potenziale; Arca SGR S.p.A. manager of the fund Arca Azioni Italia; Eurizon Capital S.A. manager of the funds Eurizon EasyFund - Equity Italy LTE, Eurizon EasyFund - Equity Italy, Eurizon Investment SICAV - PB Equity EUR; Eurizon Capital SGR S.p.A manager of the funds Eurizon Azioni Italia and Eurizon Azioni PMI Italia; Kairos Partners SGR S.P.A. manager of the sub-fund Kairos International Sicav – Sub-Fund Section; Mediolanum Gestione Fondi SGR.p.A. manager of the funds Mediolanum



Flessibile Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited - Challenge Funds – Challenge Italian Equity; Pioneer Asset Management S.A. manager of the fund Pioneer Fund Italian Equity and Pioneer Investment Management SGR.p.A. manager of the fund Pioneer Italia Azionario Crescita, which represents 3.25% of the common shares.

All candidates, except Pietro Scott Jovane, declared they have the independence requirements pursuant to Article 148, paragraph 3 of Italian Legislative Decree no. 58/1998 and pursuant to the criteria contained in the Corporate Governance Code for Listed Companies adopted by the Company;

- **appointment of the Board of Statutory Auditors for the years 2015-2017**, composed of: Lorenzo Caprio (Chairman), Gabriella Chersicla and Enrico Maria Colombo (Standing Auditors), elected from the majority list presented by Mediobanca – Banca di Credito Finanziario S.p.A., also in the name and on behalf of the shareholders listed above, Renata Maria Ricotti (Alternate Auditor), elected from the list of candidates presented by the manager of the funds listed above, Ugo Rock and Barbara Negri (Alternate Auditors) elected from the majority list presented by Mediobanca – Banca di Credito Finanziario S.p.A., also in the name and on behalf of the shareholders listed above.

Please note that the above-mentioned lists of candidates, along with their *curricula*, can be consulted on the website of the Company www.rcsmediagroup.it (Governance/Shareholders' Meetings section).

The minutes of the Shareholders' Meeting will be made available to the public, within thirty days from today's date, at the company's registered office, Borsa Italiana S.p.A. and on the Company's website www.rcsmediagroup.it (Governance/Shareholders' Meetings section). A brief report of the shareholders' meeting votes will be made available on the same website in the aforesaid section, within five days of today's date in accordance with current laws.

For additional information:

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