



Press Release: Shareholders' Meeting

Ordinary Session

Approval of the Financial Statements at 31.12.2017

Appointment of the Board of Statutory Auditors

Appointment of the Auditing Company

Extraordinary Session

Share capital reduction

Milan, 26 April 2018 –RCS MediaGroup Shareholders' meeting, chaired by Urbano Cairo, met today in Ordinary and Extraordinary session and:

In Ordinary Session:

- **approved the statutory Financial Statements at 31.12.2017**, which present a **net profit of EUR 53,686,184.36** and the reduction of the previous years' losses carried forward from EUR 247,108,344.04 to EUR 63,807,006.27 by using: the already mentioned net profit, the share premium reserve of EUR 110,405,136.84, the merger reserve of EUR 130,389.61 and the legal reserve of EUR 19,079,626.96;
- **appointed the Board of Statutory Auditors for the years 2018-2020**, defining the related fees, composed of:
Enrico Maria Colombo (Chairman) elected from the minority list presented by Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l., owner of 2.775% of the share capital, Marco Moroni and Paola Tagliavini (Standing Auditors) elected from the majority list presented by Cairo Communication S.p.A., owner of 59.693% of the share capital, Piera Tula (Alternate Auditor) elected from the minority list presented by Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l., Guido Croci and Maria Pia Maspes (Alternate Auditors) elected from the majority list presented by Cairo Communication S.p.A.;
- **appointed the Auditing Company ,Deloitte S.p.A.** for the years 2018-2026 and defined the related fees;
- **expressed a favorable vote on section I of the Remuneration Report prepared by the Board of Directors** in accordance with Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998 and relative implementation provisions issued by Consob.

In Extraordinary Session:

- **approved to reduce the share capital to cover the carried-forward losses** resulting from the financial statements for the year ended December 31, 2017 (in the amount of EUR 63,807,006.27, which remains after the use of the realized profit in the financial year 2017 and reserves), from EUR 475,134,602.10 to EUR 411,327,595.83;
- **approved to further reduce the share capital** from EUR 411,327,595.83 to EUR 270,000,000.00, and therefore for an amount of EUR 141,327,595.83, allocated as follows: (i) for EUR 54,000,000.00 to establish the legal reserve pursuant to art. 2430 cod. civ.; and (ii) as to EUR 87,327,595.83 to establish a free reserve and without proceeding with any repayment of capital to the Shareholders.



RCS MediaGroup is one of the leading multimedia publishing groups active mainly in Italy and Spain in all publishing sectors, from newspapers to magazines, from TV to new media, as well as being one of the main players in the advertising collection market and organizing iconic and sport events of primary importance, such as Giro d'Italia.

The RCS Group publishes *Corriere della Sera*, *La Gazzetta dello Sport*, *El Mundo*, *Marca* and *Expansion* newspapers, as well as many magazines including mainly *Oggi*, *Amica*, *Io Donna*, *7* and *Telva*.

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