



Press Release
Shareholders' Meeting of RCS MediaGroup

Today, the Shareholders Meeting:

In the ordinary session:

- **Approved the financial statements at 31.12.2020 and the distribution of a dividend of € 0.03 per share**
- **approved the remuneration policy for 2021 contained in Section One of the Remuneration Report and expressed a favourable opinion on Section Two of the Remuneration Report**
- **Appointed the Board of Statutory Auditors**

In the extraordinary session:

- **Amend article 5 of the articles of association to introduce the increased voting right.**

Milano, 29 April 2021 - The Shareholders' Meeting of RCS MediaGroup S.p.A., chaired by Urbano Cairo, met today in ordinary and extraordinary session and adopted the following resolutions:

Approval of the financial statements at 31 December 2020

The Shareholders' Meeting approved the financial statements at 31 December 2020, and the distribution of a dividend of € 0.03 per share, inclusive of tax, with detachment of coupon no. 3 on 17 May 2021 and payable on 19 May 2021 (record date 18 May 2021).

Remuneration Policy

The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998, approved the Remuneration Policy for 2021 contained in Section One of the Remuneration Report, prepared in accordance with Article 123-ter of Legislative Decree no. 58/1998 and the related implementing provisions issued by CONSOB.

The Shareholders' Meeting, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998, also expressed a favourable opinion on Section Two of the Remuneration Report.

Appointment for 2021-2023 of the Board of Statutory Auditors

Today the Shareholders' Meeting:

- **appointed for 2021-2023, and therefore until the date of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2023, the Board of Statutory Auditors composed of:**

Enrico Maria Colombo (Chairman) elected from the minority list presented by Diego Della Valle & C. S.r.l., owner of 7.624% of the share capital; Marco Moroni and Maria Pia Maspes (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 Diego Della Valle & C. S.r.l., Emilio Fano e Maria Stefania Sala (Alternate Auditors) elected from the majority list presented by Cairo Communication S.p.A.

Introduction of the increased voting rights

The Shareholders' meeting, in the extraordinary session, resolved to amend article 5 of the articles of association to introduce the mechanism of the increased voting right pursuant to article 127-quinquies of Legislative Decree no. 58/98.



In particular, the mechanism of the increased voting right will permit the attribution of two voting rights for each RCS MediaGroup ordinary share which have been held by the same shareholder for a continuative period of at least 24 months, from the registration in a specific special list, that will be instituted and held by the Company at its registered office.

The procedure to request the registration in the special list and all other information related to the mechanism of the increased voting right will be available on the Company's website.

Participation in the Shareholders' Meeting through the Appointed Representative, answers to questions received from shareholders and documentation relating to the Meeting

Pursuant to Article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, as subsequently extended, on measures to strengthen the NHS and on economic aid to households, workers and businesses related to the COVID-19 health emergency, the Shareholders' Meeting was held remotely and the shareholders took part exclusively through Spafid S.p.A., the representative appointed by the Company pursuant to Article 135-undecies of the Legislative Decree no. 58/1998.

The answers to the questions submitted by the shareholders by the deadline of 20 April 2021 are available from 27 April 2021 on the Company's website www.rcsmediagroup.it (*Governance/Assemblee dei Soci/2021* section).

The minutes of the Shareholders' Meeting will be made publicly available within thirty days from today at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.rcsmediagroup.it (*Governance/Assemblee dei Soci* section). Within five days from today, a summary report of the Meeting's votes will be made available in the above section of the website in accordance with current legislation.

RCS MediaGroup is one of the leading multimedia publishing groups, operating primarily in Italy and Spain across all publishing areas, from newspapers to magazines and books, from TV to new media and training, as well as being one of the top players on the advertising sales market, organizing iconic events and renowned sporting formats such as the Giro d'Italia. The RCS Group publishes the daily newspapers *Corriere della Sera*, *La Gazzetta dello Sport*, *El Mundo*, *Marca* and *Expansion*, as well as numerous magazines, the most popular including *Oggi*, *Amica*, *Io Donna*, *7* and *Telva*.

For further information:

RCS MediaGroup - Investor Relations

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