



## RCS MediaGroup Press Release: Shareholders' Meeting

### Approval of 2016 Financial Statements Supplementation of the Board of Statutory Auditors Approval of authorisation to dispose of treasury shares

Milan, 27 April 2017 - The ordinary Shareholders' Meeting of the RCS MediaGroup S.p.A. met today chaired by Urbano Cairo and with a large majority:

- **approved the Financial Statements at 31 December 2016;**
- **supplemented the Board of Statutory Auditors** with the appointment of Alternate Auditors of the Company, Mr. Guido Croci and Ms. Paola Tagliavini, proposed by the shareholder Cairo Communication S.p.A.
- **expressed a favourable 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;
- **approved the proposal of the Board of Directors concerning the disposal of treasury shares** subject to revocation of the previous authorisation for the part not yet executed. Based on what is authorised, the Board of Directors, and for it the Chairman and Chief Executive Officer, pursuant to article 2357-ter of the Italian Civil Code, may sell all or part, in one or more times, of the treasury shares already in the portfolio on today's date, without time limits, specifically with the following alternative procedures: (i) through cash transactions, with a value not less than 10% compared to the reference price quoted on the Electronic Stock Market (Mercato Telematico Azionario) organised and managed by Borsa Italiana S.p.A. on the trading day prior to each single transaction by sale on the market, in tranches, public offering, or (ii) swap, trade, transfer or other type of conveyance not for cash consideration within the context of industrial projects, company reorganisation operations or other extraordinary financial transactions at the economic terms of the transaction which will be determined, with the assistance of independent experts, based on the nature and characteristics of the transaction, including taking into account the market performance of RCS MediaGroup shares.

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*It should be noted that the documentation submitted by the shareholder Cairo Communication S.p.A. as per article 20 of the articles of association, including, inter alia, statements made by Mr. Guido Croci and Ms. Paola Tagliavini to accept their candidacy, the lack of grounds for ineligibility or incompatibility and fulfilment of the requirements to hold the office of member of the Board of Statutory Auditors, including independence requirements set out by law (and the Self Governance Code of listed companies adopted by Borsa Italiana S.p.A. and in turn by the Company) as well as the curriculum vitae of the candidates together with the list of corporate directorships and statutory auditing positions held by the same - are available to the public at the Company's headquarters in Milan, Via Angelo Rizzoli 8, as well as on the Company's website at the address [www.rcsmediagroup.it](http://www.rcsmediagroup.it) ((Governance/Shareholders Meetings/2017 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 headquarters, Borsa Italiana S.p.A. and on the Company's website [www.rcsmediagroup.it](http://www.rcsmediagroup.it) (Governance/Shareholders' Meeting 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.*

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For additional information:

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