

## **PRESS RELEASE**

### **BOARD OF DIRECTORS TO ASK THE AGM TO RENEW SHARE BUY BACK AUTHORISATION UP TO 10% OF THE SHARE CAPITAL**

Segrate, 29 February 2012 - The Board of Directors of Arnoldo Mondadori Editore S.p.A. will ask the forthcoming Annual General Meeting of the Shareholders to renew authorisation to effect share buy backs, following the expiry of the previous authorisation deliberated by the AGM of 21 April 2011.

The Annual General Meeting of the Shareholders, scheduled for 19 April 2012 (or 20 April on an eventual second calling), will also be asked to authorise the use of shares involved in such buy back operations or already in the company's portfolio, as per art. 2357 *ter* of the Civil Code.

The highlights of the Board of Directors' proposal are as follows.

#### **• Underlying motivation**

The underlying reason for the request for authorisation to effect buy backs and make use of company shares is that it will allow the Board of Directors to:

- use company shares, either bought or in the portfolio, for the exercise of rights, also conversion rights, deriving from financial instruments issued by the company, its subsidiaries or third parties;
- use company shares, either bought or in the portfolio, as part or whole payment in any eventual acquisitions or equity investments that fall within the company's stated investment policy;
- take advantage, where and when considered strategic for the company, of investment opportunities, also in relation to available liquidity;
- use company shares for the exercise of options for the purchase of shares assigned to participants in the stock option plans put in place by the Shareholders.

#### **• Duration**

The validity will extend to the approval of the Annual Report for the financial year 2012 and, in any case, for not more than 18 months from the date of the resolution.

#### **• Cap on the number of shares that may be bought**

The proposed new authorisation relates to acquisition of a maximum of a further 12,322,917 shares. Taking account of the shares already held in the portfolio by both the company and its subsidiaries, the authorised buy backs make it possible to arrive at 10% of the company's share capital.

In particular, given that 10% of the company's share capital corresponds to 24,645,834 shares and that the company currently holds, either directly or indirectly through the subsidiary Mondadori International S.p.A., a total of 12,322,917 of its own shares, corresponding to 5% of the share capital, the new authorisation would give the Board the faculty to buy back a further 5% of the share capital.

#### **• Method of acquisition and the price range**

Buy backs would be effected on regulated markets as per art. 132 of the legislative decree of 24 February 1998 n. 58 and art. 144 bis, para. 1, B of Consob regulation 11971/99 according to operating procedures established by the regulations for the organisation and management of the markets themselves, which, does not permit the direct combination of offers to buy with predetermined offers to sell.

Consequently, the corresponding minimum and maximum price of sale will be determined at the same conditions that applied to previous authorisations agreed by the Shareholders, i.e. at a unit price not less than the official market price on the day prior to any operation, less 20%, and not more than the official market price on the day prior to any operation, plus 10%. In terms of price and daily volumes, acquisition operations will in any case be conducted in line with the norms foreseen by the EU regulation 2273/2003.

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