

Arnoldo Mondadori Editore SpA
Registered Office: Milan, Via Bianca di Savoia 12
Milan Company Register and Tax Registration Number 07012130584
Share capital €64,079,168.40 fully paid up

Ordinary Shareholders' General Meeting of 19/20 April 2012
Report of the Board of Directors

Authorisation for the purchase and allocation of treasury stock, as per articles 2357 and 2357 ter of the Civil Code.

Shareholders,

The Shareholders' General Meeting of 21 April 2011 authorised, pursuant to Art. 2357 of the civil code and with effect from the approval of the financial statements at 31 December 2011, the purchase of a maximum of 16,546,887 treasury shares.

Taking account of the total number of 22,367,587 shares already held, both directly and indirectly by the company on the date of the resolution and the effect of the cancellation of 12,971,492 shares held in the treasury stock, approved in an extraordinary session of the same AGM of 21 April 2011 and implemented, within the terms established by Art. 2445 of the civil code, from 2 August 2011, the Shareholders' authorisation enabled the company to reach a maximum holding of 10.52% of the current share capital.

The purchase price was established at not less than the official stock exchange price on the day before the purchase operation, decreased by 20%, and not more than the official stock exchange price on the day before the purchase operation, increased by 10%, taking into account the conditions referred to in article 5 of EC Regulations 2273/2003 concerning the terms of price and daily volume for such purchases.

The Shareholders' Meeting of 21 April 2011 also authorised the Board of Directors to dispose of the company shares purchased or already in the portfolio on the basis of a price or unit value for the shares in question of not less than 80% of the reference price of the shares in the stock exchange trading period preceding each single operation.

Following the resolution 21 April 2011 Arnoldo Mondadori Editore S.p.A. acquired on the market a total of 2,926,822 its shares, corresponding to 1.18% of the share capital.

As a result of such operations, on the date of the present report, the total number of treasury shares held, both directly and indirectly, is currently 12,322,917 which corresponds to 5% of the share capi-

tal, of which 7,805,431 are held directly in the portfolio of Arnoldo Mondadori Editore S.p.A. and 4,517,486 by the subsidiary Mondadori International S.p.A.

Taking into account the expiry of the previous authorisation granted by the Shareholders' Meeting of 21 April 2011 and in order to ensure that the Board of Directors has the power to exploit any investment opportunities that may arise or to carry out operations involving treasury stock, we propose to renew, until the financial statements at 31 December 2012 are approved and in any case for a period of no more than 18 months after the date of the shareholders' resolution, the authorisation for the Board of Directors to purchase treasury stock and to dispose of the treasury stock purchased, in the following way:

1. Reasons for requesting authorisation to purchase and dispose of treasury stock.

In line with previous authorisations, the reasons for requesting authorisation to purchase and dispose of treasury stock are to enable the Board of Directors to:

- utilise the treasury stock purchased or already held in the company portfolio to pay for the purchase of shares as part of company investment policies;
- utilise treasury stock purchased or already held in the company portfolio in order to deal with the exercising of rights, including conversion rights, deriving from financial instruments issued by the company, subsidiaries or third parties;
- exploit any investment opportunities that may occur, including operations connected to the available liquidity, when they are held to be of strategic importance;
- dispose of treasury stock in order to deal with exercising options for the purchase of shares allocated to beneficiaries of the Stock Option Plan approved by Shareholders' Meeting. With regard to the rules governing the application of the Stock Option Plans, reference is made to the documents published, pursuant to Art. 84 bis of Consob Regulation N° 11971/1999, available from the corporate web site www.mondadori.it.

2. Maximum number, category and par value of shares covered by the authorisation.

The authorisation refers to the purchase of a maximum of a further 12,322,917 ordinary shares with a par value of €0.26 each.

The maximum number of shares that can be purchased would make it possible to reach - taking into account the total of 12,322,917 shares already in the portfolio (of which 7,805,431 are held directly and 4,517,486 by the subsidiary Mondadori International S.p.A.) - 10% of the share capital, or 24,645,834 ordinary shares.

3. All useful information necessary for a complete evaluation in accordance with article 2357, paragraph 3 of the Civil Code.

With regard to the information contained in point 2 above, the maximum number of shares that can be purchased on the basis of the shareholders' meeting proposed authorisation is limited to 10% of the current share capital, taking into account the shares already held in the company portfolio and the shares held by the subsidiary Arnoldo Mondadori Editore S.p.A.

Consequently the total does not exceed a fifth of the total share capital, in conformity with article 2357, paragraph 3 of the Civil Code, which was reformulated by the Legislative Decree of 10 February 2009 and converted into law n. 33 of 9 April 2009.

4. Duration of authorisation.

Authorisation for purchasing treasury shares is requested to last until the approval of the financial statements at 31 December 2012 and in any case for a period of not more than 18 months after the date of the relative resolution passed by the ordinary Shareholders' Meeting, while authorisation for the disposal of treasury shares is for an unlimited period.

5. Maximum and minimum prices.

The maximum and minimum purchase prices is determined on the basis of the same objective criteria applied for the previous authorisation, which means for a unit price not less than the official stock exchange price on the day before the purchase operation, decreased by 20%, and not more than the official stock exchange price on the day before the purchase operation, increased by 10%.

In any case, with regard to prices, further conditions will be applied as outlined in Art. 5 of EC Regulation 2273/2003 and described in para. 6 below.

With regard to article 2357, paragraph 1 of the Civil code, purchases must in any case be made in conformity with the limits of the "share premium" reserve included in the last financial statements approved.

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6. Method of making purchases.

Purchases must be made, in accordance with article 144 bis, paragraph 1, letter b), of Consob Regulation 11971/1999, on markets that adhere to the operational and organisational regulations drawn up by the markets themselves, which do not allow the direct linking of purchase negotiations with predetermined sales negotiations, and also in accordance with all applicable laws.

Purchases must be made in conformity with the conditions contained in EC Regulation 2273/2003 concerning purchase prices and daily volumes, in particular:

- shares may not be purchased at a price greater than the higher price between that of the most recent independent operation and the currently highest independent offer on the market;
- in terms of volume, the daily number of share that may be purchased must not exceed 25% of the average daily volume of Mondadori shares traded in the 2 days of trading prior to the date of purchase.

The disposal procedure for the treasury shares purchased can take place either through alienation of the shares on regulated markets or through other means provided for in the applicable regulations, or as the counterpart for the purchase of investments as part of the company's investment policy, on condition that the price or unit value attributed to the shares in question must not amount to less than 80% of the reference price of the shares in the stock exchange trading period preceding each single operation.

Authorisation is also requested for the disposal of treasury shares for the purposes of exercising rights, including conversion rights, deriving from financial instruments issued by the company or by third parties at a price corresponding to the relative exercise price or conversion price.

As for the method of disposing of treasury shares in order to deal with exercising options assigned to the beneficiaries of the Stock Option Plan, the price corresponds to the relative price when the options are exercised.

Proposal for resolution:

Shareholders,

If you agree with our proposal we invite you to adopt the following resolutions:

“The ordinary Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A.,
having seen the report of the Board of Directors, hereby resolves:

1. to authorise, in accordance with article 2357 of the Civil Code, the purchase in one or more operations, at an amount per unit not less than the official stock exchange price on the day before the purchase operation, decreased by 20%, and not more than the official stock exchange price on the day before the purchase operation, increased by 10%, of a maximum of a further – in addition to the

12,322,917 shares already held either directly or indirectly by the company - 12,322,917 ordinary shares with a par value of €0.26. The definition of the volume and unit purchase price must in any case conform to the regulations contained in article 5 of the CE Regulation 2273/2003.

The present authorisation will last until the approval of the financial statements at 31 December 2012 and in any case for a period of not more than 18 months after the date of the present resolution;

2. to mandate the Board of Directors, and on its behalf the Chairman and Chief Executive, separately and also by means of a proxy, to purchase shares at the conditions referred to above, over a period of time that is best for the interests of the company, in conformity with the methods allowed by current legislation and, as per article 144 bis, paragraph 1, letter b) of the Consob Regulation 11971/1999, on markets that adhere to the operational and organisational regulations drawn up by the markets themselves, which do not allow the direct linking of purchase negotiations with predetermined sales negotiations;

3. to set up the reserve referred to in article 2357 ter, last paragraph of the Civil Code as part of the share premium reserve for an amount corresponding to the purchases made;

4. to authorise the Board of Directors, and on its behalf the Chairman and Chief Executive, separately and also by means of a proxy, in accordance with article 2357 ter of the Civil Code, to dispose of, at any time, in all or in part, at one or more different times, including before the purchases have been exhausted, the treasury shares purchased on the basis of the present resolution or those already held in the company portfolio, either through alienation of the shares on regulated markets or through other means provided for in the applicable regulations, or as the counterpart for the purchase of investments as part of the company's investment policy, or for the purposes of exercising rights, including conversion rights, linked to financial instruments issued by the company or by third parties, attributing to the directors the power to establish as and when necessary, in respect of the law and relevant regulations, the terms, method and conditions that they deem to be the most appropriate. The price or unit value attributed to the shares in question must not amount to less than 80% of the reference price of the shares in the stock exchange trading period preceding each single operation, or relative to the disposal procedure for the purposes of exercising rights, including conversion rights, deriving from financial instruments issued by the company or by third parties, the price must correspond to the relative exercise price or conversion price. The authorisation referred to in the present point is granted for an unlimited period of time;

5. to authorise the Board of Directors, and on its behalf the Chairman and Chief Executive, separately and also by means of a proxy in accordance with article 2357 ter of the Civil Code, to dispose of, at any time, in all or in part, at one or more different times, including before the purchases have been exhausted, the treasury shares purchased on the basis of the present resolution or those already held in the company portfolio, in order to deal with the exercising of options for the purchase of the shares assigned or still to be assigned to the beneficiaries of the Stock Option Plan approved by Shareholders' Meeting, at a price corresponding to the relative exercise price of the options established with the method referred to in the relative regulations.

The authorisation referred to in the present point is granted for an unlimited period of time.

9 March 2012

Arnoldo Mondadori Editore SpA
On behalf of the Board of Directors

Chairman
(Marina Berlusconi)

A handwritten signature in black ink, appearing to read 'Marina Berlusconi', written in a cursive style.

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Ordinary Shareholders' General Meeting of 19/20 April 2012
Report of the Board of Directors

Appointment of the Board of Directors.

- **Determination of number of members.**
- **Determination of the period of mandate.**
- **Determination of directors' remuneration.**
- **Appointment of the members of the Board of Directors.**

Shareholders,

The Annual General Meeting called to approve the Company's Annual Report for the year to 31 December 2011 coincides with the expiry of the mandate of the Board of Directors, appointed by the AGM of 29 April 2009 per for the period 2009/2010/2011.

Shareholders are consequently required, following the determination, as established by the Articles of Association, of the number of members and the period of mandate, to appoint a Board of Directors pursuant to the terms laid out in Art. 17 of the Articles of Association, bearing in mind that the appointment of directors is made by means of voting lists.

In particular it should be noted that the company is governed by a Board of Directors composed of between seven and fifteen members, who must be in possession of the requisites laid down in the primary and secondary legislation in force from time to time. They may be re-elected.

Pursuant to Art. 147 ter, para 4, of Legislative Decree n. 58/1998, at least one member of the board of directors, or at least two if the board is composed of more than seven members, must satisfy the requirements of independence as outlined in the above mentioned Art. 147 ter, para 4, of Legislative Decree n. 58/1998.

As per the terms of the Articles of Association, the chairmanship of the Board of Directors will go to the director at the head of the majority list (as outlined below).

The Shareholders are also called upon to determine the remuneration of directors. Shareholders are reminded that a resolution has previously fixed the gross annual compensation of the current Board of Directors at €15,000 for the chairman and €10,000 for each of the other directors.

METHODS, TERMS AND REQUISITES FRO THE PRESENTATION OF LISTS

Shareholders are called to deliberate on the lists deposited at the Company's registered office, subject to the terms and conditions specified in the Articles of Association, within 25 calendar days prior to the date of the meeting at first calling. The lists may be filed, also using the means of communication specified in the calling, by shareholders who, singly or together with other shareholders, who combined, on the date of filing of the list, represent at least the percentage of the share capital established by Consob pursuant to Article. 144-septies, paragraph 1, of the Issuers Regulations.

Consob resolution n°. 18083 of 25 January 2012, states that he percentage applicable to Arnoldo Mondadori Editore SpA is set at 2.5% of the share capital.

Each shareholder may not submit or vote for more than one list.

Each list must contain a number of candidates of not more than fifteen, each of which combined with a sequential number. Candidates may only be present on a single list.

Each list containing a number of candidates of not more than seven must include and identify at least one candidate with the requirements of Legislative Decree 58/1998, mentioned above, for independent directors of listed companies, each list that contains more than seven candidates must include and identify at least two candidates with the above requisites.

Lists must also be filed together with:

- information on the identity of the shareholders who have submitted the list, with the percentage of the relative equity held;
- a declaration from the shareholders presenting lists other than those that possess, even jointly, a controlling shareholding or a relative majority shareholding, stating the absence or the presence of any relations with the latter, as required in Article 144 quinquies, paragraph 1, of the Issuer Regulations;
- full information regarding the personal and professional characteristics of the candidates and declarations from the candidates themselves to the effect that they are in pos-

session of the statutory requirements, that they agree to their candidature; they should also state whether they satisfy the independence requirements laid down in Article 148, paragraph 3, of Legislative Decree 58/1998.

NOTIFICATION OF PROPOSED NOMINATIONS

At least 21 days before the date of the meeting, called for the 19 April 2012 (or 20 April on second calling), the Company must make available to the public at the registered office, on the corporate web site www.mondadori.it and in line with other procedures specified by the applicable regulations, the lists submitted by shareholders.

VOTING PROCEDURE

Pursuant to art. 17 of the Articles of Association, the election of directors will follow the procedures outlined in brief below and in full compliance with the terms of Article. 17 of the Articles of Association regarding appointments:

- the votes obtained by the lists are divided by whole progressive numbers from one to the number of Directors to be elected.

The quotients thus obtained are attributed to the candidates in each list, according to the ranking set out therein. Then the quotients allocated to the candidates in the various lists are arranged in a single diminishing ranking. Those who have obtained the highest quotients are elected until the number of Directors established by the Shareholders' has been reached; nevertheless, the candidate in the first place in the list that has obtained the second highest number of votes must in any event be elected as a Director, provided he is not related in any way, even indirectly, to the shareholders that presented the list that obtained the highest number of votes.

- Therefore, if this candidate has not reached the quotient necessary for election, the candidate that obtained the lowest quotient from the list that obtained the highest number of votes will not be elected, and the Board will be completed by the appointment of the first-placed candidate of the list that obtained the second highest number of votes.

In the subdivision of members to be elected account is not taken of the lists that have not reached a percentage of votes at least equal to one half, or 1.25%, of that required for the submission of lists.

The candidate in the first place in the list with the highest number of votes is given the position of Chairman of the Board of Directors.

- if only one list is submitted, the Shareholders will vote on it and, and should the majority required by Articles 2368 and following of the Civil Code be obtained, the candidates listed in numerical order, up to of the number established by the Shareholders are elected as directors. The candidate in the first place in the list with the highest number of votes is given the position of Chairman of the Board of Directors.

- in the absence of lists, and if by means of the voting lists mechanism the number of candidates elected is fewer than the number established by the Shareholders, the Board of Directors is, appointed or supplemented respectively, by the Shareholders with legally designated majorities.

NOTIFICATION OF THE ELECTION OF DIRECTORS

The company will promptly inform the public, by means of a press release issued pursuant to art. 144-novies of the Consob Issuers Regulations, of the appointment of the Board of Directors, stating:

- the list from which each member was elected, specifying whether the list was presented or voted by a majority or a minority;
- the directors in possession of the independence requirements established by Art. 148, paragraph 3, of Legislative Decree 58/1998;
- the results of the assessments made on the basis of information supplied by interested parties or available to the company on the possession by one or more members of the Board of the requisites of independence established in the aforementioned Article. 148, paragraph 3, of Legislative Decree 58/1998 as well as the requirements of independence related to the provisions of the Code of Conduct of Borsa Italiana SpA.

In consequence, Shareholders are invited to vote on the following resolutions:

- to determine the number of members of the Board of Directors to be determined in accordance with the Articles of Association, i.e. a minimum of seven and a maximum of fifteen;
- to establish the mandate of the Board of Directors within the limit of three financial years, pursuant to Art. 2383 of the Civil Code;
- to determine the remuneration of the Board of Directors;
- to vote on the appointment of the Board of Directors in the manner outlined above.



With regard to the above, and with particular reference to any links between the lists, Shareholders are invited to take into account the recommendations contained in the Consob communiqué DEM/9017893 of 26 February 2009.

9 March 2012

Arnoldo Mondadori Editore SpA
on behalf of the Board of Directors
The Chairman

Marina Berlusconi

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Ordinary Shareholders' General Meeting of 19/20 April 2012
Report of the Board of Directors

Appointment of the Board of Statutory Auditors for the period 2012/2013/2014.

- **Determination of remuneration.**
- **Appointment of the members of the Board of Statutory Auditors.**

Shareholders,

The Annual General Meeting called to approve the Company's Annual Report for the year to 31 December 2011 coincides with the expiry of the mandate of the Board of Statutory Auditors, appointed by the AGM of 29 April 2009 per for the three-year period 2009/2010/2011.

Shareholders are consequently required to appoint a Board of Statutory Auditors pursuant to the terms laid out in Art. 27 of the Articles of Association, bearing in mind that the appointment of Statutory Auditors is made by means of voting lists.

It should be noted that, as per the Articles of Association, the Board of Statutory Auditors is made up of three standing statutory auditors and two substitute auditors, who must be in possession of the requisites laid down by the law and the current terms of the Articles of Association; in particular pursuant to the aforementioned Art. 27 All Statutory Auditors must be included in the register of professional auditors and must have carried out legal audits for a period of at least three years.

Individuals who already hold administrative or management positions over and above the limits established by current legislation cannot be elected statutory auditors.

The Chairman of the Board of Statutory Auditors is the first candidate in the section of candidates for the position of standing statutory auditor on the second list that obtained the most number of votes (as outlined below).

The Board of Statutory Auditors, as foreseen by the law, will remain in office for a period of three years and therefore until the Annual General Meeting called to approve the Annual Report for the year ending 31 December 2014.

The Shareholders are also called upon to determine the remuneration of statutory auditors. Shareholders are reminded that a resolution has previously fixed the gross annual compensation of the current Board of Statutory Auditors at €60,000 for the chairman and €40,000 for each of the other standing auditors.

METHODS, TERMS AND REQUISITES FRO THE PRESENTATION OF LISTS

Shareholders are called to deliberate on the lists deposited at the Company's registered office, subject to the terms and conditions specified in the Articles of Association, within 25 calendar days prior to the date of the meeting at first calling. The lists may be filed, also using the means of communication specified in the calling, by shareholders who, singly or together with other shareholders, who combined, on the date of filing of the list, represent at least the percentage of the share capital established by Consob pursuant to Article. 144-septies, paragraph 1, of the Issuers Regulations. Consob resolution n°. 18083 of 25 January 2012, states that he percentage applicable to Arnoldo Mondadori Editore SpA is set at 2.5% of the share capital. Each shareholder may not submit or vote for more than one list.

In the case where, within the terms outlined above, only one list is filed, or only lists presented by shareholders' agreements, the deadline for submission of the lists will be extended by three calendar days and the proportion for the presentation of lists will be reduced to 1.25%.

Each list must contain a number of candidates of not more than the number of standing and substitute members to be elected, each of which combined with a sequential number.

Lists must also be filed together with:

- information on the identity of the shareholders who have submitted the list, with the percentage of the relative equity held;

- a declaration from the shareholders presenting lists other than those that possess, even jointly, a controlling shareholding or a relative majority shareholding, stating the absence or the presence of any relations with the latter, as required in Article 144 quinquies, paragraph 1, of the Issuer Regulations;
- full information regarding the personal and professional characteristics of the candidates (with an indication of directorships and/or executive positions held in other companies in compliance with the provisions of Art. 2400 of the Civil Code) as well as statements by candidates verifying that they satisfy the requirements of both current legislation and the company's Articles of Association along with their acceptance of the nomination.

NOTIFICATION OF PROPOSED NOMINATIONS

The company will give public notice, in compliance with the terms and procedures specified by current regulatory requirements, of the lists of candidates submitted by shareholders.

In the event, as outlined above, in which within 25 days prior to the Shareholders' Meeting, only one list is filed, or only lists presented by shareholders' agreements, the company will issue a statement indicating an extension of the period for the submission of lists and a reduction to half the proportion of presentation.

VOTING PROCEDURE

Pursuant to Art. 27 of the Articles of Association, the election of statutory auditors will follow the procedures outlined below:

- a) two standing statutory auditors and one substitute statutory auditor are chosen, in the same numerical order in which they appear on the list, from the list that obtains the highest number of votes expressed by the shareholders;
- b) one standing statutory auditor and one substitute auditor are chosen, in the same numerical order in which they appear on the list, from the list of candidates that obtains the second highest number of votes on condition that they are not linked either directly or indirectly with the shareholders who presented or voted for the list that obtained the highest number of votes.

The Chairman of the Board of Statutory Auditors is the first candidate in the section of candidates for the position of standing statutory auditor on the second list that obtained the most number of votes.

If only one list is presented, the shareholders' meeting votes on the names contained on that list. If the list obtains the majority as per Article 2368 of the Civil Code, the first three candidates indicated in progressive order in the relative section are elected standing statutory auditors and the first two candidates indicated in progressive order in the relative section are elected substitute statutory auditors, while the position of Chairman of the Board of Statutory Auditors is allocated to the first-named person in the section of the list reserved for candidates for the position of standing statutory auditors.

If no lists are presented or if when the lists are voted on the number of candidates elected is lower than the number established by the present statute, the Board of Statutory Auditors is nominated or integrated by the Shareholders' Meeting on the basis of a legal majority.

NOTIFICATION OF THE ELECTION OF STATUTORY AUDITORS

The company will promptly inform the public, by means of a press release issued pursuant to art. 144-novies of the Consob Issuers Regulations, of the appointment of the Board of Statutory Auditors, stating:

- the list from which each member was elected, specifying whether the list was presented or voted by a majority or a minority;
- the results of the assessments made on the basis of information supplied by interested parties or available to the company on the possession by one or more members of the Board of Statutory Auditors of the requisites of independence established in the aforementioned Article. 148, paragraph 3, of Legislative Decree 58/1998;



In consequence, Shareholders are invited to vote on the following resolutions:

- to determine the remuneration of the Board of Statutory Auditors;
- to vote on the appointment of the Board of Statutory Auditors in the manner outlined above.

With regard to the above, and with particular reference to any links between the lists, Shareholders are invited to take into account the recommendations contained in the Consob communiqué DEM/9017893 of 26 February 2009.

9 March 2012

Arnoldo Mondadori Editore SpA
on behalf of the Board of Directors
The Chairman

Marina Berlusconi