

PRESS RELEASE

AGM APPROVES 2011 ANNUAL REPORT

- **APPOINTMENT OF NEW BOARD OF DIRECTORS:
MARINA BERLUSCONI CHAIRMAN
MAURIZIO COSTA DEPUTY CHAIRMAN AND CHIEF EXECUTIVE**
- **BOARD OF STATUTORY AUDITORS CONFIRMED**
- **RENEWED AUTHORISATION TO BUY BACK AND UTILISE OWN SHARES**

Segrate, 19 April 2012 - The Annual General Meeting of the Shareholders of Arnoldo Mondadori Editore S.p.A., which met today under the Chairmanship of Marina Berlusconi, approved the company's Annual Report for the year ended 31 December 2011 and deliberated, in line with a proposal resolved by the board of directors on 19 March, to attribute to the extraordinary reserve the company's entire net profit for the year to 31 December 2011, which amounted to €55,342,667.63.

Given the current economic scenario, and despite a net profit for 2011 higher than that for 2010, the decision not to distribute a dividend for 2011 is aimed at reinforcing the company's assets and financial structure.

In his report to the shareholders, the deputy chairman and chief executive Maurizio Costa outlined the highlights of the group's performance during 2011, already announced on 19 March.

The Shareholders also passed resolution on the following:

APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders appointed the members of the Board of Directors: Marina Berlusconi (Chairman), Maurizio Costa, Pier Silvio Berlusconi, Carlo Maria Vismara, Pasquale Cannatelli, Bruno Ermolli, Roberto Poli, Roberto Briglia, Martina Forneron Mondadori, Marco Spadacini, Angelo Renoldi, Carlo Sangalli, Cristina Rossello and Mario Resca.

The entire Board of Directors was elected on the basis of a single list presented to the Shareholders by the majority shareholder Fininvest S.p.A.

The Board will serve for three years until the AGM to approve the Annual Report for the year to 31 December 2014.

Within the Board of Directors appointed by the Shareholders the directors Martina Mondadori, Angelo Renoldi, Mario Resca, Cristina Rossello, Carlo Sangalli and Marco Spadacini also meet the requirements of independence, foreseen by art. 148, paragraph 3, of Legislative Decree 58/1998.

After the Shareholders' Meeting, the Board of Directors met and also determined that the aforementioned directors were also compliant with independence requirements foreseen by the Code of Conduct for listed companies.

The Board of Directors confirmed Maurizio Costa as Deputy Chairman and Chief Executive, attributing to him all the relative powers for the management of the company.

The Board also appointed the members of:

- Control and Risks Committee: Angelo Renoldi (Chairman), Marco Spadacini and Mario Resca;
- Remuneration and Appointments Committee: Marco Spadacini (Chairman), Bruno Ermolli and Carlo Sangalli.

Carlo Maria Vismara was also confirmed in the role of manager responsible for preparing the financial reports.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS AND ITS CHAIRMAN

The Board of Statutory Auditors, appointed by the Shareholders for the years 2012-2014, is made up by: Ferdinando Superti Furga (Chairman), Francesco Antonio Giampaolo and Franco Carlo Papa (standing auditors), Ezio Maria Simonelli and Francesco Vittadini (substitute auditors).

The entire Board of Statutory Auditors was appointed on the basis of a single list presented to the Shareholders by majority shareholder Fininvest S.p.A.

RENEWAL OF AUTHORISATION FOR THE BUY-BACK AND UTILISATION OF COMPANY SHARES

Following the expiry of the term fixed for the authorisation issued at the Annual General Meeting of 21 April 2011, the shareholders renewed authorisation to effect share buy-backs, up to a limit of 10% of the share capital. The shareholders also authorised, as per Art. 2357 of the Civil Code, the use of shares involved in such buy back operations or already in the company's portfolio.

It should be noted that, with regard to the previous authorisation, the company bought from the market a total of 4,159,114 shares, corresponding to 1.68% of the share capital, at a total cost of €7,135,831.86.

By taking account of the shares previously in the portfolio, the total number of shares comprising treasury stock is now 13,555,209 (5.50% of the share capital), of which 9,037,723 are held directly in the Arnoldo Mondadori Editore S.p.A. portfolio and 4,517,486 are held by the subsidiary Mondadori International S.p.A.

In line with the provisions of art. 144 *bis* of Consob regulation 11971/1999, what follows is an outline of the buy-back programme authorised by the Shareholders:

1. Underlying motivation

- to use company shares, either bought or in the portfolio, for the exercise of rights, including conversion rights, deriving from financial instruments issued by the company, its subsidiaries or third parties;
- to 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;
- to take advantage, where and when considered strategic for the company, of investment opportunities, also in relation to available liquidity;
- to 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.

2. Cap on the number of shares that may be bought

The authorisation refers to a limit of 10% of the share capital, or 24,645,834 shares. Given, as indicated above, that the company currently holds, directly or indirectly, a total of 13,555,209 shares, the new authorisation consequently foresees the possible acquisition of an additional 11,090,625 ordinary shares, or 4.50% of the share capital.

3. Method of acquisition and price range

Buy backs would be effected on regulated markets as per art. 132 of Legislative Decree n. 58 of 24 February 1998 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.

The corresponding minimum and maximum price of sale will therefore 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 2273/2005, in particular:

- the company will not buy shares at a price greater than the highest price of the last independent operation and the price of the highest current independent offer on the regulated market where the acquisition is made
- in terms of daily volumes, the company will not purchase a quantity greater than 25% of the average daily volume of Mondadori shares traded on the regulated market and calculated on the basis of the average daily volume of trading of Mondadori shares in the 20 trading days prior to the dates of purchase.

Any operations that are effected will be communicated to the market as per the terms of art. 87 *bis* of Consob Regulation 11971/1999.

4. Duration

The authorisation for the buy-back and utilisation of own shares will remain valid until the AGM for the approval of the Annual Report for the year to 31 December 2012, and in any case, for a period of not more than 18 months from the date of the Shareholders' resolution.

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