



**ARNOLDO MONDADORI EDITORE S.P.A.**

**Head Office - Via Bianca di Savoia 12, Milan**

**Share capital € 64,079,168.40**

**Registered in Milan N° 07012130584 – VAT N° 08386600152**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting (AGM or the meeting) of Arnoldo Mondadori Editore SpA (the company) will be held at the Company's administrative offices in Via Mondadori 1, Segrate (MI) on first calling on 30 April 2014 at 10.30 am, or, if necessary, on second calling, at the same time and place on 2 May 2014, for the following purposes:

### **AGENDA**

#### **Ordinary section**

1. Company financial statements at 31 December 2013, Directors' report on operations and the reports from the Board of Statutory Auditors and from the Independent Auditing Firm. Presentation of the Group consolidated financial statements at 31 December 2013. Resolutions relative to the approval of the financial statements at 31 December 2013.
2. Resolutions on the allocation of the results of the financial year 2013.
3. Report on remuneration; resolutions related to the first Section, pursuant to Art. 123-*ter*, para. 6 of Legislative Decree N° 58 of 24 February 1998.
4. Authorization for the purchase and sale of the Treasury Shares pursuant to the combined provisions of the articles 2357 and 2357-*ter* of the Italian Civil Code.

#### **Extraordinary section**

1. Proposal to attribute to the Board of Directors powers pursuant to Articles 2443 and 2420-*ter* of the Civil Code:
  - 1.1 Renewal of the authorisation to the Board of Directors, pursuant to Art. 2443 of the Civil Code, of the right to increase, on one or more occasions, the share capital,

reserved holding option rights, within a period of five years from the date of the resolution, for a maximum nominal amount of €78,000,000; consequent amendment of Art. 6.6 of the Articles of Association and related resolutions.

1.2 Renewal of the authorisation to the Board of Directors, pursuant to Art. 2420-*ter* of the Civil Code, of the right to issue, in one or more occasions, convertible bonds, within a period of five years from the date of the resolution, for a maximum nominal amount of €260,000,000; consequent amendment of Art. 6.6 of the Articles of Association and related resolutions.

1.3 Attribution to the Board of Directors, pursuant to Art. 2443 of the Civil Code, of the right to increase, on one or more occasions, the share capital, within the period of five years from the date of the resolution, with the exclusion of option rights pursuant to Art. 2441, paragraph 4, second sentence, of the Civil Code, through the issue of a number of shares not exceeding 10% of the total number of shares comprising the share capital of Arnoldo Mondadori Editore on the date of the exercise of such powers and for a nominal amount not more than €20,000,000; consequent amendment of Art. 6.6 of the Articles of Association and related resolutions.

#### **Integration to the agenda or presentation of new proposals to resolve upon**

Pursuant to art. 126-bis of Italian Legislative Decree no. 58 of 24 February 1998, the Shareholders who represent at least 2.5% of the share capital with voting rights, may request, within ten days after the publication of this call for notice, integrations to the agenda to discuss, and specify the additional items to discuss in the relevant request, or submit proposals on the items already in the agenda. The request shall be made in writing within the afore mentioned term and sent by registered mail to the Company's head offices in Milan, via Bianca di Savoia 12, addressed to the Department of Legal and Corporate Affairs, or by certified electronic mail to the following address: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it), together with a copy of the communication confirming the ownership of the shares held by the intermediaries responsible for the management of the accounts containing the applicant's shares. Within the afore mentioned term and with the same criteria, any eventual applying shareholders are invited to present a report specifying the motivation of the proposals submitted in relation to the new items for which they suggest a discussion or the motivation underlying the additional items supplemented for discussion on topics already included in the agenda. The integrations to the agenda and the additional proposed items that the Shareholders' Meeting is

called to discuss, shall be advertised according to the same criteria used for the publication of the call of notice, at least fifteen days before the date of the Shareholders' Meeting in first call. Concurrently with the advertisement of the integrations to the agenda or presentation of additional items to discuss on topics already included in the agenda, the report submitted by the applying shareholders shall be made available to the public according to the same criteria envisaged for the presentation of the documentation to the Shareholders' Meeting, along with any valuations from the Board of Directors. It should be noted that integrations are not admitted for issues upon which the Shareholders' Meeting resolves, pursuant to law, on proposals advanced by members of the Board of Directors or based on a project or report drafted by them, other than those provided for in art. 125-ter, par. 1, of Italian Legislative Decree no. 58 of 24 February 1998.

### **Intervention in the Shareholders' Meeting**

Holders of voting rights are legitimated to participate in the Shareholders' Meeting in compliance with the provisions set out in the currently applicable law. In this respect, pursuant to art. 83-sexies of Italian Legislative Decree no. 58 of 24 February 1998, the legitimation to intervene and to exercise the voting rights in the Shareholders' Meeting is confirmed by a communication served by the Company, prepared by the intermediary based on the accounting entries, in favour of the entity entitled to the voting rights, based on the evidence relative to the end of the seventh trading day prior to the date scheduled for the Shareholders' Meeting in first call (coinciding with 17 April 2014). Those who are confirmed to be holding Company shares only after such date, shall not be deemed legitimated to intervene and exercise the right to vote in the Shareholders' Meeting. The communication of the intermediary as per this point shall be served to the Company by the end of the third market trading day prior to the date scheduled for the Shareholders' Meeting in first call (i.e. by 25 April 2014), without prejudice to the legitimation to intervene and exercise the right to vote in the case in which the communications are served to the Company after such term, provided that this is made before the beginning of the Shareholders' Meeting in single call.

Any person legitimated to intervene in the Shareholders' Meeting may be represented by giving proxy in writing pursuant to the currently applicable law provisions. To this end, the specifically authorised form shall be used, which is made available at the Company's head offices, on the Company's website ([www.mondadori.it](http://www.mondadori.it); Governance section) and at the authorised intermediaries. The proxy may be notified to the Company by means of registered mail sent to the Company's head offices or by certified electronic mail to the

following address: [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it). Any preventive notice does not relieve the proxy holder from the obligation to confirm compliance with the original copy notified and the identity of the delegating person upon accreditation to access the Shareholders' Meeting.

The proxy may be conferred, without expenses to the charge of the delegating person, with voting instructions on all or only some of the items on the agenda, to Istifid S.p.A., Società Fiduciaria e di Revisione, Servizio Fiduciario, viale Jenner 51, 20159 Milano, as representative appointed by the Company pursuant to art. 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998, provided that it is served in original copy to the same person, by the end of the second trading day before the date scheduled for the Shareholders' Meeting also in second call (i.e. by 28 April 2014 or 29 April 2014, respectively). Subject to the submission of the original copy of the proxy, the same may also be forwarded by certified electronic mail to the following address: [2014assemblea.bb80@istifidpec.it](mailto:2014assemblea.bb80@istifidpec.it).

The proxy possibly given to Istifid S.p.A., Società Fiduciaria e di Revisione does not have any effect on the proposals for which no voting instructions are given. The proxy and the voting instructions are revocable within the afore mentioned term.

The proxy form and the relevant instructions, including the instructions for the compilation and forwarding of the form, are available at the Company's head offices and on the Company's website [www.mondadori.it](http://www.mondadori.it) (Governance section).

### **Share capital and voting rights**

The share capital of euro 64,079,168.40 is divided in no. 246,458,340 ordinary shares with a nominal value of euro 0.26 each. Considering the overall number of no. 14,953,500 Treasury Shares with suspended voting right pursuant to law, currently held by the Company, the shares with voting right amount to no. 231,504,840. Any change in Treasury shares will be communicated at the beginning of the Shareholders' Meeting.

### **Questions on the items of the agenda**

Shareholders with voting rights may submit questions on the items on the agenda also before the Meeting, in line with the provisions of Art. 127-ter, para. 1-bis, of Legislative Decree N°58/1998, and definitely by 27 April 2014, by registered mail at the company's head offices at Via Bianca di Savoia 12, Milan, addressed to the Department of Legal and Corporate Affairs, or at the certified email address [societario@pec.mondadori.it](mailto:societario@pec.mondadori.it).

Legitimation to exercise the voting right is confirmed by the forwarding to the Company to the afore specified addresses, of the communication issued by the intermediaries in charge of updating the accounts in which the ordinary shares owned by each shareholder are registered.

The questions received before the Shareholders' Meeting shall be answered during the Meeting at the latest. The Company may provide a single answer to multiple questions regarding the same issue. It should be noted that answers provided in writing distributed to all Shareholders with voting right at the beginning of the Shareholders' Meeting shall be considered as given.

### **Documentation**

The Directors' reports, the relevant proposals and any additional documentation relative to the Shareholders' Meeting requested by law, are made available to the public, within the terms provided by law, at the Company's premises and Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), and on the Company's website [www.mondadori.it](http://www.mondadori.it) (Governance section).

The shareholders may review and ask a copy of such documentation.

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This call of notice was published on the company's web site: [www.mondadori.it](http://www.mondadori.it) (in the Governance section) on 28 March 2014, in line with the provisions of Art. 125-*bis*, para. 2, of Legislative Decree N°58/1998, as well as in the daily newspaper "Il Giornale".

The head offices of the company are open to the public for consultation and/or delivery of the afore mentioned documentation in work days, from Monday to Friday, 9:00 a.m. - 6:00 p.m.

Segrate, 28 March 2014

On behalf of the board of directors,  
Marina Berlusconi, Chairman