

Press Release

**MONDADORI: PRIVATE PLACEMENT RESERVED FOR INSTITUTIONAL INVESTORS
BY MEANS OF AN ACCELERATED BOOK BUILDING**

**THE BOARD OF DIRECTORS OF ARNOLDO MONDADORI EDITORE HAS APPROVED THE
SALE OF A MAXIMUM OF 29,953,500 SHARES**

This Press Release is not for publication, distribution or circulation, either directly or indirectly, in the United States, Canada, Australia, Japan and South Africa or in any other country where the offer or sale would be prohibited in compliance with applicable laws.

Segrate, 17 June 2014 – The board of directors of Arnoldo Mondadori Editore S.p.A. has approved the offering of a maximum of 29,953,500 ordinary shares, to be effected by means of a private placement reserved exclusively for “qualified investors” in Italy and foreign institutional investors, in accordance with the provisions of Regulation S in the U.S. Securities Act of 1933, and subsequent modifications and, in the United States, for “Qualified Institutional Buyers”, pursuant to Rule 144A of the U.S. Securities Act of 1933, and subsequent modifications any case, with the express exclusion of any other country in which the placement would be prohibited by applicable laws (“**Target**”).

The approved operation is functional to finding new resources in the capital market in order to strengthen the financial structure in support of the development objectives of the Group.

The proposed operation will also enable the company to expand, while limiting the dilutive effects for existing shareholders, of the shareholder base.

The overall offer can be broken down as follows:

- (i) a maximum of 15,000,000 new ordinary shares with regular dividend rights, equal to 6.09% of the current share capital, deriving from a capital increase divisible for a maximum nominal amount of €3,900,000 with the exclusion of option rights pursuant to Art. 2441 para. 4, second clause of the Civil Code, as resolved by the board of directors today in partial implementation of the powers authorised by the Extraordinary Shareholders Meeting of 30 April 2014 pursuant to Art. 2443 of the Civil Code;
- (ii) 14,953,500 shares held by the company as Treasury Stock, equal to 6.07% of the share capital.

Both the new and Treasury Stock shares will be offered as part of the private placement, by means of an Accelerated Book Building (ABB), reserved to the Target.

To this end, with regard to the operation, the company appointed Banca IMI and UniCredit Corporate & Investment Banking, as Joint Bookrunners.

The definitive price for the new shares, which will be the same as that for the sale of treasury stock, will be determined at the conclusion of the book building process, in compliance with the criteria resolved by the board of directors as well as in compliance with the dispositions of Art. 2441, para. 4, second clause of the Civil Code regarding the exclusion of option rights within a limit of 10% of the share capital.

The book building process will begin immediately and may be concluded at any time. The final terms will be promptly communicated to the market.

In the context of the operation, Mondadori has made commitments to a lock-up period of 120 days, in line with market practice for similar operations.

* * *

This Press Release is published for information purposes only, in accordance with Italian law, and should not be construed as an investment proposal, and, in any case, may not be used or considered as an offer to sell nor an invitation or offer to buy or sell to the public financial instruments by Arnoldo Mondadori Editore S.p.A.

*The documentation regarding the offering of shares referred to in this press release will not be subject to approval by CONSOB or any other competent authority in Italy or abroad in accordance with applicable law and, therefore, the shares subject to the offer may be offered, sold or distributed in Italy and in other Member States of the European Economic Area which have implemented the Directive 2003/71/EC (the “**Prospectus Directive**”) (each, a “**Relevant Member State**”), subject to exemption from the provisions of the law and regulations governing public offerings, exclusively to “qualified” investors (as defined in Article 2(1)(e) of the Prospectus Directive, in accordance with the laws and regulations for implementation adopted respectively by each relevant member state, including, with regard to Italy, Article 26, first paragraph, letter b) of CONSOB regulation 16190 of 29 October 2007, as referred to in Article 34-ter, first paragraph, letter b) of CONSOB Regulation 11971 of 14 May 1999, and subsequent modifications; herein the “**Qualified Investors**”), and outside of Italy and the Relevant Member States, to institutional investors in accordance with the provisions of Regulation S (“**Regulation S**”) in the U.S. Securities Act of 1933, and subsequent modifications (the “**U.S. Securities Act**”) and, in the United States, for “Qualified Institutional Buyers”, pursuant to Rule 144A of the U.S. Securities Act.*

*In the United Kingdom, this Press Release will be distributed only to, and is directed only at, Qualified Investors (i) who have professional experience in matters relating to financial investments as per Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and subsequent modifications (the “**Order**”) or (ii) as per Article 49, second paragraph, letters a) to d) of the Order or (iii) to anyone to whom this announcement may be lawfully transmitted under applicable law (collectively, “**Relevant Persons**”).*

This Press Release is not for distribution, directly or indirectly, in the United States, Canada, Australia, Japan or South Africa or any other country in which the offer or sale of such shares would be prohibited by law.

This Press Release does not constitute or form part of an offer for sale to the public of financial instruments or a solicitation to buy financial instruments. The financial instruments mentioned herein have not been, and will not be subject to registration under the U.S. Securities Act or in Australia, Canada, Japan and South Africa or in any other country where the offer or sale would be subject to the approval of local authorities or in any case prohibited by law. The financial instruments mentioned in this Press Release may not be offered or sold in the United States of America or to US persons, unless they are registered pursuant to the US Securities Act, or hold an exemption to registration applicable under the terms of the US Securities Act.

This Press Release is not, and will not be, mailed or otherwise forwarded, distributed or sent in or from, the United States of America or in, or from, any other country where such distribution is unlawful, or intended for publication for general circulation in those countries, and the Target (including custodians, nominees and trustees) are forbidden from mailing or otherwise forwarding, distributing or sending this Press Release in, or from, the United States of America or to, or from any other country where such distribution is unlawful, or to publications with a general circulation in such countries.

Media Relations Mondadori

Tel. +39 02 75423159 - Fax +39 02 75423637

Email: pressoffice@mondadori.it

Web: www.mondadori.it

Feed RSS: <http://www.mondadori.it/Extra/RSS-Feed>

Twitter: <https://twitter.com/mondadori>