

Press Release

Disclosure pursuant to Consob Resolution No. 11971 of 14 May 1999 and subsequent amendments

- **THE SHAREHOLDERS' MEETING APPROVED THE 2014 FINANCIAL STATEMENTS**
 - **NEW BOARD OF DIRECTORS APPOINTED:
MARINA BERLUSCONI, CHAIRMAN
ERNESTO MAURI, CEO**
 - **NEW BOARD OF AUDITORS APPOINTED**
- **RENEWAL OF THE AUTHORIZATION TO PURCHASE AND SELL TREASURY SHARES**

Segrate, 23 April 2015 - The Shareholders' Meeting of Arnoldo Mondadori Editore S.p.A., held on today's date and chaired by Marina Berlusconi, examined the 2014 consolidated financial statements, showing a positive net result of euro 0.6 million and approved the financial statements of Arnoldo Mondadori Editore S.p.A. at 31 December 2014. The Shareholders' Meeting also resolved to entirely cover the year's loss of the parent company - equal to euro 12,888,013.64 - through the utilization of reserves for an equal amount in accordance with the proposal made by the Board of Directors.

In his report, the CEO Ernesto Mauri illustrated the Group's key highlights in 2014, as already communicated last 12 March 2015.

Moreover, the Shareholders' Meeting resolved on the following items on the agenda:

APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting appointed a new Board of Directors composed of the following members: Marina Berlusconi (Chairman), Ernesto Mauri, Pier Silvio Berlusconi, Oddone Maria Pozzi, Pasquale Cannatelli, Bruno Ermolli, Roberto Poli, Danilo Pellegrino, Alfredo Messina, Martina Forneron Mondadori, Marco Spadacini, Angelo Renoldi, Mario Resca and Cristina Rossello.

The Board of Directors' composition complies with the provisions set out in Article 147-ter, par. 1- *ter* of Italian Legislative Decree No. 58/1998 in the matter of gender balance.

The *curricula* of the Board of Directors' members are made available in the Company's web site at www.mondadori.it (Governance section).

The entire Board of Directors was appointed based on the only slate presented for the scheduled Shareholders' Meeting, filed by the majority shareholder Fininvest S.p.A., and will remain in office for three financial years, until the Shareholders' Meeting called for the approval of the financial statements at 31 December 2017.

The directors Martina Forneron Mondadori, Marco Spadacini, Angelo Renoldi and Cristina Rossello meet the requirements for independent directors set out in Article 148, par. 3, of Italian Legislative Decree No. 58/1998. It should be noted that the Board of Directors met after the Shareholders' Meeting and verified that the aforementioned directors comply with the requirements for independent directors in accordance with the Governance Code of listed companies promoted by Borsa Italiana S.p.A. ("Governance Code").

The Board of Directors confirmed Ernesto Mauri as CEO, vesting him with the relevant powers of management.

The Board of Directors also appointed the members of the following committees in compliance with the principles established by the Governance Code adopted:

- Control and Risk Committee: Angelo Renoldi (Chairman), Marco Spadacini and Cristina Rossello;
- Remuneration and Appointments Committee: Marco Spadacini (Chairman), Bruno Ermolli and Cristina Rossello;
- Committee for Related Party Transactions: Angelo Renoldi (Chairman), Cristina Rossello and Marco Spadacini.

Moreover, Oddone Maria Pozzi was confirmed Executive Manager responsible for the drafting of the corporate accounting documentation.

APPOINTMENT OF THE BOARD OF AUDITORS AND OF THE CHIEF STATUTORY AUDITOR

The Shareholders' Meeting appointed a new Board of Auditors, composed of the following members: Ferdinando Superti Furga (Chief Statutory Auditor), Francesco Antonio Giampaolo e Flavia Daunia Minutillo (Standing Statutory Auditors); Francesco Vittadini, Annalisa Firmani ed Ezio Maria Simonelli (Substitute Statutory Auditors).

The Board of Auditors' composition complies with the provisions set out in Article 148, par. 1- *bis* of Italian Legislative Decree No. 58/1998 in the matter of gender balance.

The *curricula* of the Board of Auditors' members are made available in the Company's web site at www.mondadori.it (Governance section).

The entire Board of Auditors was appointed based on the only slate presented for the scheduled Shareholders' Meeting, filed by the majority shareholder Fininvest S.p.A., and will remain in office for three financial years, until the Shareholders' Meeting called for the approval of the financial statements at 31 December 2017.

RENEWAL OF THE AUTHORIZATION TO PURCHASE AND SELL TREASURY SHARES

Given the approaching expiry of the previous authorization resolved on 30 April 2014, the Shareholders' Meeting renewed the authorization to purchase treasury shares up to a cap of 10% of its share capital. The Shareholders' Meeting also authorized to sell the Treasury Shares acquired by the Company in compliance with Article 2357-*ter* of the Italian Civil Code.

During the period covered by the aforementioned authorization approaching its expiry, the Company did not buy treasury shares either directly or indirectly through subsidiaries. The Company sold the treasury shares in its portfolio through a private placement that was completed on 18 June 2014. Therefore, at the date of the Shareholders' Meeting, the Company does not own any treasury shares either directly or indirectly through its subsidiaries.

Here below is the information provided relating to the purchase plan authorized by the Shareholders' Meeting also with reference to the provisions of Article 144-*bis* of Consob Regulation No. 11971/1999:

1. Motivations

- to use the treasury shares purchased as compensation for the acquisition of interests within the framework of the Company's investments;
- to use the treasury shares purchased against the exercise of option rights, including conversion rights, deriving from financial instruments issued by the Company, its subsidiaries or third parties and to use the treasury shares for exchange or transfer transactions or to support extraordinary transactions on the Company's capital or financing transactions that imply the transfer or sale of treasury shares;
- to possibly rely on investment or divestment opportunities, if considered strategic by the Company, also in relation to available liquidity;
- to sell treasury shares against the exercise of option rights for the relevant purchase granted to the beneficiaries of the Stock Option Plans established by the Shareholders' Meeting.

2. Maximum number of purchasable Treasury Shares

The authorization refers to the purchase of a maximum number of ordinary shares with a nominal value of euro 0.26 each up to a cap of 10% of the Company's share capital. Considering that, as above indicated, the Company does not own to date, either directly or indirectly, treasury shares, the new authorization attributes therefore to the Board of Directors the power to purchase up to maximum No. 26,145,834 shares equal to 10% of the share capital.

3. Criteria for purchasing Treasury Shares and indication of the minimum and maximum purchasing cap

Purchases shall be made on the regulated markets pursuant to Article 132 of Italian Legislative Decree n. 58/1998 and Article 144 bis, par. 1, letter B of Consob Regulation n. 11971/1999 according to the operating criteria established in the organization and management regulations of the same markets, which do not allow the direct combination of the purchase negotiation proposals with pre-determined sale negotiation proposals and also in compliance with any additional applicable regulations.

The minimum and maximum purchase price is determined under the same conditions established by the preceding Shareholders' Meeting authorisations and, therefore, at a unit price not lower than the official Stock Exchange price of the day preceding the purchase transaction, reduced by 20%, and not higher than the official Stock Exchange price of the day preceding the purchase transaction, increased by 10%.

In terms of daily prices and volumes the purchase transactions will be completed in compliance with the conditions established in Article 5 of EC Regulation n. 2273/2003, and, specifically:

- the Company shall not purchase treasury shares at a price higher than the higher between the price of the latest single transaction and that of the highest single bid traded in the regulated market in which such purchase takes place;
- in terms of daily purchase volumes, the Arnoldo Company shall not purchase a quantity of shares higher than 25% of the daily average volume of Mondadori Editore S.p.A. shares traded in the regulated market in the 20 trading days preceding the dates of purchase.

Any completed transaction shall be subject to disclosure pursuant to the terms and criteria set out in Article 87-*bis* of Consob Regulation No. 11971/1999.

4. Duration

The authorization to purchase treasury shares shall last until the approval of the financial statements at 31 December 2015 and in any case for a period not exceeding 18 months from the effective date of the resolution made by the Shareholders' Meeting.

REMUNERATION REPORT

The Shareholders' Meeting also provided its favourable opinion on the first Section of the Remuneration Report regarding the policy adopted for the 2015 financial year in the matter of remuneration to directors and executive managers with strategic responsibilities.

The minutes of the Shareholders' Meeting shall be made available according to the criteria and terms established by law.