

MINUTES OF THE BOARD OF DIRECTORS MEETING OF

"CALTAGIRONE EDITORE S.P.A."

ITALIAN REPUBLIC

On January 29, 2013 at the time of 10.15 in Rome, Via Barberini No. 28.

January 29, 2013.

Before me, Mr. MAURIZIO MISURALE, Notary in Rome, with offices at Via in Lucina No. 17, registered at the Rome, Velletri and Civitavecchia Notary District Office

is present:

Mr. Francesco Gaetano CALTAGIRONE, born at Rome(RM) on March 2, 1943, domiciled for the office as above, for the present deed acting as Chairman of the Board of Directors of **"CALTAGIRONE EDITORE Società per Azioni"** with registered office in Rome (RM), Via Barberini No. 28, tax and Rome Companies Registration No. 05897851001, share capital Euro 125,000,000.00 fully paid-in, R.E.A. No. RM-935017, Email Address: caltagironeeditore@legalmail.it.

This Person whose personal identity, position and powers I as Notary am certain, has requested me to record the Minutes of the Board of Directors Meeting at the above-stated location, day and hour to discuss and resolve upon the following

AGENDA

1. Approval of the merger by incorporation into the Company of Messaggero Partecipazioni Società per Azioni; Resolutions thereon;
2. Previous meeting minutes;
3. Disclosure information on significant extraordinary operations; Resolutions thereon;
4. Miscellaneous.

As requested as Notary I testify to the following. Appearing before me Mr. Francesco Gaetano CALTAGIRONE assumes the chairmanship of the meeting who

notes

- the present meeting was correctly convened with letter sent via fax and electronic post on January 24, 2013;
- present for the Board of Directors are in addition to the Chairman Mr. Gaetano Caltagirone and Ms. Azzurra Caltagirone, Vice Chairman, also the Directors Mr. Mario Delfini, Mr. Massimo Garzilli, Mr. Albino Majore, Mr. Giampietro Nattino and Mr. Massimo Confortini and by audio link the Director Mr. Francesco Caltagirone.

The Chairman declares that the audio link connection is sufficient to satisfy all the conditions as per the Civil Code and the By-laws and therefore Mr. Francesco Caltagirone is considered for all effects and purposes present at the meeting.

Absent with justification was the Director Mr. Alessandro Caltagirone.

- for the Board of Statutory Auditors the Standing Auditor Ms. Maria Assunta Coluccia was present.

The Chairman of the Board of Statutory Auditors Mr. Antonio Staffa and the Standing Auditor Mr. Federico Malorni were justifiably absent;

- the identity and the right to be present at the meeting was asserted and verified by the Chairman personally and was evident by the signature of all attendees and attached by me the notary to the present document at letter "A";
- the participants declared that they were informed on the matters on the agenda and were ready to begin discussion, without any exceptions or reserve;

and declares

the present meeting was properly constituted in accordance with law and the By-laws and therefore the Matters on the Agenda illustrated above were valid for discussion and resolution.

Before entering into the matters on the agenda, the Chairman recalls that Article 19 of the By-laws attributes powers to the Board of Directors to resolve upon mergers in particular cases in accordance with law (Article 2505 and Article 2505 *bis* of the Italian Civil Code) and that no shareholder of the incorporated company has exercised the right as per Article 2505, last paragraph of the Civil Code.

Commencing the discussion on the **first point on the agenda** the Chairman therefore reports to the board on the merger as follows:

- 1) That the merger prepared by the Directors of the companies participating in the merger, as per Article 2501-ter of the Civil Code, was filed, for each company at the Rome Companies Registration Office on December 19, 2012 and Registered on December 20, 2012;
- 2) That the merger proposals of the companies participating in the merger, together with the respective Directors' reports, were filed on December 19, 2012 at the respective company registration offices, in accordance with the requirements of Article 2501 *septies* of the Civil Code, together with the financial statements of the last three years of only the incorporating company as the incorporated company ended its first year at December 31, 2012, with the reports of the Directors and of the Statutory Auditors as well as the balance sheets of the companies "Caltagirone Editore S.p.A." and of "Messaggero Partecipazioni Società per Azioni", participating in the merger in accordance with Article 2501 *quater* of the Civil Code, respectively at September 30, 2012 and

November 30, 2012, which are attached to the present minutes under the letter "B" and "C";

- 3) That the resolution on the merger relating to the project attached at letter "D" may be approved.

In furtherance to his illustration the Chairman recalls to the participants that the merger must be implemented based on the relative project as attached.

Specifically the Chairman reports that the merger into "Caltagirone Editore S.p.A." of "Messaggero Partecipazioni Società per Azioni" will be undertaken in simplified format as per Article 2505 of the Civil Code as the incorporating company "Caltagirone Editore S.p.A." holds 79,815 shares of "Messaggero Partecipazioni Società per Azioni", equal to a nominal value of Euro 38,710,275.00; the remaining 4,544 shares of "Messaggero Partecipazioni Società per Azioni", equal to a nominal value of Euro 2,203,840.00 are treasury shares held in portfolio by the incorporated company.

The Merger will therefore not result in any share or cash exchange.

This circumstance gives rise to the operation being undertaken in accordance with the simplified procedures pursuant to Article 2505 of the Civil Code.

The independent experts report in accordance with Article 2501 *sexies* of the Civil Code is also not required.

No amendments to the Company By-laws of the incorporating company are required under the merger.

The Consolidating Company will not assign shares in replacement of those of the incorporated company which due to the effects of the merger will be cancelled as per Article 2504-*ter* of the Civil Code.

There are no shareholder categories and/or holders of securities requiring a particular or preference treatment.

In accordance with Article 172, ninth paragraph of Presidential Decree 917/86 and subsequent modifications and supplements, the same treatment will be applied for fiscal purposes.

The Chairman states that the share capital of the incorporating and incorporated companies are fully paid-in.

The Chairman therefore invites the Board to resolve on the merger proposal as the terms provided for in Articles 2501-*ter* and Article 2501 *septies* of the Civil Code have been complied with.

The Board, having noted the illustration of the Chairman:

- reviewed and discussed the merger and the Report of the Directors prepared and approved during the meeting of the Board of Directors of December 19, 2012;

- took note of the discharge of requirements relating to the Registration of the merger project at the Rome Companies Registration Office, as well as the filing at the Companies Registration Office of the documentation required by Article 2501 *septies* of the Civil Code;
- considering that all the formalities by law, in particular the terms established by Article 2501-*ter*, paragraph 4, and 2501-*septies* paragraph 1 of the Civil Code were complied with;
- considering the merger balance sheets prepared in accordance with Article 2501 *quater* of the Civil Code, for the incorporating and the incorporated companies respectively at September 30, 2012 and November 30, 2012, **on the first matter on the agenda**, unanimously voted

- 1) to approve the merger as attached to the present deed at letter "D";
- 2) to note the financial statements of the companies participating in the merger and the balance sheets of the incorporating and incorporated companies respectively at September 30, 2012 and November 30, 2012, already attached under letters "B" e "C";
- 3) to carry out the merger by incorporation therefore into "Caltagirone Editore S.p.A." of **"Messaggero Partecipazioni Società per Azioni"**, with registered office in Rome (RM), Via Barberini No. 28, tax and Rome Companies Registration No. 12133341003, R.E.A. No. RM-1352961, share capital Euro 40,914,115.00 fully paid-in, Email Address: messaggeropartecipazionispa@legalmail.it, under the terms, conditions and manner established by the merger project and outlined in the accompanying Report, to which reference should be made.

The incorporating company will sub-enter, on the merger, with full rights, in all actions, obligations, relationships, commitments, assets and liabilities of the incorporated company.

Finally the Board empowers the Chairman of the Board of Directors to undertake, including through appointed legal advisers, without giving rise to conflicts of interest, that resolved upon and specifically before the terms required of Article 2503 of the Civil Code and in accordance with law to proceed in the name of and on behalf of the Company with the merger deed, assigning the widest powers necessary.

At this point the Chairman informs the participants that the matters at points two, three and four of the agenda will be discussed after the closure of the present matter on the agenda as the presence of the Notary is not required for these matters.

As no other matters required to be resolved upon on the first matter on the agenda and as nobody requested the floor the meeting was declared ended at 10.35.

The person appearing before me expressively exempts me the Notary from reading the attachments.

I received the present written document by persons known to me.

The present document contains 9 pages.

Mr. Francesco Gaetano CALTAGIRONE

Mr. Maurizio MISURALE, Notary

ALL "A"

ALL "A" N. 68997

CALTAGIRONE EDITORE S.P.A.

RIUNIONE DEL CONSIGLIO DI AMMINISTRAZIONE

DEL GIORNO

29 GENNAIO 2013

CONSIGLIERI DI AMMINISTRAZIONE :

- FRANCESCO GAETANO CALTAGIRONE
- GAETANO CALTAGIRONE
- AZZURRA CALTAGIRONE
- ALESSANDRO CALTAGIRONE
- FRANCESCO CALTAGIRONE
- MASSIMO CONFORTINI
- MARIO DELFINI
- MASSIMO GARZILLI
- ALBINO MAJORE
- GIAMPIETRO NATTINO

Paul/Gam
Gaetano Caltagirone

(in audio conferenza)

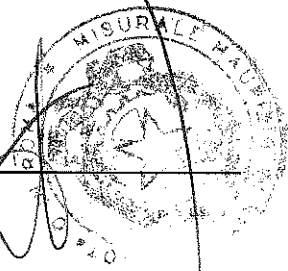
Massimo Confortini
Mario Delfini
Massimo Garzilli
Albino Majore
Giampietro Nattino

SINDACI :

- ANTONIO STAFFA
- MARIA ASSUNTA COLUCCIA
- FEDERICO MALORNI

Antonio Staffa
Maria Assunta Coluccia

Paul/Gam
[Signature]



CALTAGIRONE EDITORE SPA

MERGER BY INCORPORATION

INTO

CALTAGIRONE EDITORE SPA

OF

MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI

(PURSUANT TO ARTICLE 2501 *TER* OF THE CIVIL CODE)

Rome, December 19, 2012

CALTAGIRONE EDITORE SPA – Registered Office in Rome, Via Barberini No. 28
Share Capital Euro 125,000,000 - Rome R.E.A No.: 935017
Rome Company's Registration Office and Tax No. – 05897851001
VAT No.: 05897851001

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Introduction

In accordance with Article 2501 – *ter* and 2505 of the Civil Code, the Board of Directors of "Caltagirone Editore SpA" (hereafter also the "Incorporating Company") and the Sole Director of "Messaggero Partecipazioni Società per Azioni" (hereafter also the "Incorporated Company") have prepared the present merger by incorporation into Caltagirone Editore S.p.A. of Messaggero Partecipazioni Società per Azioni (hereafter also the "Merger" and/or "The Merger Operation").

* * * * *

The merger by incorporation

1. TYPE, NAME AND REGISTERED OFFICE OF THE INCORPORATING COMPANY AND OF THE INCORPORATED COMPANY

1.1. - Incorporating Company

"CALTAGIRONE EDITORE SPA"

enrolled at the Company Registration Office of Rome – Tax Code and Registration number: 05897851001, Rome R.E.A.: 935017, with registered office in Rome – Via Barberini No. 28 – 00187.

The share capital, subscribed and paid-in, amounts to Euro 125,000,000.00 and is composed of 125,000,000 ordinary shares with a nominal value of Euro 1.00 each.

The shares of Caltagirone Editore S.p.A., comprising the entire share capital of the company, are listed on the Mercato Telematico Azionario segment of the Italian Stock Exchange.

1.2 - Incorporated Company

"MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI"

enrolled at the Company Registration Office of Rome – Tax Code and Registration number 12133341003, Rome R.E.A.: 1352961, with registered office in Rome, Via Barberini No. 28 - 00187.

The share capital, subscribed and paid-in, amounts to Euro 40,914,115.00 and is composed of 84,359 ordinary shares with a nominal value of Euro 485.00 each.

2. BY-LAWS OF THE INCORPORATING COMPANY

The By-Laws of the Incorporating Company "Caltagirone Editore SpA" will not be amended as a result of the Merger.

The current version will be attached to the present document sub A), comprising an integral and substantial part of the document.

3. SHARE SWAP RATIO AND CASH SETTLEMENT

"Caltagirone Editore SpA" directly holds 79,815 shares of "Messaggero Partecipazioni S.p.A.", amounting to a nominal Euro 38,710,275.00. The remaining 4,544 shares of "Messaggero Partecipazioni S.p.A.", amounting to a nominal Euro 2,203,840.00 are treasury shares in portfolio of the incorporated company.

The merger will not involve therefore any share swap or cash settlement.

This ensures that the operation is executed in accordance with Article 2505 of the Civil Code, applying the procedural simplifications contained therein.

The experts' report as per Article 2501- *sexies* of the Civil Code is also not necessary.

The merger will be approved based on the financial statements of "Caltagirone Editore S.p.A." and of "Messaggero Partecipazioni S.p.A.", prepared in accordance with Article 2504 *quater* of the Civil Code, respectively at September 30, 2012 and at November 30, 2012.

4. ALLOCATION OF SHARES OF THE INCORPORATING COMPANY AND COMMENCEMENT OF RIGHTS

The Incorporating Company will not allocate shares in replacement of those of the Incorporated Company cancelled under the Merger, as per Article 2504 – *ter* of the Civil Code.

5. APPLICATION OF EFFECTS OF THE MERGER AND RECOGNITION OF THE OPERATIONS OF THE INCORPORATED COMPANY IN THE FINANCIAL STATEMENTS OF THE INCORPORATING COMPANY

The legal effects of the merger run from the final registration under Article 2504 of the Civil Code.

The accounting and tax effects of the merger run also from that date.

6. TREATMENT OF PARTICULAR SHARE CATEGORIES AND OF HOLDERS OF OTHER TYPES OF SECURITIES

Neither the incorporating company or the incorporated company have issued securities which would receive a differing treatment under the Merger.

A different treatment of other categories of shareholders is also not provided for.

7. SPECIFIC ADVANTAGES FOR DIRECTORS

There are no specific advantages in favour of the Directors of the companies involved in the Merger.

Rome, December 19, 2012

CALTAGIRONE EDITORE SPA

For the Board of Directors

The Chairman

(Francesco Gaetano Caltagirone)

MESSAGGERO PARTECIPAZIONI SPA

The Sole Director

(Mario Delfini)

Attachments:

A) By-laws of the Incorporating Company.

NAME – OBJECTS - REGISTERED OFFICE - DURATION

ART. 1

1. A limited liability company is hereby constituted called: "CALTAGIRONE EDITORE S.p.A.".

ART. 2

1. The business purpose of the Company is the publication of newspapers, both daily and periodic, as well as the exercise in general of publishing, printing, advertising and distribution activities, including on behalf of third parties or in any case relating to information and the communication even via internet or audiovisually, in addition to other forms of technology, including that not yet created.

2. For the purpose of achieving its corporate aims the Company can:

- carry out all the operations of a commercial, industrial and financial (excluding the management of savings, except within the limits of Legislative Decree 385/93), investment and real estate nature (excluding brokerage or investment services as per Legislative Decree 58/98);
- may acquire, either directly or indirectly, interests and holdings in other companies and businesses having similar or connected corporate objectives or considered appropriate to optimise the management of the liquidity not invested in normal operating activities.

3. For the development of business activities the Company may agree loans providing mortgages and guarantees and make recourse to any form of financing with credit institutions, banks, companies, public and private bodies and provide the necessary guarantees.

ART. 3

1. The registered office of the Company is at Rome.

2. The board of directors have the right to instruct the opening of administrative and representative branches and offices in Italy and abroad. They may also change the address of the registered office within the same municipality.

ART. 4

1. As far as the Company is concerned and for all effects of law, each Shareholder shall be deemed to have elected domicile at the address recorded in the Shareholders' Register.

ART. 5

1. The duration of the Company is until December 31, 2100 and its life may be extended in conformity with the provisions contained in the legislation in force.

SHARE CAPITAL

ART. 6

1. The nominal value of the Company's share capital amounts to Euro 125,000,000 (one hundred and twenty five million), divided into 125,000,000 (one hundred and twenty five million) shares, each with a par value of Euro 1.

2. In the case of a share capital increase the shareholders are reserved the right of an option on the new shares issued.

ART. 7

1. The shares are nominative. When fully paid, and if permitted by the law, shares may be converted to the bearer and vice versa, at the request and cost to the shareholder.

2. The company can issue preference shares or with rights differing from previous shares issued. Every share has the right to one vote.

3. The Company may request from its shareholders and within the provisions of law and the regulations in force, funds for the continuation of the corporate purpose. The loans made with the right of repayment of the amounts paid may be made to the Company exclusively by shareholders who are registered in the share register for at least three months and have a holding in the share capital of at least two per cent of the nominal share capital as resulting from the latest approved financial statements and in any case in compliance with current legislation in force.

ART. 8

1. Subject to the provisions of Article 2344 of the Civil Code, interest shall be charged to shareholders in arrears at the official Bank of Italy discount rate plus 3%.

SHAREHOLDERS' MEETING

ART. 9

1. The Shareholders' Meetings shall be called by publishing a notice within the terms prescribed by law on the Internet site of the Company, in addition to the other manners established by the relevant regulation.
2. The shareholders' meetings are deemed as ordinary and extraordinary in accordance with the legislative provisions. They may be called outside of the registered offices of the company as long as this is within the national boundaries.
3. The shareholders' meetings are called by the Board of Directors. With prior communication to the Chairman of the Board of Directors it may be called by at least two members of the Board of Statutory Auditors.
4. The Board of Directors calls the Shareholders' Meeting within 30 days from the request made by shareholders representing at least 5% of the share capital and the request must contain the agenda for the meeting. An exception to this is where in consideration of the matters on the agenda, in the interests of the Company, the Board resolves not to call the shareholders' meeting. Article 2367 of the Civil Code is applied.
5. The ordinary shareholders' meeting for the approval of the annual accounts must be called at least once a year, within six months after the end of the year, as the company is required to prepare consolidated financial statements.

ART. 10

1. Participation at the Shareholders' Meeting and the right to vote is governed by the relevant regulation.

ART. 11

1. Each shareholder with voting rights and who has the right to attend the shareholders' meeting can be represented by written proxy in accordance with current legislation and regulations.
2. Electronic notification of proxy may be made through e-mail in the manner indicated in the convocation notice of the shareholders' meeting.

ART. 12

1. The Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or the Vice Chairman, or in such absence is elected by the shareholders' meeting.
2. The Chairman shall be assisted by a Secretary or a Notary and may appoint two tellers.
3. The Chairman of the Shareholders' Meeting shall verify the right to attend, the propriety of the powers of attorney and that the Meeting is validly constituted by the presence of the necessary quorum.

ART. 13

1. At both ordinary and extraordinary shareholders' meetings, whether held on the first, second or third call, resolutions must be adopted by statutory majority in each case.
2. For the appointment of the corporate offices a simple majority is sufficient.

ADMINISTRATION- LEGAL REPRESENTATIVE AND SIGNATURE

ART. 14

1. The Company shall be administered by a Board of Directors made up of between 3 (three) and 15 (fifteen) members, and need not be shareholders.
2. The directors are elected for a period not greater than three years and until the date of the shareholders' meeting for the approval of the annual accounts for the last year of their appointment.
3. The directors may be re-elected.
4. The shareholders' meeting determine the number of members on the Board and on their appointment decide on the duration of the office.
5. The election of the members of the Board of Directors is made on the basis of slates presented by shareholders that hold at least 2% of the share capital or any other threshold in accordance with current regulations.
6. The slates must be filed at the registered offices of the company and made available in accordance with the provisions required by law.
7. The slates indicate the candidates who are independent in accordance with the requirements of law and are presented together with the curriculum vitae of the

candidates which illustrates their professional and personal characteristics and their acceptance of the candidature.

8. Each shareholder shall present or participate in presenting only one slate containing a maximum number of 15 candidates indicated in progressive order; each candidate shall be presented on only one slate, at the risk of ineligibility.

9. The persons presenting the slates must file the documentation certifying the number of shares necessary for the presentation of the slate in accordance with law.

10. The first candidate on the minority slate which obtains the largest number of votes and which is not related in any manner, even indirectly, with the slate which has the highest number of votes, is elected Director; the other members of the Board of Directors are taken in a progressive order from the slate which obtained the highest number of votes.

11. In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate.

For the inclusion of the Directors to be elected, consideration is not taken of the slates which have not obtained at least half of the votes for the presentation of the slate.

12. For the appointment of directors other than the renewal of the entire Board of Directors, the shareholders' meeting approves through statutory majority and without taking into consideration the procedures outlined above.

Should one or more directors resign during the year, they shall be replaced in accordance with article 2386 of the Civil Code.

ART. 15

1. The Board, where this has not been performed at the shareholders' meeting, appoints a Chairman and can also appoint one or more Vice Chairman who will substitute the Chairman in case of his absence or prohibition. They also appoint a secretary who need not be a member of the Board.

2. In the absence or impediment of the Chairman and the Vice Chairmen of the Board the meetings will be chaired by the oldest Director.

ART. 16

1. The Board meets in the registered office of the company when the Chairman deems it necessary or where at least one third of the members make a written request.
2. The calling by the Chairman is sent by registered letter at least five days before the meeting to each Director and Statutory Auditor; in case of urgency this can be by telegram, fax or e-mail sent at least two days before the meeting.
3. Within the same time, the Board of Statutory Auditors shall be informed of the calling.
4. The Board of Directors, and if existing, the Executive Committee, can also be called in accordance with the above-mentioned procedures, with prior notice to the Chairman of the Board of Directors, by at least two statutory auditors.
5. The meetings of the Board of Directors are also valid when all of the Directors and Statutory Auditors are present, even without the above call procedures.
6. The Board of Director meetings are held in the registered offices of the company or at another location provided this is within the European Union.
7. The Board of Director and Executive Committee meetings may also be held by teleconference. Therefore the right of participation at the meetings can be from other locations utilising adequate communication systems.
8. The following must be verified for the meeting to be valid:
 - the identification of all participants at each location;
 - the presence, of the chairman and secretary in the same location;
 - the possibility for each participant to intervene, discuss and express verbally their opinion, send, receive and transmit documents and information in general at the same time as the examination and deliberation of the decisions.
9. In the case of teleconferences or videoconferences, the meeting is considered held in the location in which the Chairman and Secretary are located.

ART. 17

1. A meeting of the Board of Directors shall be validly constituted when at least half the members in office are present. Board resolutions shall be carried by an

absolute majority of the directors present. In the event of a tie in votes, the casting vote shall be that of the chairman of the meeting.

ART. 18

1. The Board of Directors shall be reimbursed for all expenses incurred by them during the course of their duties. The shareholders' meeting may also determine an annual fee for the Board, which may consist in a share of the profits of the company.

ART. 19

1. The Board shall have the widest powers of ordinary and extraordinary administration of the Company and may therefore carry out any and all acts it deems appropriate for attaining the corporate scope, with the sole exclusion of those attributed by law or the present by-laws to the Shareholders' Meeting.

2. The Board of Directors may also pass resolutions in relation to:

- the incorporation or spin-off of companies where permitted by law;
- the opening and closing of secondary offices;
- the indication of which directors may represent the company;
- the reduction of the share capital in the case of return of shares by shareholders;
- the transfer of the registered office nationally;
- updating the company by-laws in accordance with law.

3. The Board of Directors, or the Chairman, must report in a timely manner and in any case at least quarterly to the Board of Statutory Auditors on the activities performed concerning the most significant economic and financial operations made by the Company and its subsidiaries, in particular in relation to operations of potential conflict of interests.

4. The communication is made at the board meetings and where particular circumstances render it appropriate, this may also be made in writing to the Board of Statutory Auditors, who will record this in the register required under article 2421 of the Civil Code.

ART. 20

1. The Chairman of the board or the person substituting him is the legal representative of the company in legal matters against third parties.
2. All of the other directors have powers within the delegated powers given by the Board.

ART. 21

1. The Board can delegate, in the limits permitted by law, powers to an Executive Committee, comprising members of the board, or to individual directors appointing one or more Managing Directors, and can nominate persons who are not members of the Board, senior management, proxies or mandated in general to carry out deeds or certain category of deeds.
2. The Executive Committee resolves proposals with a majority of the votes of the members present; in case of a tie, the vote of the person chairing the meeting shall be decisive.

BOARD OF STATUTORY AUDITORS

ART. 22

1. The Board of Statutory Auditors is composed of the Chairman, two standing members and two alternate members, appointed by the shareholders' meeting who also determine the emoluments of the Chairman and standing members. They are elected for a period of three years and until the date of the shareholders' meeting for the approval of the annual accounts for the last year of their appointment and they may be re-elected.
2. Persons who already cover the role of statutory auditor in more than five other listed companies, excluding the direct or indirect subsidiaries of the company or controlled by the same parent company that controls the Company, may not be elected nor can persons who do not fulfil the good standing criteria as required by the relevant regulations as well as incompatibility by law.
3. Where the criteria are no longer met, the Statutory Auditor must leave office.
4. The Board of Statutory Auditors are elected by the Shareholders' Meeting on the basis of slates presented by shareholders that hold at least 2% of the share capital or any other threshold in accordance with current regulations.

5. The slates must be filed at the registered offices of the company and made available in accordance with the provisions required by law. The persons presenting the slates must file the documentation certifying the number of shares necessary for the presentation of the slate in accordance with law.
6. Each shareholder, as well as shareholders belonging to the same group (i.e. holding companies, including individuals, as per article 2359 of the civil code and its subsidiaries), who adhere to a shareholder pact in accordance with article 122 of the Legislative Decree 24.2.1998 no. 58, cannot present, directly, through nominees, or through trust companies, more than one slate. Violation of this regulation will result in the application of paragraph 12 for all of the slates presented independent of the order of the slates presented.
7. In the event where at the end of the period for the presentation of the slates only one slate has been presented, or only slates presented by shareholders belonging to the same group or belonging to a shareholder agreement, slates may be presented up to the fourth day after this date, provided that the notices are made in accordance with current regulations. In this case, the percentage threshold established by paragraph 4 for the presentation of the slate is reduced by half.
8. The slates must be provided with the information relating to the shareholders presenting the slates, with an indication of the total percentage shareholding held, of the Curriculum Vitae of each person on the slate as well as a declaration by the candidate, under their own responsibility, that they possess the requisites required by law and the acceptance of their candidature.
9. The written acceptance of the candidature and the declaration of the inexistence of ineligibility must be filed together with the slate.
10. The slates for the election of the members of the Board of Statutory Auditors must include the names of one or more candidates, not above the number of statutory auditors to be elected, indicated by progressive order; the slates can be divided into two sections, each with a maximum of three candidates (progressive numbering) for the office of standing auditor and alternate auditor.

11. No shareholder may present or vote, even as proxy, on more than one slate and each candidate shall be presented on only one slate, at the risk of ineligibility.

12. The slates which are not in conformity with the previous points four, five, six, eight, nine and ten are considered as not presented.

13. The first two candidates of the slate which obtains the largest number of votes are elected as standing auditors (“the Majority Slate”) and the first candidate of the slate presented and voted by the shareholders which are not related, even indirectly, to the majority shareholders, which is second in terms of number of votes (the “Minority List”), is elected Chairman of the Board of Statutory Auditors.

Also elected are:

- one alternate auditor among the candidates indicated in the section “Alternate Auditors” of the Majority Slate in progressive order;
- one alternate auditor among the candidates indicated in the section “Alternate Auditors” of the Minority Slate in progressive order.

14. Should two slates receive the same number of votes, a second vote of the entire Shareholders’ Meeting will decide between them.

15. In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate.

16. Where it is not possible to proceed with the appointment of one or more Statutory Auditor through the voting of lists, the Shareholders’ Meeting will resolve through statutory majority. In the case of the substitution of a Standing Auditor, an Alternate Auditor is taken from the same slate as the auditor leaving office.

17. As regards the rules for appointing any standing or substitute Auditors needed to make up vacancies on the Board of Statutory Auditors these shall be decided by resolutions of the Shareholders’ Meeting, adopted by statutory majority.

18. The meetings of the Board of Statutory Auditors may be validly held in video or audio conferencing, provided that the participants may be properly identified, and that they may follow the discussion and take the floor in real time, and on all the topics under discussion, and that they can both examine and receive documentation relating to those topics, and that all this is specifically included in

the relevant minutes. If all the above-mentioned conditions are complied with, the meeting shall be deemed to have been held in the place where the Chairman is present.

EXECUTIVE RESPONSIBLE

ART. 23

1. The Board of Directors appoints annually the executive responsible for preparing the accounting documents, with prior consultation with the Board of Statutory Auditors. The Executive Responsible will be chosen among persons with adequate experience in administration, finance and control at significantly large companies and are of such repute as that required for the office of director.
2. The loss of the reputability requirement during the term of office results in the loss of the office; in this event, a timely replacement is made of the executive retiring.
3. The executive responsible for the preparation of the accounting documents remains in office for one year until the meeting of the Board of Directors subsequent to the Shareholders' Meeting which approves the financial statements for the year.

ACCOUNTS AND PROFITS

ART. 24

1. The accounting period shall end on December 31 of every year.
2. At the end of each accounting period, the Board of Directors shall draw up the Company's financial statements as required by law.

ART. 25

1. The net profit in the period, excluding the deduction of 5% allocated to the legal reserve, until the reaching of one fifth of the share capital, and 2% available to the Board of Directors, are divided among the shareholders, except where otherwise resolved by the shareholders' meeting.
2. The payment of the dividend is made at the bank designated by the Board of Directors on the day that is annually fixed by the Board.

3. Dividends not collected within five years from the day they become payable shall be forfeited to the Company.

4. The Board of Directors may distribute interim dividends to shareholders during the course of the year.

DISSOLUTION

ART. 26

1. Should the Company be dissolved, a shareholders' meeting shall determine the liquidation procedures and appoint one or more liquidators, establishing their powers and remuneration.

CALTAGIRONE EDITORE SPA

Directors' Report on the merger by incorporation into "Caltagirone Editore S.p.A." of "Messaggero Partecipazioni Società per Azioni"

prepared in accordance with Article 2501 – quinquies, Article 2505 of the Civil Code and Article 70, paragraphs 1 and 2 of the Regulation approved by Consob with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented

Rome, December 19, 2012

CALTAGIRONE EDITORE SPA – Registered Office in Rome, Via Barberini No. 28
Share Capital Euro 125,000,000 - Rome R.E.A No.: 935017
Rome Company Registration Office and Tax No.: – 05897851001
VAT No.: 05897851001

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Introduction

The present report prepared in accordance with Articles 2501 – *quinquies*, 2505 of the Civil Code and Article 70, paragraphs 1 and 2 of the Regulation adopted by Consob with Resolution No. 11971 of May 14, 1999 and subsequent amendments and supplementations, describes the merger by incorporation operation (hereafter also “The Merger” or “The Operation”) of “Messaggero Partecipazioni Società per Azioni” (hereafter also the “Incorporated Company”) into “Caltagirone Editore S.p.A.” (hereafter also the “Incorporating Company”).

Caltagirone Editore S.p.A., at the preparation date of the present report holds 79,815 shares of a nominal value of Euro 485.00 each of the share capital of Messaggero Partecipazioni Società per Azioni; the remaining 4,544 shares of a nominal value of Euro 485.00 each of Messaggero Partecipazioni Società per Azioni, are treasury shares held by the incorporated company.

The merger will not involve therefore any share swap or cash settlement.

This ensures that the operation is executed in accordance with Article 2505 of the Civil Code.

1 – Outline and purpose of the operation.

Outline of the operation

The operation comprises – as stated – the merger by incorporation of Messaggero Partecipazioni Società per Azioni into Caltagirone Editore SpA.

Purpose of the operation

The merger by incorporation into Caltagirone Editore SpA of Messaggero Partecipazioni Società per Azioni is part of the wider reorganisation and restructuring undertaken in order to improve the operating efficiency of the group entities, through more clearly delineated roles and the development of available synergies.

The proposal provides for a corporate integration which strengthens the principal asset of Messaggero Partecipazioni Società per Azioni within a more efficient organisational scope.

The core objective is to restructure and fully utilise the available resources through a simplification of the business models adopted.

The operation will more clearly delineate the holding role of Caltagirone Editore S.p.A., optimising the cash flows of the various business areas of the companies involved, simplifying the ownership structure.

Economies will be created, in addition to improved risk control and better overall efficiency in a more precise definition of the parties involved. The necessary and achievable economies of scope and scale will be attained.

2 – Parties subject to the merger

Incorporated Company

MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI

a company with Registered Office in Rome, Via Barberini, No. 28, enrolled at the Rome Company Registration Office – Tax No. and Registration No.: 12133341003, Rome R.E.A.: 1352961.

The share capital, subscribed and paid-in, amounts to Euro 40,914,115.00 and is composed of 84,359 ordinary shares with a nominal value of Euro 485.00 each.

Incorporating Company

CALTAGIRONE EDITORE SPA

a company with Registered Office in Rome, Via Barberini No. 28, enrolled at the Rome Company Registration Office – Tax No. and Registration No.: 05897851001, Rome R.E.A.: n. 935017.

The share capital, subscribed and paid-in, amounts to Euro 125,000,000.00 and is composed of 125,000,000 ordinary shares with a nominal value of Euro 1.00 each.

The shares of Caltagirone Editore S.p.A., comprising the entire share capital of the company, are listed on the Mercato Telematico Azionario segment of the Italian Stock Exchange.

3- Legal and regulatory profile of the operation

The merger will take place based on the financial statements prepared at November 30, 2012 of the Incorporated Company and at September 30, 2012 of the Incorporating Company (hereafter also the “Merger Financial Statements”), in accordance with Article 2501 – *quater* of the Civil Code.

As previously outlined, considering the capital restrictions between the companies involved in the operation, the merger will not involve any share capital increase of the Incorporating Company.

The merger does not trigger the application of Article 70, sixth paragraph, of the Issuers’ Regulation as the significance thresholds are not exceeded.

The merger will be approved by the shareholders of the Incorporated Company and by the Board of Directors of the Incorporating Company in accordance with Article 19 of the By-laws of Caltagirone Editore S.p.A., providing that the shareholders of Caltagirone Editore S.p.A. representing at least 5% of the share capital do not request, in accordance with the Article 2505, third paragraph of the Civil Code, directly to the company, within eight days from filing as per third paragraph of Article 2501 - *ter* of the Civil Code, that the approval resolution of the Merger is adopted by the Extraordinary Shareholders’ Meeting.

4. SHARE SWAP RATIO AND CASH SETTLEMENT

The merger will not involve any shares swap or cash settlement.

In application of Article 2505 of the civil code, the experts’ report as per Article 2501 *sexies* of the code was also not necessary.

5. APPLICATION OF EFFECTS OF THE MERGER AND RECOGNITION OF OPERATIONS IN THE FINANCIAL STATEMENTS OF THE INCORPORATING COMPANY

The legal effects of the merger run from the final registration under Article 2504 of the Civil Code.

The accounting and tax effects of the merger run also from that date.

6. ALLOCATION OF SHARES OF THE INCORPORATING COMPANY AND APPLICATION OF RELATED RIGHTS

The Incorporating Company will not allocate shares in replacement of those of the Incorporated Company cancelled under the Merger, as per Article 2504 – *ter* of the Civil Code.

7. AMENDMENTS TO THE BY-LAWS OF THE INCORPORATING COMPANY

No amendments to the By-Laws of the Incorporating Company at attachment sub A) of the merger proposal will take place as a result of the Merger.

8. TAX ASPECTS OF THE OPERATION

In accordance with Article 172 of Presidential Decree No. 917 of December 22, 1986 (hereafter the “**Income Tax Law**”) the Merger is fiscally neutral and therefore does not give rise to gains or losses on the assets of the merged Company.

In calculating the income of the Incorporating Company account is not taken of any surplus or deficit deriving from the cancellation of the shares of the Incorporating Company.

The Merger falls within the scope of operations excluded from the application of VAT, in accordance with Article 2, paragraph 3, letter f) of Presidential Decree No. 633 – 1972 and is subject to a fixed amount of registration tax.

9. EFFECTS OF THE MERGER ON THE SIGNIFICANT SHAREHOLDERS, IN ADDITION TO THE CONTROL OF THE INCORPORATED COMPANY

The Merger will not involve the issue of new shares of the Incorporating Company.

The operation will therefore not have any impact on the significant shareholder structure, nor on the control of the Incorporating Company.

10. EFFECTS OF THE MERGER ON THE SIGNIFICANT SHAREHOLDER PACTS IN ACCORDANCE WITH ARTICLE 122 OF THE CFA

No significant shareholder pacts of the Incorporating Company nor of the Incorporated Company are in place.

11. CONSIDERATIONS OF THE BOARD OF DIRECTORS CONCERNING ANY APPLICATION OF THE RIGHT TO WITHDRAWAL

The Operation does not involve any events which, under Article 2437 of the Civil Code may trigger the right to withdrawal by the Shareholders of Caltagirone Editore S.p.A. or of Messaggero Partecipazioni Società per Azioni.

In addition, in relation to the Incorporating Company, whose shares are listed, the Merger will not involve the exclusion from listing of the Caltagirone Editore SpA shares, which provide for the right to withdrawal under Article 2437 – *quinquies* of the Civil Code.

Rome, December 19, 2012

Caltagirone Editore SpA
For the Board of Directors
The Chairman
Francesco Gaetano Caltagirone



**FINANCIAL STATEMENTS AT SEPTEMBER 30, 2012 OF CALTAGIRONE EDITORE
S.P.A.**

*Attachment to the merger by incorporation into Caltagirone Editore S.p.A. of Messaggero
Partecipazioni S.p.A.*

FINANCIAL STATEMENTS

Balance Sheet

Assets

(in Euro)

	note	30.09.2012	31.12.2011
Non-current assets			
Intangible assets with definite life	1	-	-
Property, plant and equipment	2	9,209	9,669
Equity investments valued at cost	3		
<i>subsidiary companies</i>		459,631,882	382,265,194
<i>associated companies</i>		17,356	17,356
<i>other companies</i>		3,044,983	2,745,000
Non-current equity investments and securities	4	37,486,500	38,960,500
Deferred tax assets	5	16,869,405	16,869,405
TOTAL NON-CURRENT ASSETS		517,059,335	440,867,124
Current assets			
Trade receivables	6	1,201,335	697,378
<i>of which related parties</i>		1,197,370	690,000
Current investments and securities		-	6,930,000
Current financial assets	7	23,387,212	84,315,566
<i>of which related parties</i>		23,387,212	84,304,061
Tax receivables	5	490,066	54,458
Other current assets	8	2,918,659	2,459,302
<i>of which related parties</i>		2,889,763	2,247,791
Cash and cash equivalents	9	217,732,579	119,577,489
<i>of which related parties</i>		121,639,266	19,045,862
TOTAL CURRENT ASSETS		245,729,851	214,034,193
TOTAL ASSETS		762,789,186	654,901,317

Balance Sheet

Shareholders' equity & Liabilities

(in Euro)

	note	30.09.2012	31.12.2011
Shareholders' equity			
Share capital		125,000,000	125,000,000
Share capital issue costs		(18,864,965)	(18,864,965)
Other reserves		519,672,240	554,674,675
Loss for the period		(2,378,381)	(29,627,574)
TOTAL SHAREHOLDERS' EQUITY	10	623,428,894	631,182,136
Liabilities			
Non-current liabilities			
Employee provisions	11	62,084	54,514
Deferred tax liability	5	3,607	3,607
TOTAL NON-CURRENT LIABILITIES		65,691	58,121
Current liabilities			
Current provisions	12	237,131	2,725,782
Trade payables	13	2,129,979	180,086
<i>of which related parties</i>		2,079,081	42,761
Current financial liabilities	14	118,399,720	4,099,765
<i>of which related parties</i>		118,399,715	4,099,715
Other current liabilities	15	18,527,771	16,655,427
<i>of which related parties</i>		12,509,918	11,268,763
TOTAL CURRENT LIABILITIES		139,355,258	23,661,060
TOTAL LIABILITIES		139,360,292	23,719,181
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		762,789,186	654,901,317

Income Statement

(in Euro)

	note	9M 2012	9M 2011
Other operating revenues	16	639,515	8,134
<i>of which related parties</i>		639,515	8,134
TOTAL OPERATING REVENUES		639,515	8,134
Labour costs	11	422,436	452,772
Other operating charges	17	1,739,131	1,738,013
<i>of which related parties</i>		1,058,936	1,085,197
TOTAL OPERATING CHARGES		2,161,567	2,190,785
EBITDA		(1,522,052)	(2,182,651)
Amortisation, depreciation & write-downs	18	2,258	4,007
EBIT		(1,524,310)	(2,186,658)
Financial income		3,090,158	4,222,418
<i>of which related parties</i>		1,704,339	4,203,560
Financial charges		3,944,229	74,098
<i>of which related parties</i>		1,226,974	49,019
Net financial income (charges)	19	(854,071)	4,148,320
PROFIT (LOSS) BEFORE TAXES		(2,378,381)	1,961,662
PROFIT (LOSS) FROM CONTINUING OPERATIONS		(2,378,381)	1,961,662
NET PROFIT (LOSS) FOR THE PERIOD		(2,378,381)	1,961,662

NOTES TO THE FINANCIAL STATEMENTS AT SEPTEMBER 30, 2012

Accounting principles adopted for the preparation of the Financial Statements at September 30, 2012

The Financial Statements were prepared in compliance with the International Accounting Standards (IAS/IFRS) issued by the International Accounting Standards Board (IASB) and approved by the European Commission (EC) adopted for the preparation of the financial statements at December 31, 2011, to which reference should be made for further information.

Basis of presentation

The financial statements at September 30, 2012 and the notes thereto are expressed in units of Euro.

ASSETS

1. Intangible assets with definite life

<i>Historical cost</i>	<i>Other</i>	<i>Total</i>
01/01/2011	19,051	19,051
Increases	-	-
Decreases	-	-
31/12/2011	19,051	19,051

01/01/2012	19,051	19,051
Increases	-	-
Decreases	-	-
30/09/2012	19,051	19,051

<i>Amortisation and loss in value</i>	<i>Other</i>	<i>Total</i>
01/01/2011	16,330	16,330
Increases	2,721	2,721
Decreases	-	-
31/12/2011	19,051	19,051

01/01/2012	19,051	19,051
Increases	-	-
Decreases	-	-
30/09/2012	19,051	19,051

<i>Net value</i>		
01/01/2011	2,721	2,721
31/12/2011	0	0
30/09/2012	0	0

The intangible assets with definite life are fully amortised.

2. Property, plant and equipment

<i>Historical cost</i>	<i>Equipment</i>	<i>Other assets</i>	<i>Total</i>
01/01/2011	27,766	213,333	241,099
Increases			-
Decreases			-
31/12/2011	27,766	213,333	241,099
01/01/2012	27,766	213,333	241,099
Increases	1,798		1,798
Decreases			-
30/09/2012	29,564	213,333	242,897
<i>Depreciation and loss in value</i>	<i>Equipment</i>	<i>Other assets</i>	<i>Total</i>
01/01/2011	15,086	213,333	228,419
Increases	3,011		3,011
Decreases			-
31/12/2011	18,097	213,333	231,430
01/01/2012	18,097	213,333	231,430
Increases	2,258		2,258
Decreases			-
Reclassifications			-
30/09/2012	20,355	213,333	233,688
<i>Net value</i>			
01/01/2011	12,680	-	12,680
31/12/2011	9,669	-	9,669
30/09/2012	9,209	-	9,209

The account comprises furniture and EDP equipment for company use.

3. Equity investments valued at cost

The movements in the account are as follows:

			01/01/2011	Increases	Decreases	Write-downs	31/12/2011
Il Mattino S.p.A.	Rome	99.99	23,590,822				23,590,822
Leggo S.p.A.	Rome	90.00	662,869			(662,869)	-
Fincel S.r.l.	Rome	99.99	9,999			(9,999)	-
Corriere Adriatico S.p.A.	Ancona	100.00	22,863,391	2,373,588		(1,522,571)	23,714,408
Quotidiano di Puglia S.p.A.	Rome	99.95	28,445,915				28,445,915
Il Gazzettino S.p.A.	Rome	98.64	136,939,449	2,317,664		(1,632,620)	137,624,493
Il Messaggero S.p.A.	Rome	94.61	168,789,566				168,789,566
Ced digital & servizi srl	Rome	99.99		99,990			99,990
Total			381,302,011	4,791,242		(3,828,059)	382,265,194

			01/01/2012	Increases	Decreases	Write-downs	30/09/2012
Il Mattino S.p.A.	Rome	99.99	23,590,822				23,590,822
Leggo S.p.A.	Rome	90.00	-	900,000			900,000
Fincel S.r.l.	Rome	99.99	-	73,750,381			73,750,381
Corriere Adriatico S.p.A.	Ancona	100.00	23,714,408	1,522,571	(438,883)		24,798,096
Quotidiano di Puglia S.p.A.	Rome	99.95	28,445,915				28,445,915
Il Gazzettino S.p.A.	Rome	98.64	137,624,493	1,632,620			139,257,113
Il Messaggero S.p.A.	Rome	94.61	168,789,566				168,789,566
Ced digital & servizi srl	Rome	99.99	99,990				99,990
Total			382,265,194	77,805,572			459,631,883

The subsidiaries indirectly held are as follows:

Equity investments in indirect subsidiaries	Registered office	Share capital	% of control of the Group	Shareholders' Equity	Result for the period
Piemme SpA	Rome	2,646,540	100.00	42,911,507	(620,815)
Centro Stampa Veneto SpA	Rome	567,000	100.00	1,434,862	306,530
Imprese Tipografiche Venete SpA	Rome	936,000	100.00	5,451,161	689,812
P.I.M. Pubblicità Italiana Multimedia Srl	Rome	1,044,000	100.00	6,611,856	482,454
Telefriuli SpA	Tavagnacco (UD)	1,655,300	87.50	725,611	(524,534)

The investments in associated companies directly held by Caltagirone Editore SpA are as follows:

Investments in associated companies			01/01/2011	Increases (Decreases)	Write-downs	Reclassifications	31/12/2011
Rofin	Rome	30.00	17,356				17,356
Total			17,356	-	0	0	17,356

Investments in associated companies			01/01/2012	Increases (Decreases)	Write-downs	Reclassifications	30/09/2012
Rofin	Rome	30.00	17,356				17,356
Total			17,356	-	-	-	17,356

The other companies are:

Equity investments in other companies			01/01/2011	Increases (Decreases)	Reclassifications	31/12/2011
E-Care	Rome	15.00	2,745,000		-	2,745,000
Total			2,745,000	-	-	2,745,000

Equity investments in other companies			01/01/2012	Increases (Decreases)	Reclassifications	31/12/2011
E-Care	Rome	15.00	2,745,000	299,983		3,044,983
Total			2,745,000	299,983	-	3,044,983

The increase concerns the subscription to the share capital increase by the associated company E-Care SpA.

4. Non-current equity investments and securities

The breakdown is as follows:

AFS Investments	01/01/2011	Reclassifications	Increases (Decreases)	Fair value change	31/12/2011
Assicurazioni Generali SpA	47,603,500			(8,643,000)	38,960,500
Monte dei Paschi di Siena SpA	22,125,999	(22,125,999)			-
Total	69,729,499	(22,125,999)	-	(8,643,000)	38,960,500

	01/01/2012	Reclassifications	Increases (Decreases)	Fair value change	30/09/2012
Assicurazioni Generali SpA	38,960,500			(1,474,000)	37,486,500
Total	38,960,500	-	-	(1,474,000)	37,486,500

The Assicurazioni Generali shares in portfolio total 3,350,000.

5. Deferred tax assets and liabilities and current taxes

The deferred tax assets refer to losses carried forward and temporary differences between the values recorded in the financial statements and the corresponding values recognised for tax purposes.

Deferred tax assets amount to Euro 16,869,405 and principally concern tax losses carried forward (Euro 15.5 million).

Deferred tax liabilities amount to Euro 3,607 and relate to the discounting of Employee Leaving Indemnity.

Current tax receivables amount to Euro 550,723 and principally concern withholding taxes on interest income.

6. Trade receivables

The breakdown is as follows:

	30/09/2012	31/12/2011
Receivables – third parties	3,965	7,378
Receivables - related parties	-	-
Receivables - subsidiaries	1,197,370	690,000
Total trade receivables	1,201,335	697,378

Receivables from subsidiaries relate to invoices issued for administrative, financial and tax advisory services.

There are no receivables due over 12 months.

7. Current financial assets

The breakdown is as follows:

	30/09/2012	31/12/2011
Financial assets from subsidiaries	21,851,211	82,768,060
Financial assets from associated companies	1,536,001	1,536,001
Financial assets from third parties	-	11,505
Total current financial assets	23,387,212	84,315,566

The balance of Euro 21,851,211 represents interest bearing loans due within one year renewable on request, granted respectively to Il Mattino SpA (Euro 18,660,000), Il Gazzettino Spa (Euro 2,967,380) and Leggo Spa (Euro 223,831). The decrease on December 31, 2011 principally concerns the waiver of the Shareholders loan granted to the subsidiary Finced Srl for Euro 72,992,700 and the consequent incorporation in the subsidiary company of a "Capital payments" reserve in order to provide capital in line with the investments made by the Company. Euro 1,536,001 refers entirely to the non-interest bearing loan granted to the associated company Rofin 2008 Srl.

8. Other current assets

The breakdown is as follows:

	30/09/2012	31/12/2011
Receivables - subsidiaries	2,889,763	2,247,791
Receivables – third parties	28,896	211,511
Total current assets	2,918,659	2,459,302

The receivables from subsidiaries due within one year relate to the companies within the national tax consolidation.

The account also includes the VAT receivable of Euro 961,089 transferred from the subsidiary companies within the VAT consolidation.

The receivables from third parties include receivables from social security institutions and VAT.

9. Cash and cash equivalents

The breakdown is as follows:

	30/09/2012	31/12/2011
Bank and postal deposits	217,732,131	119,577,319
Cash and cash equivalents on hand	448	170
Total cash and cash equivalents	217,732,579	119,577,489
of which related parties	121,639,266	19,045,862

LIABILITIES AND SHAREHOLDERS' EQUITY

10. Shareholders' Equity

Share capital

The share capital amounts to Euro 125 million, consisting of 125 million ordinary shares at a nominal value of Euro 1 each. The number of ordinary shares outstanding did not change during the period.

All of the ordinary shares issued are fully paid-in. There are no shares subject to guarantees or restrictions on the distribution of dividends.

Treasury shares

At September 30, 2012 Caltagirone Editore Spa had 305,858 treasury shares in portfolio, comprising 0.2447% of the share capital for a value of Euro 324,816.

Other reserves

The Other Reserves consist of:

<i>In Euro</i>	30/09/2012	2011
Legal reserve	25,000,000	25,000,000
Share premium reserve	482,441,749	516,064,188
Reserve for treasury shares	324,816	169,993
Treasury shares in portfolio	(324,816)	(169,993)
Capital reserves excluding net exchange gains	3,770,408	3,770,408
Merger reserve Cedfin	423,291	423,291
Net Fair Value reserve	(8,972,474)	(7,498,474)
IAS leaving indemnity reserve	1,205	1,206
Treasury shares sales gains reserves	33,704	33,704
IAS non recognised asset reversal reserve	16,876,107	16,876,107
Reserve for exchange gains not realised	98,250	
Retained earnings		4,245
Total	519,672,240	554,674,675

LIABILITIES

11. Employee benefit provisions

The employee leaving indemnity of Euro 62,084 (Euro 54,514 at December 31, 2011) represents the estimate of the liability, determined in accordance with actuarial techniques, relating to the amount to be paid to employees on the termination of employment.

Labour costs

	30.09.2012	30.09.2011
Wages and salaries	91,541	88,085
Social security	26,941	25,586
Post-employment prov.	7,570	7,220
Other expenses	296,384	331,881
Total labour costs	422,436	452,772

12. Current provisions

The amount of Euro 237,131 concerns the provision for risks and future charges concerning any equity deficit of the investments in Leggo SpA.

13. Trade payables

	30/09/2012	31/12/2011
Supplier payables	50,897	137,325
Payables to subsidiary companies	1,202,349	21,521
Payables to parent companies	605,000	-
Payables to other Group companies	271,733	21,240
	2,129,979	180,086
<i>of which related parties</i>	<i>2,079,082</i>	<i>42,761</i>

There are no payables due over 12 months.

14. Current financial liabilities

	30/09/2012	31/12/2011
Current financial payables		
Payables to subsidiaries	118,399,715	4,099,715
Bank payables	5	50
	118,399,720	4,099,765

Current financial payables to subsidiaries concern loans at current market rates received by Group companies.

15. Other current liabilities

Other current liabilities	30/09/2012	31/12/2011
Social security institutions	11,778	12,127
Employee payables	39,478	13,356
Payables to subsidiary companies	12,509,918	11,268,764
Other payables	5,966,597	5,361,180
	18,527,771	16,655,427

The other payables to subsidiaries refer to transactions with the companies in the fiscal consolidation.

The account “Other payables” of Euro 5,966,597 includes Euro 4,873,306 as amounts available to the Board of Directors in accordance with Article 25 of the Company By-Laws, which provides for the allocation of 2% of the net profits to this account.

The other amounts concern emoluments due to Directors and Statutory Auditors and personnel withholding tax payables.

Income Statement

16. Other operating revenues

	30.09.2012	30.09.2011
Other operating revenues		-
Other revenues and income from related parties	639,515	8,134
Total revenues from sales and services	639,515	8,134

Revenues from sales and services concern services provided to Group companies.

17. Other operating charges

	30.09.2012	30.09.2011
Rent, leases and similar costs	239,154	269,271
Services	1,441,308	1,414,365
Various charges	58,669	54,377
Total other operating charges	1,739,131	1,738,013
of which related parties	1,058,936	1,085,197

The costs "Rent, leases and similar" refer entirely to the headquarters of the Company, provided by a company under common control at market rents.

The account "services" includes the remuneration of the Board of Statutory Auditors for Euro 28,875, the Board of Directors for Euro 226,360 and the audit firm for Euro 22,429. The account includes also the fee to Caltagirone SpA for services provided.

18. Amortisation, depreciation & provisions

	30.09.2012	30.09.2011
Depreciation of tangible assets	2,258	1,966
Amortisation of intangible assets	-	2,041
Deprec., amortisation, provisions & write-downs	2,258	4,007

19. Net financial income (charges)

	30.09.2012	30.09.2011
Dividends from other companies	670,000	2,144,500
Other income related parties	-	10,337
Bank deposit interest	2,420,158	2,067,581
Total financial income	3,090,158	4,222,418
of which related parties	1,704,339	4,203,560

The dividends included in the financial income relate to the shareholdings in Assicurazioni Generali SpA for Euro 670,000.

Interest income on bank deposits of Euro 2,420,158 concerns the return on invested liquidity, of which Euro 1,033,233 from the related companies Unicredit SpA and Euro 1,016 from Banca Finnat Euramerica SpA.

	30.09.2012	30.09.2011
Loss on disposal of investments	659,446	125
Loan interest	-	20,543
Interest on bank current accounts	3	1,413
Banking commissions and charges	16,564	3,123
Interest expense from subsidiaries	1,226,973	48,894
Exchange losses	2,041,243	-
Total financial charges	3,944,229	74,098
of which related parties	1,226,974	49,019

The loss on the sale of investments concerns the sale on the market of 27,500,000 Banca Monte dei Paschi di Siena shares.

The interest expense from subsidiaries relates for Euro 1,190,227 to Il Messaggero SpA and Euro 36,747 to Quotidiano di Puglia SpA for interest bearing loans.

20. Net financial position

In Euro

	30/09/2012	31/12/2011
A. Bank deposits	217,732,579	119,577,489
B. Current financial receivables	23,387,212	84,315,566
C. Current payables to other lenders	118,399,720	4,099,765
D. Net current cash position (C)-(B)-(A)	(122,720,071)	(199,793,290)
E. Non-current payables to other lenders	-	-
I. Net cash position (D)+(E)	(122,720,071)	(199,793,290)

**FOR THE BOARD OF DIRECTORS
THE CHAIRMAN**

FRANCESCO GAETANO CALTAGIRONE

MESSAGGERO PARTECIPAZIONI SOCIETA' PER AZIONI

MERGER BY INCORPORATION

OF

MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI

INTO

CALTAGIRONE EDITORE SPA

(PURSUANT TO ARTICLE 2501 *TER* OF THE CIVIL CODE)

Rome, December 19, 2012

MESSAGGERO PARTECIPAZIONI SOCIETA' PER AZIONI – Registered Office in Rome, Via Barberini No. 28
Share Capital Euro 40,914,115.00 - Rome R.E.A No.: 1352961
Rome Company Registration Office – Tax No. and Registration No.: 12133341003

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Introduction

In accordance with Article 2501 – *ter* and 2505 of the Civil Code, the Board of Directors of "**Caltagirone Editore SpA**" (hereafter also the "Incorporating Company") and the Sole Director of "**Messaggero Partecipazioni Società per Azioni**" (hereafter also the "Incorporated Company") have prepared the present merger by incorporation into Caltagirone Editore S.p.A. of Messaggero Partecipazioni Società per Azioni (hereafter also the "Merger" and/or "The Merger Operation").

* * * * *

The merger by incorporation

1. TYPE, NAME AND REGISTERED OFFICE OF THE INCORPORATING COMPANY AND OF THE INCORPORATED COMPANY

1.1. - Incorporating Company

"CALTAGIRONE EDITORE SPA"

enrolled at the Company Registration Office of Rome – Tax Code and Registration number: 05897851001, Rome R.E.A.: 935017, with registered office in Rome – Via Barberini No. 28 – 00187.

The share capital, subscribed and paid-in, amounts to Euro 125,000,000.00 and is composed of 125,000,000 ordinary shares with a nominal value of Euro 1.00 each.

The shares of Caltagirone Editore S.p.A., comprising the entire share capital of the company, are listed on the Mercato Telematico Azionario segment of the Italian Stock Exchange.

1.2 - Incorporated Company

"MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI"

enrolled at the Company Registration Office of Rome – Tax Code and Registration number 12133341003, Rome R.E.A.: 1352961, with registered office in Rome, Via Barberini No. 28 - 00187.

The share capital, subscribed and paid-in, amounts to Euro 40,914,115.00 and is composed of 84,359 ordinary shares with a nominal value of Euro 485.00 each.

2. BY-LAWS OF THE INCORPORATING COMPANY

The By-Laws of the Incorporating Company "Caltagirone Editore SpA" will not be amended as a result of the Merger.

The current version will be attached to the present document sub A), comprising an integral and substantial part of the document.

3. SHARE SWAP RATIO AND CASH SETTLEMENT

"Caltagirone Editore SpA" directly holds 79,815 shares of "Messaggero Partecipazioni S.p.A.", amounting to a nominal Euro 38,710,275.00. The remaining 4,544 shares of "Messaggero Partecipazioni S.p.A.", amounting to a nominal Euro 2,203,840.00 are treasury shares in portfolio of the incorporated company.

The merger will not involve therefore any share swap or cash settlement.

This ensures that the operation is executed in accordance with Article 2505 of the Civil Code, applying the procedural simplifications contained therein.

The experts' report as per Article 2501- *sexies* of the Civil Code is also not necessary.

The merger will be approved based on the financial statements of "Caltagirone Editore S.p.A." and of "Messaggero Partecipazioni S.p.A.", prepared in accordance with Article 2504 *quater* of the Civil Code, respectively at September 30, 2012 and at November 30, 2012.

4. ALLOCATION OF SHARES OF THE INCORPORATING COMPANY AND COMMENCEMENT OF RIGHTS

The Incorporating Company will not allocate shares in replacement of those of the Incorporated Company cancelled under the Merger, as per Article 2504 – *ter* of the Civil Code.

5. APPLICATION OF EFFECTS OF THE MERGER AND RECOGNITION OF THE OPERATIONS OF THE INCORPORATED COMPANY IN THE FINANCIAL STATEMENTS OF THE INCORPORATING COMPANY

The legal effects of the merger run from the final registration under Article 2504 of the Civil Code.

The accounting and tax effects of the merger run also from that date.

6. TREATMENT OF PARTICULAR SHARE CATEGORIES AND OF HOLDERS OF OTHER TYPES OF SECURITIES

Neither the incorporating company or the incorporated company have issued securities which would receive a differing treatment under the Merger.

A different treatment of other categories of shareholders is also not provided for.

7. SPECIFIC ADVANTAGES FOR DIRECTORS

There are no specific advantages in favour of the Directors of the companies involved in the Merger.

Rome, December 19, 2012

MESSAGGERO PARTECIPAZIONI SPA

The Sole Director

(Mario Delfini)

CALTAGIRONE EDITORE SPA

For the Board of Directors

The Chairman

(Francesco Gaetano Caltagirone)

Attachments:

A) By-laws of the Incorporating Company.

NAME – OBJECTS - REGISTERED OFFICE - DURATION

ART. 1

1. A limited liability company is hereby constituted called: “CALTAGIRONE EDITORE S.p.A.”.

ART. 2

1. The business purpose of the Company is the publication of newspapers, both daily and periodic, as well as the exercise in general of publishing, printing, advertising and distribution activities, including on behalf of third parties or in any case relating to information and the communication even via internet or audiovisually, in addition to other forms of technology, including that not yet created.

2. For the purpose of achieving its corporate aims the Company can:

- carry out all the operations of a commercial, industrial and financial (excluding the management of savings, except within the limits of Legislative Decree 385/93), investment and real estate nature (excluding brokerage or investment services as per Legislative Decree 58/98);
- may acquire, either directly or indirectly, interests and holdings in other companies and businesses having similar or connected corporate objectives or considered appropriate to optimise the management of the liquidity not invested in normal operating activities.

3. For the development of business activities the Company may agree loans providing mortgages and guarantees and make recourse to any form of financing with credit institutions, banks, companies, public and private bodies and provide the necessary guarantees.

ART. 3

1. The registered office of the Company is at Rome.

2. The board of directors have the right to instruct the opening of administrative and representative branches and offices in Italy and abroad. They may also change the address of the registered office within the same municipality.

ART. 4

1. As far as the Company is concerned and for all effects of law, each Shareholder shall be deemed to have elected domicile at the address recorded in the Shareholders' Register.

ART. 5

1. The duration of the Company is until December 31, 2100 and its life may be extended in conformity with the provisions contained in the legislation in force.

SHARE CAPITAL

ART. 6

1. The nominal value of the Company's share capital amounts to Euro 125,000,000 (one hundred and twenty five million), divided into 125,000,000 (one hundred and twenty five million) shares, each with a par value of Euro 1.

2. In the case of a share capital increase the shareholders are reserved the right of an option on the new shares issued.

ART. 7

1. The shares are nominative. When fully paid, and if permitted by the law, shares may be converted to the bearer and vice versa, at the request and cost to the shareholder.

2. The company can issue preference shares or with rights differing from previous shares issued. Every share has the right to one vote.

3. The Company may request from its shareholders and within the provisions of law and the regulations in force, funds for the continuation of the corporate purpose. The loans made with the right of repayment of the amounts paid may be made to the Company exclusively by shareholders who are registered in the share register for at least three months and have a holding in the share capital of at least two per cent of the nominal share capital as resulting from the latest approved financial statements and in any case in compliance with current legislation in force.

ART. 8

1. Subject to the provisions of Article 2344 of the Civil Code, interest shall be charged to shareholders in arrears at the official Bank of Italy discount rate plus 3%.

SHAREHOLDERS' MEETING

ART. 9

1. The Shareholders' Meetings shall be called by publishing a notice within the terms prescribed by law on the Internet site of the Company, in addition to the other manners established by the relevant regulation.
2. The shareholders' meetings are deemed as ordinary and extraordinary in accordance with the legislative provisions. They may be called outside of the registered offices of the company as long as this is within the national boundaries.
3. The shareholders' meetings are called by the Board of Directors. With prior communication to the Chairman of the Board of Directors it may be called by at least two members of the Board of Statutory Auditors.
4. The Board of Directors calls the Shareholders' Meeting within 30 days from the request made by shareholders representing at least 5% of the share capital and the request must contain the agenda for the meeting. An exception to this is where in consideration of the matters on the agenda, in the interests of the Company, the Board resolves not to call the shareholders' meeting. Article 2367 of the Civil Code is applied.
5. The ordinary shareholders' meeting for the approval of the annual accounts must be called at least once a year, within six months after the end of the year, as the company is required to prepare consolidated financial statements.

ART. 10

1. Participation at the Shareholders' Meeting and the right to vote is governed by the relevant regulation.

ART. 11

1. Each shareholder with voting rights and who has the right to attend the shareholders' meeting can be represented by written proxy in accordance with current legislation and regulations.
2. Electronic notification of proxy may be made through e-mail in the manner indicated in the convocation notice of the shareholders' meeting.

ART. 12

1. The Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or the Vice Chairman, or in such absence is elected by the shareholders' meeting.
2. The Chairman shall be assisted by a Secretary or a Notary and may appoint two tellers.
3. The Chairman of the Shareholders' Meeting shall verify the right to attend, the propriety of the powers of attorney and that the Meeting is validly constituted by the presence of the necessary quorum.

ART. 13

1. At both ordinary and extraordinary shareholders' meetings, whether held on the first, second or third call, resolutions must be adopted by statutory majority in each case.
2. For the appointment of the corporate offices a simple majority is sufficient.

ADMINISTRATION- LEGAL REPRESENTATIVE AND SIGNATURE

ART. 14

1. The Company shall be administered by a Board of Directors made up of between 3 (three) and 15 (fifteen) members, and need not be shareholders.
2. The directors are elected for a period not greater than three years and until the date of the shareholders' meeting for the approval of the annual accounts for the last year of their appointment.
3. The directors may be re-elected.
4. The shareholders' meeting determine the number of members on the Board and on their appointment decide on the duration of the office.
5. The election of the members of the Board of Directors is made on the basis of slates presented by shareholders that hold at least 2% of the share capital or any other threshold in accordance with current regulations.
6. The slates must be filed at the registered offices of the company and made available in accordance with the provisions required by law.
7. The slates indicate the candidates who are independent in accordance with the requirements of law and are presented together with the curriculum vitae of the

candidates which illustrates their professional and personal characteristics and their acceptance of the candidature.

8. Each shareholder shall present or participate in presenting only one slate containing a maximum number of 15 candidates indicated in progressive order; each candidate shall be presented on only one slate, at the risk of ineligibility.

9. The persons presenting the slates must file the documentation certifying the number of shares necessary for the presentation of the slate in accordance with law.

10. The first candidate on the minority slate which obtains the largest number of votes and which is not related in any manner, even indirectly, with the slate which has the highest number of votes, is elected Director; the other members of the Board of Directors are taken in a progressive order from the slate which obtained the highest number of votes.

11. In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate.

For the inclusion of the Directors to be elected, consideration is not taken of the slates which have not obtained at least half of the votes for the presentation of the slate.

12. For the appointment of directors other than the renewal of the entire Board of Directors, the shareholders' meeting approves through statutory majority and without taking into consideration the procedures outlined above.

Should one or more directors resign during the year, they shall be replaced in accordance with article 2386 of the Civil Code.

ART. 15

1. The Board, where this has not been performed at the shareholders' meeting, appoints a Chairman and can also appoint one or more Vice Chairman who will substitute the Chairman in case of his absence or prohibition. They also appoint a secretary who need not be a member of the Board.

2. In the absence or impediment of the Chairman and the Vice Chairmen of the Board the meetings will be chaired by the oldest Director.

ART. 16

1. The Board meets in the registered office of the company when the Chairman deems it necessary or where at least one third of the members make a written request.
2. The calling by the Chairman is sent by registered letter at least five days before the meeting to each Director and Statutory Auditor; in case of urgency this can be by telegram, fax or e-mail sent at least two days before the meeting.
3. Within the same time, the Board of Statutory Auditors shall be informed of the calling.
4. The Board of Directors, and if existing, the Executive Committee, can also be called in accordance with the above-mentioned procedures, with prior notice to the Chairman of the Board of Directors, by at least two statutory auditors.
5. The meetings of the Board of Directors are also valid when all of the Directors and Statutory Auditors are present, even without the above call procedures.
6. The Board of Director meetings are held in the registered offices of the company or at another location provided this is within the European Union.
7. The Board of Director and Executive Committee meetings may also be held by teleconference. Therefore the right of participation at the meetings can be from other locations utilising adequate communication systems.
8. The following must be verified for the meeting to be valid:
 - the identification of all participants at each location;
 - the presence, of the chairman and secretary in the same location;
 - the possibility for each participant to intervene, discuss and express verbally their opinion, send, receive and transmit documents and information in general at the same time as the examination and deliberation of the decisions.
9. In the case of teleconferences or videoconferences, the meeting is considered held in the location in which the Chairman and Secretary are located.

ART. 17

1. A meeting of the Board of Directors shall be validly constituted when at least half the members in office are present. Board resolutions shall be carried by an

absolute majority of the directors present. In the event of a tie in votes, the casting vote shall be that of the chairman of the meeting.

ART. 18

1. The Board of Directors shall be reimbursed for all expenses incurred by them during the course of their duties. The shareholders' meeting may also determine an annual fee for the Board, which may consist in a share of the profits of the company.

ART. 19

1. The Board shall have the widest powers of ordinary and extraordinary administration of the Company and may therefore carry out any and all acts it deems appropriate for attaining the corporate scope, with the sole exclusion of those attributed by law or the present by-laws to the Shareholders' Meeting.

2. The Board of Directors may also pass resolutions in relation to:

- the incorporation or spin-off of companies where permitted by law;
- the opening and closing of secondary offices;
- the indication of which directors may represent the company;
- the reduction of the share capital in the case of return of shares by shareholders;
- the transfer of the registered office nationally;
- updating the company by-laws in accordance with law.

3. The Board of Directors, or the Chairman, must report in a timely manner and in any case at least quarterly to the Board of Statutory Auditors on the activities performed concerning the most significant economic and financial operations made by the Company and its subsidiaries, in particular in relation to operations of potential conflict of interests.

4. The communication is made at the board meetings and where particular circumstances render it appropriate, this may also be made in writing to the Board of Statutory Auditors, who will record this in the register required under article 2421 of the Civil Code.

ART. 20

1. The Chairman of the board or the person substituting him is the legal representative of the company in legal matters against third parties.
2. All of the other directors have powers within the delegated powers given by the Board.

ART. 21

1. The Board can delegate, in the limits permitted by law, powers to an Executive Committee, comprising members of the board, or to individual directors appointing one or more Managing Directors, and can nominate persons who are not members of the Board, senior management, proxies or mandated in general to carry out deeds or certain category of deeds.
2. The Executive Committee resolves proposals with a majority of the votes of the members present; in case of a tie, the vote of the person chairing the meeting shall be decisive.

BOARD OF STATUTORY AUDITORS

ART. 22

1. The Board of Statutory Auditors is composed of the Chairman, two standing members and two alternate members, appointed by the shareholders' meeting who also determine the emoluments of the Chairman and standing members. They are elected for a period of three years and until the date of the shareholders' meeting for the approval of the annual accounts for the last year of their appointment and they may be re-elected.
2. Persons who already cover the role of statutory auditor in more than five other listed companies, excluding the direct or indirect subsidiaries of the company or controlled by the same parent company that controls the Company, may not be elected nor can persons who do not fulfill the good standing criteria as required by the relevant regulations as well as incompatibility by law.
3. Where the criteria are no longer met, the Statutory Auditor must leave office.
4. The Board of Statutory Auditors are elected by the Shareholders' Meeting on the basis of slates presented by shareholders that hold at least 2% of the share capital or any other threshold in accordance with current regulations.

5. The slates must be filed at the registered offices of the company and made available in accordance with the provisions required by law. The persons presenting the slates must file the documentation certifying the number of shares necessary for the presentation of the slate in accordance with law.
6. Each shareholder, as well as shareholders belonging to the same group (i.e. holding companies, including individuals, as per article 2359 of the civil code and its subsidiaries), who adhere to a shareholder pact in accordance with article 122 of the Legislative Decree 24.2.1998 no. 58, cannot present, directly, through nominees, or through trust companies, more than one slate. Violation of this regulation will result in the application of paragraph 12 for all of the slates presented independent of the order of the slates presented.
7. In the event where at the end of the period for the presentation of the slates only one slate has been presented, or only slates presented by shareholders belonging to the same group or belonging to a shareholder agreement, slates may be presented up to the fourth day after this date, provided that the notices are made in accordance with current regulations. In this case, the percentage threshold established by paragraph 4 for the presentation of the slate is reduced by half.
8. The slates must be provided with the information relating to the shareholders presenting the slates, with an indication of the total percentage shareholding held, of the Curriculum Vitae of each person on the slate as well as a declaration by the candidate, under their own responsibility, that they possess the requisites required by law and the acceptance of their candidature.
9. The written acceptance of the candidature and the declaration of the inexistence of ineligibility must be filed together with the slate.
10. The slates for the election of the members of the Board of Statutory Auditors must include the names of one or more candidates, not above the number of statutory auditors to be elected, indicated by progressive order; the slates can be divided into two sections, each with a maximum of three candidates (progressive numbering) for the office of standing auditor and alternate auditor.

11. No shareholder may present or vote, even as proxy, on more than one slate and each candidate shall be presented on only one slate, at the risk of ineligibility.

12. The slates which are not in conformity with the previous points four, five, six, eight, nine and ten are considered as not presented.

13. The first two candidates of the slate which obtains the largest number of votes are elected as standing auditors (“the Majority Slate”) and the first candidate of the slate presented and voted by the shareholders which are not related, even indirectly, to the majority shareholders, which is second in terms of number of votes (the “Minority List”), is elected Chairman of the Board of Statutory Auditors.

Also elected are:

- one alternate auditor among the candidates indicated in the section “Alternate Auditors” of the Majority Slate in progressive order;
- one alternate auditor among the candidates indicated in the section “Alternate Auditors” of the Minority Slate in progressive order.

14. Should two slates receive the same number of votes, a second vote of the entire Shareholders’ Meeting will decide between them.

15. In the event of the presentation of only one slate or in the case where only one slate receives votes, all the candidates will be taken from the same slate.

16. Where it is not possible to proceed with the appointment of one or more Statutory Auditor through the voting of lists, the Shareholders’ Meeting will resolve through statutory majority. In the case of the substitution of a Standing Auditor, an Alternate Auditor is taken from the same slate as the auditor leaving office.

17. As regards the rules for appointing any standing or substitute Auditors needed to make up vacancies on the Board of Statutory Auditors these shall be decided by resolutions of the Shareholders’ Meeting, adopted by statutory majority.

18. The meetings of the Board of Statutory Auditors may be validly held in video or audio conferencing, provided that the participants may be properly identified, and that they may follow the discussion and take the floor in real time, and on all the topics under discussion, and that they can both examine and receive documentation relating to those topics, and that all this is specifically included in

the relevant minutes. If all the above-mentioned conditions are complied with, the meeting shall be deemed to have been held in the place where the Chairman is present.

EXECUTIVE RESPONSIBLE

ART. 23

1. The Board of Directors appoints annually the executive responsible for preparing the accounting documents, with prior consultation with the Board of Statutory Auditors. The Executive Responsible will be chosen among persons with adequate experience in administration, finance and control at significantly large companies and are of such repute as that required for the office of director.
2. The loss of the reputability requirement during the term of office results in the loss of the office; in this event, a timely replacement is made of the executive retiring.
3. The executive responsible for the preparation of the accounting documents remains in office for one year until the meeting of the Board of Directors subsequent to the Shareholders' Meeting which approves the financial statements for the year.

ACCOUNTS AND PROFITS

ART. 24

1. The accounting period shall end on December 31 of every year.
2. At the end of each accounting period, the Board of Directors shall draw up the Company's financial statements as required by law.

ART. 25

1. The net profit in the period, excluding the deduction of 5% allocated to the legal reserve, until the reaching of one fifth of the share capital, and 2% available to the Board of Directors, are divided among the shareholders, except where otherwise resolved by the shareholders' meeting.
2. The payment of the dividend is made at the bank designated by the Board of Directors on the day that is annually fixed by the Board.

3. Dividends not collected within five years from the day they become payable shall be forfeited to the Company.

4. The Board of Directors may distribute interim dividends to shareholders during the course of the year.

DISSOLUTION

ART. 26

1. Should the Company be dissolved, a shareholders' meeting shall determine the liquidation procedures and appoint one or more liquidators, establishing their powers and remuneration.

MESSAGGERO PARTECIPAZIONI SOCIETA' PER AZIONI

Directors' Report on the merger by incorporation of "Messaggero Partecipazioni Società per Azioni" into "Caltagirone Editore S.p.A."

prepared in accordance with Article 2501 – quinquies, Article 2505 of the Civil Code and Article 70, paragraphs 1 and 2 of the Regulation approved by Consob with Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented

Rome, December 19, 2012

MESSAGGERO PARTECIPAZIONI SOCIETA' PER AZIONI – Registered Office in Rome, Via Barberini No. 28
Share Capital Euro 40,914,115.00 - Rome R.E.A No.: 1352961
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- 11 - CONSIDERATIONS OF THE BOARD OF DIRECTORS CONCERNING ANY APPLICATION OF THE RIGHT TO WITHDRAWAL

Introduction

The present report prepared in accordance with Articles 2501 – *quinquies*, 2505 of the Civil Code and Article 70, paragraphs 1 and 2 of the Regulation adopted by Consob with Resolution No. 11971 of May 14, 1999 and subsequent amendments and supplementations, describes the merger by incorporation operation (hereafter also “The Merger” or “The Operation”) of “Messaggero Partecipazioni Società per Azioni” (hereafter also the “Incorporated Company”) into “Caltagirone Editore S.p.A.” (hereafter also the “Incorporating Company”).

Caltagirone Editore S.p.A., at the preparation date of the present report holds 79,815 shares of a nominal value of Euro 485.00 each of the share capital of Messaggero Partecipazioni Società per Azioni; the remaining 4,544 shares of a nominal value of Euro 485.00 each of Messaggero Partecipazioni Società per Azioni, are treasury shares held by the incorporated company.

The merger will not involve therefore any share swap or cash settlement.

This ensures that the operation is executed in accordance with Article 2505 of the Civil Code.

1 – Outline and purpose of the operation.

Outline of the operation

The operation comprises – as stated – the merger through incorporation of Messaggero Partecipazioni Società per Azioni into Caltagirone Editore SpA.

Purpose of the operation

The merger by incorporation into Caltagirone Editore SpA of Messaggero Partecipazioni Società per Azioni is part of the wider reorganisation and restructuring undertaken in order to improve the operating efficiency of the group entities, through more clearly delineated roles and the development of available synergies.

The proposal provides for a corporate integration which strengthens the principal asset of Messaggero Partecipazioni Società per Azioni within a more efficient organisational scope.

The core objective is to restructure and fully utilise the available resources through a simplification of the business models adopted.

The operation will more clearly delineate the holding role of Caltagirone Editore S.p.A., optimising the cash flows of the various business areas of the companies involved, simplifying the ownership structure.

Economies will be created, in addition to improved risk control and better overall efficiency in a more precise definition of the parties involved. The necessary and achievable economies of scope and scale will be attained.

2 – Parties subject to the merger

Incorporated Company

MESSAGGERO PARTECIPAZIONI SOCIETÀ PER AZIONI

a company with Registered Office in Rome, Via Barberini, No. 28, enrolled at the Rome Company Registration Office – Tax No. and Registration No.: 12133341003, Rome R.E.A.: 1352961.

The share capital, subscribed and paid-in, amounts to Euro 40,914,115.00 and is composed of 84,359 ordinary shares with a nominal value of Euro 485.00 each.

Incorporating Company

CALTAGIRONE EDITORE SPA

a company with Registered Office in Rome, Via Barberini No. 28, enrolled at the Rome Company Registration Office – Tax No. and Registration No.: 05897851001, Rome R.E.A.: n. 935017.

The share capital, subscribed and paid-in, amounts to Euro 125,000,000.00 and is composed of 125,000,000 ordinary shares with a nominal value of Euro 1.00 each.

The shares of Caltagirone Editore S.p.A., comprising the entire share capital of the company, are listed on the Mercato Telematico Azionario segment of the Italian Stock Exchange.

3- Legal and regulatory profile of the operation

The merger will take place based on the financial statements prepared at November 30, 2012 of the Incorporated Company and at September 30, 2012 of the Incorporating Company (hereafter also the “Merger Financial Statements”), in accordance with Article 2501 – *quater* of the Civil Code.

As previously outlined, considering the capital restrictions between the companies involved in the operation, the merger will not involve any share capital increase of the Incorporating Company.

The merger does not trigger the application of Article 70, sixth paragraph, of the Issuers’ Regulation as the significance thresholds are not exceeded.

The merger will be approved by the shareholders of the Incorporated Company and by the Board of Directors of the Incorporating Company in accordance with Article 19 of the By-laws of Caltagirone Editore S.p.A., providing that the shareholders of Caltagirone Editore S.p.A. representing at least 5% of the share capital do not request, in accordance with the Article 2505, third paragraph of the Civil Code, directly to the company, within eight days from filing as per third paragraph of Article 2501 - *ter* of the Civil Code, that the approval resolution of the Merger is adopted by the Extraordinary Shareholders’ Meeting.

4. SHARE SWAP RATIO AND CASH SETTLEMENT

The merger will not involve any shares swap or cash settlement.

In application of Article 2505 of the civil code, the experts’ report as per Article 2501 *sexies* of the code was also not necessary.

5. APPLICATION OF EFFECTS OF THE MERGER AND RECOGNITION OF OPERATIONS IN THE FINANCIAL STATEMENTS OF THE INCORPORATING COMPANY

The legal effects of the merger run from the final registration under Article 2504 of the Civil Code.

The accounting and tax effects of the merger run also from that date.

6. ALLOCATION OF SHARES OF THE INCORPORATING COMPANY AND APPLICATION OF RELATED RIGHTS

The Incorporating Company will not allocate shares in replacement of those of the Incorporated Company cancelled under the Merger, as per Article 2504 – *ter* of the Civil Code.

7. AMENDMENTS TO THE BY-LAWS OF THE INCORPORATING COMPANY

No amendments to the By-Laws of the Incorporating Company at attachment sub A) of the merger proposal will take place as a result of the Merger.

8. TAX ASPECTS OF THE OPERATION

In accordance with Article 172 of Presidential Decree No. 917 of December 22, 1986 (hereafter the “**Income Tax Law**”) the Merger is fiscally neutral and therefore does not give rise to gains or losses on the assets of the merged Company.

In calculating the income of the Incorporating Company account is not taken of any surplus or deficit deriving from the cancellation of the shares of the Incorporating Company.

The Merger falls within the scope of operations excluded from the application of VAT, in accordance with Article 2, paragraph 3, letter f) of Presidential Decree No. 633 – 1972 and is subject to a fixed amount of registration tax.

9. EFFECTS OF THE MERGER ON THE SIGNIFICANT SHAREHOLDERS, IN ADDITION TO THE CONTROL OF THE INCORPORATED COMPANY

The Merger will not involve the issue of new shares of the Incorporating Company.

The operation will therefore not have any impact on the significant shareholder structure, nor on the control of the Incorporating Company.

10. EFFECTS OF THE MERGER ON THE SIGNIFICANT SHAREHOLDER PACTS IN ACCORDANCE WITH ARTICLE 122 OF THE CFA

No significant shareholder pacts of the Incorporating Company nor of the Incorporated Company are in place.

11. CONSIDERATIONS OF THE BOARD OF DIRECTORS CONCERNING ANY APPLICATION OF THE RIGHT TO WITHDRAWAL

The Operation does not involve any events which, under Article 2437 of the Civil Code may trigger the right to withdrawal by the Shareholders of Caltagirone Editore S.p.A. or of Messaggero Partecipazioni Società per Azioni.

In addition, in relation to the Incorporating Company, whose shares are listed, the Merger will not involve the exclusion from listing of the Caltagirone Editore SpA shares, which provide for the right to withdrawal under Article 2437 – *quinquies* of the Civil Code.

Rome, December 19, 2012

Messaggero Partecipazioni Società per Azioni

The Sole Director

Mario Delfini

FINANCIAL STATEMENTS AT NOVEMBER 30, 2012 OF

MESSAGGERO PARTECIPAZIONI S.P.A.

Attachment to the merger by incorporation into Caltagirone Editore S.p.A. of Messaggero Partecipazioni S.p.A.

BALANCE SHEET

ASSETS	30/11/2012
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A. SUBSCRIBED CAPITAL UNPAID	-
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B. FIXED ASSETS**III. FINANCIAL ASSETS**

1. Equity investments in:

a) Subsidiary companies	71,972,862
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b) Other companies	13,942,334
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4. Treasury shares	8,392,359
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TOTAL (B) FIXED ASSETS	94,307,555
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C. CURRENT ASSETS**II. Receivables**

3. Parent companies	72,252,365
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72,252,365

IV.CASH AT BANK AND IN HAND	0
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TOTAL (C) CURRENT ASSETS	72,252,365
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TOTAL ASSETS	166,559,920
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LIABILITIES**A. SHAREHOLDERS' EQUITY**

I. SHARE CAPITAL	40,914,115
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II. SHARE PREMIUM RESERVE	-
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III. REVALUATION RESERVE	-
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IV. LEGAL RESERVE	-
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V. TREASURY SHARES IN PORTFOLIO RESERVE	8,392,359
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VI. STATUTORY RESERVES	-
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VII. OTHER RESERVES	106,596,132
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VIII. RETAINED PROFITS (ACCUMULATED LOSSES)	-
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IX. NET PROFIT FOR THE YEAR	51,879
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TOTAL (A) SHAREHOLDERS' EQUITY	155,954,485
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D. PAYABLES

16. Payables to other group companies

.due within one year	10,605,435
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TOTAL (D) PAYABLES	10,605,435
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TOTAL LIABILITIES	166,559,920
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INCOME STATEMENT**TO 30/11/2012****(A) VALUE OF PRODUCTION**

5. OTHER INCOME AND REVENUES

-

TOTAL (A) VALUE OF PRODUCTION

-

(B) COSTS OF PRODUCTION

7. COST OF SERVICES

-

14. OTHER CHARGES

-

TOTAL (B) COSTS OF PRODUCTION

-

**TOTAL (A-B) DIFFER. BETWEEN VALUE AND
COSTS OF PRODUCTION**

-

(C) FINANCIAL INCOME AND CHARGES

16. OTHER FINANCIAL INCOME

(D) INCOME OTHER THAN ABOVE

FROM OTHERS

52,838

17. INTERST AND OTHER FINANCIAL CHARGES

FROM OTHERS

(959)

TOTAL (C) FINANCIAL INCOME AND CHARGES**51,879****(D) ADJUSTMENT TO FINANCIAL ASSETS**

-

TOTAL (D) ADJUSTMENTS**TO FINANCIAL ASSETS**

-

(E) EXTRAORDINARY INCOME AND CHARGES

-

TOTAL (E) EXTRAORDINARY INCOME & CHARGES

-

TOTAL PROFIT BEFORE TAXES**51,879**

NOTES TO THE FINANCIAL STATEMENTS AT NOVEMBER 30, 2012**Structure and content**

The Balance Sheet at November 30, 2012 was prepared in accordance with the Civil Code, supplemented by the accounting principles drawn up by the Italian Accounting Profession, as amended by the Italian Accounting Organisation and by the documents directly issued by the Italian Accounting Organisation. The present notes comprise an integral part and were prepared in accordance with Article 2423 of the Civil Code and provide the information required by Articles 2427 and 2427 *bis*.

Accounting principles

The accounting principles as per Article 2426 of the Civil Code are utilised, based on the exercise of prudence and the application of the going-concern concept and accruals-basis accounting.

No exceptional cases have arisen requiring a departure from the accounting principles, due to any incompatibility with the need to provide a true and fair view of the balance sheet and financial position of the company.

The financial statements at November 30, 2012 and the amounts included in the present notes are expressed in units of Euro, except where otherwise indicated.

No comparative data exists from the incorporation date of the company following the execution of the partial and proportional spin-off of the companies “Il Messaggero S.p.A.” and “Piemme S.p.A. Concessionaria di Pubblicità”, completed with deed of Notary Maurizio Misurale of Rome on November 14, 2012, filed at the Rome Company Registration Office on November 21, 2012.

The valuation criteria and accounting principles adopted for the most significant accounts of the Balance Sheet at November 30, 2012 are as follows:

Financial assets

The financial assets are valued at acquisition cost, adjusted for impairments.

These adjustments are eliminated in the case in which, in subsequent years, the reasons for their application are no longer applicable.

Receivables and Payables

Receivables are recognised at their nominal value, adjusted for the doubtful debt provision, while payables are reported at their nominal value, at their expected settlement value.

Costs and Revenues

They are recorded in accordance with the accruals principle.

Financial income is recognised on realisation.

All operations carried out by the company, directly or indirectly, are recognised in the underlying accounting entries.

BALANCE SHEET

ASSETS

Fixed assets

Equity investments in subsidiary companies

The balance at November 30, 2012 of Euro 71,972,862 concerns 5,082,960 shares of Piemme S.p.A., comprising 100% of the share capital, allocated following the above-stated spin-off of the company Il Messaggero S.p.A..

Equity investments in other companies

The balance at November 30, 2012 of Euro 13,492,334 concerns 4,544 shares of Il Messaggero SpA, comprising 5.39% of the share capital, allocated following the above-stated spin-off of the company Piemme Concessionaria di Pubblicità SpA.

Treasury shares

The balance at November 30, 2012 of Euro 8,392,359 concerns 4,544 treasury shares in portfolio,

comprising 5.39% of the share capital deriving from the share swap, considering the existing capital restrictions between the spun-off companies. In accordance with Article 2357 *ter*, paragraph 3 of the Civil Code a reserve of a similar amount was incorporated, utilising part of the reserves from the company “Il Messaggero S.p.A.”.

Current Assets

Receivables from parent companies

Euro 72,252,365 concerns the financial receivable of Euro 71,678,286 from the parent company Caltagirone Editore S.p.A. allocated under the spin-off from Il Messaggero S.p.A. and including interest matured in the period: the residual amount concerns various receivables of Euro 574,079, allocated on the spin-off of Piemme S.p.A.

LIABILITIES

Shareholders' Equity

The share capital amounts to Euro 40,914,115, is fully subscribed and paid-in, comprising 84,359 shares of a nominal value of Euro 485.00 each and allocated following the above stated spin-off.

The treasury shares reserve, amounting to Euro 8,392,359, was provisioned against 4,544 treasury shares in portfolio, in accordance with the Article 2357 *ter*, paragraph 3 of the Civil Code.

The other reserves, amounting to Euro 106,596,132, were allocated on the spin-off of the companies Piemme S.p.A. Concessionaria di Pubblicità and Il Messaggero S.p.A.

Payables

Payables at November 30, 2012 amount to Euro 10,604,627 and concern the payables allocated following the spin-off of the company Piemme S.p.A. Concessionaria di Pubblicità and include: the payable from Corriere Adriatico S.p.A. (Euro 1,300,959 including Euro 959 of interest at current market rates matured in the period) and the trade payable to Il Gazzettino S.p.A. (Euro 5,038,084) and Il Mattino S.p.A. (Euro 4,266,392).

INCOME STATEMENT

Financial income

The other financial income, amounting to Euro 52,838, comprises interest matured at current market rates for the financial receivable from the parent company Caltagirone Editore S.p.A..

Financial charges

The other financial charges of Euro 959 concern interest matured at current market rates for the financial payable to the group company Corriere Adriatico S.p.A.

The Sole Director

MARIO DELFINI