



Shareholders' Meeting of April 22, 2015

Summary of voting on matters on the Shareholders' Meeting Agenda of April 22, 2015
As per Art. 125- quater, paragraph 2 of the Consolidated Finance Act

Attendances

| | No. of shareholders | No. of shares | % shares with voting rights | % total shares |
|--------------|---------------------|-------------------|-----------------------------|----------------|
| In person | 9 | 36,522,750 | 29.57 | 29.22 |
| By proxy | 14 | 57,088,210 | 46.23 | 45.67 |
| Total | 23 | 96,610,960 | 75.80 | 74.89 |

The share capital amounts to Euro 125,000,000 and is composed of 125,000,000 ordinary shares of a par value of Euro 1 each. At the current date 123,492,995 shares have voting rights, excluding treasury shares.

First matter on the Agenda

Presentation of the Separate and Consolidated Financial Statements for the year ended December 31, 2014, together with the Directors' Report, Board of Statutory Auditors' Report and the Independent Auditors' Report; deliberations thereon;

a) approval of the Financial Statements for the year ended 31/12/2014, together with the relative reports;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

b) carry forward the loss of Caltagirone Editore SpA of Euro 40.649.827;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

N.B. It is reported that a shareholder by proxy, owner of n. 2,799,000 shares, joined after the votes of First matter on the Agenda.

Second matter on the Agenda

Appointment of the Board of Directors for the three-year period 2015 - 2016 e 2017 determining the number of Board members and relative remuneration:

a) establishment of the number of Directors;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

b) determination of the Board of Directors' remuneration;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

c) appointment of the Board of Directors on the basis of the only slate presented by the majority shareholder.

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

Third matter on the Agenda

.Appointment of the Board of Statutory Auditors for the three-year period 2015 – 2016 and 2017 and determination of emoluments;

a) appointment of the Chairman and the members of the Board of Statutory Auditors, on the basis of the only slate presented by the majority shareholder;

| | No. of shares |
|--|---------------|
|--|---------------|

| | |
|------------|------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

b) establishment of the remuneration of the Board of Statutory Auditors.

| | No. of shares |
|--|---------------|
|--|---------------|

| | |
|------------|------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

Fourth matter on the Agenda

Resolutions on the sale and purchase of treasury shares in accordance with Article 2357 of the Civil Code;

a) revocation of the Shareholders' Meeting resolution of April 16, 2014 and authorisation for a maximum duration of 18 months from the Shareholders' Meeting resolution, in accordance with Article 2357 of the Civil Code, to purchase ordinary Company shares which, taking account of the treasury shares already held, should not surpass 3% of the share capital and therefore 3,750,000 shares, for a maximum amount of Euro 5,000,000.00, including the cost of shares already acquired, under the terms and manners included in the report prepared by the Board of Directors in accordance with Article 73 of the Consob Issuers' Regulation No. 11971/99, as subsequently amended;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

b) authorisation of the sale of company treasury shares which will be bought back, without time limits;

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

c) conferment to the Board of Directors of all powers necessary to implement the authorisation resolution in accordance with the applicable regulation.

| | No. of shares |
|------------|---------------|
| In favour | 96,610,960 |
| Against | - |
| Abstaining | - |

Fifth matter on the Agenda

Remuneration Report in accordance with Article 123-ter paragraph 6 of Legislative Decree 58/98; resolutions thereon:

a) approval of Section I concerning the Company policy in this regard.

| | No. of shares |
|------------|----------------------|
| In favour | <u>96,610,960</u> |
| Against | <u>-</u> |
| Abstaining | <u>-</u> |
