

**MONDADORI: AGREEMENT TO TRANSFER BOMPIANI
TO GIUNTI EDITORE FOR A TOTAL PRICE OF
16.5 MILLION EURO**

Segrate, 29 September 2016 - Arnoldo Mondadori Editore S.p.A., following today's meeting of the Board of Directors, announces that its subsidiary Rizzoli Libri S.p.A. has signed an agreement to transfer the Bompiani business unit to Giunti Editore S.p.A.

The total price of the transaction amounts to 16.5 million euro, 5.3 million euro of which related to assets transferred to the buyer.

Forecasts for 2016 on the scope subject to transfer indicate revenue of 15.3 million euro and a normalized EBITDA of approximately 1.3 million euro; Bompiani's share of the trade market at 30 June 2016 stands at 1.8% (GfK).

The disposal of Bompiani is made in accordance with the remedies set out in the Provision issued by the Antitrust Authority, as part of the acquisition of Rizzoli Libri completed on 14 April 2016; finalization of the transaction is subject to prior approval by the Antitrust Authority.

Giunti Editore S.p.A., a time-honoured publisher based in Florence, which traces its roots back to 1841, is the parent company of one of the leading publishing groups in Italy; in 2015, with the publishers and the network of 190 bookstores operating under the *Giunti al Punto* trademark, it achieved consolidated revenue of 198 million euro.

Approval of plan on merger by incorporation of Banzai Media S.r.l. into Arnoldo Mondadori Editore S.p.A.

The Board of Directors also approved the plan on the merger by incorporation of the subsidiary Banzai Media S.r.l. into Arnoldo Mondadori Editore S.p.A., prepared pursuant to art. 2501-*ter* and art. 2505, par. 1, of the Italian Civil Code, and approved today also by the Board of Directors of Banzai Media S.r.l.

The transaction aims to achieve the full integration of Banzai Media activities with the digital properties of Magazines Italy. The value of Banzai Media's brands will, instead, remain separate and distinct. The merger will create a unified product range with the potential to present itself as a leader to both advertisers and users, improving time to market, benefitting from shared assets and know-how and leveraging on more streamlined business processes.

The merger plan was filed today with the Company Registry of Milan, pursuant to art. 2501-*ter*, par. 3, of the Italian Civil Code.

The merger is covered by the exemption from the application of Consob Regulation no. 17221/2010 and subsequent amendments regarding transactions with related parties, since the transaction is performed through a subsidiary with no significant interests of other related parties of Arnoldo Mondadori Editore, based on the criteria set out in the Procedures for Transactions with Related Parties of Arnoldo Mondadori Editore S.p.A.

As this is an incorporation of a wholly-owned company pursuant to art. 2505 of the Italian Civil Code, the decision on the merger will be adopted (i) for Arnoldo Mondadori Editore by its Board of Directors, pursuant to art. 2505, par. 2, of the Italian Civil Code, and to art. 23 of the by-laws, and (ii) for Banzai Media by its Shareholders' Meeting.

Pursuant also to art. 84 of Consob Regulation no. 11971/1999 (the "Issuer Regulation"), the shareholders of Arnoldo Mondadori Editore representing at least 5% of the share capital, pursuant to art. 2505, par. 3, of the Italian Civil Code, are nevertheless entitled to request that the



decision on the merger be adopted by the Extraordinary Meeting, in accordance with art. 2502, par. 1, of the Italian Civil Code. Shareholders who intend to exercise such right must send a specific request by registered mail with return receipt within eight days from the date of filing of the merger plan with the Company Registry of Milan to Arnoldo Mondadori Editore S.p.A., Via Bianca di Savoia, 12, Milan, Legal and Corporate Affairs Department, together with a certification attesting to ownership of the shares, pursuant to art. 25 of the Bank of Italy/Consob Joint Regulation adopted by the Provision dated 22 February 2008, faxing the documents in advance to 0275422537.






The merger is scheduled by 15 January 2017; for accounting and tax purposes, it will take effect from 1 January 2017.

For further details, reference should be made to the information disclosed on the website www.mondadori.it (*Governance* section) and to the documents listed below, available to the public also at the registered office of the companies taking part in the merger, and through the authorized storage mechanism 1Info (www.1info.it): the merger plan, the half-year financial report at 30 June 2016 of Arnoldo Mondadori Editore (which pursuant to art. 2501-*quater*, par. 2, of the Italian Civil Code, supersedes the relevant financial position) and the relevant financial statements at 30 June 2016 of Banzai Media.

Also filed at the registered office of the companies taking part in the merger, the financial statements related to the last three financial periods of Arnoldo Mondadori Editore and of Banzai Media, together with the management and audit reports.

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