

Notice pursuant to Article 37-ter, Paragraph 3, of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999 of 14 May 1999, as subsequently amended and integrated (the "Issuers Regulation") concerning the voluntary tender offer launched by DI. VI. Finanziaria di Diego Della Valle & C. S.r.l., Diego Della Valle & C. S.r.l., Mediobanca – Banca di Credito Finanziario S.p.A., UnipolSai Assicurazioni S.p.A. (also on behalf of UnipolSai Finance S.p.A.), Pirelli & C. S.p.A. and International Acquisitions Holding S.à r.l. through a corporate vehicle in course of incorporation (the "Offeror"), on maximum No. 403,937,789 ordinary shares (the "Shares") of RCS MediaGroup S.p.A. (the "Issuer").

### **The Offer Document has been filed with CONSOB**

**Milan, 20 May 2016.** DI. VI. Finanziaria di Diego Della Valle & C. S.r.l., Diego Della Valle & C. S.r.l., Mediobanca – Banca di Credito Finanziario S.p.A., UnipolSai Assicurazioni S.p.A. (also on behalf of UnipolSai Finance S.p.A.), Pirelli & C. S.p.A. and International Acquisitions Holding S.à r.l. (the "**Investors**") communicate that on the date hereof they have filed with CONSOB – pursuant to article 102, paragraph 3, of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the "**TUF**"), as well as to article 37-ter, paragraph 3, of the Issuers Regulation – the offer document ("**Offer Document**"), concerning the voluntary tender offer pursuant to articles 102 and 106, paragraph 4 of the TUF (the "**Offer**") on maximum No. 403,937,789 ordinary shares (the "**Shares**") of RCS MediaGroup S.p.A. (the "**Issuer**") which will be launched through a corporate vehicle in course of incorporation.

The persons tendering the Offer will be paid with a consideration of Euro 0.70 (zero point seventy) for each Share of the Issuer tendered to the Offer, (the "**Consideration**").

In case of total acceptance of the Offer, the maximum aggregate consideration of the Offer is equal to Euro 282,756,452.30.

Pursuant to articles 103, Paragraph 4, letter d) of the TUF and 44 of the Issuers Regulation, the Offer constitutes a competing offer to the voluntary tender exchange offer launched by Cairo Communication S.p.A. on the totality of the ordinary shares of RCS, and presented to the market on 8 April 2016.

The Offer Document will be published at the end of the verification procedure to be carried out by Consob pursuant to Article 102, Paragraph 4, of the TUF.

Before the publication of the Offer Document, please refer to the notice pursuant to Article 102, Paragraph 1, of the TUF, published on the website [www.mediobanca.com](http://www.mediobanca.com), in which key terms and elements of the Offer are provided.