

RCS shareholders' agreement: notice of dissolution

Notice of dissolution of shareholders' agreement pursuant to Article 122 of Italian Legislative Decree 58/98 and Article 131, para. 4, of the Regulations adopted under Consob resolution 11971/99 as amended

On 31 December 2016, it was decided to wind up the shareholders' agreement entered into on 1 September 2016 (the "**Agreement**") between DI. VI. Finanziaria di Diego Della Valle & C. S.r.l., Diego Della Valle & C. S.r.l., International Media Holding S.p.A., Mediobanca – Banca di Credito Finanziario S.p.A., Pirelli & C. S.p.A., UnipolSai Assicurazioni S.p.A. and UnipolSai Finance S.p.A. (the "**Parties**") in view of the ordinary general meeting of RCS MediaGroup S.p.A. ("**RCS**"), regarding: (a) the formation and submission of the list of candidates for the position of director of RCS; (b) exercise of voting rights at the annual general meeting of RCS to be held on 26 September 2016; (c) prior consultation ahead of possible further general meetings to be called during the period of time in which the Agreement was in force; and (d) restrictions on the acquisition/sale of shares syndicated to the Agreement by/to other Parties or under the terms of public tender offers launched by third parties in respect of RCS shares.

This notice is published on the websites of Mediobanca – Banca di Credito Finanziario S.p.A. and UnipolSai Assicurazioni S.p.A. and has been filed with the Milan companies' register.

The Italian official version of this notice prevails on this courtesy English translation.

Milan, 5 January 2017