

PRESS RELEASE

As per the terms of Consob Resolution 11971/99 and subsequent amendments and additions

Shareholders' Meeting and Board of Directors

APPROVAL OF 2018 FINANCIAL STATEMENTS

CONFERRAL OF NEW POWERS FOR PURCHASE AND SALE OF OWN SHARESFO

LAUNCH OF 2019 STOCK GRANT PLAN

Rome, 19 April 2019 - Today in Rome, the Shareholders' Meeting of GEDI Gruppo Editoriale S.p.A. was held, chaired by Marco De Benedetti.

APPROVAL OF 2018 FINANCIAL STATEMENTS

The Shareholders' Meeting has approved the individual financial statements and examined the consolidated financial statements of the Group for 2018.

Net consolidated revenue of €648.7 mn, up 5.3% compared to 2017 (-5.9% on a like-for-like basis).

The **adjusted gross operating profit** totalled €51.7 mn, comparable to the €57.4 mn of 2017.

The **consolidated net result** recorded a loss of €32.2 mn, including write-downs of goodwill on publications and shareholdings performed following impairment test verification for a total of €36.3 mn and expenses for restructuring and other non-ordinary components with an effect on the net result of €12.6 mn.

The Shareholders' Meeting resolved to entirely cover the loss for the year, equal to €32,158,364.81 through use of reserves available in the financial statements at 31 December 2018.

REVOCAZIONE AND CONFERRAL OF NEW POWERS UPON THE BOARD OF DIRECTORS FOR PURCHASE OF OWN SHARES

The ordinary shareholders' meeting resolved to revoke the power to purchase own shares for the period not yet applicable and for the portion not yet exercised and at the same time, granted new powers. Buy back, also in consideration of the Group's equity structure, may be an instrument to be used for creating value for the shareholders and to serve employee compensation plans. The conferral has the following characteristics: a) duration of 18 months from the day following the Shareholders' Meeting; b) maximum of 20,000,000 shares may be purchased, each of a par value of € 0.15, taking into account that, when added to the treasury shares already held, also through subsidiaries, the par value of the purchased shares may not exceed one fifth of GEDI Gruppo Editoriale S.p.A. share capital; c) the price of each purchase of shares shall be no higher than 10% and no less than 10% with respect to the reference price reported by the ordinary Company shares in the session of the Italian Stock Exchange prior to each purchase transaction.

PRESENTATION OF THE REMUNERATION REPORT AND APPROVAL OF THE STOCK GRANT PLAN

The Company has adopted a general remuneration policy in line with the provisions of the Corporate Governance Code and the Consolidated Finance Act. The Remuneration Report, prepared under the terms of applicable legislation, contains guidelines for determining remuneration of executive directors and executives with strategic responsibilities. This Report has been submitted to consultation vote of the Shareholders' Meeting, which approved thereof.

Furthermore, the Shareholders' Meeting approved a new stock grant plan for 2019 aimed at employees of the company or its subsidiaries, through assignment of a maximum of 2,000,000 Units.

The Shareholders' Meeting also assigned the Board of Directors, on proposal of the Appointments and Remuneration Committee, with identification of recipients, preparation of the regulatory text, and fulfilment of relative disclosure obligations, all in observance of the terms, conditions and implementation methods defined in the Disclosure Document prepared pursuant to article 84-*bis* of Consob Regulation 11971/99 and already published as defined by law.

The 2019 stock grant plan approved has the goal of increasing loyalty in relation to the Company of individuals holding strategically significant functions in performance of Group activities and to provide an incentive aimed at increasing commitment for improvement of company performance.

Ms Laura Cioli, co-opted into the Board of Directors on 26 April 2018, was confirmed as Director by the Shareholders' Meeting, and as Chief Executive Officer by the following Board of Directors Meeting.

CONTACTS:

HEADQUARTERS

EXTERNAL RELATIONS

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