

# Bit Market Services

Informazione Regolamentata n. 0145-36-2016	Data/Ora Ricezione 10 Giugno 2016 20:13:48	MTA
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Societa' : RCS MEDIAGROUP  
Identificativo : 75545  
Informazione  
Regolamentata  
Nome utilizzatore : RCSMEDIAGROUPN01 - FERRARA  
Tipologia : IROP 04  
Data/Ora Ricezione : 10 Giugno 2016 20:13:48  
Data/Ora Inizio : 10 Giugno 2016 20:28:49  
Diffusione presunta  
Oggetto : Press release issuer's notice

*Testo del comunicato*

Vedi allegato.



## Press Release

### **RCS MediaGroup: Board of Directors**

#### **Issuer's Notice approved on the Takeover Bid by Cairo Communication S.p.A.**

Milan, 10 June 2016 – The Board of Directors of RCS MediaGroup has unanimously approved the communication prepared in accordance with art. 103, paragraphs 3 and 3-bis, of Legislative Decree 58/1998 and art. 39 of Consob Regulation 11971/1999 (the “Issuer’s Notice”), regarding the voluntary full takeover bid by Cairo Communication S.p.A. pursuant to articles 102 and 106, paragraph 4, of Legislative Decree 58/1998 for all the ordinary shares of RCS MediaGroup S.p.A. (the “Takeover Bid”).

The Board of Directors, examined the Takeover Bid and the terms and conditions of the related Offer Document, the fairness opinion of the Independent Expert, Mr. Roberto Tasca, the fairness opinions of Citigroup and UniCredit, and the Opinion of the Independent Directors pursuant to art. 39 of Consob Regulation 11971/1999, unanimously judges the Takeover Bid negatively and believes that the consideration offered in the Takeover Bid is not adequate for RCS Shareholders.

For information on the Board of Directors’ assessments, refer to the Issuer’s Notice, which is available to the public on the company’s website [www.rcsmediagroup.it](http://www.rcsmediagroup.it) (Corporate Governance – Public Takeover Bids). In addition to the Issuer’s Notice, the fairness opinions of the Independent Expert pursuant to art. 39, paragraph 1, letter d) of Consob Regulation 11971/1999, the Opinion of the Independent Directors pursuant to art. 39-bis of Consob Regulation 11971/1999, and the fairness opinions of Citigroup and UniCredit, financial advisors to the Board of Directors, are also available. Intermonte, Chiomenti Studio Legale, Cleary Gottlieb Steen & Hamilton LLP, Comin & Partners. acted as advisors to the Board.

For additional information:

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Fine Comunicato n.0145-36

Numero di Pagine: 3