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Oggetto : Approval of the financial statements at 31
December 2017

Testo del comunicato

Vedi allegato.



CAIRO COMMUNICATION

Press Release

The Shareholders' Meeting has:

- approved the financial statements at 31 December 2017 and the distribution of a dividend of Euro 0.10 per share
- expressed its favourable opinion on the Remuneration Policy pursuant to art. 123-ter of Legislative Decree 58/98
- approved the appointment of the Independent Auditors for 2020-2028 and their fee
- authorized a new plan for the purchase and disposal of treasury shares.

Milan, 27 April 2018 -The Shareholders' Meeting of Cairo Communication S.p.A. ("Cairo Communication" or the "Company") was held today in ordinary session.

Approval of the financial statements at 31 December 2017

The Shareholders' Meeting approved unanimously the financial statements at 31 December 2017 and the distribution of a dividend of Euro 0.10 per share, inclusive of tax, to be made payable through the authorized intermediaries of the Monte Titoli S.p.A. central management system from 16 May 2018 (with record date, pursuant to art. 83-terdecies of Legislative Decree 58/98, or the "TUF", on 15 May 2018), prior to detachment of coupon no. 12 on 14 May 2018. For tax purposes, the unit dividend of Euro 0.10 is considered to be originated from the distribution of share capital reserves, in the amount of Euro 0.0474, and from the distribution of profit reserves, in the amount of Euro 0.0526.

Remuneration Policy

The Shareholders' Meeting expressed its favourable opinion on Section One - containing the 2018 remuneration policy of the Company - of the Remuneration Report, drawn up pursuant to art. 123-ter of the TUF and to art. 84-quater of the Regulations adopted through Consob Resolution no. 11971/99 (the "Issuer Regulations") and approved by the Board of Directors on 26 March 2018. The Remuneration Report is available on the Company's website www.cairocommunication.it.

Appointment of the Independent Auditors for 2020-2028 and approval of their fee

After reviewing the reasoned proposal of the Board of Statutory Auditors and taking account of its recommendation and relating preference expressed, the Shareholders' Meeting resolved to appoint Deloitte S.p.A. as the Independent Auditors tasked with the statutory audit of the financial statements and consolidated financial statements of Cairo Communication S.p.A. for the years 2020-2028.

Authorization of a new plan for the purchase and disposal of treasury shares

Lastly, the Shareholders' Meeting, after revoking a similar resolution adopted on 8 May 2017, approved the proposal to authorize the purchase and disposal of treasury shares, in accordance with art. 2357 and subsequent articles of the Italian Civil Code, for the purpose of supporting share liquidity on the market for a set period of time and thus fostering regular conduct of trading and avoiding abnormal movements in the share price and, if deemed necessary by the Board of Directors, through an independent intermediary in accordance with Market Practice no. 1, or of establishing a "shares stock" in accordance with Market Practice no. 2 as provided in Consob Resolution 16839/2009.

Specifically, the Board of Directors was authorized to purchase treasury shares up to the maximum number permitted by law, for a period of 18 months from the date of today's authorization, by using (i) retained earnings distributable by the Company, as resulting from the latest approved financial statements, net of the allocation to the legal reserve, and (ii) the available reserves, including the share premium reserve. The Board of Directors will be authorized to purchase treasury shares on one or more occasions, purchasing shares directly on the market, in accordance with the procedures under

art.144 *bis*, par. 1, lett. b of the Issuer Regulations, through authorized intermediary, according to applicable laws and, in case such operations are carried out according to accepted market practices under Consob Resolution No. 16839/2009, in accordance with the provisions of such Resolution.

Minimum price and maximum purchase price per share are set at an amount equal to the average official purchase price of the share on Borsa Italiana S.p.A. for the 15 trading days before purchase, respectively reduced or increased by 20%. In case such operations are carried out according to accepted market practices under Consob Resolution 16839/2009, the purchase of treasury shares shall be subject to further limits, including price limits, provided therein.

The Board of Directors was authorized to sell, on one or more occasions, any purchased treasury shares, setting the minimum sale price per share no lower than the minimum price calculated following the criteria adopted for their purchase. Should the treasury shares be sold according to accepted market practices under Consob Resolution 16839/2009, the sale of treasury shares shall be subject to further limits, including price limits, provided therein. This price limit will not apply to the: (i) sale of treasury shares to directors, employees, and/or associates of the Company and/or its subsidiaries and/or the Parent Company in implementation of incentive plans; (ii) transactions in relation to which it may be appropriate to exchange or dispose of share packages, including by way of exchange or contribution, or (iii) capital transactions involving the assignment, disposal or cancellation of treasury shares (such as, by way of example, mergers, demergers, issue of convertible bonds or warrants served by treasury shares).

As part of the previous buyback plan approved by the Annual General Meeting on 8 May 2017, no treasury shares were sold or purchased. To date, the Company holds no. 779 treasury shares, or 0.001% of the share capital; the subsidiaries do not hold any shares in the Company.

The Cairo Communication Group is one of the leading groups in the weekly magazine, TV publishing and advertising sales segments, recognized as one of the first to have developed a multimedia sales approach, beginning with magazines and expanding later into free, digital and pay TV and the Internet. With the acquisition of the control of RCS MediaGroup, Cairo Communication establishes itself as a major multimedia publishing group, well-positioned to become the main player on the Italian market, with a strong international presence in Spain, by leveraging on the high quality and diversification of products in the dailies, magazines, television, web and sporting events segments.

For further information: Mario Cargnelutti, Investor Relations, +39 02 74813240, m.cargnelutti@cairocommunication.it

This press release is also available on the Company's website www.cairocommunication.it
in the section NOTICES AND DOCUMENTS / PRESS RELEASES

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