

RCS MediaGroup  
Consultation and Lock-up Shareholders' Agreement

PRESS RELEASE

Members of the Shareholders' Agreement of RCS MediaGroup, who met today under the chairmanship of Giampiero Pesenti, have decided to terminate the Agreement from today's date, and at the same time reinstate it for a period of three years, thus expiring 14 March 2011. The Agreement may then be extended for a further three years, and each shareholder will have the right to withdraw from the Agreement by communicating their intention to do so by 14 September of the year preceding its expiry.

The Members and provisions of the Agreement remain essentially unchanged. The same resolutions have been adopted relative to the Agreement originally stipulated on 5 June 2005, which regulates the procedures to follow in the case of a takeover bid on shares in the company.

The decisions taken today – noted the Chairman of the Shareholders' Agreement – are related to the common intention to consolidate a binding agreement that has ensured the stability and growth of companies belonging to RCS MediaGroup. They also reflect the wish to support actively – with a focus on efficiency and product quality – the achievement of business plan's aims in the medium to long term, and the further generation of growth on the national and international markets.

The table below shows the Members of the Agreement and their respective stakes bound to the Agreement.

This press release is also issued on behalf of the individual Members.

Milan, 14 March 2008

## Members of the RCS MediaGroup Consultation and Lock-up Shareholders' Agreement

	No. of ordinary shares	% of total ordinary shares issued	% stake of the shares covered by the agreement
MEDIOBANCA SpA	100,371,477	13.699	21.565
FIAT PARTECIPAZIONI SpA	75,399,635	10.291	16.200
GRUPPO ITALMOBILIARE:	54,356,633	7.419	11.679
of which: Franco Tosi S.r.l.	37,606,889	5.133	8.080
of which: ITALCEMENTI SpA	16,749,744	2.286	3.599
DORINT HOLDING S.A. (Diego Della Valle)	39,583,284	5.403	8.504
FONDIARIA-SAI SpA (Gruppo Fondiaria - SAI)	38,514,334 (*)	5.257	8.275
PIRELLI & C. SpA	38,383,284	5.239	8.247
INTESA SANPAOLO SpA	36,097,668	4.927	7.756
ASSICURAZIONI GENERALI SpA: via GENERALI VIE S.A.	27,203,420	3.713	5.845
SINPAR SpA	14,933,093	2.038	3.208
MERLONI INVEST SpA (Francesco Merloni)	14,554,528	1.987	3.127
MITTEL Partecipazioni Stabili S.r.l.	9,392,543	1.282	2.018
ER. FIN. – ERIDANO FINANZIARIA SpA	8,997,866	1.228	1.933
EDISON SpA	7,653,724	1.045	1.644
TOTAL SHARES COVERED BY THE AGREEMENT	465,441,489	63.527(**)	100.000 (**)

(\*) including via subsidiaries.

(\*\*) individual percentages have not been rounded up or down.

*Please note that, by virtue of an agreement between the Members of the Shareholders' Agreement, Intesa Sanpaolo SpA has the option to increase its percentage share of the ordinary shares bound to the Shareholders' Agreement to 5.209%, while Er. Fin. – Eridano Finanziaria SpA and Merloni Invest SpA have the option to increase their percentage shares of the ordinary shares bound to the Agreement to 2%.*