CAIRO COMMUNICATION

Press Release

Annual General Meeting approves financial statements at 31 December 2014, remuneration policy, and proposal to purchase and sell treasury shares

Milan, 28 April 2015: The Annual General Meeting, called today:

- approved the financial statements at 31 December 2014 and the distribution of a dividend of Euro 0.27 per share, inclusive of tax, to be made payable through the authorized intermediaries of the Monte Titoli S.p.A. central management system from 13 May 2015 (record date pursuant to art. 83-*terdecies* of Legislative Decree 58/1998: 12 May 2015), prior to detachment of coupon n. 9 on 11 May 2015. For tax purposes, the unit dividend of Euro 0.27 is considered to be originated from the distribution of share capital reserves, in the amount of Euro 0.135, and from the distribution of profit reserves, in the amount of Euro 0.135;

- approved the remuneration policy for financial year 2015, as illustrated in Part One of the Remuneration Report, drawn up pursuant to art. 123-*ter* of Legislative Decree 58/1998 and 84-*quater* of the Issuers' Regulations and approved by the Board of Directors on 13 March 2015;

- finally, after revoking similar decision of 29 April 2014, also approved the proposal to purchase and sell treasury shares pursuant to art. 2357 and following articles of the Italian Civil Code, with the aim, on the one hand, of stabilizing the Company's share and sustaining liquidity, also - if deemed necessary by the Board of Directors – through an independent intermediary under market practice n. 1, or, on the other, of establishing a "shares stock" as provided by market practice n. 2 under Consob Resolution 16839/2009 for the purposes indicated therein. The Board was authorized to acquire treasury shares up to the maximum number permitted by law, for a period of 18 months from the date of authorization, by use of available reserves, including the share premium reserve, as resulting from the last approved annual financial statements. Specifically, the Board of Directors will be authorized to purchase treasury shares on one or more occasions, purchasing shares directly on the market according to the procedures provided by art. 144 *bis*, paragraph 1, letter b, of the Issuers' Regulations, and through a specialized intermediary, in accordance with the provisions of the Stock Exchange Regulations and relevant Instructions and, in the event of transactions carried out according to accepted market practices under Consob Resolution 16839/2009, in accordance with the provisions of such Resolution. Minimum price and maximum acquisition 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 working days preceding the 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 was authorized to sell, on one or more occasions, any acquired 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.

As part of the treasury share purchase and sale plan approved by the General Meeting on 29 April 2014, from such date until 28 April 2015, no treasury shares were purchased or sold. At 28 April 2015, the Company held n. 779 treasury shares, equal to 0.001% of the share capital, purchased at a weighted average price of approximately Euro 3 per share.

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 magazine and expanding later into free, digital and pay TV and the Internet.

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