



Shareholders' Meeting approves the 2009 financial statement
Resolves the distribution of a dividend equal to 0.01 Euros per share
Appoints the new BoD and Board of Statutory Auditors
Renews the proxy to the BoD to purchase own shares
and the authority to increase the share capital by payment
Resolves a free capital increase for employees

Milan, 30 April 10

The Shareholders' Meeting of Class Editori, which met today and was chaired by Professor Victor Uckmar, approved in ordinary session the consolidated financial statement of Class Editori and the annual financial statement of the parent company as of 31 December 2009, together with the reports of the administrators, as they had already been approved and communicated on 25 March 2010.

- Consolidated Results

Despite the serious crisis that hit the Italian economy and the publishing sector in particular, Class Editori closed the 2009 financial year with a pre-tax profit of 3.26 million Euros (compared to a loss of 2.87 million in 2008), with an improvement in the income statement of approximately 6 million.

Total revenues amounted to 121.7 million Euros, -7.8% compared to 132 million in 2008.

Operating costs decreased by 13.4%, from 125.4 million Euros in 2008 to 108.6 million Euros.

As a result, EBITDA has essentially doubled (+98%), going from 6.6 million to 13.1 million Euros.

EBIT, which was minus 2.4 million in 2008, was plus 3.6 million Euro, and the group's profit after taxes and minority interests was 0.61 million (compared to a loss of 2.99 million in 2008).

The net financial position comes to 30.89 million Euros, up by approximately 7.2 million Euros compared to 31 December 2008, mainly due to the payment of shares in equity holdings in MF Honyvem S.r.l. and Assinform/Dal Cin Editore S.r.l., the investments carried out and longer payment times for advertising revenues.

-Results of the parent company

Class Editori S.p.A. closed the 2009 financial year with operating income of 46.6 million Euros, a 3.3% increase compared to 2008, while EBITDA went from minus 1.0 million Euros in 2008 to plus 2.9 million Euros. The publishing house recorded a net profit of 1.28 million compared to the loss of 1.35 million Euros the previous year.

Dividend

The Shareholders' Meeting resolved to distribute a dividend to the shareholders equal to 0.01 Euros per share. Payment of the dividend, net of withholdings required by law, will be made on 13 May 2010, against the registration of coupon No. 13 which will take place on 10 May 2010. For tax purposes, it is specified that the dividend being paid refers entirely to profits accumulated prior to 2008.

-The Shareholders' Meeting in ordinary session also approved and resolved:

- **The appointment of the Board of Directors.** The new Board of Directors is made up of 13 members (Annex 1), four executive members and nine non-executive members, seven of whom are independent. In the new BoD, which will remain in office for the next three financial years, until the approval of the financial statement as of 31 December 2012, all of the outgoing Board Members were confirmed.
- **The appointment of the Board of Statutory Auditors** (Annex 1).
- The Shareholders' Meeting held on 29 April 2008 approved and deliberated to grant a new 18-month proxy to the Board of Directors (with consequent annulment of the previous one) for the purchase and use of own shares, in one or more tranches, of not more than 10% of share capital and, however, within the limits of the distributable profits and the available reserves as indicated in the most recent approved financial statements. The minimum unit price was set at 0.10 Euro (equal to the face value) with a maximum price not greater than 20% of the arithmetic mean of the official stock exchange price during the three days of trading prior to that in which the purchase operation is carried out.

-The Shareholders' Meeting in extraordinary session approved and resolved:

- **to renew the proxy to increase the share capital by payment, in one or more tranches, up to a maximum of 10% of the share capital, which proxy had already been granted to the Board by the Shareholders' Meeting held on 28 June 2007, and is now set to expire.**
Specifically, the proxy authorizes the Board Members, pursuant to Art. 2443(2) of the Italian Civil Code, to increase the share capital by payment, in one or more tranches, by the end of the term of the Board of Directors (approval of the financial statement as of 31 December 2012), and thus by 30 April 2013, for a maximum amount equal to 10% of the existing share capital, and thus for a maximum amount of 1,039,113.80 Euros through the issue of a maximum number of 10,391,138 category A shares, with a nominal value of 0.10 Euros each, excluding option rights; shares to thus be offered for subscription to third parties, setting the price of issue each time, which must correspond to the market value of the shares, to be confirmed by a specific report drawn up by the company appointed to audit the accounts.
- **To provide a free capital increase, for a maximum of 50,000.00 Euros, and thus a maximum of 500,000 shares, to be assigned to employees of the Company and its subsidiaries pursuant to Art. 2359(1) of the Italian Civil Code, within the limits set in Art. 51(2) of the Income Tax Consolidation Act (TUIR).**

ANNEX 1

Composition of the Board of Directors in office until 31 December 2012

Victor Uckmar (<i>independent</i>)	Chairman
- Paolo Andrea Panerai	
Pierluigi Magnaschi	
Vittorio Terrenghi	
William L. Bolster (<i>independent</i>)	
Gabriele Capolino	
Maurizio Carfagna (<i>independent</i>)	
Paolo Del Bue (<i>independent</i>)	
Peter R. Kann (<i>independent</i>)	
Samanta Libro (<i>independent</i>)	
Maria Martellini (<i>independent</i>)	
Luca Nicolò Panerai	
Angelo Riccardi	

Composition of the Board of Directors in office until 31 December 2012

Carlo Maria Mascheroni	Chairman
Lucia Cambieri	Statutory auditor
Vieri Chimenti	Statutory auditor
Pierluigi Galbussera	Alternate auditor
Ferruccio Germiniani	Alternate auditor

The annual financial statement as of 31 December 2009 approved by the Shareholders' Meeting, the consolidated financial statement as of 31 December 2009, and the additional documentation referenced by Art. 77 of Consob Regulation 11971/1999 are available at the company's registered office, the company which manages the market, and on the web site www.classeditori.it as of today's date; the minutes of the Shareholders' Meeting shall be available by 15 May.

For additional information, please contact:

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