



DIVERSITY POLICY OF THE B.o.D. OF MEDIASET N.V.

Approved by Mediaset N.V. B.o.D.
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DIVERSITY POLICY OF THE BOARD OF DIRECTORS OF MEDIASET N.V.

This policy is adopted by the Board of Directors of Mediaset N.V. (the “Company”), in compliance with the Dutch corporate governance code (the “Diversity Policy”). Several objectives have been set regarding the composition and functioning of the Board of Directors. In particular:

- A) from a quantitative point of view, the number of Board members must be adequate for the size and complexity of the organizational structure of the company and the Group;
- B) in terms of quality, in relation to the functioning of the body, it is proposed that the members of the Board should:
 - _ be fully aware of the duties that are required to perform and the associated responsibilities;
 - _ have professional skills that are adequate for the role to be filled, including in any of the Board's internal committees, and calibrated in relation to the characteristics of the Company;
 - _ have diversified and suitably distributed expertise among the members of the body, so that each of them, regardless of the sector of operation (Board or internal committee) can provide an effective contribution, including in identifying and pursuing appropriate strategies and ensuring effective corporate governance;
 - _ devote adequate time and resources with respect to the complexity of their task.

The guidelines and recommendations contained in this document have been considered functional to achieving the objective of a Board made up of individuals capable of effectively carrying out their mandate. This is considered possible only by taking measures both with respect to their candidacy and appointment, which involves various persons with different tasks (internal committees, Board, shareholders' meeting), and after the appointment, during the exercise of their duties in the continuous management of activities. To this end, the professional skills necessary to achieve this result must be clearly defined ex ante - and possibly reviewed over time to take account of any new situations or changes to be addressed - and the selection of candidates for the position of Directors and their appointment must take into account these guidelines and recommendations.

ELEMENTS OF DIVERSITY

The Board of Directors values and promotes diversity in the Board of Directors, and also in the Company as a whole. The Board of Directors recognises that differences in skills, experience, background, age, gender, physical ability and other characteristics of people are important and enable the Board of Directors, and also the Company as a whole to look at issues and to solve problems in a different way, to respond differently to challenges, and to take more robust decisions. All these different skills and backgrounds reflect the diverse nature of the environment in which the Company and its stakeholders operate, and improve the effectiveness through diversity of approach and thought. Diversity furthermore drives innovation, and accelerates growth. It enables the Company to attract and maintain the best talented people.

Based on previous evaluations of the performance of the board of directors the Board of Directors has identified the following elements of diversity that require special focus:

- (i) consolidated experience - gained as executive director or manager with top management functions within industrial groups of significant size and/or complexity, operating in one or more of the business sectors comprised in the corporate purpose - and in-depth knowledge of the market in which the Company carries out its activities and of the developments in the said market in order for the Company's management to be entrusted to people with extensive expertise, experience, ability and strategic vision;
- (ii) consolidated experience - gained in professional firms, auditing firms, consulting firms or in the academic or institutional field - in legal, economic, financial and internal control and risk matters, in order to make a contribution to the knowledge of these matters that is relevant for the Company's activities and complementary to managerial experience.
- (iii) consolidated managerial or professional international experience in the field of innovation applied to the media sector and knowledge of the international market so that the Company can benefit from such knowledge;
- (iv) keeping an adequate number of Directors of the less represented gender so that the Company can take advantage of the different points of view and experiences offered by gender diversity;
- (v) majority of non-executive directors meeting the independence requirements established by the Dutch Corporate Governance Code;
- (vi) balanced combination of different length of service and age groups, to balance the need for management continuity and renewal and to benefit from the different points of view and experiences that characterize the greater or lesser length of service and the individual age brackets.

IMPLEMENTATION OF THE POLICY

The Board of Directors, with the support of the Nomination and Remuneration Committee, takes into account all diversity elements as is considered best practice under the Dutch Corporate Governance Code of the Diversity Policy when identifying candidates for nomination as member of the Board of Directors.

MONITORING AND REPORTING

The Board of Directors, with the support of the Nomination and Remuneration Committee, is responsible for monitoring the results achieved from implementation of this Diversity Policy and for updating it.

Annually, the Board of Directors will assess the size and composition of the Board of Directors to determine whether there is a good balance and mix of sector knowledge, educational background, financial expertise, work experience, management capabilities and diversity.

The Board of Directors will report annually, in the corporate governance statement in the Company's board report, on the process used in relation to any appointments to the Board of Directors. Such report will include a summary of this Diversity Policy and how it has been implemented in practice in a particular financial year.