



Mediaset S.p.A.

www.mediaset.it

Registered Office in via Paleocapa n. 3, 20121 Milano (MI)

Share capital Euro 614.238.333,28

Number of registration in the Business Register of Milan

Tax identification number and Tax and VAT number: 09032310154

PROXY FORM (1)

for representation in Extraordinary General Meeting of Mediaset S.p.A. (the "Company"), to be held on single call on September 4th, 2019, as set forth in the notice of the shareholders' meeting published on the Company's website at www.mediaset.it (section Corporate/Governance) also published, by extract, in the Italian daily newspaper "Il Sole 24Ore", on June 8th 2019 (and any amendments that may be made, pursuant to Art. 126-bis, Legislative Decree 58/1998 ("TUF")).

With reference to the Extraordinary Meeting to be held in single call on September 4th, 2019, at 10.00 am, in Cologno Monzese (MI), Viale Europa n. 46,

WITH THIS FORM

I, the undersigned (name*) (2) (surname*),
born in (place)* on (date)* and resident in
(town or city) (Address), tax
identification code* id document (name document)
..... no. (copy enclosed),
acknowledging the contents of the Report and related documents on the items on the agenda prepared by
the Directors, and as (3):

shareholder of Mediaset S.p.A., owner of no.* ordinary shares registered in securities
account with the following intermediary

subject with the right to vote relative to no.* ordinary shares in Mediaset S.p.A.
registered in securities account with the following intermediary
.....
as* (4);

(*) *Obligatory*
1 Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder (to confer proxies to the Company's Appointed Representative pursuant to Art. 135-undecies, TUF, it is necessary to use another proxy form prepared by the company for this purpose and published on the website www.mediaset.it (section Corporate/Governance)
2 Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF), or of the appointing party's legal representative.
3 Check whichever applies.
4 Indicate the legal title (pledge, usufruct, etc.) by which the vote is given.



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subject vested with appropriate powers of representation of* (5)
....., with registered office in*
....., tax identification number *, by
way of (copy enclosed), owner of / subject with the right to vote
as *.....(6) relative to no. * ordinary shares in Mediaset S.p.A.
registered in securities account with the following intermediary

APPOINT

Mr/Ms (name*) (surname *), born in
(place)* on (date)*
and resident in (town or city) (address)
....., tax identification number*..... with the
faculty (if applicable) to be replaced by Mr/Ms (name) (surname)
....., born in (place)
on (date) and resident in (town or city)
.....(address).....
tax identification code to participate in the Meeting as my representative.

DATE SIGNATURE

I, the undersigned, also declare that the right to vote (7):

- is exercised by the proxy holder at their discretion (8)
 is not exercised by the proxy holder at their discretion but in compliance with specific voting
instructions given by the undersigned appointing party.

DATE SIGNATURE

5 Indicate the name of the legal person (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF).
6 Cross out whichever does not apply and, in the case of a subject with the right to vote, indicate the legal title (pledge, usufruct, etc.) by virtue of which the right to vote is given.
7 Check whichever applies.
8 Please note that, pursuant to Art. 118, subsection 1, letter c), of the Regulation approved by the Consob with resolution No. 11971/1999, as amended, for the purposes of the communication obligations regulated by Art. 120 of the TUF, equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder's discretion, in the absence of specific instructions from the appointing party".



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Please note that, pursuant to Art. 135-*novies* of the TUF, *“The representative may deliver or transmit a copy of the proxy, including a computer digital media copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting”*.



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PRIVACY POLICY

Pursuant to Article 13 of European Regulation 2016/679 on the protection of personal data ("GDPR") and Italian privacy laws, we hereby inform you that your personal data will be processed by electronic and manual means, in Italy and abroad. This Policy, drawn up on the basis of the principle of transparency and all the elements required by the GDPR, is divided into individual sections, each of which deals with a specific topic in order to make reading it quicker, easier, and easily understandable (the "Policy").

Who is the Data Controller?

The Data Controller (the "Controller") is R.T.I. Reti Televisive Italiane S.p.A. with registered office in Rome, Largo Del Nazareno 8, having the following contact details: direzione.affarisocietari@mediaset.it.

Data Protection Officer

The Mediaset Group has appointed a *Data Protection Officer* (the "DPO") with office at Viale Europa 48 - 20093 Cologno Monzese (MI).

Pursuant to Article 38(4), you may contact the DPO, regarding all matters relating to the processing of your personal data and the exercise of your rights under the GDPR, at the following contact details: infoprivacy.dpo@mediaset.it.

What is the legal basis for the processing?

The legal ground for the processing of your personal data is:

- your explicit consent to the processing for the purposes indicated below; and
- the legal obligations to which the Controller is subject.

For which purposes will your data be processed?

Your personal data will be processed for the following purposes:

- a) to manage shareholders' meetings;
- b) for the fulfilment of the Controller's legal, administrative and accounting obligations; and c) for disputes and potential litigation.

The provision of your data is necessary to achieve the purposes referred to in point a), b) and c).

If the data marked as being mandatory (*) are not provided, it will not be possible to allow the proxy to participate in the Shareholders' Meeting.

In any case and as further described below, you may revoke your consent, even partially.

To whom will your Personal Data be communicated?

Your personal data will be processed exclusively by persons authorised to process it and by persons designated as Processors in compliance with the GDPR in order to correctly carry out all the processing tasks necessary to pursue the purposes set out in this Policy. Your Personal Data may be disclosed to public bodies or judicial authorities, if required by law or to prevent or repress the commission of a crime.

Legitimate interest of the Controller

The Controller has the legitimate interest to transfer the personal data to the Companies within the Mediaset Group for internal administrative purposes.



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For how long will your Personal Data be processed?

Your personal data will be stored for the period necessary to pursue the purposes relating to a) and b). More specifically, your Personal Data will be processed for a period of time equal to the minimum necessary, as indicated in Recital 39 of the GDPR, i.e., until the termination of the contractual relationship between you and the Controller, without prejudice to a further period of storage which may be required by law as also provided for in Recital 65 of the GDPR.

Your data will be stored for a further period for the purposes of disputes and potential litigation.

How can you revoke your consent once given?

You have the right to revoke your consent given to the Controller, at any time, in whole or in part, without prejudice to the lawfulness of the Processing based on the consent given before the revocation.

To revoke your consent, simply contact the Controller at the addresses published in this policy.

Where will your data be processed?

Your Personal Data will be processed by the Controller within the territory of the European Union.

What are your rights?

We remind you that you will be able to exercise your rights under GDPR and, more specifically, to obtain:

- confirmation as to whether or not Processing of Personal Data concerning you is in progress and to obtain access to the data and to the following information (purposes of the Processing, categories of Personal Data, recipients and/or categories of recipients to whom the data have been and/or will be disclosed, period of storage);
- the rectification of inaccurate Personal Data concerning you and/or the integration of incomplete Personal Data, also by providing a supplementary statement;
- the erasure of Personal Data, under the cases provided for by the GDPR;
- the restriction to Processing in the cases provided for by the [Italian] Privacy Law in force;
- the portability of data concerning you, and, more specifically, to request personal data about you provided to the Controller and/or request the direct transmission of your data to another data controller;
- to object to the processing at any time, for reasons connected with your particular situation, of personal data concerning you, in full compliance with the Current Italian Privacy Law, as well as for purposes relating to marketing and profiling.

You may exercise your rights by contacting the following e-mail address: direzione.affarisocietari@mediaset.it, enclosing a copy of your identity document.

In any case, you will always have the right to lodge a complaint with the relevant supervisory authority (Italian Data Protection Authority), in accordance with Article 77 GDPR, if you believe that the processing of your data is contrary to the Current Italian Privacy Law.

US investors disclaimer

The business combination is made for the securities of a foreign company. The business combination is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the documents, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws since the issuer is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the issuer may purchase securities otherwise than in the business combination, such as in open market or privately negotiated purchases.