



**EXTRAORDINARY MEETING OF SHAREHOLDERS OF MEDIASET S.P.A. TO BE HELD ON 4
SEPTEMBER 2019**

**Questions received by Mediaset S.p.A. from shareholders and related answers provided by the
company pursuant to Article 127-ter of the Italian Legislative Decree No. 58/1998**

The present document is aimed at giving answers to the questions received by Mediaset S.p.A. (**Mediaset**) (i) from shareholder Mr. Marco Bava, on 28 August 2019, and (ii) from Vivendi S.A., on 1 September 2019, pursuant to Article 127-ter of the Italian Legislative Decree No. 58/1998 (**TUF**). Answers are reported below each question (or group of questions).

I) Questions received from shareholder Mr. Marco Bava

<p>1.</p>	<p>Do you realize that, with respect to international transactions, judicial form is predominant over substance?</p> <p>Substance is key to our project which has the goal of creating a pan-European media and entertainment group. We deem this goal essential for the future of the group and we will firmly pursue it in the interest of Mediaset, Mediaset España, all their shareholders and other constituencies. We believe that the judicial form we propose is instrumental to its realisation and that Dutch law is the most suitable system to carry out the steps necessary to develop the project (please see answers A.2., A.3. and A.4.in Section II below).</p> <p>Please refer also to Answer A.5 of the “Questions and Answers” published by Mediaset for additional information.</p>
<p>2.</p>	<p>Why, by approving the present transaction, is Mediaset making the shareholders’ resolution relating to the introduction of the enhanced voting mechanism (<i>voto maggiorato</i>) vain?</p> <p>We are aware of the importance of rewarding long-term ownership and foster the stability of the shareholder base. This is the reason why we have envisaged the issuance of loyalty shares by the new entity should shareholders approve the proposed transaction.</p>
<p>3.</p>	<p>Is the envisaged segregation of Mediaset’s Spanish subsidiary – along with its subsequent merger with and into its controlling entity – designed to increase its value?</p> <p>The reorganizations envisaged in the context of the overall transaction are aimed at maintaining the operations and business activities of Mediaset and Mediaset España, respectively, in Italy and Spain and have no impact on the evaluation of Mediaset España nor the exchange ratios of the Merger.</p>

II) Questions received from shareholder Vivendi S.A.

Section A)

Questions regarding the proposed corporate governance of MFE - MediaForEurope N.V. (“MFE”) following the proposed merger of Mediaset S.p.A. (“Mediaset”) and Mediaset España Comunicación S.A. (“M-España”) with and into MFE (“Merger”)

<p>1.</p>	<p>Are you aware of any Dutch or EU company with listed shares providing for a loyalty shares structure like the one adopted by MFE? Isn't it misleading to mention EXOR, given that EXOR grants 4 additional votes after 5 years and 9 additional votes after 10 years, whereas MFE would grant 2 additional votes after just 30 days and 9 additional votes after 5 years?</p> <p>We are aware of other Dutch listed companies which have adopted loyalty share structures.</p> <p>At Answer E.1 of the “Questions and Answers” published by Mediaset on 2 July 2019 we mentioned CHN Industrial, Fiat Chrysler Automobiles, Ferrari and EXOR because such companies have completed re-domiciliation transactions from Italy to the Netherlands and adopted loyalty share structures that are substantially similar to the one proposed for MFE with some differences regarding operational details (such as the vesting period or the number of additional votes granted to the shareholders).</p> <p>Indeed, under the Dutch legal framework each company has flexibility to adopt its own loyalty voting structure with its own specific features. Note that in the Netherlands it is not unusual to introduce high-low voting shares for listed companies. Other Dutch listed companies have, in fact, adopted alternative options such as dual classes of shares (low voting and high voting) where multiple voting shares are available for a selected group of shareholders in lieu of loyalty shares which are open to all shareholders.</p>
<p>2. – 3. – 4.</p>	<p>Is the current slate voting system for the appointment of Mediaset Board of Directors legal in the Netherlands? If yes, why it was not replicated in MFE's by-laws?</p> <p>Under the new by-laws, the Board will make binding nominations of the new directors even if its original nominations are rejected by the shareholders' meeting with a 2/3 vote. Why do you expect to be beneficial for MFE to make it impossible for the shareholders to select any MFE's director?</p> <p>If the purpose of MFE is to be a European public company, why is its Board going to be composed entirely of Fininvest nominees, only 5 of whom are nominally independent? Are you aware that the EXOR board is composed of a majority of independents?</p> <p>The slate voting system is mandatory for listed companies under Italian law (a unique case in EU) but it is unknown and not used in the practice for listed companies under Dutch law which, instead, favour the binding nomination mechanism. Such mechanism reinforces the group's stability and is commonly adopted by listed companies in the Netherlands.</p> <p>Because MFE will be a Dutch company, we propose to adopt a mechanism that is familiar for listed companies in the Netherlands.</p> <p>In this perspective, the first MFE board of directors will be appointed by the general meeting of DutchCo on or about the effective date of the Merger. The proposed composition of the MFE board is aimed at appointing both directors of Mediaset and Mediaset España who have been previously appointed by the shareholders of Mediaset and Mediaset España and having a significant expertise in the management of media companies.</p> <p>In line with Dutch practice, the majority of non-executive directors will consist of independent directors. The best practice in the Dutch landscape, as reflected also in the Dutch Corporate Governance Code, is that the majority of non-executive directors</p>

	<p>be independent. There is no Dutch best practice prescribing that the majority of the board (executive directors and non-executive directors) must be independent. The difference with EXOR's board composition is that in EXOR there is one executive director and 8 non-executive directors. As EXOR applies the Dutch best practice, the majority of the non-executive directors is independent, so that the majority of the board consists of independent directors.</p> <p>We believe that the composition of the MFE board suits the purpose of achieving the goal pursued by means of the proposed transaction (please see answer I.1 above).</p>
5.	<p>How many among the 5 proposed MFE's independent directors have not (and their spouses have not) held a position as director or employee of Fininvest or its subsidiaries (including Mediaset and its subsidiaries) for more than 10 years? How many for less than 4 years? (please provide the names)</p> <p>In line with previous communications, it is envisaged that among the independent directors of MFE there will be two directors, Borja Prado Eulate and Carlo Secchi, who have been non-executive directors of the Mediaset group for over ten years. The directors Marina Brogi and Francesca Mariotti have been appointed for the first time as members of the board of directors of Mediaset in 2018. The director Consuelo Crespo Bofil has been appointed for the first time as member of the board of directors of Mediaset España in 2017.</p>
6.	<p>Have Mediaset Board of Directors resolutions approving the Merger plan and the other decisions regarding the Merger and its approval (including the possible decisions on the exclusion of any shareholder from voting at the EGM) complied with the requirements set forth under Article 2497-ter of the Italian Civil Code?</p> <p>Art. 2497-ter of the Italian Civil Code does not apply as Mediaset is not subject to "direction and coordination" (<i>direzione e coordinamento</i>) activity by Fininvest S.p.A. being absent such elements which are required to transform the existence of a relationship of control into "direction and coordination" activity.</p> <p>In any case, the board of directors of Mediaset thoroughly analyzed and considered all relevant matters concerning the Merger and the interest of the company with the assistance of its financial advisors. Please refer also to Answer A.25 of the "Questions and Answers" published by Mediaset for additional information.</p>
7. – 8. – 9. – 10.	<p>Why does Mediaset's press release of August 28, 2019 (the "Press Release") compare (i) the effects of the "enhanced voting mechanism" (<i>maggiorazione del diritto di voto</i>) providing one additional vote after 2 years with (ii) the effects of the allocation of Special Voting Shares A, 30 days after the Merger, and not with the effects of the allocation of Special Voting Shares B (that provide 4 additional votes), which will be provided in exchange of Special Voting Shares A 2 years and 30 days after the Merger?</p> <p>Why the Press Release does not point out that (a) MFE's Board appointed by Fininvest will have discretion not to allow Vivendi and SimonFid to vote and obtain special voting shares and to apply a 25% voting cap to Vivendi and SimonFid, and (b) Vivendi already informed Mediaset that it will continue to comply with AgCom's resolution of April 18, 2017 and "avoid the unintentional crossing of any applicable statutory or other tender offer threshold", which make the information reported in the first chart of the Press Release unrealistic?</p> <p>Assuming Vivendi and Simon Fiduciaria are excluded from (a) voting and/or (b) the allocation of special voting shares, what would be the percentage of the voting rights held by Fininvest 30 days after the effectiveness of the Merger when the Special Voting Shares A will be allocated? What would be Fininvest's voting rights assuming that all shareholders who requested the allocation of Special Voting Shares A would convert these shares in Special Voting Shares B and then Special Voting Shares C? (still assuming that Vivendi and Simon Fiduciaria are excluded from (a) voting and/or (b) the "loyalty shares program")</p> <p>In light of the circumstances mentioned in the three previous questions, doesn't the Press Release have the purpose or effect of giving the market the misleading</p>

	<p>impression that Fininvest’s voting percentage in Mediaset and MFE will be analogous?</p> <p>The Press Release compares the two scenarios closer in time, namely the allocation of Special Voting Shares A upon their Initial Allocation (as far as MFE is concerned) and the first activation of the “enhanced voting mechanism” (<i>maggiorazione del diritto di voto</i>) (as far as Mediaset is concerned). This comparison was deemed appropriate also in light of the fact that the goal of the creation of MFE will be the pursuance of business combinations with other European players which may have an impact on its future capital structure and, accordingly, the hypothesis and assumptions that can be potentially considered for the purposes of preparing projections and estimations of the potential voting rights of the shareholders are innumerable.</p> <p>The Press Release explicitly recalled that <i>“the registration in the Loyalty Register, as well as the issuance and allocation of Special Voting Shares A, will be subject to compliance with Dutch law, the articles of association of MFE and the terms and conditions applicable to the Special Voting Shares (including the applicable provisions related to the allocation thereof)”</i>. The Press Release does not address the position of any specific shareholder nor anticipates decisions that must be adopted by a corporate body, the Board of Directors of MFE, yet to be appointed.</p> <p>By means of the Press Release, Mediaset communicated information of a general nature in the interest and for the benefit of all of its shareholders and the market, without distinctions. The documentation made available to the public in relation to the Merger (including the Press Release) contains the relevant data and information with respect to the allocation of Special Voting Shares and, more generally, to the Special Voting Mechanism, leaving each shareholder to independently determine its specific estimations and projections on voting rights.</p>
11.	<p>Aside from voting percentages isn’t it a fact that the governance power of Fininvest and the minorities will be radically different in MFE and Mediaset (e.g., by-laws amendments and the limitation or exclusion of the pre-emptive rights in case of share capital increases can be approved with a simple majority of the votes cast if more than half of the share capital is represented at the shareholders’ meeting)?</p> <p>MFE is a Dutch company and its shareholders, regardless of the magnitude of their stake, will be subject to the laws applicable in such country and enjoy the rights set forth therein.</p> <p>As already pointed out in the Mediaset board of directors report <i>“(…) Current rights of Mediaset shareholders (who will become shareholders of MFE) will change following the Merger Effective Date as a consequence of the Dutch nationality of MFE and the proposed version of the articles of association of MFE. There are some differences between the current rights enjoyed by the Mediaset shareholders and the rights to which they will be entitled as holders of DutchCo Ordinary Shares and the protections guaranteed in accordance with Italian law to the current shareholders of Mediaset may not be available (or, in any case, may differ from) those available under Dutch law”</i>.</p> <p>The Mediaset Board Report and the Questions and Answers published by Mediaset provide for a more comprehensive overview of the main differences between the current rights enjoyed by the Mediaset shareholders and the rights to which they will be entitled as holders of DutchCo Ordinary Shares.</p> <p>Please refer also to the Comparative Table attached to the Questions and Answers for additional information.</p>
12.	<p>If, as stated in the “Questions & Answers” document published by Mediaset on July 2, 2019 (the “Q&A”) (p. 3), the loyalty voting structure was introduced “to reward long-term ownership and foster the stability of the shareholder base”, how do you explain that, with the exclusion of Fininvest, Vivendi and Simon Fiduciaria, only 2.4% of MFE’s future share capital asked to receive Special Voting Shares A, even though the waiting period is very short (just 30 days from the Merger) and such shares provide 2 additional votes?</p>

	<p>All Mediaset and Mediaset España shareholders were entitled to request special voting shares in the context of the Initial Allocation and will continue to be entitled to request special voting shares at any point in time after the Merger effective date provided the relevant terms and conditions are met.</p> <p>Mediaset is not in a position to speculate about the reasons behind the number of requests of Special Voting Shares A in the context of the Initial Allocation. We notice, however, that all the mechanisms usually adopted by the practice (please see above answer II.1 above) to increasing the voting rights have no effects on the economic rights of the shareholders nor on the economic value of the relevant shareholdings. In our case, the percentage indicated seems to confirm that special voting shares have no impact on the equity interest held by the shareholders nor on their economic rights.</p> <p>For the sake of clarity, please note, however, that the waiting period to receive the Special Voting Shares in the context of the Initial Allocation requires the shareholders to continue to hold the Mediaset and/or Mediaset España shares (as well as the MFE shares received following the completion of the Merger in application of the exchange ratio), in relation to which the allotment of Special Voting Shares A has been requested, during the period between the day on which the election form is sent to the respective intermediary and the expiration of the thirtieth day following the effective date of the Merger.</p>
<p>13.</p>	<p>A very recent paper quoted in a Mediaset’s brief against Vivendi, which analysed the governance of Italian listed companies adopting loyalty shares structures, found “evidence that families exploit loyalty shares to reduce their exposure to firm-specific investment while preserving control, but not to foster external growth.” Have you considered a similar risk with regards to MFE? (i.e., Fininvest exploits the loyalty shares structure to sell off some Mediaset shares and reduce its idiosyncratic risk and not to create a larger “pan-European media and entertainment group”)</p> <p>The objective of creating a larger pan-European media and entertainment group is the core driver of the transaction we have announced on June 7, 2019 (please see answer I.1 above). From publicly available information we understand that Fininvest fully shares this objective as well as the industrial rationale of the proposed transaction.</p> <p>Mediaset is not aware of any information or evidence according to which a reduction of Fininvest’s investment in Mediaset can be considered as a probable scenario. On the contrary, in the last years, Fininvest increased steadily its investment in Mediaset acquiring additional Mediaset shares for the purpose of strengthening its position as controlling shareholder.</p>
<p>14.</p>	<p>In the Q&A it is stated (p. 39) that the Senior Non-Executive Director (i.e., the chairman of MFE’s board) will not be independent, contrary to the recommendation of the provision 5.1.3 of the Dutch Corporate Governance Code. Can you explain the reason if this deviation from the applicable best practice? Could you please clarify whether MFE’s corporate governance structure will deviate from other provisions (e.g. provisions 2.1.7 and 4.3.3) of the Dutch Corporate Governance Code?</p> <p>The application of the Dutch corporate governance code is based on the so-called “comply-or-explain” principle. Listed companies explain, in their annual board report, eventual deviations from the best practice principles of the Dutch corporate governance code.</p> <p>As pointed out above, the composition of the first board of directors of MFE is aimed at appointing to the board of directors of MFE both directors of Mediaset and Mediaset España which have been previously appointed by the shareholders of Mediaset and Mediaset España. In line with the above, the first Senior Non-Executive Director may not be an independent director.</p> <p>MFE’s articles deviate from best practice 4.3.3 which prescribes that an absolute majority can undo the binding nomination for appointment of a board member and/or to dismiss a board member. In practice, many Dutch listed companies deviate from this best practice. The relevant provision of the by-laws is referred to in the Merger</p>

	<p>documentation (e.g. in the comparative table attached to the Questions and Answers published by Mediaset).</p> <p>It is expected that MFE will comply with the Dutch best practice that the majority of the non-executive directors will be independent. However, it is not expected that MFE will comply with the best practice that at most one non-executive director is considered affiliated with Fininvest, which is not unusual in the Dutch landscape. There are many companies with more than one representative of the major shareholder as non-executive directors.</p> <p>Any deviations from the Dutch Corporate Governance Code will be explained in the context of the MFE 2019 financial statements pursuant to the applicable provisions of the Dutch Corporate Governance Code.</p>
<p>15.</p>	<p>In the Q&A is reported (p. 5) that “[i]t is expected that, prior to the effective date of the Merger, the board of directors of DutchCo will be authorized by the shareholders’ meeting to make share capital increases”. Could you provide further information on such authorization? Would such authorization make possible the adoption of poison pills (<i>Stichting</i>) by the MFE Board?</p> <p>The granting to the board of directors of the authorization to approve share capital increases is a common practice in the Netherlands and will be considered with the aim of allowing flexibility to the board of directors of DutchCo to expeditiously seize potential investment opportunities in the market. The board of directors of Mediaset has not considered the granting of the authorization to the board of director as a mean to introduce poison pills.</p> <p>Further information will be provided in compliance with applicable laws and regulations.</p>

Section B)

Questions on the business rationale of the Merger and the expected synergies, also considering that the existing activities of Mediaset and M-España will be transferred to an Italian and a Spanish wholly owned subsidiaries with the purpose of “maintaining substantially unchanged the operations and business activities of Mediaset and Mediaset España, respectively, in Italy and Spain”

1.	<p>Can you explain how the expected synergies could be achieved given that the Italian and Spanish businesses will continue to operate separately through the hive-down of all their operating assets before the Merger?</p> <p>As in the groups with international activities, it is envisaged that synergies will be achieved through a new organization capable of enabling the centralization of certain operational and strategic functions (e.g. staff, acquisition of rights, technology, purchasing, etc.).</p> <p>The organization that the Group intends to adopt will also allow a broader sharing of the strategical decisions in different areas of business (contents, data, advertising, production, etc.). This reorganization process will define a new operational model which may: (i) enable the synergies communicated to the market; (ii) allow the development of non-achievable growth areas due to the current local dimension of the business (Adtech, data management, Addressable TV, OTT, digital audio, etc.); and (iii) simplify the integration with a potential European broadcaster.</p>
2.	<p>Could you explain which of the expected synergies could be achieved even without merging Mediaset with M-España (e.g., through intra-group agreements or joint ventures)?</p> <p>None. The change in the operation model can only be carried out through a simplified corporate structure which aligns all the shareholders' interests. In Europe, we saw the example of Sky which has shown that a new operational model and the creation of a EU-dimension player has allowed the achievement of important synergies and the creation of value. Every different solution leads to immaterial results in terms of value and, moreover, it lengthens the decision-making process in a time where celerity is a crucial factor.</p>
3.	<p>Could you provide a granular breakdown of the €100-110m run-rate synergies among the six different buckets identified?</p> <p>Mediaset preferred not to communicate to the market the breakdown of the synergies deriving from the 6 identified categories, but nonetheless has highlighted the 18 areas which will be involved by savings and efficiencies.</p> <p>For further information, please refer also to the presentation to the market published on Mediaset website (www.mediaset.it) following the announcement of the transaction.</p> <p>It is however worth noting that Glass Lewis in the proxy paper published on August 19, 2019 stated: “As noted by the boards of both firms, the transaction is expected to create a more efficient operating entity, with improved leveraging of the combined audience and more attractive control over the merged content portfolio. It is presently expected the associated synergy benefits represent a net present value of approximately €800.0 million for the combined firm. We consider this framework does not appear unreasonable, strategically speaking”.</p>
4.	<p>Could you explain what would be the additional value of the Merger compared to a more tight collaboration between Mediaset and M-España on content production, considering that, in the industry, co-production is the norm and there are plenty of successful examples? (e.g.: La Casa de Papel, co-produced by Atresmedia, Vancouver Media and Netflix; and The Young Pope, co-produced by Canal+, Sky and HBO)</p> <p>None of the envisaged savings and efficiencies are allocated in the “content” area. The production of local content is growing everywhere in Europe. Mediaset is leader, in its respective countries, in the full spectrum contents for the general public. The</p>

	<p>production of these contents will remain deeply rooted on a local base. The decisions regarding the production, co-production and the purchase may be centrally decided on the basis of the new international strategies and of the demand for them. Mediaset believes that on the basis of the organisational structure which will be implemented, different approaches that could allow to seize relevant opportunities also in the content area may be tested. For the time being such opportunities, which depend on several factors, have not been communicated to the market by the Company through a quantitative description, but only through a qualitative description that is contained in the presentation to the market published on Mediaset website (www.mediaset.it) following the announcement of the transaction.</p>
5.	<p>Could you explain what would be the additional value of the Merger compared to a more tight collaboration between Mediaset and M-España on broadcasting & digital, considering that many common platforms have been jointly developed by industry players and M-España itself has signed an agreement with RTVE and Atresmedia to develop LOVEStv, a common digital platform? (Salto in France and Britbox in the UK are two additional examples of digital platform collaboration between key national players)</p> <p>The scenarios referred to in the question are separate.</p> <p>Indeed, the savings and efficiencies mentioned in the previous answers require the integration of the Mediaset group and the Mediaset España group (please refer also to answer B.2 above).</p> <p>On the other side, there are the agreements that Mediaset and Mediaset España can consummate with others local operators. This element, being based on opportunities, is uncertain for its own nature and the value potentially generated will be distributed among the various operators, according to dynamics that may only be evaluated in the future.</p>
6.	<p>Could you explain how the Merger could improve the “sales house” and create additional value considering that both Mediaset and M-España are members of the European Media Alliance (EMA), which is already operating a joint programmatic sales house?</p> <p>Information is already available in the presentation to the market published on Mediaset website (www.mediaset.it) following the announcement of the transaction.</p> <p>The idea is to develop a selling strategy covering all the segments of the digital market: Addressable TV, OTT; digital audio, DOOH, Mobile proximity. EBX, the company that manages sales on a programmatic basis through a JV with Pro7Sat1, TF1 and C4, only covers a limited part within one of the abovementioned segments.</p> <p>In addition, EBX is currently being reevaluated due to the poor results achieved so far</p>
7.	<p>Could you explain how the Merger could be expected to create benefits and synergies in the areas of IT / Tech, Procurement and G&A, given that the Italian and Spanish business activities will continue to be run autonomously and separately?</p> <p>Please see answer B.1 above.</p>

Section C)

Questions on the objectives pursued with the Merger and its possible economic effects

<p>1. – 2. – 3. – 4.</p>	<p>How does Mediaset’s purchase of 9.6% of ProSiebenSat.1 Media SE (“ProSiebenSat”) share capital fit within the strategy allegedly pursued with the Merger of “creating a pan-European media and entertainment group”?</p> <p>Was Mediaset’s purchase of its stake in ProSiebenSat agreed in advance with its management or at least was ProSiebenSat informed in advance?</p> <p>Rumors about a possible business combination between Mediaset and ProSiebenSat have been spread since 2018; why did Mediaset purchase its stake in ProSiebenSat just a few days before the announcement of the Merger? Was the purchase made mainly to support the business rationale of the Merger with Mediaset’s investors and the press?</p> <p>Is it true that Mediaset completely hedged its purchase of ProSiebenSat shares with a collar agreement with Credit Suisse? What is the reason of that derivative transaction in light of the claimed purpose of “creating a pan-European media and entertainment group”? Is it a lack of confidence on ProSiebenSat’s management ability to implement its current business plan?</p> <p>We believe that the questions contained in this section are misleading taking into account the subject matters of today shareholders meeting and therefore they will not receive a detailed answer.</p> <p>Nevertheless we would like to point out that Mediaset strongly believes in a project for the creation of a pan-European media and entertainment group. Because of the fast process of globalization, which affects the media’s international scenario, all the European players have to join their forces in order to continue to compete or at least to resist as European cultural identity potential hostile entry by global “big player”. Mediaset’s decision to invest in ProSiebenSat.1 Media has been a long-term choice to create value on an international scale. The participation in the shareholding of ProSiebenSat.1 was not agreed in advance with its management, it is a concrete demonstration of respect for the current management of the company and Mediaset believes that it can furthermore strengthen the excellent business relationships already in place with the group ProSiebenSat.1 Media. The allusion to consider such investment as a way to obtain media support does not need any further comment and it has to be rejected because it lies outside this company’s conduct.</p>
<p>5.</p>	<p>What is the estimate for one-off transaction costs (e.g., legal and financial advisors) and the incremental costs of establishing the Dutch HoldCo for the Mediaset group (including M-España)?</p> <p>In addition to the aggregate amount of Euro 180 million provided for the potential exercise of the right of withdrawal and the potential exercise of the right of opposition by Mediaset and Mediaset España shareholders, it is expected, at the current stage, that the costs for Mediaset related to the transaction will not exceed Euro 15 million.</p>
<p>6.</p>	<p>What is the leverage target of MFE and how does it reconcile with the expected amount to be paid for the €280 million buy-back program and the €100m special dividend?</p> <p>MFE transaction does not change the leverage of the Group, which fully consolidates Mediaset España. For several years already, the Group has the structural objective of having a leverage target of 1x Net Debt/EBITDA. It is not currently envisaged that the consummation of the transaction will modify this target.</p>

Section D)

Further questions regarding the Merger and the expected results of the shareholders' vote:

1.	<p>Why were the payment of a €100 million extraordinary dividend and the €280 million buy-back program not proposed at the shareholders' meeting held on April 18, 2019? Is it a mere "sweetener" aimed at inducing the minority shareholders to support the Merger despite the complete annihilation of their governance rights? Would the same extraordinary dividend be paid and the buy-back program be implemented even if the Merger were not approved?</p> <p>The distribution of an ordinary (and not extraordinary) dividend for a total amount of Euro 100 million and the launch of a buy-back program for a maximum aggregate amount of Euro 280 million will only be carried out upon completion of the merger with and into MFE and are both part of the single and broader project aimed at creating a pan-European media and entertainment group. No other scenario is currently under evaluation of the management of Mediaset.</p>
2.	<p>Considering that Mediaset's Board has not proposed the payment of any dividend at the general meetings held in 2017, 2018 and 2019, how can MFE's investors be sure that dividends will be paid regularly in the future considering that under the MFE's proposed by-laws (Article 28) the Board will have ultimate authority in the decisions on dividend payments and distribution of reserves?</p> <p>An answer to this question is already given in the press release which was made available to the public on 7 June 2019: <i>"in line with the current dividend policy, the following factors will be taken into consideration in connection with MFE's future dividend policy: group profits, free cash flow generation, any financial or other economic commitments and potential strategic investments. Unless contingent circumstances (including the above) suggest adopting a different policy, the remuneration of the shareholders, through ordinary dividends or other technical forms, will not be lower than 50% of the net consolidated profits in any year"</i>.</p>
3.	<p>On what basis has Mediaset's Board stated that "MFE will adopt a tested loyalty voting structure, which has been well received by investors in similar transactions"? In providing that information to the investors has the Board considered the minority investors' vote (as well as the proxy advisors' guidelines and voting recommendations) at the EGMs called to approve the adoption of similar (although much less extreme) loyalty voting structures in FCA N.V., CNH Industrial N.V. and EXOR N.V.?</p> <p>The envisaged transaction has a strong industrial character is aimed at creating a pan-European media and entertainment group, with a leading position in its local markets and greater scale to compete and potential to expand further in other countries throughout Europe. Recent transactions which envisaged the adoption of loyalty shares have contributed to the creation of value:</p> <ul style="list-style-type: none"> • CNHI: approx.. +14% since the announcement of the transfer of the legal seat to the Netherlands, dated 26 November 2012; • FCA: approx.. +154% since the announcement of the transfer of the legal seat to the Netherlands, dated 29 January 2014; • EXOR: approx.. +76% since the announcement of the transfer of the legal seat to the Netherlands, dated 25 July 2016. <p>Furthermore, certain additional remarks may be pointed out.</p> <ul style="list-style-type: none"> • Approximately 14% of the companies listed in the Russell 3000 (the index that tracks the performance of the 3,000 largest U.S.-traded stocks) adopted a loyalty voting mechanism or dual classes of shares; • many companies operating in the same business sector as Mediaset's, and having an international profile, adopted multiple voting schemes: among them, it is worth recalling Google, Facebook, Altice, Discovery, etc.;

	<ul style="list-style-type: none"> the loyalty voting mechanism envisaged by MFE would grant all shareholders with the same rights (all shareholders may request the registration of their own shares at any time). In other voting mechanisms (dual classes of shares), such entitlements to multiple voting rights are granted only to certain shareholders (<i>i.e.</i>, founding shareholders, controlling shareholders, etc.); please refer also to answer A.1 above.; throughout Europe, multiple voting mechanism is widely adopted by listed companies; furthermore, it was recently introduced in Italy. Approximately 54% of the French listed companies adopt a double-voting mechanism.
4.	<p>Considering that ISS (the most relevant international proxy advisor) harshly criticized MFE’s governance (conversely, Glass Lewis did not even mention it in its report) and the great majority of international investors and asset managers have voting policies against loyalty voting programs, how could you expect that the same international investors and asset managers (e.g., Blackrock, Vanguard, State Street), as shareholders of ProSiebenSat, TF1 or other possible partners, would support a business combination whereby their shareholdings in these companies would be exchanged for MFE shares?</p> <p>It is worth recalling that Glass Lewis (another important international proxy advisor) recommended to vote in favour of the Merger. A statement from a proxy advisor declaring that: <i>“As noted by the boards of both firms, the transaction is expected to create a more efficient operating entity, with improved leveraging of the combined audience and more attractive control over the merged content portfolio. It is presently expected the associated synergy benefits represent a net present value of approximately €800.0 million for the combined firm. We consider this framework does not appear unreasonable, strategically speaking”</i>. La valenza strategica e il valore che si potranno realizzare porteranno oggettivi benefici agli azionisti e pertanto continua Glass Lewis: <i>“In view of the foregoing factors, and absent further developments, we believe there is sufficient cause for investor support at this time. Accordingly, we recommend shareholders vote FOR this proposal”</i> should not be taken for granted.</p> <p>ISS, too, expressed a favourable opinion with respect to the strategic rationale behind the transaction and to the value which may be generated by the transaction for the benefit of shareholders: <i>“The deal has a reasonable strategic rationale, though it is some open question how achievable synergies are: while they represent approximately 6 percent of the combined cost base, a large portion of that base derives from making and buying local language productions (we note the companies will keep their local structures). Distribution and advertising technology seem to be the key area where synergies would be expected, and they could further strengthen MS’ competitive position. Even if the synergies represent less than the advertised 20 percent of the combined market cap, they would still represent a reasonable upside”</i>.</p> <p>Aside from the mentioned voting recommendations, shareholders of Mediaset – as well as other partners – will look at the industrial project as a whole and at the value that the transaction may create in the medium-long term.</p>
5.	<p>Assuming that most international investors vote against the Merger in light of MFE’s atypical (“unprecedented”) governance structure, would Mediaset’s Board of Directors reconsider its strategy and the terms of the Merger?</p> <p>The strategic rationale, the terms and conditions as well as the governance structure of the envisaged transaction have already been thoroughly examined by the board of directors of Mediaset, the Merger Committee and the board of directors of Mediaset España. All such corporate bodies have expressed a favourable opinion to the transaction, in light of the reasons set forth in the explanatory report drawn up by the board of directors of Mediaset on the transaction.</p> <p>Should shareholders of MFE raise concerns with respect to any of the mentioned issues in the future, the board of directors of MFE will have the duty to consider such concerns and, if deemed grounded, to make proposals to shareholders.</p>