



Mediaset S.p.A.

Registered office in Via Paleocapa No. 3, 20121 Milan (MI)

Share Capital of EUR 614,238,333.28

Milan, Monza Brianza and Lodi Companies Register

Tax Code No. 09032310154

### **Notice of Mediaset S.p.A. Shareholders' Meeting**

Mediaset S.p.A. Extraordinary Shareholders' Meeting (ticker MS), for holders of common shares, is hereby called and will take place in Cologno Monzese (MI), Viale Europa No. 48, on Thursday **27 May 2021, at 12:00 p.m.**, in a single call, for the purpose of resolving on the following

#### **Agenda**

Proposal to revoke the 18 April 2019 resolution and, consequently, to amend Article 7 of the Articles of Association concerning the repeal of the vote gross-up pursuant to Article 127-quinques of Legislative Decree No. 58 of 24 February 1998

#### **Process for conducting the shareholders' meeting**

Pursuant to Article 106(4) of Legislative Decree No. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the Covid-19 emergency" (the "Decree"), converted with amendments into Law No. 27 of 24 April 2020 and as extended as a result of Article 3(6) of Legislative Decree 183/2020 converted with amendments into Law No. 21 of 26 February 2021, participation in the Shareholders' Meeting may take place only through the designated representative (Computershare S.p.A.) pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (the "Italian Consolidated Law on Finance"); the designated representative referred to above may also be granted proxies or assignments of proxies pursuant to Article 135-novies of the Italian Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of that law. Individuals entitled to vote are therefore precluded from physically attending the meeting.

Pursuant to the Decree, directors and statutory auditors, as well as other persons whose participation is required to ensure the proper conduct of the meeting, other than those entitled to vote, may participate in the meeting by means of telecommunications which also ensure that they may be identified, and it is not necessary for the chair, secretary and notary to be at the same location. The instructions for participation in the shareholders' meeting by means of telecommunications will be communicated by the Company to Computershare S.p.A., to the directors and statutory auditors, as well as to others entitled to participate, other than those with voting rights.

### **Information on share capital**

The share capital is comprised of 1,181,227,564 common shares with a nominal value of EUR 0.52 each; only the outstanding common shares have voting rights, i.e., 1,139,192,789 shares, excluding the 42,034,775 treasury shares held as at 26 April 2021. This number may change between today's date and the date of the meeting. Any change in treasury shares will be announced at the opening of the meeting.

The share capital structure is available on the Company's website <https://corporate.mediaset.it> (Governance/Shareholders' Meeting section).

### **Participation in the shareholders' meeting**

Pursuant to Article 11 of the Articles of Association, those entitled to vote may attend the meeting. In accordance with the provisions of the Decree, participation in the shareholders' meeting will take place exclusively through the Appointed Representative (as defined below). The right to participate in the Shareholders' Meeting and to exercise voting rights must be certified by a communication to the Company, made by the intermediary in favour of - and at the request of - the party entitled to vote, on the basis of the records at the end of the accounting day of the seventh trading day prior to the date set for the shareholders' meeting on single call (record date), i.e. **18 May 2021** (it should be noted that any requests for advance notice by the intermediary or any charges for the performance of the latter's duties may not be charged to the Company). Credit and debit entries made to the accounts after that time will not count towards entitlement to vote at the meeting. Those who become shareholders only after the record date will therefore not be entitled to attend and vote at the meeting.

The notice given by the intermediary must be received by the Company by the end of the third trading day preceding the date fixed for the meeting (i.e. by **24 May 2021**).

The right to participate in the shareholders' meeting and to exercise voting rights, again through the Appointed Representative (as defined below), remains unaffected if the notice is received by the Company after this deadline, provided that it is received before the beginning of the meeting proceedings.

### **Granting of proxy to the Designated Representative**

In accordance with Article 106(4), second sentence, of the Decree, participation in the shareholders' meeting must take place exclusively through Computershare S.p.A. - the registered office of which is in Milan, Via Mascheroni No. 19, 20145 - as the shareholders' representative appointed by the Company pursuant to Article 135-undecies of the Italian Consolidated Law on Finance ("Designated Representative"). Shareholders who wish to participate in the meeting must therefore grant the Designated Representative a proxy – with voting instructions – for all or some of the resolution proposals regarding the items on the agenda, using the specific proxy form, including electronic proxy, prepared by the Designated Representative in agreement with the Company, available on the website <https://corporate.mediaset.it> (Governance/Shareholders' Meeting section).

The proxy to the Designated Representative, with voting instructions, together with an identity document of the person granting the proxy (as well as a document proving the powers to grant the proxy, in the event of a legal person granting the proxy) must be sent to Computershare S.p.A., in the manner indicated in the form itself, by the end of the second trading day prior to the date set for the shareholders' meeting (i.e. **25 May 2021**). A proxy conferred in this way will be effective only in respect of those proposals on which voting instructions have been given. The proxy and voting instructions may be revoked within the same period as above. It is noted that the shares for which proxy has been conferred, whether in whole or in part, will be counted for the purpose of duly constituting the meeting. With respect to proposals for which no voting instructions have been given, the shares will not be counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions. The granting of a proxy to the Designated Representative will be free of charge to the shareholder.

It is also specified that the Designated Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the Italian Consolidated Law on Finance, which must be received by **26 May 2021**, in accordance with the terms set out in the form available on the Company's website <https://corporate.mediaset.it> (Governance/Shareholders' Meeting section). The Designated Representative will be available for clarification or information at 02-46776814 or at the following e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Note that there is no provision for voting by electronic means or by correspondence.

The Company reserves the right to supplement and/or amend the above instructions in view of changing needs as a result of the current Covid-19 epidemic emergency and its currently unforeseeable developments.

### **Right to ask questions**

Pursuant to Article 127-ter of the Italian Consolidated Law on Finance, those who have the right to vote and for whom the Company has received a communication from an authorised intermediary in accordance with the regulations in force may ask questions on the items on the agenda prior to the meeting, by sending them to the Company by **18 May 2021**; the Company will not guarantee a reply to questions received after that date. Applications may be sent by certified email to the following certified email address: [direzione.affarisocietari@mediaset.postecert.it](mailto:direzione.affarisocietari@mediaset.postecert.it) Questions received by the deadline will be answered by **24 May 2021**, through publication in a special section of the Company's website <https://corporate.mediaset.it> (Governance/Shareholders' Meeting section). The Company has decided to bring forward the deadline for providing a response, compared to what is required by law, in order to allow shareholders to make an informed choice for the purpose of voting instructions to the Designated Representative in good time.

The Company will provide a single response to questions with the same content; no response will be provided when the information requested is available in question-and-answer format in the appropriate section of the Company's website or when the response has already been published in the same section.

### **Additions to the agenda and presentation of new proposals for resolutions**

Pursuant to Article 126-bis of the Italian Consolidated Law on Finance, shareholders who either individually or jointly represent at least one fortieth of the share capital may request additions to the list of items to be discussed, indicating in the request the additional items proposed, or submit proposals for resolutions on items already on the agenda. Additions to the agenda are not permitted for items on which the shareholders' meeting, pursuant to law, passes resolutions on a proposal by the directors or on the basis of a draft or a report prepared by them, other than those pursuant to Article 125-ter, paragraph 1, of the Italian Consolidated Law on Finance. Any supplementary list of items to be discussed at the meeting, as well as any further proposals for resolutions on items already on the agenda, will be published in the same manner as this notice, at least fifteen days before the date set for the meeting (i.e. by 12 May 2021). Requests - accompanied by the documentation proving the legal requirements, including the intermediary's certification of membership - should be sent to the certified email address [direzione.affarisocietari@mediaset.postecert.it](mailto:direzione.affarisocietari@mediaset.postecert.it) by the tenth day following the publication of this notice (i.e. by **7 May 2021**), signed in original; by the same deadline, a report must be submitted, in the same manner, on the matters proposed for discussion or on the reasons for further proposed resolutions on matters already on the agenda.

In particular, for the purposes of exercising this right, the Company must receive the appropriate communication issued by the intermediary depositaries of the shares held by the shareholder.

Shareholders who request additions to the agenda or the presentation of new resolution proposals must prepare a report setting out the rationale for the resolution proposals on the new items they propose to deal with, or the rationale for the additional resolution proposals presented on items already on the agenda. The report must be submitted to the administrative body by the deadline for submitting the request for additions. The report must be made available to the public, possibly accompanied by assessments by the Board of Directors, at the same time as the publication of the news of the additions.

In addition to the above, taking into account that participation in the shareholders' meeting is contemplated exclusively through the Designated Representative, those who have the right to vote may submit individually, pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the Italian Consolidated Law on Finance, proposals for resolutions on the items on the agenda and are invited to submit them in advance, by **11 May 2021**, in the same manner as indicated in the preceding paragraph. Such proposals will be published on the Company's website by **18 May 2021**, to allow those entitled to vote to express themselves in an informed manner taking into account such new proposals and to allow the Designated Representative to collect voting instructions, if any, on the same. The requester must provide the documentation proving the requirements provided for by law, including the intermediary's certificate proving membership and the issuance of a proxy to the Designated Representative for participation in the shareholders' meeting.

In the event of proposals for resolutions on items on the agenda that are different from those proposed by the Board of Directors, the Board of Directors' proposal (if submitted) will be put to a vote first, and only if that proposal is rejected will the shareholders' proposals be put to a vote. Even if there is no proposal from the Board of Directors, these proposals will be submitted to the shareholders' meeting start-

ing with the proposal submitted by the shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote is rejected will the next proposal be put to a vote, in order according to the amount of share capital represented. For the purposes of the relevant publication, as well as in relation to the conduct of the shareholders' meeting, the Company reserves the right to assess the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the proponents.

### **Withdrawal right**

The proposed amendment to the Articles of Association does not give rise to a withdrawal right in favour of those Shareholders who do not vote in favour of the amendment. For information purposes only, it should be noted that the liquidation value calculated in accordance with the criterion indicated in Article 2437-ter, paragraph 3, of the Italian Civil Code is equal to EUR 2.181.

### **Documentation**

The documentation relating to the items included in this agenda will be made available to the public, within the terms and according to the procedures provided for by applicable law, at the Company's registered office, on the Company's website <https://corporate.mediaset.it> (Governance/Shareholders' Meeting section) and on the authorised storage mechanism eMarket Storage at the following address [www.emarketstorage.com](http://www.emarketstorage.com).

The Articles of Association are available on the Company's website <https://corporate.mediaset.it> (Governance/By-laws section).

Mediaset's Corporate Affairs Department is available for any further information at the following number +39 02 25149588 (from 9.00 a.m. to 6.00 p.m. Monday to Friday) and at the e-mail address [direzione.affarisocietari@mediaset.it](mailto:direzione.affarisocietari@mediaset.it).

Finally, the Company reserves the right to supplement and/or amend the content of this notice, should it become necessary as a result of the evolution of the current Covid-19 emergency situation. Any changes or clarifications will be promptly notified in the same manner as the publication of this notice.

Milan, 27 April 2021

The Chairman  
Fedele Confalonieri