



**Interim  
Financial Report  
as at 31 March 2021**

**MEDIASET S.p.A.** - via Paleocapa, 3 - 20121 Milan

Share Capital EUR 614,238,333.28 fully paid-up

Tax Code, VAT number and Milan Companies

Register No.: 09032310154

Website: [www.mediaset.it](http://www.mediaset.it)

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# CORPORATE BOARDS

## Board of Directors

### Chairman

Fedele Confalonieri

### Deputy Chairman and Chief Executive Officer

Pier Silvio Berlusconi

### Directors

Marina Berlusconi

Marina Brogi

Andrea Canepa

Raffaele Cappiello

Costanza Esclapon de Villeneuve

Giulio Gallazzi

Marco Giordani

Francesca Mariotti

Gina Nieri

Daniilo Pellegrino

Niccolo' Querci

Stefano Sala

Carlo Secchi

## Executive Committee

Fedele Confalonieri

Pier Silvio Berlusconi

Marco Giordani

Gina Nieri

Niccolo' Querci

Stefano Sala

## Risk, Control and Sustainability Committee

### Carlo Secchi (Chairman)

Marina Brogi

Costanza Esclapon de Villeneuve

## Compensation Committee

### Andrea Canepa (Chairman)

Marina Brogi

Francesca Mariotti

## Governance and Appointments Committee

### Raffaele Cappiello (Chairman)

Francesca Mariotti

Carlo Secchi

## Related Parties Committee

### Marina Brogi (Chairman)

Giulio Gallazzi

Carlo Secchi

## Board of Statutory Auditors

### Giovanni Fiori (Chairman)

Riccardo Perotta (*Regular Auditor*)

Flavia Daunia Minutillo (*Regular Auditor*)

Francesca di Donato (*Alternate Auditor*)

Leonardo Quagliata (*Alternate Auditor*)

Francesca Meneghel (*Alternate Auditor*)

## Independent Auditors

### Deloitte & Touche S.p.A.

# MEDIASET GROUP: FINANCIAL HIGHLIGHTS

## MAIN INCOME STATEMENT DATA

|                                | 1st Quarter 2021 |     | 1st Quarter 2020 |     |
|--------------------------------|------------------|-----|------------------|-----|
|                                | mio €            | %   | mio €            | %   |
| <b>Total net Revenues</b>      | <b>634.2</b>     |     | <b>682.1</b>     |     |
| Italy                          | 450.2            | 71% | 452.4            | 72% |
| Spain                          | 184.0            | 29% | 229.8            | 28% |
| <b>Operating Result (EBIT)</b> | <b>67.9</b>      |     | <b>41.6</b>      |     |
| Italy                          | 20.6             |     | (20.4)           |     |
| Spain                          | 47.2             |     | 61.8             |     |
| <b>Group Net Result</b>        | <b>52.5</b>      |     | <b>14.6</b>      |     |

## MAIN BALANCE SHEET AND FINANCIAL DATA

|                                       | 31 <sup>st</sup> March 2021 | 31 <sup>st</sup> December 2020 |
|---------------------------------------|-----------------------------|--------------------------------|
|                                       | mio €                       | mio €                          |
| <b>Net Invested Capital</b>           | <b>4,306.0</b>              | <b>4,230.1</b>                 |
| <b>Total Net Shareholders' Equity</b> | <b>3,330.8</b>              | <b>3,165.6</b>                 |
| Group Net Shareholders' Equity        | 2,784.1                     | 2,668.3                        |
| Minorities Net Shareholders' Equity   | 546.6                       | 497.3                          |
| <b>Net Financial Position</b>         |                             |                                |
| Debt/(Liquidity)                      | <b>975.2</b>                | <b>1,064.4</b>                 |

## PERSONNEL (\*)

|  | 31 <sup>st</sup> March 2021 |             | 31 <sup>st</sup> March 2020 |             |
|--|-----------------------------|-------------|-----------------------------|-------------|
|  |                             | %           |                             | %           |
| <b>Mediaset Group Personnel</b><br>(headcount) | <b>4,933</b>                | <b>100%</b> | <b>4,961</b>                | <b>100%</b> |
| Italy  | 3,355                       | 68%         | 3,416                       | 69%         |
| Spain  | 1,578                       | 32%         | 1,545                       | 31%         |

(\*) Includes temporary and permanent workforce

## Introduction

Legislative Decree no. 25/2016, implementing Directive 2013/50/EU amending amendments to Directive 2004/109/EC on information about listed issuers (also known as the Transparency Directive), removed the obligation to publish interim management statements as provided for by Article 154-ter, paragraph 5 of Legislative Decree No. 58/1998. The decree also vested in Consob the power to stipulate any other reporting obligations in addition to annual and half-yearly financial statements. By Resolution no. 19770 of 26 October 2016, Consob (in accordance with the regulatory authorisation contained in the decree) made amendments to the Issuer Regulations regarding the additional interim financial disclosures applicable from 2 January 2017.

To ensure the continuity and regularity of information on the consolidated quarterly operating and financial performance, Mediaset's Board of Directors publishes, voluntarily, additional financial disclosures as at 31 March and 30 September.

The information disclosed in this Report is not comparable to that of complete financial statements prepared in accordance with IAS 1. This interim financial disclosure - in line with previous quarterly reports - has the structure and content deemed most appropriate, in terms of factors that contribute to investor decisions, to describe the economic performance and financial position of the Group as a whole and of its main business segments, and to describe the key events and transactions that have occurred during the reporting period.

The presentation of the income statement and balance sheet figures shown below corresponds to the presentation adopted in the Report on Operations accompanying the annual Consolidated Financial Statements. As such, the figures are summarised and restated in order to highlight the intermediate aggregates considered most significant for understanding the performance of the Group and the main operating sectors. The description of the criteria adopted during their preparation and the annotations referring the reader to the relevant statutory financial statement items in the interim and annual Financial Statements are contained in the Consolidated Financial Statements at 31 December 2020.

This interim report has been prepared in accordance with international accounting standards (IAS/IFRS) and in line with the measurement and estimation criteria applied in preparing the Consolidated Financial Statements at 31 December 2020, to which readers are referred.

Having regard to the evolving economic outlook caused by the perduring COVID-19 pandemic, the observation of the main external indicators and the development of the main performance indicators for the period have not produced evidence that would require - as at the date of this report - a revision of the recoverability testing of corporate assets that was carried out in preparing the Consolidated Financial Statements at 31 December 2020.

The earnings and financial figures contained in this Report refer to progressive totals at the end of the first quarters of 2021 and 2020; balance sheet figures are stated at 31 March 2021 and at 31 December 2020.

This Quarterly Report has not been audited.

## Significant first-quarter events and transactions

On **21 January 2021**, Mediaset España increased its stake in **ProSieben Sat1 Media SE**, acquiring a 3.4% equity interest for the sum of EUR 103.9 million. The Group therefore now holds an equity interest of 23.5% in the company (24.2% of voting rights). As a consequence of this transaction, the reverse collar entered by Mediaset S.p.A. on April 2020 to hedge the acquisition of a further 4.1% stake in ProSiebenSat.1 Media SE unwinded, cashing EUR 20.4 million (recognised under *financial income* for the period in question), as the assumptions made at the date of subscription were no longer valid.

In February, Mediaset secured the free-to-air rights to broadcast the top match from each round of the **UEFA Champions League**, including the final, over its generalist networks until 2024; matches will also be viewable online. In addition, Mediaset will offer another 104 matches over each of the next three seasons on its live pay streaming service. This means that Mediaset can offer all UEFA Champions League matches except for one match per round. Matches will be viewable across all devices, from smart TVs and tablets, to PCs and mobile phones. Mediaset, which is already offering matches on its free-to-air services this season, has thus been awarded the broadcasting rights to a total of 121 UEFA Champions League matches per season across its platforms for another three years.

On **5 March 2021**, RTI S.p.A. sold its residual 3.9% equity interests in **ProSiebensat.1 Digital Content LP** and **ProSiebensat.1 Digital Content GP Ltd.**

## Group performance and highlights

### Television audience

In **Italy**, the total audience over the 24-hour period in the first quarter of 2021 amounted to 11.57 million viewers on average.

Auditel statistics show that, during the period reported, Mediaset networks as a whole, including both free-to-air and pay television channels, obtained an audience share of 32.2% over the 24-hour period, 32.3% in the Day Time slot and 32.3% in Prime Time.

Mediaset also confirmed its leadership with the commercial target audience (15-64 years) during the first quarter of 2021 over the 24-hour period (34.7%), in the Day Time slot (34.7%) and in Prime Time (34.5%). Notably, Canale 5 ranks in top spot and Italia 1 in third spot in all time slots with this viewer target.

In the spring season, Mediaset maintained its leadership of the commercial target audience, with ratings higher than its competitors. In particular, the Group's generalist networks achieved a target audience share of 26.5% over the 24-hour period, 26.6% in the Day Time slot and 26.7% in Prime Time.

In **Spain**, the Mediaset España Group maintained its leadership in audience figures with a total audience share of 27.8% over the 24-hour period, and a 29.6% share with the commercial target audience. In the Prime Time slot, the Mediaset España Group achieved a 25.6% share of the total audience and 27.9% of the commercial target audience. Also in the first quarter of 2021, Telecinco maintained its audience leadership with a 15.1% share over the 24-hour period, while reaching an average share of 15.3% with the commercial target audience.

## Main financial results

The pandemic continued to profoundly influence the wider economy, including in Italy and Spain, as the stringent local and nationwide restrictions aimed at staving off new outbreaks remained and the vaccination campaign got off to a slow start. Nevertheless, the Mediaset Group performed better than in the same period of the previous year and even achieved a higher consolidated net profit than during the same period in 2019. The Group's free cash flow also remained strong.

These results were influenced by the better-than-expected acceleration of advertising revenues in Italy, which were up by +6.1% compared to the same period in 2020 (which were only partially affected by the public health crisis). This was the third quarter in succession that advertising revenues were up year on year. In Spain, on the other hand, the trend in the advertising market continued to underwhelm, particularly so during the first two months of the year before giving way to the first concrete signs of recovery in March. In both national markets, strong cost control measures were in place throughout the quarter, as operating costs fell below the figures recorded in the first quarters of 2020 and 2019.

The main financial results for the period are summarised below.

- **Consolidated net revenues** amounted to **EUR 634.2 million**, compared to EUR 682.1 million in the first quarter of 2020. This trend mainly reflects the lower income generated from some non-advertising activities, in particular the film distribution business, which was hit by the persistent and prolonged restrictions imposed as part of the public health crisis, but which performed strongly at the start of 2020 prior to the lockdown period.
- **Operating Profit (EBIT)** was **EUR 67.9 million**, up strongly compared to the EUR 41.6 million recorded for the same period in 2020. Return on investment was 10.7%, compared to 6.1% recorded in 2020.
- **Group net profit** was **EUR 52.5 million**, which is a marked improvement on the EUR 14.6 million profit recorded for the same period in the previous year and the EUR 36.7 million profit recorded for the same period in 2019.
- Consolidated **net financial debt** at 31 March 2021, calculated in accordance with Consob Communication 6064293 of 28 July 2016, amounted to **EUR 975.2 million**, a reduction on the EUR 1,064.4 million recorded at the start of the period. If we exclude the liabilities recognised under IFRS 16 from 2019 onwards and the financial payable for the equity investments in ProSiebenSat.1 Media SE, consolidated **net financial debt** was **EUR 385.6 million** compared to EUR 473.6 million at 31 December 2020. **Free cash flow** amounted to **EUR 177.5 million**, compared to the EUR 182.2 million recorded for the first quarter of 2020. During the first quarter, the Group made disbursements of EUR 103.9 million in connection with the increased shareholding acquired by Mediaset España in ProSiebenSat.1 Media SE. The Group also collected EUR 20.4 million following the unwinding of the future equity investment hedges (reverse collars) entered by Mediaset S.p.A. in the first half of last year.

Breaking down income results by geographical area:

**In Italy:**

- In the first quarter of 2021 **consolidated net revenues** from the Group's Italian operations totalled **EUR 450.2 million**, compared to EUR 452.4 million posted in the corresponding period of the previous year. In particular:
  - **Gross advertising revenues**, including revenues from free-to-air and pay television channels and revenue shares from websites and radio broadcasters owned by the Group and managed under concession by investee Mediamond reached **EUR 453.5 million**, thus bucking the downward market trend by recording a marked increase (+6.1%) on the same period in 2020. Based on Nielsen data available so far, the total advertising market in Italy declined by -1.4% during the first quarter of 2021.
  - **Other revenues** totalled **EUR 61.3 million**, compared to EUR 85.4 million in the first quarter of 2020, which had included income from the Medusa film distribution business, such as the January 2020 releases of "Tolo Tolo", directed by Zalone and produced by Taodue, and "Odio l'Estate", directed by the trio of Aldo, Giovanni and Giacomo.
  - **Total operating costs** for operations in Italy during the quarter (personnel expenses, Purchases, services, other costs, TV rights amortisation and depreciation of fixed assets) amounted to **EUR 429.6 million**, down markedly on the same period in 2020 (-9.1%) and 2019 (-10.5%).
  - **Operating profit (EBIT)** from all operations in Italy amounted to **EUR 20.6 million**, compared to the EUR 20.4 million loss recorded in the first quarter of 2020 (despite reduced revenues) and the EUR 11.9 million profit recorded in the first quarter of 2019.

**In Spain:**

- **Total consolidated net revenues** for the Mediaset España Group at the end of the first quarter of 2020 were **EUR 184.0 million**, compared to EUR 229.8 for the same period of the previous year.
- **Gross TV advertising revenues** stood at **EUR 171.0 million**, compared to EUR 202.8 for the same period of the previous year. *Infoadex* statistics estimate that TV advertising investments declined by 13.6% during the first quarter, whereas the TV and digital media advertising market as a whole decreased by 7.9%. Mediaset España maintained its leadership in its TV market with a share of 42.0%, whereas its share of the TV and digital media market stood at 30.6%. It bears noting that the TV advertising market increased by 5.8% in March due to the prospects of an improving public health situation.
- **Other revenues** stood at **EUR 20.1 million**, compared to EUR 35.4 million for the same period of the previous year, a period in which the Group benefited from film distribution revenues, the strong influence of content sales and sublicensing to third-party broadcasters and the positive trend in subscriptions to the new OTT Mitele Plus service.
- **Total costs** (personnel costs, other operating costs, amortisation and depreciation) were **EUR 136.8 million**, down on the same period in the previous year (-18.6%) and 2019 (-14.2%).

- As a result of the above performance, **operating profit (EBIT)** came to **EUR 47.2 million**, compared to EUR 61.8 million in the same period of 2020, corresponding to a return on investment of **25.6%**, compared to 26.9% in the first quarter of 2020.

## Events and developments after 31 March 2021

### Developments in ongoing proceedings

On **19 April 2021**, in the **civil proceedings before the Court of Milan** - Companies Division B - Case Nos. 47205/2016 and 30071/2017, **in which Mediaset S.p.A. and RTI S.p.A are seeking damages from Vivendi S.A.** for, in the first case, a breach of the contract entered into on 8 April 2016 for the sale of Mediaset Premium and, in the second case, for the hostile act of December 2017, the Court of Milan ruled as follows:

1. In case no. 47205/2016, that the conditional contract entered into between the parties on 8 April 2016 and terminated on 30 September 2016, had effectively been terminated; that Vivendi had failed to fulfil the preliminary and anticipatory obligations required to meet the condition of obtaining the administrative authorizations necessary for the performance of the above-mentioned transaction; that Vivendi must pay a total of EUR 1.7 million, plus ancillary costs, in damages to Mediaset and RTI.
2. In cases nos. 47575/2016 and 30071/2017, that the purchase by Vivendi of a just-under 30% shareholding in Mediaset in December 2016 was not in breach of the agreement entered into on 8 April 2016 and terminated on 30 September 2016; that the transaction could not be considered unlawful under article 43, para 11, of Legislative Decree 177/2003 (Tusmar), as this rule, in its original formulation, is no longer applicable in the Italian legal system due to the rulings referred to in the judgment of the European Court of Justice of 3 September 2020 in Case C-719/18; that the transaction does not amount to unfair competition, as disputed.

On **22 April 2021**, in the **proceedings initiated before the Court of Milan involving Vivendi and Simon Fiduciaria** and concerning, among other things, the dispute of certain resolutions of the shareholders' meetings of Mediaset of 27 June 2018, 18 April 2019, 4 September 2019 and 10 January 2020, as already described in detail in the Directors' Report on Operations contained in the 2019 Annual Report, the Civil Court of Milan passed first-instance judgment No. 50173/2018 in which it granted the petition of Simon Fiduciaria S.p.A. and therefore annulled Resolution C4 passed by the shareholders' meeting of Mediaset held on 27 June 2018 ("Proposal to establish a compensation plan under article 114-*bis* of Italian Legislative Decree 58/1998"). The Court ruled that article 43, paragraph 11 of the Consolidated Law on Audiovisual and Radio Media Services (TUSMAR) - which was used as the basis for not admitting Simon Fiduciaria to participate at the meeting - must be disapplied with retroactive effect.

### Equity investment in EI Towers: sale of Towertel

On **30 April 2021**, EI Towers S.p.A. (a company 40%-owned by Mediaset) completed the sale of its 100% equity investment in Towertel SpA (the company that owns the service agreements and infrastructure for telecom operators) to Phoenix Towers Italy S.p.A., after having obtained the requisite regulatory authorisations. On the same date, Mediaset collected dividends of EUR 133.9 million under the

distribution resolution passed by the shareholders' meeting of EI Towers held on 15 April 2021. As a consequence of this transaction, the financial results of EI Towers from May onwards will not include the profit and loss generated by the investment sold (which in 2020 contributed EUR 9.6 million profit towards the consolidated net result of EI Towers). On the other hand, EI Towers will benefit from a gross consolidated capital gain in the second quarter of 2021, estimated at EUR 222 million (based on the preliminary book values at the effective date of the transaction), to be implemented pro rata for the sum of approximately EUR 89 million through Mediaset's profit & loss under *Income/(expenses) from equity investments*.

### **Notice to convene the Extraordinary Shareholders' Meeting for amendment to Article 7 of the Company Bylaws**

On **26 April 2021**, the Board of Directors of Mediaset S.p.A. ("Mediaset" or the "Company") unanimously resolved - in the interest of the Company and to avoid further disputes and hopefully resume constructive dialogue with all Shareholders - to convene an Extraordinary Shareholders' Meeting for the date of 27 May 2021, at which to abrogate the the enhanced voting rights pursuant to art. 127-quinquies of the Consolidated Finance Law (TUF), as referred to in Article 7 of the Company Bylaws and enacted by the contested resolution of the Extraordinary Shareholders' Meeting held on 18 April 2019. The fact of proposing this amendment to the bylaws does not hand a right of withdrawal to Shareholders who do not vote in favour.

### **Proposal to transfer the Registered Office to the Netherlands**

On the same date, the Board of Directors of Mediaset unanimously resolved to call an Extraordinary Shareholders' Meeting for the date of 23 June 2021 at which to propose to transfer the Company's registered office to Amsterdam, the Netherlands. The Company will achieve this by adoption the Dutch-law corporate form of *naamloze vennootschap* and by adopting new bylaws in accordance with Dutch law (the Transfer).

This proposal is regarded as fundamental to the Group's strategy of accessing an ecosystem (with a governance model inspired by the best international standards and in line with that adopted by Mediaset until now) capable of generating the following benefits for Shareholders:

- engender a more realistic appreciation of the Company among the stock market and the international business community more generally, which still tends to consider broadcasters as "local" businesses that are closely bound by and dependent on domestic economic concerns;
- strengthen Mediaset's ability to raise the capital and financial resources necessary to develop new business projects and to facilitate integration with new partners;
- operate within a legal system that is internationally known and appreciated by market operators and investors and capable of enhancing the pan-European dimension of the business to which Mediaset strives, while also preserving its identity and historical presence in its current markets;
- ensure that investors are extensively protected by providing a high degree of legal certainty, certainty in their contractual/commercial relations and, consequently, certainty that the internationalisation project will be fulfilled.

Following the transfer, the Company's shares will remain listed on the electronic stock market (MTA) organised and managed by Borsa Italiana S.p.A.; The actual head office will also remain in Italy and all operational activities of Mediaset SpA will continue to be carried out at the usual offices, The tax residence of the Company will also remain unchanged. There will therefore be no change in how direct and indirect taxes are paid in Italy.

The Transfer will take place without any interruption of existing legal relationships.

If the resolution is approved, Mediaset shareholders who did not vote in favour of the Transfer may exercise their statutory right of withdrawal. The price due to the Shareholders exercising their right of withdrawal will be EUR 2.181 per share.

The effective date of withdrawal will depend on the completion date of the Transfer, which will in turn be subject to certain conditions precedent being met. One such condition precedent is that Mediaset must have paid the amount due to Shareholders who have exercised their right of withdrawal, an amount which must not exceed EUR 120,000,000.

### **Medium/Long-Term Incentive and Loyalty Plan**

On **26 April 2021**, the Board of Directors resolved to submit to the Shareholders' Meeting of 23 June 2021 a proposal to establish a medium/long-term incentive and loyalty plan (the "Plan") which, on the back of the experience gained from previous plans, will apply exclusively to the delegated bodies and managers of Mediaset SpA, as well as those of subsidiaries performing key strategic functions for the Mediaset Group.

This three-year Plan (2021-2023) was signed off by the Board of Directors upon the proposal of the Remuneration Committee. On the one hand, it aims to promote the creation of medium-term value to shareholders and, on the other, it aims to incentivise loyalty among its beneficiaries.

The Plan grants beneficiaries the right to a given number of regular shares in the Company. These rights will be granted to beneficiaries subject to the latter allocating a portion of their short-term target incentive bonus for the period covered by the medium/long-term plan (25% or 50% of the bonus, as appropriate).

Where this occurs (and in addition to the rights assigned in exchange for the portion of the short-term target incentive bonus allocated), the beneficiaries will also receive an identical number of rights free of charge. For the vesting of these rights, and consequently for the underlying shares to be allocated free of charge, the Board of Directors must first verify whether the three-year performance targets linked to the Group's financial results and set by the Board of Directors have been reached and whether the beneficiary remains in employment on the date on which the vesting period expires, in accordance with the provision contained in the Regulations.

The shares under the Plan will be provided from shares already issued by the Company (treasury shares) or will be purchasable under article 2357 *et seq* of the Civil Code as long as the Company does not intend to or cannot provide those already in its possession.

### **Fininvest-Mediaset-Vivendi Deal**

On **3 May 2021**, Fininvest, Mediaset and Vivendi reached a universal deal putting an end to their dispute, in which each of them withdrew all pending actions and complaints.

Vivendi will contribute to Mediaset's international development by voting to abolish the enhanced voting mechanism and to transfer Mediaset's registered office to the Netherlands. Mediaset and Vivendi also entered into good neighbour agreements in free-to-air and standstill television for a duration of five years. As part of this deal, Vivendi will pay Mediaset/RTI the compensation stipulated in the ruling that brought an end to proceedings no. 47205/2016.

Finally, Dailymotion, a subsidiary of Vivendi, agreed to pay EUR 26.3 million to settle its copyright litigation proceedings with RTI and Medusa, a Mediaset Group company.

The closing of the deal is scheduled for 22 July 2021.

### **Business outlook**

Advertising sales in April saw a particularly sustained rise, in both Italy and Spain, compared with the same month of 2020, one of the most heavily affected by the Coronavirus pandemic. This result, combined with a presumed similar trend in the coming months, is expected to result in a significantly higher increase in the Group's revenues in the first half of the year than that in the first quarter.

In particular, Mediaset's total advertising revenues in Italy in the first four months of 2021 grew by more than 21% compared with the same period of 2020, with revenues in April that were practically double those of last year. The second quarter of 2021 should therefore be the fourth in a row with growing advertising sales in Italy.

After initial signs of recovery in March, also Spain saw a similar trend: in fact, in April, the television advertising market in Spain grew by more than 150% compared with April 2020.

Despite continuing uncertainty, the general economic situation in the coming months is expected to move in the direction of a progressive improvement, driven by the vaccination campaigns and a relaxation of current restrictions.

On this basis, and thanks to ongoing cost controls, the Group confirms the objective for 2021 of further strengthening both the characteristic consolidated economic results and cash generation.

Such results will also benefit from the proceeds recognised by Vivendi on 22 July 2021, the closing date of the settlement agreements signed on 3 May 2021: i.e. the payment of compensation of EUR 1.7 million indicated in the ruling of the Court of Milan (Trial n. 47205/2016) and EUR 26.3 million related to the Dailymotion dispute. In addition, it should be noted the completion on 30 April 2021 of the sale by EI Towers (40% owned by Mediaset) of Towertel, an operation that will generate a pro-rata gross capital gain for Mediaset estimated at approximately EUR 89 million in the second quarter. Mediaset also collected dividends of EUR 133.9 million from EI Towers on 30 April 2021.

Finally, following the resolutions to be adopted by the Extraordinary Shareholders' Meetings called for 27 May and 23 June, Mediaset that should authorise the transfer in the second part of the year of the Company's registered headquarters in the Netherlands, an operational functional to the creation of a Group able to better compete on an international scale.

*Consolidated Financial Statements (reclassified) and  
Sector Information*

(values in EUR million)

| <b>MEDIASET GROUP</b><br><i>Income Statement</i> | <b>1<sup>st</sup> Quarter<br/>2021</b> | <b>1<sup>st</sup> Quarter<br/>2020</b> |
|--|--|--|
| <b>Total consolidated net revenues</b>           | <b>634.2</b>                           | <b>682.1</b>                           |
| Personnel expenses                               | 117.7                                  | 116.5                                  |
| Purchases, services, other costs                 | 334.8                                  | 381.6                                  |
| <b>Operating costs</b>                           | <b>452.6</b>                           | <b>498.1</b>                           |
| <b>EBITDA</b>                                    | <b>181.6</b>                           | <b>184.0</b>                           |
| TV and movie rights amortization                 | 91.3                                   | 116.7                                  |
| Other amortization and depreciation              | 22.4                                   | 25.7                                   |
| <b>Amortization and depreciation</b>             | <b>113.7</b>                           | <b>142.5</b>                           |
| <b>Operating Result (EBIT)</b>                   | <b>67.9</b>                            | <b>41.6</b>                            |
| Financial income/(losses)                        | 16.9                                   | 2.4                                    |
| Income/(expenses) from equity investments        | 5.3                                    | 2.8                                    |
| <b>EBT</b>                                       | <b>90.0</b>                            | <b>46.8</b>                            |
| Income taxes                                     | (21.4)                                 | (10.4)                                 |
| Minority interests in net (profit)/loss          | (16.2)                                 | (21.7)                                 |
| <b>Net result from continuing operations</b>     | <b>52.5</b>                            | <b>14.6</b>                            |
| Net profit from discontinued operations          | -                                      | -                                      |
| <b>Group net result</b>                          | <b>52.5</b>                            | <b>14.6</b>                            |

(values in EUR million)

| <b>MEDIASET GROUP</b><br><i>Balance Sheet Summary</i> | <b>31<sup>st</sup> March<br/>2021</b> | <b>31<sup>st</sup><br/>December<br/>2020</b> |
|---|---------------------------------------|--|
| TV and movie rights                                   | 948.6                                 | 932.7  |
| Goodwill  | 803.2                                 | 803.2  |
| Other tangible and intangible non current assets      | 859.6                                 | 869.9  |
| Equity investments and other financial assets         | 1,492.6                               | 1,159.8                                      |
| Net working capital and other assets/(liabilities)    | 268.2                                 | 531.1  |
| Post-employment benefit plans                         | (66.2)                                | (66.7)                                       |
| <b>Net invested capital</b>                           | <b>4,306.0</b>                        | <b>4,230.1</b>                               |
| Group shareholders' equity                            | 2,784.1                               | 2,668.3                                      |
| Minority interests                                    | 546.6                                 | 497.3  |
| <b>Total Shareholders' equity</b>                     | <b>3,330.8</b>                        | <b>3,165.6</b>                               |
| <b>Net financial position</b>                         |                                       |  |
| Debt/(Liquidity)                                      | <b>975.2</b>                          | <b>1,064.4</b>                               |

(values in EUR million)

| ITALY<br><i>Income Statement</i>             | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 |
|--|---------------------------------|---------------------------------|
| <b>Consolidated net revenues</b>             | <b>450.2</b>                    | <b>452.4</b>                    |
| Personnel expenses                           | 87.4                            | 86.5                            |
| Purchases, services, other costs             | 250.6                           | 274.3                           |
| <b>Operating costs</b>                       | <b>338.0</b>                    | <b>360.8</b>                    |
| <b>EBITDA</b>                                | <b>112.2</b>                    | <b>91.6</b>                     |
| TV and movie rights amortization             | 73.4                            | 91.7                            |
| Other amortization and depreciation          | 18.2                            | 20.2                            |
| <b>Amortization and depreciation</b>         | <b>91.6</b>                     | <b>112.0</b>                    |
| <b>Operating Result (EBIT)</b>               | <b>20.6</b>                     | <b>(20.4)</b>                   |
| Financial income/(losses)                    | 17.2                            | 2.5                             |
| Income/(expenses) from equity investments    | 4.6                             | 2.1                             |
| <b>EBT</b>                                   | <b>42.5</b>                     | <b>(15.7)</b>                   |
| Income taxes                                 | (11.0)                          | 2.6                             |
| Minority interests in net result             | 0.5                             | 0.4                             |
| <b>Net result from continuing operations</b> | <b>31.9</b>                     | <b>(12.7)</b>                   |
| Net result from discontinued operations      | -                               | -                               |
| <b>Net result</b>                            | <b>31.9</b>                     | <b>(12.7)</b>                   |

(values in EUR million)

| ITALY<br><i>Net Consolidated Revenues</i> | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 |
|---|---------------------------------|---------------------------------|
| Gross advertising revenues                | 453.5                           | 427.5                           |
| Agency discounts                          | (64.6)                          | (60.5)                          |
| <b>Total net advertising revenues</b>     | <b>388.9</b>                    | <b>367.0</b>                    |
| Other revenues                            | 61.3                            | 85.4                            |
| <b>Total net consolidated revenues</b>    | <b>450.2</b>                    | <b>452.4</b>                    |

(values in EUR million)

| <b>SPAIN</b>                                 | <b>1<sup>st</sup> Quarter</b> | <b>1<sup>st</sup> Quarter</b> |
|--|-------------------------------|-------------------------------|
| <i>Income Statement</i>                      | <b>2021</b>                   | <b>2020</b>                   |
| <b>Total consolidated net revenues</b>       | <b>184.0</b>                  | <b>229.8</b>                  |
| Personnel expenses                           | 30.3                          | 30.0                          |
| Purchases, services, other costs             | 84.2                          | 107.3                         |
| <b>Operating costs</b>                       | <b>114.6</b>                  | <b>137.4</b>                  |
| <b>EBITDA</b>                                | <b>69.4</b>                   | <b>92.5</b>                   |
| TV and movie rights amortization             | 18.1                          | 25.2                          |
| Other amortization and depreciation          | 4.2                           | 5.5                           |
| <b>Amortization and depreciation</b>         | <b>22.2</b>                   | <b>30.7</b>                   |
| <b>Operating Result (EBIT)</b>               | <b>47.2</b>                   | <b>61.8</b>                   |
| Financial income/(losses)                    | (0.4)                         | (0.1)                         |
| Income/(expenses) from equity investments    | 0.6                           | 0.6                           |
| <b>EBT</b>                                   | <b>47.4</b>                   | <b>62.3</b>                   |
| Income taxes                                 | (10.3)                        | (13.0)                        |
| Minority interests in net (profit)/loss      | (0.4)                         | (0.5)                         |
| <b>Net result from continuing operations</b> | <b>36.7</b>                   | <b>48.9</b>                   |
| Net profit from discontinued operations      | -                             | -                             |
| <b>Group net result</b>                      | <b>36.7</b>                   | <b>48.9</b>                   |

(values in EUR million)

| <b>SPAIN</b>                           | <b>1<sup>st</sup> Quarter</b> | <b>1<sup>st</sup> Quarter</b> |
|--|-------------------------------|-------------------------------|
| <i>Net Consolidated Revenues</i>       | <b>2021</b>                   | <b>2020</b>                   |
| <b>Gross advertising revenues</b>      | <b>171.0</b>                  | <b>202.8</b>                  |
| Agency discounts                       | (7.2)                         | (8.4)                         |
| <b>Net advertising revenues</b>        | <b>163.8</b>                  | <b>194.4</b>                  |
| Other revenues                         | 20.1                          | 35.4                          |
| <b>Total net consolidated revenues</b> | <b>184.0</b>                  | <b>229.8</b>                  |

(values in EUR million)

| <b>MEDIASET GROUP</b><br><i>Summary Cash Flow Statement</i>                                  | <b>1<sup>st</sup> Quarter<br/>2021</b> | <b>1<sup>st</sup> Quarter<br/>2020</b> |
|--|--|--|
| <b>Net Financial Position at the beginning of the year</b><br>(Debt)/Liquidity               | <b>(1,064.4)</b>                       | <b>(1,348.3)</b>                       |
| <b>Free Cash Flow</b>  | <b>177.5</b>                           | <b>182.2</b>                           |
| Cash Flow from operating activities (*)  | 198.6                                  | 183.8                                  |
| Investments in fixed assets  | (119.6)                                | (243.4)                                |
| Disposals of fixed assets  | 0.3                                    | 0.1                                    |
| Changes in net working capital and other current assets/liabilities                          | 98.3                                   | 241.7                                  |
| Change in the consolidation area   | -                                      | (3.2)                                  |
| Own share's (sale)/buyback of the parent company and subsidiaries                            | -                                      | -                                      |
| Equity investments/Investments in other financial assets and change of stake in subsidiaries | (88.3)                                 | (74.5)                                 |
| Cashed-in dividends  | -                                      | -                                      |
| Dividends paid   | -                                      | -                                      |
| <b>Financial Surplus/(Deficit) from continuing operations</b>                                | <b>89.2</b>                            | <b>104.5</b>                           |
| <b>Net Financial Position at the end of the year</b><br>(Debt)/Liquidity                     | <b>(975.2)</b>                         | <b>(1,243.8)</b>                       |

(\*): Net profit +/- minority interests + amortisations +/- net provisions +/- valuation of investments recorded using the net equity method - gains/losses on equity investments +/- deferred tax

(values in EUR million)

| Cash Flow Statement<br>(geographical breakdown)   | ITALY                           |                                 | SPAIN                           |                                 |
|---|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
|   | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 |
| <b>Net Financial Position at the beginning of the year</b><br>(Debt)/Liquidity                  | <b>(1,187.7)</b>                | <b>(1,318.0)</b>                | <b>123.2</b>                    | <b>(30.2)</b>                   |
| <b>Free Cash Flow</b>   | <b>93.0</b>                     | <b>109.4</b>                    | <b>84.6</b>                     | <b>72.7</b>                     |
| Cash Flow from operating activities (*)   | 130.7                           | 95.6                            | 67.9                            | 88.3                            |
| Investments in fixed assets   | (87.0)                          | (191.0)                         | (32.7)                          | (52.4)                          |
| Disposals of fixed assets   | 0.3                             | 0.1                             | 0.0                             | 0.0                             |
| Changes in net working capital and<br>other current assets/liabilities                          | 48.9                            | 204.8                           | 49.3                            | 36.9                            |
| Change in the consolidation area  | -                               | (3.2)                           | -                               | -                               |
| Own share's sale/(buyback) of the parent company and<br>subsidiaries                            | -                               | -                               | -                               | -                               |
| Equity investments/Investments in other financial assets and<br>change of stake in subsidiaries | 23.8                            | (13.2)                          | (112.2)                         | (61.3)                          |
| Cashed-in dividends   | -                               | -                               | -                               | -                               |
| Dividends paid  | -                               | -                               | -                               | -                               |
| <b>Financial Surplus/(Deficit) from continuing operations</b>                                   | <b>116.8</b>                    | <b>93.0</b>                     | <b>(27.6)</b>                   | <b>11.4</b>                     |
| <b>Net Financial Position at the end of the period</b><br>(Debt)/Liquidity                      | <b>(1,070.9)</b>                | <b>(1,225.0)</b>                | <b>95.6</b>                     | <b>(18.8)</b>                   |

(\*): Net profit +/- minority interests + amortisations +/- net provisions +/- valuation of investments recorded using the net equity method - gains/losses on equity investments +/- deferred tax

(values in EUR million)

| Increased in fixed assets                            | Italy                           |                                 | Spain                           |                                 |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
|  | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 | 1 <sup>st</sup> Quarter<br>2021 | 1 <sup>st</sup> Quarter<br>2020 |
| Investments in TV and movie rights                   | (75.8)                          | (201.1)                         | (31.4)                          | (54.3)                          |
| Changes in advances on TV rights                     | (4.1)                           | 21.8                            | (1.0)                           | 2.7                             |
| <b>TV and movie rights: investments and advances</b> | <b>(79.9)</b>                   | <b>(179.3)</b>                  | <b>(32.4)</b>                   | <b>(51.6)</b>                   |
| Investments in other fixed assets                    | (7.0)                           | (11.8)                          | (0.2)                           | (0.8)                           |
| <b>Total investments in fixed assets</b>             | <b>(87.0)</b>                   | <b>(191.0)</b>                  | <b>(32.7)</b>                   | <b>(52.4)</b>                   |

**Declaration of the Financial Reporting Officer**

Luca Marconcini, Financial Reporting Officer of Mediaset S.p.A, hereby declares pursuant to article 154-*bis*, paragraph 2, of the Consolidated Finance Law, that the reporting information contained herein is consistent with the contents of the accounting books, record and documentation.

For the Board of Directors  
The Chairman