

TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

Approved by Mediaset N.V. B.o.D.
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Article 1 - APPOINTMENT

The Board of Directors has set up a Committee pursuant to the Dutch Corporate Governance Code (hereinafter, the “Code”) which Mediaset N.V. (hereinafter also referred to as the “Company”) adheres to, with advisory and recommendation functions referred to as the of the Nomination and Remuneration Committee (hereinafter, the “Committee”).

The Board of Directors shall appoint the Committee, consisting of three non-executive directors, the majority of whom are independent, and shall be appointed from among the members of the Board of Directors.

These regulations govern the organization and functioning of the Committee.

Article 2 - RESPONSIBILITIES

The Committee, concerning remuneration, fulfils the following tasks:

- in accordance with provision 3.1.1 of the Code submit a clear and understandable proposal to the Board of Directors concerning the remuneration policy to be pursued with regard to the Directors. The Board of Directors should present the policy (it should include the matters referred to Section 2:383 of the Dutch Civil Code - DCC) to the general meeting for adoption;
- prepare the remuneration report in accordance with the provision 3.4.1 of the Code;
- periodic review of the adequacy, overall cohesion and actual application of the policy adopted by the Company for each Director; submitting the related proposals to the Board of Directors;
- give a prior non-binding opinion on proposals relative to the compensation and on establishing performance goals related to the variable part of the compensation package of the Chief Executive Officer;
- make proposals to the Board of Directors concerning the criteria, categories of beneficiary, amounts, terms, conditions and procedures for the share-based remuneration plans.

The Committee, concerning nomination, fulfils the preparatory activities, supporting resolutions of the Board of Directors, periodically reporting on the results of the analysis and the preparatory activities to the Board of Directors in accordance with provision 2.2.5 of the Code, including the activities referred to diversity policy and the maximum number of positions held by the Directors. In addition, the Committee fulfils also the task to support the Board of Directors on the activities of the evaluation of the board and its committees.

Article 3 - CHAIRMAN OF THE COMMITTEE

The Board of Directors shall appoint the Committee's Chairman, who must be appointed from among the Independent Directors who are members of the Committee.

Article 4 - TERM OF OFFICE AND REPLACEMENT

The Committee's members shall remain in office until the end of the entire Board of Directors' term of office.

If, during the term of office, one (or more) of said Directors cease to hold office, the Board of Directors will replace such Directors, making sure that the majority of the Committees' members are Independent Directors; the Director appointed as a replacement shall remain in office until the end of the entire Board of Directors' term of office.

Article 5 - DECISION-MAKING PROCESS

For the Committee to be properly convened and its resolutions to be validly passed, it is necessary that the majority of its members in office are in attendance, and, failing the notice, that all of the Committee's members in office are in attendance. The members of the Committee shall act collectively and shall pass their resolutions by majority vote.

Article 6 - MEETINGS

The Committee shall have periodic meetings as often as necessary to carry out its activities, normally on the dates set out in the meetings annual calendar or whenever the Chairman deems it necessary, or upon written request of the other two Directors.

Meetings of the Committee are generally held at the offices of the Company, but may also take place elsewhere provided that the majority of the meetings during a financial year is held in Italy.

Meetings may be held also by conference call, video conference or by any other means of communication, using electronic platforms that guarantee the confidentiality of the information handled and the correct identification of the attendees and allow the members of the Committee connected to follow the discussion, view the supporting documentation in real time and intervene in the discussion of the issues.

The Chairman of the Committee may take security measures to protect the confidentiality of any arrangements, including blocking mobile phone signal.

The Committee may also adopt resolutions without holding a meeting, provided that such resolutions are adopted in writing or in a reproducible manner by electronic means of communication, and all members of the Committee who are entitled to vote consented to adopting such resolutions without holding a meeting.

Meetings are called by the Chairman of the Committee or, upon authorisation from the Chairman, the Secretary, by means of a notice of call stating the relevant agenda, which is uploaded onto the document management IT platform "Portale CdA Mediaset" in the section specifically allocated to the Committee, at least three days before the date scheduled for the meeting or, in case of urgency, at least one day prior to the meeting. The Secretary shall send a notice of call to the Chairman of the Committee and, for information, any other persons invited by the Committee's Chairman to take part in the meeting.

The heads of specific company departments may be invited along for the purposes of illustrating specific issues. Such persons shall attend the Committee's meetings only to participate in the discussion of items falling within their remit and shall in any case be bound by the confidentiality obligations laid down in these rules.

Meetings are chaired by the Committee's Chairman or, if they are absent or prevented from acting, another independent member of the Committee.

Any supporting documentation relating to the items on the agenda shall normally be provided in advance, where possible, by the fourth day prior to the day scheduled for the meeting, except in cases of urgency for which the Secretary will make the relevant documentation available to the Committee's members as soon as possible, and in any case prior to the beginning of the meeting, only via the "Portale CdA Mediaset" in the section specifically allocated to the Committee. The supporting documentation made available to the members of the Committee shall be kept in the Committee's file.

Article 7 - SECRETARY

The Secretary of the Committee or an authorised person to carry out the same functions thereof shall attend the meetings of the Committee, acting as the Committee's Secretary. The Secretary shall assist the Chairman of the Committee in convening and conducting the Committee's meetings and shall provide the Committee's members with legal assistance and advice to ensure the proper exercise of their powers.

Article 8 - MINUTES OF THE MEETINGS

Minutes of the Committee's meetings shall be taken by the Secretary of the Committee and signed by both the Chairman of the Committee and the Secretary.

Summaries of the minutes shall be made available as soon as possible on the "Portale CdA Mediaset" in the section specifically allocated to the Committee. For the sole purpose of taking minutes, meetings may be audio-recorded upon instructions of the Chairman, and subject to prior notice. The minutes, approved by the Chairman of the Committee and the Secretary, will be recorded in a book by the Secretary.

The Committee's Chairman shall report on the meetings held by the Committee at the first available meeting of the Board of Directors.

Article 9 - AVAILABLE FUNDING

The Committee makes use of the funding that is available annually for any costs related to the fulfilment of its tasks as assigned by the Board of Directors; where situations requiring funding exceeding the availability of annual funding arise, the need for additional funding shall be communicated to the Board of Directors.

Article 10 - CONFIDENTIALITY

All the Directors who are members of the Committee are required to keep confidential the documents and information acquired in the performance of their duties and to respect the adopted procedures for the internal management and external communication of such documents and information.

With particular regard to the handling of privileged information pursuant to Regulation (EU) no. 596/2014, the specific procedure "Management and Disclosure of Inside Information" approved by the Board of Directors shall apply.

Confidentiality is also a necessary element to ensure that information can be transmitted to the members of the Board in a timely manner and that it is complete with regards to all aspects important for decision-making. To this end, IT solutions have been adopted that ensure the confidentiality of the documentation transmitted to them.

Article 11 - FINAL PROVISIONS

The Committee shall periodically check the adequacy of these Rules and submit any proposals for amendments or additions to the Board of Directors.