

Mediaset Board of Directors Meeting of 10 November 2017

**PROPOSAL FOR THE MODIFICATION OF
THE ARTICLES OF ASSOCIATION**

The Board of Directors of Mediaset, which met today under the chairmanship of Fedele Confalonieri, unanimously agreed to call an Extraordinary General Meeting of the Shareholders for 15 December 2017.

On the agenda, the modification of Article 17 of the Articles of Association which concerns changes to the minimum and maximum number of members of the Board of Directors (the proposal being for a minimum of seven and a maximum of fifteen), the possibility for the Board to present its own list of candidates and the procedure for the nomination of the Board of Directors through the application of the so-called “closed list” system, replacing the current quotient system. In particular, the proposal foresees the allocation of two directors to the so-called minority lists, when the number of members of the Board to be elected is between seven and fifteen, and three directors, when the number of members of the Board to be elected is between twelve and fifteen.

The Board also agreed to propose to the Shareholders the inclusion in the Articles of Association of Article 8-bis (*identification of shareholders*), as well as the approval of some related changes concerning Article 19 (*procedure for the calling of Board Meetings*), Article 21 (*the chairman’s casting vote during Board Meetings*), Article 22 (*termination of the majority of the Board of Directors*), Article 24 (*appointment of the Executive Committee*) and Article 28 (*the Board of Statutory Auditors*).

For full details about the above proposed modifications, please refer to the full text of the notice of calling and the explanatory reports, which will be published in compliance with the terms and provisions of current legislation and regulations.

Cologno Monzese, 10 November 2017

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