

MEDIASET S.p.A.

RULES APPLICABLE TO GENERAL SHAREHOLDERS' MEETINGS

These rules applicable to general shareholders' meetings were approved by the General Shareholders' Meeting of Mediaset S.p.A. on 9 April 2001.

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ARTICLE 1 - SCOPE

- 1.1 These Rules regulate the proceedings of the ordinary and extraordinary general shareholders' meetings of Mediaset S.p.A., with registered office in Milan, via Paleocapa 3, unless otherwise indicated in the Company By-laws.
- 1.2 These Rules were approved by resolution of the ordinary general shareholders' meeting on 9 April 2001 and are available for shareholders to consult at the registered office of the Company and at the locations in which general meetings are held; any amendments to same are subject to the same forms and methods of approval.

ARTICLE 2 - ATTENDANCE OF GENERAL MEETING

- 2.1 Persons who are entitled to attend the general meeting pursuant to the law or the Company By-laws must present a suitable identification document at the entrance to the premises where the general meeting is being held and valid documentation for admission in compliance with the notice of meeting. The Chairman, also as indicated by the staff assigned for this purpose, resolves any disputes regarding entitlement to attend the meeting. Verification of entitlement to attend begins before the time fixed for the start of the meeting, unless otherwise established in the notice of meeting.
- 2.2 The employees of the Company and Group Companies may attend the general meeting, as well as other persons whose attendance the Chairman deems useful with regard to the matters to discuss or for the purposes of the business to conduct.
- 2.3 Experts, financial analysts and accredited journalists may attend the general meeting with the approval of the Chairman. No formalities are attached to the attendance of representatives of the independent auditors.
- 2.4 Unless otherwise decided by the Chairman, in order to ensure that the meeting proceedings are conducted and the minutes taken correctly, video, communication and similar equipment may not be used in the areas in which the meeting takes place.

ARTICLE 3 - DISCUSSION

- 3.1 During the discussion of the items of business on the agenda and the presentation of replies, the Chairman may receive assistance from other directors or statutory auditors or the persons entitled to attend the general meeting pursuant to article 2.2 above. The Chairman may call on such persons to illustrate the items of business on the agenda and the proposals submitted for the approval of the general meeting. The order of items indicated in the notice of meeting may be changed and multiple items on the agenda may be discussed jointly, unless otherwise decided by the general meeting.
- 3.2 The Chairman establishes the methods of dealing with the items on the agenda, directs and regulates the discussion by allowing shareholders who have made request pursuant to this article, directors and statutory auditors to speak, ensuring that the rights of all shareholders and the interests of the Company are upheld.

For these purposes the Chairman establishes the procedure by which attendees ask to speak and the order of the speakers, ensuring that those who have asked to speak have the ability to give a brief reply.

The Chairman ensures that the discussion is conducted correctly and adopts every appropriate measure to prevent the disturbance of the proceedings of the general meeting.

- 3.3 All shareholders entitled to vote have the right to speak about the items of business discussed in order to ask for clarification and express their opinions. Comments by shareholders who have asked to speak may only relate to the items of business on the agenda.
- 3.4 At the start of the discussion, also in consideration of the items on the agenda, the Chairman may establish the maximum duration of comments and answers, also with a view to ensuring that as many shareholders as possible are able to take part in the discussion.
The Chairman invites speakers to bring their comments or replies to a close if they exceed the maximum duration established or if they are not pertinent to the subjects being discussed, and silences those who do not comply with such an invitation.
The Chairman may also ask shareholders who, notwithstanding calls to order, do not permit the proceedings of the general meeting to be regularly carried on.
During the proceedings the Chairman, if he so deems appropriate, may suspend the general meeting for brief periods by giving the reason for his decision.
- 3.5 The Chairman or, at the invitation of same, attending directors, statutory auditors and employees of the company may intervene in the discussion and answer shareholders in the manner established by the Chairman.
- 3.6 At the conclusion of comments, answers and any rebuttals, the Chairman declares the discussion closed.

ARTICLE 4 - VOTING

- 4.1 Before beginning voting, the Chairman allows any persons who were removed from the meeting room pursuant to article 3.4 of these rules to re-enter.
- 4.2 Voting at the general meeting is by show of hands. Before beginning voting, the Chairman establishes how votes will be cast, counted and calculated, and may fix a term within which votes must be cast.
- 4.3 At the end of voting the votes are counted, after which the Chairman, also with the help of the secretary or the notary public, declares the results of voting to the general meeting.

ARTICLE 5 - FINAL PROVISIONS

All matters not covered by these Rules are regulated by the provisions of the Italian civil code, by special legislation on the subject and by the Company By-laws; in particular, the Chairman, in compliance with the By-laws, adopts the solutions deemed most appropriate to ensure that general meetings are conducted correctly.