



SPAFID CONNECT

Informazione Regolamentata n. 0186-31-2017	Data/Ora Ricezione 14 Novembre 2017 10:59:33	MTA
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Societa' : MEDIASET

Identificativo : 95962

Informazione
Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

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Data/Ora Ricezione : 14 Novembre 2017 10:59:33

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Diffusione presunta

Oggetto : Shareholders' Meeting – Notice of Call for
15 December 2017

Testo del comunicato

Vedi allegato.



Mediaset S.p.A.

Registered office Via Paleocapa, 3, 20121 Milan (MI), Italy

Share capital EUR 614,238,333.28

Milan Companies Register and

Tax ID No. 09032310154

Mediaset S.p.A. Shareholders' Meeting – Notice of Call

Notice is hereby given that an Extraordinary General Meeting, in single call, of Mediaset S.p.A. (ticker MS) will be held in Viale Europa, 46, Cologno Monzese, Italy on 15 December 2017, at 11.00 a.m. (local time). All shareholders of ordinary stock (ISIN IT0001063210 — SEDOL 5077946) and holders of American Depositary Receipts (ADR — CUSIP 584469407) are invited to attend in order to transact the following business

Agenda

1. Amendment of article 17 of the Company Bylaws concerning i) changing the minimum and maximum number of members of the Board of Directors, ii) the possibility for the Board of Directors to present its own list of candidates, and iii) amending the mechanism for electing the directors. Related and consequent resolutions.
2. Addition of article 8a (Identification of shareholders) of the Company Bylaws. Related and consequent resolutions.
3. Amendment of articles 19, 21, 22, 24 and 28 of the Company Bylaws. Related and consequent resolutions.

The share capital consists of 1,181,227,564 ordinary shares with a par value of EUR 0.52 each. Voting rights attach only to floating shares, totalling 1,136,402,064 shares (excluding the 44,825,500 treasury shares that are held by the company at the date of this notice). This number may vary between the date of this notice and the scheduled date of the Annual General Meeting; any change in the number of treasury shares held by the company will be announced at the opening of the Annual General Meeting.

The share ownership structure is published on the company website www.mediaset.it (/Corporate/Governance).

Eligibility to Attend the Meeting

Pursuant to article 11 of the Company Bylaws, only persons entitled to vote at general meetings shall be entitled to attend the Annual General Meeting. Entitlement to attend and vote at the Annual General Meeting is attested by brokers in notifications made to the company on the basis of shareholder records at the close of business seven (7) trading days prior to the scheduled meeting date (the record date),

falling on 6 December 2017. Buy and sell entries recorded after the record date are of no relevance for the purposes of establishing eligibility to vote. As such, shareholders registered after the record date will not be entitled to attend and vote at the Shareholders' Meeting.

Notifications by brokers to the company must be made in compliance with applicable laws and Company Bylaws.

Procedures for postal voting or electronic voting are not contemplated.

Attendance and voting at the Annual General Meeting is governed by applicable laws and regulations in force, as well as the Bylaws and the provisions set forth in the Mediaset General Meeting Regulations, published on the company website www.mediaset.it (/Corporate/Governance/Shareholders' Meeting).

Proxy votes

Pursuant to article 12 of the Company Bylaws, persons entitled to vote may appoint a proxy in writing to attend and vote at the meeting on their behalf, in accordance with law.

Proxies may be appointed using the Proxy Form available (together with relevant instructions for completion and submission) at the company's registered office and online on the company website www.mediaset.it (/Corporate/Governance/Shareholders' Meeting). Completed Proxy Forms should be sent to the company by registered mail with return receipt to the following address: Mediaset S.p.A. — Direzione Affari Societari — Viale Europa, 48, 20093 Cologno Monzese (MI), Italy, or by electronic mail to the certified e-mail address: direzione.affarisocietari@mediaset.postecert.it. In these cases the company must receive the Proxy Form by and no later than the commencement of the general meeting. In the event that the proxy presents or sends to the company a copy of the original Proxy Form, the proxy will be required to make a statutory declaration certifying conformity of the copy to the original and the identity of the shareholder appointing the proxy. In accordance with the article 135-novies(6) of the Consolidated Finance Law, proxies may be appointed using an electronic proxy form, submitted with a digital signature.

The proxy may be granted, providing instructions on voting for each or some of the items of business on the agenda, to Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19, Post Code 20145, Italy, appointed as designated representative of the Company pursuant to Article 135-undecies of Italian Legislative Decree 58/1998. Proxies must be appointed using the specific proxy form, prepared by the Designated Representative in agreement with the Company, available on the website www.mediaset.it (Corporate/Governance/Shareholders' Meeting section). The proxy to the Delegated Representative, with voting instructions, must be submitted in original copy to the offices of Computershare S.p.A., Via Lorenzo Mascheroni, 19, 20145 Milan, Italy, with the option to send a certified true copy of the original in advance by fax to the number 0039.02.46776850 or as an attachment to an e-mail message to be sent to the address: ufficiomilano@pecserviziotitoli.it, by and no later than the close of business, two (2) trading days prior to the scheduled meeting date, falling on 13 December 2017. The resulting proxy granted is only valid for the proposals for which voting instructions have been given. The granting of the proxy to the Appointed Representative does not entail any costs for shareholders. Proxy Forms and instructions on voting may be revoked within the deadline specified above.

Advance notification of the proxy to the Company does not exempt the representative from the obligation, upon verification for attendance of the meeting, to certify the conformity of the copy to the original and the identity of the shareholder appointing the proxy.

Right to Ask Questions

Persons entitled to vote may submit questions on items of business before the meeting itself by sending them via electronic mail to the certified e-mail address: direzione.affarisocietari@mediaset.postecert.it, or by registered post with advice of receipt to Mediaset S.p.A. — Direzione Affari Societari — Viale Europa, 48, 20093 Cologno Monzese (MI), Italy. Questions must be received by the Company no later than 12 December 2017 and accompanied by a share certificate issued by the custodian of the shares owned by the shareholder. The parties involved must provide information enabling their identification. Replies will be given to questions received before the meeting at the latest during the meeting itself. Written answers provided in paper format to each entitled individual at the beginning of the Meeting shall also be considered as having been provided during the Meeting. The company may provide a single reply to questions concerning the same matter.

Right to Request the Addition of New Business and Move New Resolutions

Pursuant to article 126-bis of the Consolidated Finance Law, shareholders representing, jointly or severally, at least one-fortieth of the share capital may request the inclusion of additional items of business to be dealt with at the meeting, to be specified in the request, or move new resolutions on any matter already included in business, within ten (10) days of the publication of this notice of calling.

Requests are to be made in writing and submitted via registered mail to the company's registered office, or by electronic mail to the certified e-mail address: direzione.affarisocietari@mediaset.postecert.it; the shareholder submitting requests must show proof of his/her eligibility to do so. Specifically, in order to exercise this right shareholders must provide the company with share certificates issued by the custodians of the shares owned by them.

Shareholders requesting the inclusion of additional items of business or moving new resolutions are required to prepare a report stating the motivation for the inclusion of the new business they wish dealt with at the meeting or for the new resolution regarding a matter already included in business they wish moved. The board of directors must receive the report by the same deadline for submitting requests for the inclusion of new business. The report will be published, with any assessment by the Board of Directors, together with the notice announcing the addition of new business.

The addition of new business may not be requested for matters on which by law resolutions at general meetings may only be moved by the directors or on the basis of plans or reports prepared by them.

Documentation

Documentation concerning the business on the meeting agenda will be made public as required by laws in force, and provided at the Company's registered office and online on the Company website www.mediaset.it (/Corporate/Governance/Shareholders' Meeting) and on the eMarket Storage system at the web address www.emarketstorage.com. Shareholders are entitled to copies of the documentation.

The Company Bylaws are published on the company website www.mediaset.it (/Corporate/Governance/Company Bylaws).

For any further information, please contact Mediaset Corporate Affairs: by telephone on +39 02 25149588; by fax on +39 02 25149590 or by e-mail to direzione.affarisocietari@mediaset.it. Documentation can be viewed and/or obtained from the Company's Registered Office in Via Paleocapa, 3, Milan, Italy, open to the public Monday to Friday from 9:00 a.m. to 6:00 p.m.

Shareholders are asked to arrive before the meeting time in order to facilitate registration procedures. Registration will begin one hour before the scheduled time for the commencement of business.

The meeting venue can be reached by means of a shuttle service from the Cascina Gobba MM2 metro station; a return shuttle service will be provided at the end of the meeting.

Milan, 14 November 2017

The Chairman
Fedele Confalonieri

Fine Comunicato n.0186-31

Numero di Pagine: 6