



# SPAFID CONNECT

Informazione Regolamentata n. 0186-44-2018	Data/Ora Ricezione 27 Ottobre 2018 13:29:17	MTA
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Societa' : MEDIASET

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Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

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Data/Ora Ricezione : 27 Ottobre 2018 13:29:17

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Diffusione presunta

Oggetto : MEDIASET HAS RECEIVED A LEGAL  
CHALLENGE FROM SIMON FIDUCIARIA  
REGARDING TWO RESOLUTIONS MADE  
BY THE 2018 ANNUAL GENERAL  
MEETING

*Testo del comunicato*

Vedi allegato.

**MEDIASET HAS RECEIVED A LEGAL CHALLENGE  
FROM SIMON FIDUCIARIA REGARDING TWO RESOLUTIONS  
MADE BY THE 2018 ANNUAL GENERAL MEETING**

The company was today informed that Simon Fiduciaria has filed a formal complaint regarding the Annual General Meeting held on 27 June 2018 with a request that the Court of Milan take precautionary measures and examine the merits of the writ.

At the precautionary level, after setting a date for a hearing involving both parties, pursuant to Art. 669 *sexies* c.p.c., the request is for the suspension of the application of the resolutions approved by the Annual General Meeting of the Shareholders of Mediaset, held on 27 June 2018, and specifically points C.4 (Proposal for the creation of a medium-long term incentive and loyalty plan, inherent deliberations) and F.10 (Authorisation to the Board of Directors for the purchase and sale of Treasury Stock, also for the servicing of Stock Option Plans and other share-based medium-long term incentive and loyalty plans, inherent deliberations) on the meeting's agenda.

In detail, Simon Fiduciaria demands:

1. the annulment of the resolutions approved by the Annual General Meeting of the Shareholders of Mediaset, held on 27 June 2018 on points C.4 and F.10 of the meeting's agenda;
2. the determination and declaration of the right of Simon Fiduciaria to participate, with full administrative rights, at all ordinary and extraordinary meetings of Mediaset's Shareholders, as well as the right to exercise administrative rights regarding the Mediaset shares in its portfolio.

No challenge, meanwhile, is made to the other resolutions concerning point A (Annual Report for the year to 31 December 2017), B (Remuneration Report, pursuant to Art. 123-*ter* of Legislative Decree. n. 58/1998), D (Nomination of the Board of Directors and the determination of the number of its members, the duration of its mandate and remuneration) and E (Resolutions regarding adjustments in the compensation of the External Auditor).

In order to clarify the situation and reconstruct the details of this issue, we wish to publish in full the Press Release, issued by Mediaset on 27 June 2018.

reference to n. 226,712,212 shares, corresponding to 19.19% of the share capital (the “**Stake**”). These shares are owned by Vivendi and held in fiduciary custody by Simon with a mandate that foresees the exercise of the related voting rights in the interest and on behalf of Vivendi.

The Board, have examined the legal opinions provided by its consultants, considered that Vivendi acquired, and holds, the stake in Mediaset in violation of:

- (a) the obligations assumed by Vivendi towards Mediaset in the contract signed on 8 April 2016 (the “Contract”) concerning the sale of Mediaset Premium SpA, and
- (b) of the provisions of Art. 43 of the Italian Media Law (*Testo Unico dei Servizi di Media Audiovisivi e Radiofonici* or “TUSMAR”).

Pursuant to Art. 83 *septies* of the Consolidated Finance Act, Vivendi may not, therefore, exercise the rights pertaining to these shares given that they were acquired in violation, among other things, of stand still commitments undertaken by Vivendi in relation to Mediaset in the Contract. The exercise of these rights would in fact constitute a reiteration of the breach of contract.

Given that the same objections are also apply to Simon, as the fiduciary holder of the Stake, the Board of Directors, with specific reference to today’s Shareholders’ Meeting, resolved unanimously to:

- (i) object to the request by Simon to exercise the voting rights, and related faculties, linked to the Stake;
- (ii) refuse access to the Shareholders’ Meeting of any delegate or representative of Simon, and
- (iii) to mandate the Chairman of the Board of Directors, also in his role as Chairman of the Shareholders’ Meeting, to put in place all of the procedural actions required for the execution of the resolution outlined above.

Cologno Monzese, 27 June 2018

Cologno Monzese, 26 October 2018

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