



SPAFID CONNECT

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Societa' : MEDIASET

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Informazione
Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

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Data/Ora Ricezione : 10 Gennaio 2020 10:55:45

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Diffusione presunta

Oggetto : MEDIASET BOARD OF DIRECTORS
RESOLUTION OF 10 JANUARY 2020

Testo del comunicato

Vedi allegato.

PRESS RELEASE

MEDIASET BOARD OF DIRECTORS RESOLUTION OF 10 JANUARY 2020

The Board of Directors of Mediaset met today and noted the communications issued on 7 January 2020 by Vivendi SA (“**Vivendi**”) regarding its participation in today’s Extraordinary Shareholders’ Meeting with regard to 113,533.301 shares, corresponding to 9.61% of the share capital (the “**Vivendi stake**”) and on 7 January 2020 by Simon Fiduciaria S.p.A. (“**Simon**”) regarding its participation in today’s Extraordinary Shareholders’ Meeting with regard to 226,712,212 shares, corresponding to 19.19% of the share capital (the “**Simon stake**” and, together with the Vivendi stake, the “**Stake**”). The shares in the Simon stake are owned by Vivendi and held on a fiduciary basis by Simon with a mandate the foresees the exercise of the relative voting right in the interest and on behalf of Vivendi.

The Board, with the support of its legal advisors, examined:

- (a) the events leading up to the signing of the contract stipulated with Vivendi on 8 April 2016 (the “**Contract**”) regarding, among other things, the sale of Mediaset Premium S.p.A.;
- (b) the decision by Vivendi to acquire the Stake and the manner in which this decision was effected;
- (c) the content documents produced, and the measures demanded, in the various pending trials before both administrative and ordinary courts.

Following this examination, the Board of Directors reiterated that, in its judgement, Vivendi acquired, and holds, the Stake in violation:

- (i) of the obligations towards Mediaset contained in the Contract, and
- (ii) the provisions pursuant to Art. 43, para 11, Tusmar, as ascertained by the AGCom with resolution N°. 178/17/Cons, which remains fully in effect.

The Board also took note of:

- (1) the orders of the Court of Milan issued on 23 November 2018, and subsequently confirmed after appeal, with orders issued on 17 January 2019, and on 31 August 2019;
- (2) of the order issued by a single judge of the Regional Administrative Court (TAR) of Lazio on 9 January 2020 rejecting the injunction requested to a single judge presented by Vivendi on 2 January 2020 for the suspension of the AGCom resolution n. 178/17/Cons, setting the date for the council chamber collegial discussion for 15 January 2020.

In the light of the above, the Board, given the assessments outlined above and without prejudice to its rights as detailed in the abovementioned order of the Court of Milan on 31 August 2019, with specific reference to today's Meeting of the Shareholders, by a majority, with one abstention, resolved:

- (1) not to oppose the request by Vivendi to exercise voting and related rights, pertaining to the Vivendi stake;
- (2) consequently to allow Vivendi to participate in the Shareholders' deliberations;
- (3) to oppose the request by Simon to exercise voting and related rights, pertaining to the Simon stake;
- (4) consequently not to allow Simon to participate in the Shareholders' deliberations.

Cologno Monzese, 10 January 2020

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