

Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

**List of candidates for appointment to the Board of Statutory Auditors
of the company *MEDIASET S.P.A.*
submitted by the shareholder *FININVEST S.P.A.***

The shareholder FININVEST S.p.A. hereby files the following list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A., which shall be put to the vote of the Shareholders' Meeting mentioned above according to the procedure set out in Article 28 of the Company Bylaws:

<i>Candidates to the position of Regular Auditor</i>
1. Riccardo PEROTTA 2. Flavia Daunia MINUTILLO 3. Francesco VITTADINI
<i>Candidates to the position of Alternate Auditor</i>
1. Leonardo QUAGLIATA 2. Francesca MENEGHEL 3. Fabrizio MALANDRA

In compliance with the Company Bylaws of Mediaset S.p.A. and Consob Regulation No. 11971/1999, the following are attached hereto:

- A - Prospectus concerning the shareholder FININVEST S.p.A., indicating the percentage shareholding held and certifications proving its ownership of shares representing more than 1% of the share capital, thus entitling the shareholder to submit a list of candidates to the position of auditor.
- B - Declaration by the shareholder FININVEST S.p.A. certifying that it owns the relative majority shareholding in Mediaset S.p.A.
- C - Declarations with which each candidate accepts his/her nomination and declares: (i) that there are no grounds that would make him/her ineligible or incompatible for election under law; (ii) that he/she does not hold any positions of management or control that would exceed the limits established by applicable law and regulations; (iii) that he/she meets the integrity and competence requirements demanded of members of the Company's Board of Statutory Auditors; (iv) that he/she is included in the Register of Auditors established pursuant to law and that he/she has performed auditing activities for at least three years; (v) that he/she has not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.
- D - Curriculum vitae of each of the six candidates, accompanied by a list of the positions of management and control held with other companies.

Moreover, the shareholder Fininvest S.p.A. formulates the following additional resolution proposal concerning the determination of the compensation of the Board of Statutory Auditors being appointed:

“that the gross annual compensation due to the auditors, in addition to the reimbursement of the expenses incurred for carrying out their office, be determined as follows:

- *for the Chairman of the Board of Statutory Auditors: EUR 90,000.00*
- *for each Regular Auditor: EUR 60,000.00”*

Milan, 1st June 2020

FININVEST S.p.A.
The Chief Executive Officer
(Daniela Fellegrino)

Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation”

**List of candidates for appointment to the Board of Statutory Auditors
of the company *MEDIASET S.P.A.*
submitted by the shareholder *FININVEST S.P.A.***

Prospectus concerning the shareholder FININVEST S.p.A., indicating the percentage shareholding held and certifications issued by authorised intermediaries proving its ownership of shares representing more than 1% of the share capital, thus entitling the shareholder to submit a list of candidates for appointment to the position of auditors.

Company name, Registered office, Tax No. and Companies Register No.
FININVEST S.p.A. - Rome, Largo del Nazareno No. 8 - 03202170589

Overall shareholding in the Company
44.175% of the share capital of EUR 614,238,333.28, fully paid in, represented by n. 1,181,227,564 shares having a par value of 0.52 Euros each.

Certifications proving ownership of shares representing more than 1% of share capital
Please find attached four certifications issued by intermediaries pursuant to Art. 83- <i>quinquies</i> of Legislative Decree No. 58/1998, indicating the number of shares registered in the relevant ledgers and the related corporate rights which may be exercised, for a total of 521,803,991 Mediaset S.p.A. shares, equal to 44.175% of share capital

Milan, 1st June 2020

FININVEST S.p.A.
The Chief Executive Officer
(*Daniilo Pellegrino*)

The processing of personal data is authorised pursuant to the relevant current legislation.

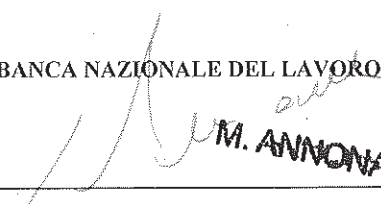


Banca Nazionale del Lavoro S.p.A: iscritta all'Albo delle banche e capogruppo del gruppo bancario BNL iscritto all'albo dei gruppi bancari presso la Banca d'Italia - Società soggetta ad attività di direzione e coordinamento del socio unico BNP Paribas S.A. - Parigi - Capitale Euro 2.076.940.000 i.v. Codice Fiscale - Partita IVA e n. d'iscrizione del reg. Imprese di Roma 09339391006 - Aderente al fondo interbancario di tutela dei depositi - Sede Legale e Direzione Generale - Viale Altiero Spinelli 30 - 00157 Roma - Tel. +039 06 47021 - bnl.it

CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA MONTE TITOLI
(D.Lgs. 24 febbraio 1998 n. 58 e D.Lgs. 24 giugno 1998 n.213)

N.D'ORDINE	DATA DI RILASCIO
	26/05/2020
N.PROG.ANNUO	CODICE CLIENTE
	4300586791 0

FINANZIARIA D'INVESTIMENTO FININVEST S.P.A.
LARGO DEL NAZARENO 8
00187 ROMA RM

LUOGO E DATA DI NASCITA		
Cf 03202170589		
A richiesta di FINANZIARIA D'INVESTIMENTO FININVEST SPA		
La presente certificazione, con efficacia fino 01/06/2020 attesta la partecipazione al sistema Monte Titoli del nominativo sopraindicato con i seguenti titoli		
CODICE	DESCRIZIONE TITOLO	QUANTITA'
XXMTC0000265	MEDIASET-VOTO SPECIALE A	78.940.672
Su detti titoli risultano le seguenti annotazioni:		
SI ATTESTA IL POSSESSO DEI TITOLI ALLA DATA DEL 26/05/2020		
La presente certificazione viene rilasciata per l'esercizio del seguente diritto		
Presentazione di candidature alla carica di sindaci della società Mediaset SPA, da sottoporre al voto dell'assemblea di Mediaset Spa indetta il giorno 26/06/2020 - unica convocazione-, come da ex art 23, comma 1 del regolamento dei servizi di Gestione accentrata - Provvedimento Banca d'Italia/Consob del 22 febbraio 2008 - come aggiornato il 24 dic. 2010.		
BANCA NAZIONALE DEL LAVORO S.p.A.  M. ANNOVA		

CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA
 DI GESTIONE ACCENTRATA **MONTE TITOLI**
 (art.43/45 del provvedimento Banca d'Italia/Consob 13/08/2018)

Intermediario che rilascia la certificazione

ABI CAB
 denominazione **Societe Generale Securities Service S.p.A**

Intermediario partecipante se diverso dal precedente

ABI
 denominazione _____

data della richiesta

Ggmmssaa

data di invio della comunicazione

Ggmmssaa

n° progressivo annuo**n° progressivo certificazione
a rettifica/revoca****causale della rettifica/revoca****Su richiesta di:**

UNICREDIT SPA

Titolare degli strumenti finanziari:

cognome o denominazione **FINANZIARIA D'INVESTIMENTO FININVEST S.P.A.**
 nome _____
 codice fiscale / partita iva **03202170589**
 comune di nascita _____ provincia di nascita _____
 data di nascita _____ nazionalità _____
 ggmmssaa
 indirizzo **LARGO DEL NAZARENO 8**
 città **00187 ROMA RM** **ITALIA**

Strumenti finanziari oggetto di certificazione:

ISIN
 denominazione

Quantità degli strumenti finanziari oggetto di certificazione:**Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione**

data di: costituzione modifica estinzione
 ggmmssaa

Natura vincolo _____
 Beneficiario vincolo (denominazione, codice fiscale, comune e data di nascita, indirizzo e città di residenza o della sede)

data di riferimento

ggmmssaa

termine di efficacia/revoca

ggmmssaa

diritto esercitabile**Note****Firma Intermediario**

SOCIETE GENERALE
Securities Service S.p.A.


SGSS S.p.A.

Sede legale
 Via Benigno Crespi, 19/A
 20159 Milano
 Italy

Tel. +39 02 9178.1
 Fax. +39 02 9178.9999
 www.securities-
 services.societegenerale.com

Capitale Sociale € 111.309.007,08
 interamente versato
 Banca iscritta all'Albo delle Banche
 cod. 5622
 Assoggettata all'attività di direzione e
 coordinamento di Société Générale S.A.

Iscrizione al Registro delle Imprese di
 Milano, Codice Fiscale e P. IVA
 03126570013 Aderente al Fondo
 Interbancario di Tutela dei Depositi

Comunicazione ex artt. 43 - 44 - 45 del Provvedimento Unico sul Post-Trading del 13 agosto 2018

1. Intermediario che effettua la comunicazione

ABI (conto MT) 03069 CAB 01097
denominazione INTESA SANPAOLO S.P.A.

2. Ultimo Intermediario, se diverso dal precedente, o Intermediario cedente in caso di trasferimento tra intermediari

ABI CAB
denominazione

3. data della richiesta (ggmmssaa) 4. data di invio della comunicazione (ggmmssaa)
26052020 26052020

5. n.ro progressivo annuo 6. n.ro della comunicazione precedente 7. causale
01000302 00000000 INS

8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

9. titolare degli strumenti finanziari:

cognome o denominazione FINANZIARIA DI INVESTIMENTO FINI

nome NVEST

codice fiscale 03202170589

comune di nascita provincia di nascita

data di nascita (ggmmssaa) 00000000 nazionalità ITALIA

indirizzo LARGO DEL NAZARENO 8

città ROMA (RM) Stato ITALIA

10. strumenti finanziari oggetto di comunicazione:

ISIN o Cod. interno XXMTC0000265

denominazione MEDIASET RICH AZ SPE

11. quantità strumenti finanziari oggetto di comunicazione:

307.112.315,000

12. vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura 00 -

Beneficiario vincolo

13. data di riferimento (ggmmssaa) 14. termine di efficacia 15. diritto esercitabile
26052020 01062020 DEP

16. note

PRESENTAZIONE DELLE CANDIDATURE ALLE CARICHE DI SINDACI

Firma dell'Intermediario

17. Sezione riservata all'Emittente

Data della rilevazione nell'Elenco

Causale della rilevazione:

Iscrizione

Maggiorazione

Cancellazione

Motivazione della cancellazione o del rifiuto di iscrizione

Firma dell'Emittente

INTESA SANPAOLO S.p.A.
Direzione Global Corporate
Area Lombardia
Largo Mattioli, 3
20121 MILANO MI



Comunicazione ex artt. 43/45 del Provvedimento Post Trading

1. Intermediario che effettua la comunicazione

ABI	1030	CAB	20600	COD. FIL.	521
denominazione	Banca Monte dei Paschi di Siena S.p.A.				

2. Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)	
denominazione	

3. Data della richiesta

27/05/2020
ggmmaaaa

4. Data di invio della comunicazione

27/05/2020
ggmmaaaa

5. N.ro progressivo annuo

2020/97

6. N.ro progressivo della comunicazione che si intende rettificare/revocare¹

--

7. Causale della rettifica/revoca

--

8. Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

--

9. Titolare degli strumenti finanziari:

deposito titoli:	4148/521
------------------	----------

cognome o denominazione	FININVEST SPA		
nome			
codice fiscale	03202170589		
comune di nascita	ROMA	provincia di nascita	RM
data di nascita	ggmmaaaa	nazionalità	
indirizzo	LARGO DEL NAZARENO 8		
città	ROMA	Stato	ITALIA

10. Strumenti finanziari oggetto di comunicazione:

ISIN	XXMTC0000265
denominazione	MEDIASET SPA SPEC

11. Quantità strumenti finanziari oggetto di comunicazione:

9.704.072,000

12. Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione:

natura	
--------	--

Beneficiario vincolo	
----------------------	--

13. Data di riferimento

26/05/2020
ggmmaaaa

14. Termine di efficacia

01/06/2020
ggmmaaaa

15. Diritto esercitabile

DEP

16. Note

Presentazione delle liste per la nomina del collegio sindacale
--

X RICEVUTA

Firma Intermediario
Banca Monte dei Paschi di Siena Spa
8877 - Rete Grandi Gruppi

**Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call**

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

**List of candidates for appointment to the Board of Statutory Auditors
of the company *MEDIASET S.P.A.*
submitted by the shareholder *FININVEST S.P.A.***

Declaration by the shareholder FININVEST S.p.A. certifying that it owns the relative majority shareholding in Mediaset S.p.A.

Having regard to Consob Regulation No. 11971/1999 and the procedure for the appointment of Statutory Auditors of Mediaset S.p.A, which - pursuant to law and the Company Bylaws - is based on lists of candidates submitted by shareholders, and with a view to the shareholdings in the Company disclosed in accordance with applicable law and regulations, the shareholder FININVEST S.p.A. hereby:

d e c l a r e s

that it owns the relative majority shareholding in Mediaset S.p.A. referred to in Art. 144-*sexies*, para 4, letter *b*) of the above-mentioned Consob Regulation.

Milan, 1st June 2020

FININVEST S.p.A.
The Chief Executive Officer
(*Daniello Pellegrino*)

**Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call**

Resolutions pursuant to item C of the Agenda:

"Appointment of the Board of Statutory Auditors and determination of compensation"

I, **Riccardo PEROTTA**, born in Milan on 21/04/1949, with tax identification No. PRT RCR 49D21 F205T, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. ("**Mediaset**") filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders' Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Regular Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the "**Consolidated Finance Law**");
 - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3) that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Milan, 1st June 2020



**Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call**

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

I, *Flavia Daunia MINUTILLO*, born in Milan on 24/05/1971, with tax identification No. MNT FVD 71E64 F205Y, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. (“**Mediaset**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders’ Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Regular Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
 - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3) that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I undertake not to hold any positions of management or control that would exceed the limits established by applicable law and regulations at the time of my appointment;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Milan, 25 May 2020



Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

I, *Francesco VITTADINI*, born in Bellano on 25/05/1943, with tax identification No. VTT FNC 43E25 A745K, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. (“**Mediaset**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders’ Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

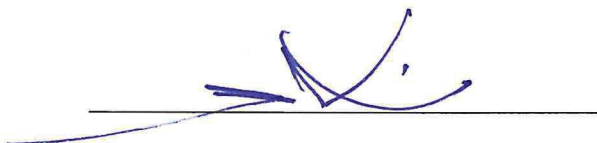
hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Regular Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
 - b.1)* that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2)* that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3)* that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter *b.2)*, by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Monza, 27 May 2020



Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

I, *Leonardo QUAGLIATA*, born in Rome on 21/10/1953, with tax identification No. QGL LRD 53R21 H501G, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. (“**Mediaset**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders’ Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

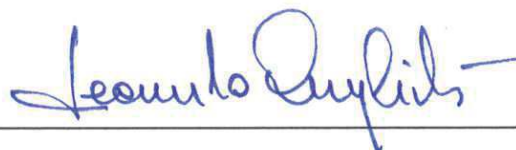
hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Alternate Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
 - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3) that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Rome, 1st June 2020



**Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call**

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

I, *Francesca MENEGHEL*, born in Treviso on 02/12/1961, with tax identification No. MNG FNC 61T42 L407T, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. (“**Mediaset**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders’ Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

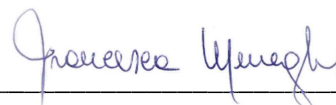
hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Alternate Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
 - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3) that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.

In witness whereof.

Milan, 26 May 2020



**Ordinary Shareholders' Meeting of Mediaset S.p.A.
convened at Viale Europa 48, Cologno Monzese, Italy, at 10:00 a.m.
on 26 June 2020, in a single call**

Resolutions pursuant to item C of the Agenda:

“Appointment of the Board of Statutory Auditors and determination of compensation“

I, *Fabrizio MALANDRA*, born in Turin on 10/11/1947, with tax identification No. MLN FRZ 47S10 L219Z, with reference to the list of candidates for appointment to the Board of Statutory Auditors of Mediaset S.p.A. (“**Mediaset**”) filed by the shareholder FININVEST S.p.A., a company with its registered office at Largo del Nazareno No. 8, Rome, and with tax identification No. and Rome Companies Register No. 03202170589, and which will be put to the vote of the Shareholders' Meeting mentioned above in compliance with Art. 28 of the Company Bylaws,

hereby declare, under my own responsibility, as follows:

- a) that I accept my nomination and – if elected – my appointment to the office of Alternate Auditor of Mediaset for the three-year period 2020-2022;
- b) that there are no grounds for ineligibility, incompatibility or forfeiture envisaged by current legislation for my appointment to the office and, in particular, pursuant to Art. 148, para 3 of Legislative Decree No. 58/1998 (the “**Consolidated Finance Law**”):
 - b.1) that I do not fall under the assumptions envisaged by Art. 2382 of the Civil Code;
 - b.2) that I am not the spouse or a relative by consanguinity or by affinity up to the fourth degree of any directors of Mediaset and that I am not a director, nor am I the spouse or a relative by consanguinity or by affinity up to the fourth degree of the directors, of any of its subsidiaries, parent companies or sister companies;
 - b.3) that I am not bound to Mediaset or any of its subsidiaries, parent companies or sister companies, or to any of the directors of the companies or persons referred to in letter b.2), by any employment relationship, contractor relationship or by any pecuniary or professional relationship that could compromise my independence;
- c) that I possess the integrity and competence requirements, and that I do not fall under any of the impediment situations, prescribed by applicable provisions of law, including Art. 148, para 4 of the Consolidated Finance Law or Ministerial Decree No. 162/2000 of 30 March 2000;
- d) that I hold the positions of management and control in other companies as stated in the attachment;
- e) that I do not hold any positions of management or control that would exceed the limits established by applicable law and regulations;
- f) that I am included in the Register of Auditors established pursuant to law and that I have performed auditing activities for at least three years;
- g) that I meet that I do not meet the independence requirements laid down in the Corporate Governance Code for Italian listed companies, as adopted by Borsa Italiana S.p.A., to which Mediaset S.p.A. adheres;
- h) that I have not accepted any other nomination to the Board of Statutory Auditors of Mediaset S.p.A.;
- i) that, pursuant to and for the purposes of Regulation (EU) 2016/679 and any regulations applicable from time to time, I have been informed that all personal data gathered will be processed by Mediaset, including using information technology equipment, solely within the context of the procedure for which this declaration is made and, therefore, I authorise for these data to be so processed.

I undertake to promptly notify the Board of Directors of Mediaset of any changes to the declarations and information contained herein, and to submit documentation to support these declarations.
In witness whereof.

Milan, 27 May 2020



CURRICULUM VITAE
of Riccardo Perotta

Biographical Notes

Born on 21 April 1949 and graduated in Economics and Commerce from the Università Bocconi, Milan, Italy.

Academic Career

Senior Professor at the Università Bocconi, he holds the course on 'Mergers & Acquisitions and Business Combinations' at the same university. This course is for students in the first year of the Graduate School CLELI.

The course aims at highlighting the many aspects regarding business combinations. The course items involve both valuation and accounting on a national and international standards, and illustration of the civil and tax laws. Subjects covered by the course include Merger & Acquisitions in companies' development and restructuring, business combinations comparisons under national and international profile, international financial standard n. 3 and its draft, share exchange, contributions to companies, mergers, reverse mergers, leveraged buy out, spin-off, not proportional spin-off, reverse spin-off, companies' liquidation, business combinations on an international level.

He participated as speaker in many conferences on business combinations and corporate governance.

Professional activity

Since 21 february 1975 he has been Chartered Accountant in Milan. His office carries out mainly the following activities:

- valuation of companies and branches, also for business combinations (acquisitions, contributions, mergers, spin-off) and capital increases;
- impairment test, fairness opinion, for business combinations or related parties too;
- asseveration requested by bankruptcy law;
- advisory regarding financial statements and international and national accounting standards;
- ordinary and extraordinary tax advisory;
- technical consultancies for the Court or for one of the parties involved (CTU or CTP) in civil and penal litigations;
- planning of business plan for corporate, company and debt restructuring;
- independent business review, project monitoring;
- planning and realization of business combinations of acquisitions and sale of companies as well as business due diligence.

He is President of the Commission of the Corporate Governance for Listed Companies of the Professional Association of Chartered Accountants of Milan.

Publications

a) Monographs

- Le valutazioni di fusione. Problemi di calcolo economico e di rappresentazione, Giuffrè, Milano, 1983, pp. 202;
- Le operazioni di gestione straordinaria, Giuffrè, Milano, 1999, pp. 567;
- Il conferimento d'azienda, Giuffrè, Milano, 2005, pp. 418;
- Le valutazioni di scissione, Giuffrè, Milano, 2006, pp. 304;
- L'applicazione dei principi contabili internazionali alle *business combinations*. Confronto con la disciplina interna, Giuffrè, Milano, 2006, pp. 406;



- La fusione inversa. Disciplina interna e principi contabili internazionali, Giuffrè, Milano, 2007, pp. 211;
- Le operazioni straordinarie (con Luca Bertoli), Giuffrè, Milano 2015, pp. 956.

b) Articles

- La liquidazione: aspetti civilistici, lineamenti economico-aziendali e profili fiscali, in Rivista dei Dottori Commercialisti, 1996, pp. 1003-1043 e 1997, pp. 95-136;
- Le differenze di fusione e di scissione: natura, significato economico e conseguente rappresentazione secondo profili aziendalistici e civilistici, in Rivista dei Dottori Commercialisti, 2006, pp. 507-546;
- Le diverse modalità di attuazione della fusione e della scissione inversa, in Giurisprudenza Commerciale, 2007, pp. 26;
- Il collegio sindacale: natura del controllo e competenze richieste, in Rivista dei Dottori Commercialisti, 2008, pp. 283-304;
- L'applicabilità dell'Ifrs 3 in caso di passaggio dal controllo solitario al controllo congiunto. La rappresentazione contabile della successiva fusione tra società sotto comune controllo (con Giovanni Strampelli), in Giurisprudenza Commerciale, 2009, pp. 12;
- Operazioni straordinarie e patrimonio netto nel bilancio redatto secondo i principi contabili internazionali (con Luca Bertoli), in Giurisprudenza Commerciale, 2009, pp. 938-969;
- I compiti degli organi di controllo in presenza di operazioni straordinarie: spunti di riflessione (con Luca Bertoli), in AA.VV., Economia Aziendale e Management: scritti in onore di Vittorio Coda, a cura di Airoldi, Brunetti, Corbetta e Invernizzi, Milano, Università Bocconi Editore, 2010, pp. 11;
- Assetti organizzativi, piani strategici, sistema di controllo interno e gestione dei rischi. La Corporate Governance a dieci anni dalla riforma del diritto societario (con Luca Bertoli), in Rivista dei Dottori Commercialisti, 2013, pp. 853-875.

List of the present corporate offices

Boing S.p.A. (Auditor), Cassa Lombarda S.p.A. (President of the Auditors), Creset S.p.A. (Presidente of the Auditors), Fire S.p.A. (President of the Auditors), Fire Group S.p.A. (President of the Auditors), FSI Sgr S.p.A. (President of the Auditors), International Energy Services S.p.A. (Auditor), Mittel S.p.A. (Director), Molmed S.p.A. (President of the Auditors), Saipem Offshore Construction S.p.A. (President of the Auditors), Servizi Energia Italia S.p.A. (Auditor).

List of the main former corporate offices

Banca IMI S.p.A. (President), Campari S.p.A. (Auditor), Coface Assicurazioni S.p.A. (President), Compagnia Italiana di Navigazione S.p.A. (Director), EI Towers S.p.A. (Auditor), Eni S.p.A. (Auditor), Fiat S.p.A. (President), Gewiss S.p.A. (President), Intesa Sanpaolo Private Banking S.p.A. (Director), Mediaset S.p.A. (Auditor), Mediolanum S.p.A. (Auditor), Parmalat S.p.A. (Director, President of Control and Risk Committee), Prada S.p.A. (Auditor), Saipem S.p.A. (Auditor), Savio Macchine Tessili S.p.A. (Auditor), Snam Rete Gas S.p.A. (President, then Auditor), Value Partners Management Consulting S.p.A. (Director).

Milan, 1st June 2020



Prof. Riccardo Perotta

<u>Società</u>	<u>Carica</u>
BOING S.p.A.	Sindaco
CASSA LOMBARDA S.p.A.	Presidente del Collegio Sindacale
CRESET S.p.A.	Presidente del Collegio Sindacale
FIRE GROUP S.p.A.	Presidente del Collegio Sindacale
FIRE S.p.A.	Presidente del Collegio Sindacale
FSI Sgr S.p.A.	Presidente del Collegio Sindacale
INTERNATIONAL ENERGY SERVICES S.p.A.	Presidente del Collegio Sindacale
MITTEL S.p.A.	Sindaco effettivo
MOLMED S.p.A.	Amministratore
SAIPEM OFFSHORE CONSTRUCTION S.p.A.	Presidente del Collegio Sindacale
SERVIZI ENERGIA ITALIA S.p.A.	Presidente del Collegio Sindacale
	Sindaco effettivo

Milan, 1st June 2020



Flavia Daunia Minutillo

Born in Milan on 24 May 1971 – Italian citizen fm@flaviaminutillo.it

CURRICULUM VITAE

EDUCATION AND QUALIFICATIONS

- Degree in Economics and Business from Università Cattolica del Sacro Cuore, Milan, on 10 April 1995.
- Qualified to practice as a Chartered Accountant, Università Cattolica del Sacro Cuore, Milan, 1st session of 1995.
- Enrolled in the Register of Chartered Accountants - Member of the Monza Association since 22 January 1996, and in the Milan Association of Chartered Accountants since 19 October 2005, Membership No. 4478;
- Enrolled in the Register of Auditors, Roll No. 92823, by Decree of the Director General of Civil Affairs and Self-Employed Professionals of 15 October 1999 (published in the extraordinary supplement to the Official Journal of the Italian Republic - 4th special series No. 87 of 2 November 1999).
- Qualified as an Independent Mediator – November 2012.
- Obtained "In the boardroom" Diploma – class II - Development Plan of Valore D and GE Capital for new Boards of Directors of listed Italian companies – January 2014.

AWARDS

- Academic Scholarship: "Top 5 Graduates, Faculty of Economics and Business, Università Cattolica del Sacro Cuore, Milan" (1993/1994 academic year).
- Marisa Bellisario Foundation: has featured in the "1000 Resumes of Excellence" digest since January 2012;
- February 2012: featured in the 50 TOP WOMEN of "Valore D" (published in weekly magazine "A");
- PWA (Professional Women's Association): has featured on the "Ready for Board Women" list since July 2012, sponsored by the Ministry for Equal Opportunities;
- February 2013: Nominated for the role of Commissioner of the CARIPO Foundation by Decree of the Milan City Mayor "due to her proven experience as a self-employed professional, due to her experience as Chairman and Statutory Auditor on numerous boards of statutory auditors of private companies".

PROFESSIONAL EXPERIENCE

Former Tax Advisor (Corporate Tax and Human Capital) at legal and tax practice Ernst & Young, former Founding Partner of Simonelli Associates, currently practicing in a self-employed capacity and in collaboration with other professionals.

EXPERIENCE ON BOARDS OF STATUTORY AUDITORS, ADVISORY BOARDS, GOVERNING BODIES AND SUPERVISORY BODIES

Since 1998, she has served as **Regular Auditor** and **Chairman of the Board of Statutory Auditors** with banks, listed companies, securitisation companies, trust companies, finance companies, factoring companies, stockbroking companies, asset management companies and investment holding companies, as well as companies in the real estate companies (Generali Group and Armani Group), industrial (textiles and clothing - Armani Group and Dior Group, stainless steel – Intersider Group, polymers – Nilit Group, pharmaceuticals – Actavis Group, biotech - Molmed), services and commercial (clothing – Armani Group, electronics – Oregon Scientific Group) sectors.

Her roles have included the following:

- 1998-2001: Regular Auditor, GIORGIO ARMANI DISTRIBUZIONE S.r.l.;
- 1999-2002: Regular Auditor, GIORGIO ARMANI RETAIL S.r.l. (retail clothing);
- 2001-2010: Regular Auditor until 2004 and Chairman of the Board of Statutory Auditors from 2004 to 2010, INTERSIDER ACCIAI S.p.A. (steelmaking);
- 2006-2008: Regular Auditor, OREGON SCIENTIFIC ITALIA S.p.A.;
- 2008-2009: Regular Auditor, EUROMOBILIARE ALTERNATIVE INVESTMENTS SGR S.p.A (alternative AMC);
- 2008-2010: Regular Auditor, RBC DEXIA INVESTOR SERVICES ITALIA S.p.A.;
- 2009-2010: Regular Auditor, FACTORIT S.p.A. (factoring);
- 2009-2012: Regular Auditor, AKROS ALTERNATIVE INVESTMENT SGR S.p.A. (alternative AMC);
- 2009-2012: Regular Auditor, ITALEASE FINANCE S.p.A. (securitisation company);
- 2010-2011: Regular Auditor, ABAXBANK S.p.A. – Credem Group;
- 2010-2013: Regular Auditor, SHOPVILLE LE GRU S.r.l. (shopping centre real estate);
- 2010-2013: Regular Auditor, SHOPVILLE GRAN RENO S.r.l. (shopping centre real estate);
- 2010-2013: Regular Auditor, GRANDEMILIA S.r.l. (shopping centre real estate);
- 2012-2013: Regular Auditor, DEXIA CREDIOP S.p.A. (public and project financing bank);
- 2011-2014: Regular Auditor, AEDES BPM REAL ESTATE SGR S.p.A. (real estate AMC);

- 2011-2015: Regular Auditor, MILAN ENTERTAINMENT S.r.l. (brand performance and stadium management) – A.C. Milan Group;
- 2012–2015: Regular Auditor, ACTAVIS ITALY S.p.A. (pharmaceuticals);
- 2013-2015: Member of the Advisory Board of BANCA POPOLARE DI MILANO (listed company) and Member of the Compensation Committee (from July 2013 to December 2013) and of the Charity Commission (from July 2013 to April 2015);
- 2014-2016: Regular Auditor, MANUFACTURES DIOR S.r.l. (bags and shoes manufacturing) – Christian Dior Couture Group;
- 2008-2017: E-MID SIM S.p.A. (interbank market) - Regular Auditor until 30 March 2017 and Chairman of the Board of Statutory Auditors until 25 April 2017;
- 2015-2018: Regular Auditor, ARETI S.p.A., formerly ACEA DISTRIBUZIONE S.p.A. (electricity and gas distribution) - ACEA Group;
- 2018 – 2019: Regular Auditor, GIOCO CALCIO S.p.A., in liquidation;
- 2016 – 2020: Regular Auditor, ELECTA S.p.A. – Mondadori Group;
- MOLMED S.p.A. (listed biotech company) – Regular Auditor **servicing** since 2013.
- FSI Investimenti S.p.A. (investment holding company) - Cassa Depositi e Prestiti Group – Regular Auditor **in office** since 2014;
- BANCA GENERALI S.p.A. (listed private bank) – Generali Insurance Group – Regular Auditor **servicing** since 2015;
- ARNOLDO MONDADORI EDITORE S.p.A. (listed company) – Regular Auditor **in office** since 2015;
- GENERALI REAL SUMMER SGR S.p.A. (real estate asset manager) - Generali Group – Chairman of the Board of Statutory Auditors **in office** since 2015;
- MONDADORI SCIENZA S.p.A. (publisher) - Mondadori Group – Regular Auditor **in office** since 2015;
- RIZZOLI EDUCATION S.p.A. (publisher) - Mondadori Group – Regular Auditor **in office** since 2016;
- FSIA Investimenti S.r.l. (investment holding company) - Cassa Depositi e Prestiti Group – Regular Auditor **in office** since 2017;
- CITYLIFE S.p.A. (construction) - Generali Group – Regular Auditor **in office** since 2017;
- RESIDENZE CYL S.p.A. (construction) - Generali Group – Regular Auditor **in office** since 2017;
- IQVIA SOLUTIONS ITALY S.r.l. (statistical data gathering and distribution) - IQVIA Group – Regular Auditor from 2011 to 2016 and then **in office** since 2017;
- AXIS RETAIL PARTNERS S.p.A. (construction) - Generali Group – Regular Auditor **in office** since 2018;
- GENERALI BUSINESS SOLUTIONS S.c.p.A. (consultancy and management services) – Generali Group - Regular Auditor **in office** since 2019;
- POLO DEL GUSTO S.r.l. (investment holding company) - Illy Group – Regular Auditor **in office** since 2019;
- NEXTAM PARTNERS S.p.A. (investment holding company) – Generali Banking Group – Chairman of the Board of Statutory Auditors **in office** since 2019;
- NEXTAM PARTNERS S.G.R. (collective asset management) - Generali Banking Group - Chairman of the Board of Statutory Auditors **in office** since 2019;

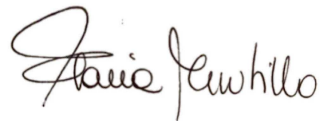
Since 2002, she has been a **Director** of several companies; In particular, she served as a Member of the Board of Directors of VISIBILIA PUBBLICITA' S.r.l. in 2010 and as Sole Director at ADD PHARMA S.r.l. (pharmaceutical start-up) since 2019.

Since 2009, she has served as a company **Liquidator** (including: SOCIETA' EDITORIALE ANNUARISTICA S.r.l. - formerly Pagine utili S.r.l. - Liquidator from 2009 to 2013; and FOX INTERACTIVE MEDIA ITALY S.r.l. – Liquidator from 2012 to 2014).

Since 2012, she has been a member of several **Supervisory Bodies pursuant to Legislative Decree No. 231/2001**, including:

- 2012-2014: AXITEA NET S.p.A. (security);
- 2012-2016: AXITEA S.p.A. (security)
- 2013-2016: MILANOSPORT S.p.A. (a subsidiary of Milan City Council, which manages most of the public sporting arenas in Milan);
- FONDO STRATEGICO ITALIANO INVESTIMENTI S.p.A. – **in office** since 2015;
- BANCA GENERALI S.p.A. – **in office** since 2015.

Milan, 25 May 2020



Dr FLAVIA DAUNIA MINUTILLO

Subject: LIST OF CORPORATE POSITIONS - Art. 2400 of the Civil Code (INCLUDES ALL OFFICES STATED IN THE COMPANIES REGISTER)

Please find below a list of my held **positions of management and control**:

TYPE OF POSITION	ENTITY	REGISTERED OFFICE	TAX ID OR VAT NO.	APPOINTMENT DATE	TERM IN OFFICE
REGULAR AUDITOR (listed)	ARNOLDO MONDADORI EDITORE SPA	MILAN - VIA BIANCA DI SAVOIA N. 12	TAX ID: 07012130584	24/04/2018	APPROVAL OF FS 31/12/2020
REGULAR AUDITOR	AXIS RETAIL PARTNERS SPA	MILAN - VIA MONTENAPOLEONE N. 29	TAX ID: 10388790965	19/12/2018	APPROVAL OF FS 31/12/2020
REGULAR AUDITOR and SUP. BODY MEMBER	BANCA GENERALI SPA	TRIESTE - VIA MACHIAVELLI N. 4	TAX ID: 00833240328	12/04/2018	APPROVAL OF FS 31/12/2020
REGULAR AUDITOR	CITYLIFE SPA	MILAN - LARGO DOMODOSSOLA 1/A	TAX ID: 04128500966	29/04/2020	APPROVAL OF FS 31/12/2022
REGULAR AUDITOR and SUP. BODY MEMBER	FSI INVESTIMENTI SPA	MILAN - CORSO MAGENTA N. 71	TAX ID: 08699370964	27/04/2017	APPROVAL OF FS 31/12/2019
REGULAR AUDITOR	FSIA INVESTIMENTI SRL	MILAN - CORSO MAGENTA N. 71	TAX ID: 08655320961	15/02/2017	APPROVAL OF FS 31/12/2019
REGULAR AUDITOR	GENERALI BUSINESS SOLUTIONS SCPA	TRIESTE - VIA MACHIAVELLI N. 4	TAX ID: 07833760015	11/04/2019	APPROVAL OF FS 31/12/2021
CHAIRMAN OF BOARD OF STATUTORY AUDITORS	GENERALI REAL ESTATE SGR SPA	TRIESTE - VIA MACHIAVELLI N. 4	TAX ID: 01106260324	28/03/2018	APPROVAL OF FS 31/12/2020
REGULAR AUDITOR	IQVIA SOLUTIONS ITALY SRL	MILAN - VIA FABIO FILZI N. 29	TAX ID: 00868270158	29/06/2018	APPROVAL OF FS 31/12/2020
REGULAR AUDITOR (listed)	MOLMED SPA	MILAN - VIA OLGETTINA N. 58	TAX ID: 11887610159	30/04/2019	APPROVAL OF FS 31/12/2021
REGULAR AUDITOR	MONDADORI SCIENZA SPA	MILAN - VIA BATTISTOTTI SASSI N. 11/A	TAX ID: 09440000157	05/04/2018	APPROVAL OF FS 31/12/2020
CHAIRMAN OF BOARD OF STATUTORY AUDITORS	NEXTAM PARTNERS SGR SPA	MILAN - VIA TORQUATO TASSO N. 1	TAX ID: 13391400150	25/07/2019	APPROVAL OF FS 31/12/2021
CHAIRMAN OF BOARD OF STATUTORY AUDITORS	NEXTAM PARTNERS SPA	MILAN - VIA TORQUATO TASSO N. 1	TAX ID: 04854790963	25/07/2019	APPROVAL OF FS 31/12/2021
REGULAR AUDITOR	POLO DEL GUSTO SRL	MILAN - FORO BUONAPARTE 22	TAX ID: 10881980964	24/06/2018	APPROVAL OF FS 31/12/2021
REGULAR AUDITOR	RESIDENZE CYL SPA	MILAN - LARGO DOMODOSSOLA 1/A	TAX ID: 05090560961	28/04/2017	APPROVAL OF FS 31/12/2019
REGULAR AUDITOR	RIZZOLI EDUCATION SPA	MILAN - VIA RIZZOLI N. 8	TAX ID: 05877160159	04/04/2019	APPROVAL OF FS 31/12/2021
SOLE DIRECTOR	ADD PHARMA SRL	MILAN - PIAZZA CAVOUR 3	TAX ID: 09071990965	27/03/2019	UNTIL REVOKED

Milan, 25/5/2020



DR FRANCO VITTADINI
ACCOUNTANT
20900 MONZA - VIA ITALIA, 46 - TEL. (039) 320.525-FAX (059) 322.279

CURRICULUM VITAE

Dr. FRANCESCO VITTADINI, born in Bellano on 25 May 1943, residing at Largo Agnesi 9, Montevecchia.

Awarded a degree in Economics and Business from Bocconi University on 4 July 1967 with a thesis on "The financial structure of large joint-stock companies."

Member of the Monza and Brianza Association of Chartered Accountants uninterruptedly since 23 October 1971 - Membership No. 78A.

Appointed Official Auditor by Ministerial Decree of 8 April 1981, published in the Official Journal of the Italian Republic No. 106 of 16 April 1981.

Appointed Auditor by Ministerial Decree of 12 April 1995, and on 21 April 1995 was enrolled in the Register of Auditors pursuant to Legislative Decree No. 88/1992 of 27 January 1992, where he is still registered under Roll No. 61188; External Auditor since 7 April 2010, by action of Art. 43, para 4 of Legislative Decree No. 39/2010 of 27 October 2010.

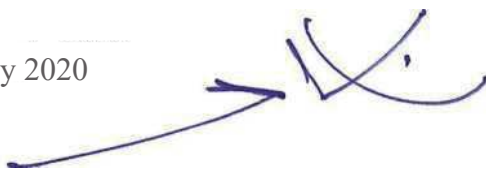
Practices solely as a Chartered Accountant, consulting companies and individuals, with his practice established at Via Italia 46, Monza.

Serves as Statutory Auditor with industrial, financial, insurance, communications and media firms, including Fininvest S.p.A., Mediolanum Vita S.p.A., R.T.I. S.p.A., Towertel S.p.A. and their Group subsidiaries.

In the past, he has served as Chairman of the Board of Directors of AGAM S.p.A., a private gas and water distribution company with its registered office in the Municipality of Monza; for twelve years, he served as Auditor at Monza and Lecco Hospitals; and for three years he served as Statutory Auditor at the Monza and Lecco Health Protection Agency.

For four years, he was Milan Provincial Councillor for Budget, Financial Planning, State Property and Heritage.

Monza, 27 May 2020



DOTT. FRANCO VITTADINI

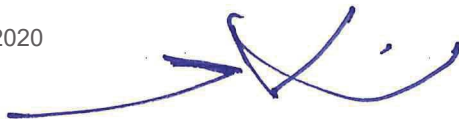
COMMERCIALISTA

20900 MONZA - VIA ITALIA, 46 - TEL. (039) 320.325 - FAX (039) 322.279

ELENCO INCARICHI 2020

	INCARICO	SOCIETA'
1	Pres. Coll. Sind.	EIT RADIO S.r.l.
2	Pres. Coll. Sind.	ELETTRONICA INDUSTRIALE S.p.A.
3	Pres. Coll. Sind.	MEDIOLANUM VITA S.p.A.
4	Membro ODV	MEDIOLANUM VITA S.p.A.
5	Pres. Coll. Sind.	NETTROTTER S.r.l.
6	Pres. Coll. Sind.	R.T.I. S.p.A.
7	Pres. Coll. Sind.	R2 S.r.l.
8	Pres. Coll. Sind.	A.C. MONZA S.p.A.
9	Pres. Coll. Sind.	TOWERTEL S.p.A.
10	Pres. Coll. Sind.	VACANZE ITALIA SPA IN LIQ. S.p.A.
11	Sindaco Effettivo	ADTECH VENTURES S.p.A.
12	Sindaco Effettivo	AUDITEL S.r.l.
13	Sindaco Effettivo	COSTA TURCHESE S.p.A.
14	Sindaco Effettivo	DIGITALIA 08 S.r.l.
15	Sindaco Effettivo	FININVEST S.p.A.
16	Sindaco Effettivo	FININVEST RES S.p.A.
17	Sindaco Effettivo	HOLDING ITALIANA PRIMA S.p.A.
18	Sindaco Effettivo	ISIM S.p.A.
19	Sindaco Effettivo	MEDIAMOND S.p.A.
20	Sindaco Effettivo	MONRADIO S.r.l.
21	Sindaco Effettivo	PUBLITALIA 80 S.p.A.
22	Sindaco Effettivo	RADIO MEDIASET S.p.A.
23	Sindaco Effettivo	TAO DUE S.r.l.
24	Sindaco Effettivo	TITANUS ELIOS S.p.A.
25	Amministratore Unico	IMMOBILIARE OSIO S.r.l.

Monza, 27 May 2020



DR LEONARDO QUAGLIATA

CURRICULUM VITAE

Dr Leonardo Quagliata, born in Rome on 21 October 1953 and residing at Via dei Colli della Farnesina 144, Rome married; an Italian citizen.

He is a Chartered Accountant and Auditor, with his practice at Via G. Nicotera 24, Rome.

In 1977, he graduated with a degree in Economics and Business from “La Sapienza” University, Rome, with a grade of 110/110 cum laude.

Since 29 July 1980, he has been a member of the ASSOCIATION OF CHARTERED ACCOUNTANTS IN ROME, Membership No. AA_001106.

He was appointed OFFICIAL AUDITOR by Ministerial Decree of 10 April 1990, published in the Official Gazette of the Italian Republic No. 35 - 4th Special Series - of 4 May 1990.

He is enrolled in the REGISTER OF AUDITORS (formerly REGISTER OF ACCOUNTING AUDITORS), Roll No. 47989, by Ministerial Decree of 12 April 1995, published in the Official Gazette of the Italian Republic No. 31-bis - 4th Special Series - of 21 April 1995 - pursuant to Legislative Decree No. 88/1992 of 27 January 1992.

He is the founder and owner of “STUDIO COMMERCIALISTA QUAGLIATA”, an accountancy firm specialising in providing tax, administrative and corporate consultancy to companies and in tax prosecutions.

He was a *Senior Partner* of “STUDIO COMMERCIALISTA CHIARION CASONI”, an accountancy firm founded in 1959, with offices in Rome and Milan.

He is an expert in corporate law and specifically in the field of “*governance*” and “*control*” in equity companies, as well as in the field of regulations concerning the administrative criminal liability of organisations under Legislative Decree No. 231/2001.

He has taught and lectured at conferences and seminars on the duties, functions and responsibilities of the Board of Statutory Auditors.

He sits on the Board of Statutory Auditors of several listed and non-listed Italian and international companies. In 2018, he was put forward for nomination by the Ministry of the Economy and Finance to serve as regular Statutory Auditor for LEONARDO (formerly Finmeccanica); He also serves as Chairman of the Board of Statutory Auditors of ACEA PRODUZIONE, of TELESPAZIO (Leonardo Group/Finmeccanica), of ITALCERTIFER and of FS INTERNATIONAL (Italian State Railways Group), and as Sole Statutory Auditor of TERNA PLUS and TERNA ENERGY SOLUTIONS (Tema Group).

Since 2020, he has served as Chairman of the Board of Statutory Auditors of INFRATEL ITALIA (a company owned by MEF through Invitalia and an in-house company at MISE, which manages the implementation of the telecommunications network for ultrabroadband internet access), and until November 2019 he served as regular Statutory Auditor for CAPITAL DEV, a real estate asset valuation company wholly owned by Unicredit; until 2018, he served as Chairman of the Board of Statutory Auditors of SORGENIA HOLDING; until December 2017, he served as Chairman of the Board of Statutory Auditors of ERGYCAPITAL, an investment company engaged in the renewable energy sector, listed on the Milan Stock Exchange; until April 2017, he served as regular Statutory Auditor of RFI - RETE FERROVIARIA ITALIANA and Chairman of the Board of Statutory Auditors of FERROVIE DELLO STATO SISTEMI URBANI (the company administering the real estate assets of the Italian State Railways Group), he served as Chairman of the Board of Statutory Auditors of RAI CINEMA until 2016, he served as Chairman of the Board of Statutory Auditors of AGUSTAWESTLAND, of FINMECCANICA GLOBAL SERVICES and as regular Statutory Auditor of ACEA AT02 until 2014, and he served as regular Statutory Auditor of SACE until 2013.

In the past, he has also served on the Board of Statutory Auditors of companies forming part of ENEL Group (Enel Gas, Enel Rete Gas, Enel Distribuzione Gas), FINMECCANICA Group (Selex Galileo, Ansaldo S.F., Finmeccanica Group Reai Estate, MBDA Italia, Space Software Italia), ACEA Group (ACEA, ACEA Clienti/Voi Noi), and subsidiaries of IMPREGILO, IMI, ABETE, FORMEZ, WIND, ACQUEDOTTO PUGLIESE, SARDINIA REGION, RETE ORO TV.

For several years, he was also the Chairman of the Board of Statutory Auditors of the TEATRO SISTINA in Rome.

He is an expert in debt restructuring agreements pursuant to Arts. 67 and 182-*bis* of the Bankruptcy Act and has been nominated - by financial institutes that hold participative financial instruments - to serve on the Board of Statutory Auditors of logistics companies including MEDNAV, AUGUSTA DUE (*shipping*), INTERPORTO CAMPANO and CIS (*logistics hub in Nola*).

He has significant experience in business administration and management, both as an Independent Director and as a Member of Boards of Directors (for instance, for several years he served as Director for “TERME di CHIANCIANO” and “INTERNATIONAL TRUCK CONTRACTORS”).

He has particular expertise in regulation pursuant to Legislative Decree No. 231/01, concerning the administrative liability of companies and organisations for criminal offences, and he sits on the Supervisory Body of ITALCERTIFER (Italian State Railways Group); He served as Chairman of the Supervisory Body for leading Italian companies (RAI CINEMA, SELEX ES, FINMECCANICA GLOBAL SERVICES) and SICOT (an in-house company wholly owned by the Ministry of the Economy), and was a member of the Supervisory Body of FERROVIE DELLO STATO SISTEMI URBANI.

DR LEONARDO QUAGLIATA

He chairs an Advisory Committee and an Investment Committee of two Real Estate Funds (one of which is a listed company) managed by DeA CAPITAL REAL ESTATE SGR.

Together with associates from his firm, he acts as *advisor* to companies undergoing economic and/or financial crises, providing them with support to identify the causes and potential solutions for resolving their crises, both by extrajudicial means (Art. 67 of the Bankruptcy Act) and through arrangement proceedings (Art. 182-*bis* of the Bankruptcy Act., arrangement with creditors).

With regard to non-commercial organisations, he serves on the Board of Auditors of the ROME MUSIC FOUNDATION (which administers the Parco della Musica Auditorium) and the Italian Boxing Federation (FPI).

He also serves as Chairman of the Board of Auditors for the VIRNA LISI FOUNDATION, the ITALIAN ASSOCIATION FOR LIVER-RELATED STUDIES and the ITALIAN FOUNDATION FOR HEPATOLOGICAL RESEARCH.

Until 2014, he served on the Board of Auditors of the NATIONAL YOUTH AGENCY (established by the Ministry for Youth under the supervision of the President of the Council of Ministers) and he was Chairman of the Board of Auditors of the ROMA D Local Health Authority and SAN CAMILLO - FORLANINI Hospital, as well as being a member of the Board of Auditors of the ROMA E Local Health Authority and SANTOBONO - PAUSILIPON Hospital, Naples.

From 2010 to 2015 he served on the Inspectorate of the Italian Football Federation.

Before entering self-employment, he worked for several years at international auditing and certification firm KPMG.

He has received and continues to receive appointments of responsibility and trust from the Court of Rome and Rome Appeals Court as a court-appointed Technical Advisor, Administrator, Inspector, Custodian and Special Curator in a number of major trials and has given expert advice in several significant civil (liability actions against directors) and criminal disputes (corporate crimes proceedings).

He has also been appointed by the Bankruptcy Division of the Court of Rome as coadjutor and advisor of the Curator on tax, accounting and administrative matters.

In the past, he served for many years as a Bankruptcy Trustee.

With specific professional expertise in company and corporate shareholding valuations, he was appointed by the President of Rome Civil Court as an expert valuator (pursuant to Art. 2343 of the Italian Civil Code) for conveyance transactions concerning the business units of companies listed on regulated markets (ENEL, ROME AIRPORT).

He has been appointed by the former “MINISTRY OF INDUSTRY” to serve on several “*Technical Testing Commissions*” to supervise - from an administrative and accounting perspective - measures for the disbursement of grants and loans under specific facilitating laws. These included:

DR LEONARDO QUAGLIATA

ITALGRANI, INDESIT (Merloni Group), LIEVITO (Amiderie Italiane Group), SARRIO' SA. (Cartiere Saffa).

In the past, he has been appointed by the Managing Board of the Rome Association of Chartered Accountants as a member of the "*Auditing and Certification*" Commission, the "*Tax and Disputes*" Commission and the "*Technical and Expert Advice*" Commission.

He has published articles in specialist tax and corporate journals and is regularly invited to speak at tax and corporate conferences and seminars.

He is an expert in the tax and *governance* matters of "*non-profit*" organisations (Foundations and Associations, Committees); at the request of the Association of Chartered Accountants, he has taught lessons on "NON-PROFIT ORGANISATIONS" during the preparation courses for the professional State Qualifying Exam.

Rome, 1 June 2020.



Dr Leonardo Quagliata

N.B. I consent to my personal data contained in this curriculum vitae being processed pursuant to Legislative Decree No. 196/2003.

Dear
Mediaset S.p.A.
Paleocapa 3
20121 - MILAN

Declaration

I, Dr Leonardo Quagliata, born in Rome on 21 October 1953, residing at Via dei Colli della Farnesina no. 144, Rome, with tax registration number QGL LRD 53R21 H501G, hereby

DISCLOSE

pursuant to Art. 2400 of the Italian Civil Code, a list of the offices of director and statutory auditors held to date in companies listed on regulated markets and other equity companies in Italy and abroad.

Companies in which I hold the office of director or statutory auditor to date	Office held
1. LEONARDO S.p.A. (listed company)	Regular auditor
2. ACEA PRODUZIONE S.p.A.	Chairman of the Board of Statutory Auditors
3. F.S. INTERNATIONAL S.p.A.	Chairman of the Board of Statutory Auditors
4. ITALCERTIFER S.p.A.	Chairman of the Board of Statutory Auditors
5. TELESPAZIO S.p.A.	Chairman of the Board of Statutory Auditors
6. AUGUSTA DUE S.r.l.	Regular auditor
7. C.I.S. S.p.A.	Regular auditor
8. JANNA S.c.r.l.	Regular auditor
9. MEDNAV S.p.A.	Regular auditor
10. TERNA ENERGY SOLUTIONS S.r.l.	Sole auditor
11. TERNA PLUS S.r.l.	Sole auditor
12. CDP INDUSTRIA S.p.A.	Alternate auditor

Rome, 1 June 2020


Dr Leonardo Quagliata

FRANCESCA MENEGHEL C.V.

FRANCESCA MENEGHEL has a Degree in Economics and Management obtained at the Università Luigi Bocconi of Milan.

She is a member of the “Ordine dei Dottori Commercialisti” of Milan since 1993 and enrolled in the “Registro dei Revisori Contabili” since 1995.

She is practising the profession of “dottore commercialista” since 1993 and she is member of the Board of Statutory Auditors and of the “Organismo di Vigilanza” (pursuant to Legislative Decree 231/2001) of Italian and multinational companies (industrials, commerce, services, insurance, banks, financial institutions, etc.) also listed on the Milan Stock Exchange. She is a specialist in national and international tax matters.

She currently holds the following positions in listed companies:

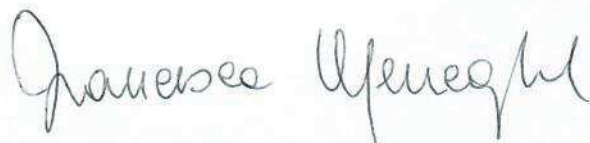
- **Geox SpA**: Independent Director, Chairman of the Control, Risk and Sustainability Committee and Lead Independent Director;
- **Mediaset SpA**: member of the Board of Statutory Auditors.

She is Chairman of the Board of Statutory Auditors of Mediolanum Gestione Fondi SGR SpA, Mediolanum Fiduciaria SpA and Avon Cosmetics Srl

She is Statutory Auditor of: Direct Channel SpA, Flowe SpA, Immobiliare Idra SpA, Mediaset Italia Spa, Mediolanum Comunicazione SpA.

She is President of “Organismo di Vigilanza” of Mediolanum Gestione Fondi SGR SpA and Mediolanum Fiduciaria SpA, member of the “Organismo di Vigilanza” of A2A Ambiente SpA and Flowe SpA .

Milan, 26th May 2020



POSITIONS OF MANAGEMENT AND CONTROL (pursuant to Art. 2400, last para, Civil Code) held by

FRANCESCA MENEGHEL

• **Member of the Board of Directors**

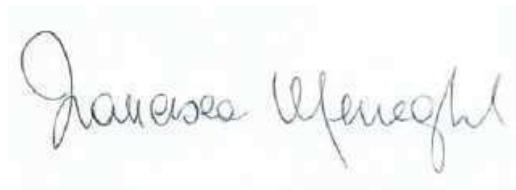
- GEOX SPA: Independent Director, Chairman of the Risk, Control and Sustainability Committee, *Lead Independent Director*;

Member of the Board of Statutory Auditors (C= chairman; RA= regular auditor)

- | | |
|---|----|
| - MEDIASET SPA (listed) | RA |
| - AVON COSMETICS SRL | C |
| - DIRECT CHANNEL SPA | RA |
| - FLOWE SPA(1) | RA |
| - IMMOBILIARE IDRA SPA | RA |
| - MEDIASET ITALIA SPA | RA |
| - MEDIOLANUM COMUNICAZIONE SPA | RA |
| - MEDIOLANUM FIDUCIARIA SPA (1) | C |
| - MEDIOLANUM GESTIONE FONDI SGR SPA (1) | C |

(1) The Board of Statutory Auditors has also been assigned the functions of the Supervisory Body

pursuant to Legislative Decree No. 231/2001



Milan, 26 May 2020

STUDIO
MALANDRA - DE' GIACOMI - POVOLERI
DOTTORI COMMERCIALISTI

CURRICULUM - VITAE

Dr. Fabrizio Malandra

Born November 10,1947 in Turin, Italy

“Dottore Commercialista” (Italian Equivalent of Certified Public Accountant – Consultant) in Milan

Office Address: Via M. Pagano n. 63 – 20145 Milano – Tel. 02/48.00.45.83 – 02/48.19.54.36
Cell. 335/68.60.851 - Fax 02/48.19.43.36 - e mail: fmalandra@madepov.it

Member of “the Auditors of Accounts List”

Member of “the Certified Public Accountants - Consultants List” of Milan since 3/14/1979, number 1046.

Degree in BUSINESS AND ECONOMICS at the “ L. Bocconi” University, Milan, in 1973, graduation thesis in “Business Economics”.

High school Diploma in Accountancy at the “Collegio San Carlo”, Milan, in 1968.

Positions held:

Consultant for the LAW– COURT in Milan;

Has been and is statutory auditor of some Companies, like: Mediolanum Assicurazione S.p.a., Mediolanum Vita S.p.a., Sicilgesso S.p.a., Euro Publishing S.r.l., Flakt Group Italia S.p.a, Hikma Italia S.p.a., Foto Edizioni S.r.l., Il Teatro Manzoni S.p.a., Isim S.p.A., Hortus S.r.l, CA Indosuez Fiduciaria S.p.a..

Milan, May 27, 2020



FABRIZIO MALANDRA

S T U D I O
MALANDRA - DE' GIACOMI - POVOLERI
DOTTORI COMMERCIALISTI

ELENCO DEGLI INCARICHI RICOPERTI ALLA DATA DEL 27 MAGGIO 2020

. C.A. INDOSUEZ FIDUCIARIA S.P.A.	Presidente del Collegio Sindacale
. SICILGESSO S.P.A.	Presidente del Collegio Sindacale
. MEDIOLANUM ASSICURAZIONI S.P.A.	Presidente del Collegio Sindacale Membro Organismo di Vigilanza
. FLAKT GROUP ITALIA S.P.A.	Sindaco effettivo
. HIKMA ITALIA S.P.A.	Sindaco effettivo
. MEDIOLANUM VITA S.P.A.	Sindaco effettivo Membro Organismo di Vigilanza
. TEATRO MANZONI S.P.A.	Sindaco effettivo
. ISIM S.P.A.	Sindaco effettivo
. HORTUS S.R.L.	Revisore



FABRIZIO MALANDRA