



SPAFID CONNECT

Informazione Regolamentata n. 0186-49-2020	Data/Ora Ricezione 05 Agosto 2020 19:02:28	MTA
--	--	-----

Societa' : MEDIASET

Identificativo : 135940

Informazione
Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

Tipologia : REGEM

Data/Ora Ricezione : 05 Agosto 2020 19:02:28

Data/Ora Inizio : 05 Agosto 2020 19:02:29

Diffusione presunta

Oggetto : MEDIASET BOARD OF DIRECTORS

Testo del comunicato

Vedi allegato.

PRESS RELEASE

MEDIASET BOARD OF DIRECTORS

- **ACCEPTS THAT FOLLOWING THE SENTENCE OF THE SPANISH COURT THE MERGER PLAN AS DELIBERATED ON 7 JUNE 2019 IS NO LONGER POSSIBLE**
- **VIEWS AS INSUFFICIENT THE CONTENT OF THE LETTER RECEIVED FROM VIVENDI**

The Board of Directors of Mediaset, which met today under the chairmanship of Fedele Confalonieri, examined the sentence issued by the Court of Madrid on 30 July 2020 regarding the cross-border merger announced to the market on 7 June 2019. In particular, the sentence rejected the appeal presented by Mediaset Espana requesting the removal of the suspension of the merger plan.

Mediaset acknowledges the decision of the Spanish Court and while not sharing its conclusions, accepts its provisions while also reaffirming, based also on advice from its legal advisers in all of the jurisdictions involved in the cross-border merger, that the project is in full compliance with all applicable laws, respects the rights of the shareholders, as determined by Italian and Dutch courts, and is aimed exclusively at the pursuit of the interests of Mediaset and all of the shareholders who approve of the development. The decision by the Madrid Court is the sole result of the instrumental and predetermined opposition of Vivendi acting in its own interest, also as a competitor of Mediaset.

Furthermore, given that the Spanish court's decision makes it impossible to complete the operation within the planned timeframe foreseen by Dutch law (2 October 2020), the Board of Directors has accepted that the planned project, as deliberated on 7 June 2019, is no longer possible due to technical deadlines.

Confirming the industrial validity of the MFE MediaForEurope plan, the Board of Directors has immediately launched a study for the creation of an alternative plan to achieve the same objectives.

It is nevertheless clear that this interruption is seriously damaging and is the fruit of the prejudicial hostility of Vivendi that began immediately after Vivendi broke the terms of the contract regarding the sale of Premium in 2016 and the subsequent hostile takeover bid made by the French group that was damaging to Mediaset. A series of violations that have now culminated with judicial measures that have led to the blocking of the merger project, onerous violations for which Vivendi will have to respond in court.

As regards the future of MFE MediaForEurope, the Board of Directors examined the letter recently received from Vivendi in which the company announces, recognising the industrial merit of the MFE project, its willingness to support Mediaset's international development plans, an announcement that comes after the time limit (the project has been public since June 2019) and without the necessary concrete proposals.

Given that Mediaset

- is always open to options that can increase value for all its shareholders;
- seeks development solutions that are crucial for the Group's future;

- cannot ignore the irreparable damage it has suffered;

the Board of Directors considers that, for the moment, the letter does not meet any of the three points mentioned above.

If Vivendi is seriously prepared to discuss future plans on a concrete basis in the interest of all of the shareholders, including the majority shareholders, Mediaset is ready to come to the negotiating table where this new positive approach can be examined.

As a result of the failure to conclude the merger, the share for which the right of withdrawal has been exercised will be once again become available to the withdrawing shareholders. In addition, the special ISIN code for the shares for which of Special A Voting rights on the Initial Allocation Date have been requested will be replaced with the standard ISIN code or, in the case of shareholders registered in the List foreseen by article 127 - *quinquies*, para. 2, of the Consolidated Finance Act with a temporary ISIN code assigned to the shares for which registration was requested in the aforementioned List in order to obtain an increased vote pursuant to article 7 of the Articles of Association. No action is necessary by shareholders and intermediaries will receive specific instructions in order to make the necessary registrations.

Cologno Monzese, 5 August 2020

Department of Corporate Communications & Image

Tel. +39 022514.9301

Fax +39 022514.9271

e-mail: direzionecomunicazione@mediaset.it

www.mediaset.it/corporate/

Investor Relations Department

Tel. +39 022514.7008

Fax +39 022514.8535

e-mail: investor.relations@mediaset.it

<http://www.mediaset.it/investor>

Fine Comunicato n.0186-49

Numero di Pagine: 4