

Deed no. 56744

Vol no. 21856

**MINUTES OF THE EXTRAORDINARY MEETING OF  
SHAREHOLDERS**

THE REPUBLIC OF ITALY

On the twenty-seventh day of May two thousand and twenty-one, at 12 noon

27/5/2021

In Cologno Monzese, at Viale Europa no. 48.

Before me, Arrigo Roveda, Notary Public with offices in Milan and registered with the College of Notaries Public of Milan,

the following person is present:

- FEDELE CONFALONIERI born in Milan (Province of Milan) on 6 August 1937, domiciled for the purpose at Via Paleocapa no. 3 (Province of Milan), in his capacity as Chairman of the Board of Directors of

**"MEDIASET S.P.A."**

headquartered in Milan at Via Paleocapa no. 3, share capital Euro 614,238,333.28 fully paid, number of registration on the Companies Register of Milan-Monza-Brianza-Lodi, tax code and VAT number 09032310154, an Italian-law company,

of whose personal identity I am certain, who is chairing the Meeting called at this location for 12 noon today and who, after placing on record the presence of me, Notary Public, asked me to take the minutes.

In accepting his request I placed on record the following:

The Chair first of all:

- informed the attendees that some of the company's employees and staff were also present to assist with organisational matters, including the Secretary to the Board of Directors, Emanuela Bianchi, who would be assisting the Chair during the course of the meeting.

- reminded the Meeting that the notice of meeting had been published on the company's website on 27 April 2021, and was available in the "Emarket Storage" system. A short version of the notice of meeting had been published in "Il Sole 24 Ore", with the following

AGENDA:

**Proposal to revoke the decision of 18 April 2019 and thus to amend Article 7 of the Bylaws relating to the abrogation of the shares with increased voting rights under Article 127-quinquies of Legislative Decree no. 58 of 24 February 1998,**

- also informed the Meeting that in view of the well-known Covid-19 public health emergency and the regulations issued pursuant to Decree Law 18 of 17 March 2020 converted with amendments by Law no. 27 of 24 April 2020, as extended by paragraph 6 of Article 3 of Decree 183 of 2020 converted with amendments by Law 21 of 26 February 2021, the Company has decided that the Shareholders' Meeting can only be attended through the designated representative appointed under Article 135-undecies of the Finance Consolidation Act;

- the Company has also decided that the Meeting will be held via the Microsoft Teams video conferencing platform, to allow the accurate identification of all the directors and statutory auditors taking part;

- informed the Meeting that the following directors are in attendance via audio/video link:

- Pier Silvio Berlusconi, Vice Chair and CEO;
- Marina Brogi,
- Andrea Canepa,
- Raffaele Cappiello,
- Costanza Esclapon De Villeneuve,
- Giulio Gallazzi,
- Marco Giordani,
- Francesca Mariotti
- Gina Nieri,
- Danilo Pellegrino,
- Niccolò Querci,
- Stefano Sala,
- Carlo Secchi,

and the statutory auditors:

- Giovanni Fiori,
- Flavia Daunia Minutillo

while the director Marina Berlusconi and the standing auditor Riccardo Perotta have been excused.

The Chair informed the Meeting that:

- full documentation about the items on the Agenda had been deposited and made available to the public in accordance with the terms and conditions of current laws and regulations, and was therefore not read out in full to the Meeting.

The original documentation has been annexed to these Minutes, of which it forms an integral part (Annex -A- consisting of the Board of Directors' report to the Meeting containing today's proposed resolution);

- as indicated in the notice of meeting, the Meeting has appointed Computershare S.p.A., as its designated representative under Article 135-undecies of the Finance Consolidation Act and Article 106 of Decree Law 18/2020, to collect the voting proxies or sub-proxies for this Meeting, also pursuant to Article 135-novies of the Finance Consolidation Act.

- the Company has published the proxy forms and voting instructions on its website.

- Computershare S.p.A. is represented by Fabio Ferrari, and his attendance is noted in the notice of meeting;

- the notices from intermediaries regarding attendance at this Meeting have all been made in accordance with the relevant regulations;

- the Meeting office, duly authorised for this purpose, has checked that the attendees' proxies correspond with current laws and regulations, and with Articles 12 and 14 of the company Bylaws;

- the Meeting is held at a single call and thus has been duly convened, as shareholders representing more than one-fifth of the share capital are present and represented by a proxy granted to the designated representative;

- informed the Meeting that the Company has not received any requests to include further items on the Agenda (Article 126-bis of the Finance Consolidation Act);

- the audio/video recording of the Meeting is only made in order to provide a record of events and to facilitate the taking of minutes;

- confirmed that with regard to this Meeting, the Company has complied with all current legal requirements on data protection;

- all the data, audio and video recordings will be kept, together with the documents produced during the Meeting, by the Corporate Affairs Department of Mediaset Spa.

The Chair then handed over to Emanuela Bianchi so she could provide certain information required by law:

- the share capital of EUR 614,238,333.28 is divided into 1,181,227,564 ordinary shares, each with a nominal value of EUR 0.52;

- to date, the person with a direct or indirect shareholding of more than 3% of the share capital of Mediaset Spa is:

. Silvio Berlusconi, indirectly, through Fininvest S.p.A. 521,803,991 shares equal to 44.175%;

- the Consob website also shows that:

. Vivendi S.E. 340,245,513 shares equal to 28.80% of which 113,533,301 equal to 9.61% have voting rights, and 226,712,212 equal to 19.19% have voting rights exercised by Ersel Sim S.p.A.;

- on 3 May 2021, Finanziaria d'Investimento Fininvest S.p.A. together with Mediaset S.p.A. and R.T.I. - Reti Televisive Italiane S.p.A., on the one hand, and Vivendi S.E. and Simon Fiduciaria S.p.A. (the latter only within the scope and for the limited purposes of its corporate activities under Law 1966/1939, or as the formally-appointed fiduciary holder of 226,712,212 Mediaset shares owned by Vivendi), together with Financière De L'Odéon S.E., Dailymotion S.A. and Ersel Sim S.p.A. on the other hand, have signed a settlement agreement (the "Settlement Agreement") the purpose of which is to irrevocably terminate the parties' respective claims against each other and to discontinue all the pending legal proceedings and complaints.

Within the broader context of the Settlement Agreement, Fininvest on the one hand, and Vivendi (together with Simonfid and Ersel Sim S.p.A.) on the other, also signed a further contract on the same date, in relation to additional commitments agreed between the parties (the "Contract").

The Settlement Agreement and the Contract contain certain shareholder agreements that are relevant for the purposes of Article 122, paragraphs 1 and 5b) TUF.

The essential information about the shareholder agreements has been published on the company's website in accordance with Article 130 of the Issuers' Regulation;

- as of today, the Company holds in its portfolio 42,032,129 own shares without voting rights, equal to 3.56% of the share capital;

- the following documents will be annexed to these minutes and will be available to the attendees:

- a list of the names of the participants who have granted an authority to the designated representative, together with all the details required by Consob;

- a list of the names of the persons who voted in favour, voted against or abstained, and the number of shares held by each.

- in accordance with Article 127-ter of the Finance Consolidation Act, answers were given to the written questions submitted prior to the Meeting, by means of a response published in the relevant section of the company's website on 24 May 2021.

The text of the questions and answers has been attached in Annex **-B-**.

The Chair informed the Meeting that the designated representative has declared that he has no personal interest in the proposed resolutions put to

the vote during the Meeting; however, in view of the existing contractual relations between the company and Computershare S.p.A., with particular regard to the provision of technical assistance at the Meeting and other services, in order to avoid any future objections about the possible existence of circumstances that would generate a conflict of interest, Computershare S.p.A. has expressly declared its intention not to cast a vote that goes against the voting instructions.

He informed the Meeting that voting would take place through a declaration by the designated representative, specifying the number of votes in favour, votes against or abstentions, the non-voters, and possibly the number of shares for which temporary absence from the Meeting would be required.

Before moving on to discuss the sole item on the agenda, with reference to the Extraordinary Shareholders' Meeting held on 4 September 2019, the Chair noted that the resolution regarding the cross-border merger by incorporation of Mediaset and of Mediaset España Comunicación S.A. into Mediaset Investment N.V. had not been executed due to the legal requirement not being met.

He then started the discussion of the sole item on the Agenda: Proposal to revoke the decision of 18 April 2019, and thus to amend Article 7 of the Bylaws relating to the abrogation of the shares with increased voting rights under Article 127-quinquies of Legislative Decree no. 58 of 24 February 1998,

At the Chair's invitation, Emanuela Bianchi read out the proposed resolution, which is the same as the one contained in the Board of Directors' report to the Meeting.

*"The Extraordinary Meeting of Shareholders of Mediaset S.p.A. (the "Company"): (i) having examined the explanatory report by the Board of Directors on the sole Agenda item (the "Report"); (ii) supporting the reasons for the proposal, as contained therein*

**RESOLVED**

*1. To revoke the decision passed on 18 April 2019 and thus to amend Article 7 of the Bylaws as follows:*

*"Article 7*

*1. The shares are registered and indivisible, and may be freely transferred.  
2. Each share gives the right to one vote.  
3. The provisions regarding the representation, entitlement and circulation of shareholdings that apply to shares traded on regulated markets, remain unaffected.";*

*2. To grant the Chair, Vice-Chair and CEO currently in office, and to the Director Marco Giordani - individually and with the right of sub-delegation and the power to appoint special representatives - full powers, with no exclusions or exceptions, to execute this resolution; such powers include but are not limited to the following:*

*(a) the management of relations with any competent body and/or Authority;*

*(b) the power to obtain the legally-required approvals for the above resolution, with the right to make any changes to it that may be required by the competent Authorities and/or by the Companies Register at the time of registration".*

The Chair invited the designated representative to cast the votes.

Votes were cast, exclusively by proxy, by 949,208,451 shares equal to 80.357797%.

The Chair informed the Meeting that the proposal had been unanimously approved with 949,208,451 votes in favour, equal to 80.357797% of the share capital.

There being no other matters to discuss and no one asking to speak, the Chair declared the meeting closed at 12:15 p.m. and thanked all the attendees.

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Attached in Annex **-C-** is a list of the attendees with details of all the shareholders who attended; Annex **-D-** contains the record of voting results. Finally, Annex **-E-** contains the updated version of the Bylaws.

The votes against and the abstentions were verified electronically.

The appearing Party did not require me to read out the annexes.

This document was written partly by me and partly on an electronic system by a person in my trust, on three sheets of paper covering ten sides, which were read out by me to the Party and signed at 12:25.

FEDELE CONFALONIERI

ARRIGO ROVEDA seal