

Annual report on the independence of the external auditors of Mediaset España Comunicación, SA and its Group, as well as the provision of additional services to the audit.

Paragraph 4 (f) of Article 529 quaterdecies of the Companies Act states that the Audit and Compliance Committee shall annually prepare and issue, prior to the issuance of the audit report, a report in which it expresses an opinion on the independence of the auditors. Furthermore, Article 5 of the Regulations of the aforementioned Committee states that: “This report shall include, in all cases, the valuation of the provision of additional services referred to in the following point g), considered individually and collectively, distinct from the statutory audit and in connection with the rules of independence or the regulations governing the audit”.

In application of the above, the Audit and Compliance Committee has formulated this report in which it analyses the independence of the current auditor for Mediaset España and its Group, Ernst & Young, SL having analysed and valued the following aspects:

- Appointment of the auditor: Following a favourable report from the Audit and Compliance Committee, the General Meeting of Shareholders of the Company held on April 17th 2013, appointed Ernst & Young, SL as auditors of Mediaset España and its Subsidiaries for the years 2013, 2014 and 2015; and being re-elected by the AGM held last April 13th to carry out the audit for 2016.
- Rotation of the signatory auditor of the annual accounts: In compliance with the provisions of Article 19 of the Auditing Law, during 2015 the rotation of the signatory auditor of the annual accounts has occurred, as the maximum legal period for the established purpose has been met.
- Independence: Prior to the formulation of this report, the auditor of the company sent a letter to the Audit and Compliance Committee, which confirms that it has complied with the independence requirements that are applicable in accordance with the provisions in the Consolidated Accounts Audit Law, issued July 1st by Royal Legislative Decree 1/2011 and its implementing regulations.

During 2016 the auditor has not informed the Audit and Compliance Committee of any issues that may jeopardize their independence.

In addition, the auditor has ensured that, pursuant to its internal procedures, it has not identified circumstances that, individually or collectively, could pose a significant threat to their independence and therefore could assume causes of incompatibility

- Fees: In order to assess the independence of the auditor, the Audit and Compliance Committee has been monitoring the fees paid to Ernst & Young in 2016 for all services rendered; in this regard, the auditor has provided the company with the fees billed to Mediaset España and its Group during the period between January 1st and December 31st

2016, including audit services and other various services in order to allow the Audit and Compliance Committee to assess them with regards to their independence.

The Fees paid to Ernst & Young during 2016 have, as a whole, amounted to 314 thousand euros, of which the 89 thousand euros correspond to the audit of the annual accounts, the same fees as in 2015, and 131 thousand euros to the audit of the annual accounts of the Group Companies.

In addition, Ernst & Young has carried out other work closely related to the audit of accounts (limited semi-annual review of the Consolidated Accounts, revision of the ICFR, review of advertising revenue, etc.) for 63 thousand euros.

Finally, fees paid by Mediaset España during 2016 for non-auditing services provided by Ernst & Young amounted to 31 thousand Euros, which represents a 9.87% of the total amount invoiced by the audit firm.

Based on the above and once the relevant assessment has been made, the Audit and Compliance Committee considered that the independence of the current auditor of Mediaset España and its Group of Companies is guaranteed.

Madrid, 23rd February 2017.