

# MEDIASET *españa*.

## **MEDIASET ESPAÑA COMUNICACION, S.A.** **NOTICE CONVENING THE ANNUAL GENERAL MEETING**

The Board of Directors of MEDIASET ESPAÑA COMUNICACIÓN, S.A has agreed to convene the Shareholders' Annual General Meeting, to be held in Madrid at the company's registered office in Carretera de Fuencarral a Alcobendas nº 4, at 12:00 on 10<sup>th</sup> April 2019 on first call or on 11<sup>th</sup> April 2019 on second call, at the same place and time, to discuss and resolve the following:

### **AGENDA**

- Item One.** Examination and approval of the Annual Accounts, both the individual accounts of Mediaset España Comunicación, S.A. and the consolidated accounts of the Group of Companies for the year to 31st December 2018.
- Item Two.** Examination and approval of the Non-Financial Information of Mediaset España Comunicación, S.A. and its Consolidated Group of Companies for the year to 31st December 2018
- Item Three.** Examination and approval of the proposed application of profit corresponding to the 2018 financial year.
- Item Four.** Examination and approval of the management of the company's business by the Board of Directors during 2018.
- Item Five.** Authorization for Directors with executive functions and Senior Management to receive part of the variable remuneration they have accrued in the year 2018 in the form of shares of the Company.
- Item Six.** Authorise the Board of Directors, so that they may establish a remuneration scheme aimed at Executive Directors and Managers of the Group of Companies linked to the value of the shares of the Company.
- Item Seven.** Examination and approval of the Annual Remuneration Report for directors of Mediaset España Comunicación, S.A
- Item Eight.** Delegation of powers to sign, interpret, correct and execute previous resolutions, as well as to substitute the powers received by the Board of Directors from the Annual Meeting.
- Item Nine.** Information on the amendments introduced in the Board of Directors regulations approved since the last general meeting was held.

### **NOTICE AND PROPOSAL SUPPLEMENT**

In accordance with the provisions of the Companies Act, shareholders in possession of at least three percent (3%) of the Company's share capital may require:

- Request that a supplement to the present call for the General Meeting of Shareholders,

including one or more points on the agenda, provided that the new item is accompanied by a justification or, where appropriate, of a justified proposed resolution.

- To submit proposals on informed matters of agreements included or to be included in the agenda

To exercise this right, shareholders must properly notify the General Corporate Management at its registered office within five (5) days of the date of publication of this meeting notice.

## **RIGHT TO ATTEND**

Those shareholders registered as holding any number of shares with voting rights may attend the General Meeting. In accordance with the provisions of Article 26 of the Articles of Association, Section 15 of the General Meeting Regulations and Section 179 of the Companies Act, shareholders are requested to register their shares on the relevant book entry system five (5) days prior to the date of the General Meeting and to be in possession of Attendance/Proxy Cards issued by the Company.

In order to prove the identity of the shareholder or who you validly represent at the entrance of the premises where the General Shareholders Meeting takes place, attendees may be requested to provide, along with the attendance card, the documents certifying the status of the representative of the corporate shareholder, the presentation of their National Identity Card or any other official document.

## **RIGHT TO REPRESENTATION**

In accordance with the provisions of Article 27 of the Articles of Association, and of Section 12 of the General Meeting Regulations, shareholders entitled to attend may appoint a proxy, who need not be a shareholder, to attend and vote on behalf of the shareholder at the General Meeting.

The proxy will be granted by filling in the proxy section of the Attendance/Proxy Card or by any other legally approved procedure. The proxy form shall include or append the Agenda, the representative's identity, application for instructions on voting and voting orders for the proxy in the event no specific instructions have been provided. In this event, proxy will be assumed granted to the Chairman of the AGM.

If representation was made by a public request, the proxy shall not have the right to vote corresponding to the represented shares in those items of the agenda in which there is a conflict interest, unless they had received specific instructions of voting directions from the shareholders for each of the above mentioned items and without detriment to the possibility of designating another representative for the above mentioned items.

There will be a conflict of interest in the cases provided for in applicable legislation. In any case, it is understood that the members are in situation of conflict of interest in the cases set out in the Companies Act.

Unless otherwise stated, when the members prepare a public request of representation, the exercise of the rights to vote corresponding to the shareholders shares will be exercised by the Chairman. Unless otherwise stated, it will be considered that the shareholder gives precise

instructions of affirmative votes to the proposed resolutions in the Board Meeting in every General Meeting.

The delegation may include those items that even though they not included on the Agenda of the notice, they are treated in the General Meeting, considering that unless otherwise stated, the shareholder provides specific instructions so that the proxy abstains. If the delegation had not included them, it will be considered that the shareholder instructs his proxy to abstain in the voting of these items.

## **RIGHT TO INFORMATION**

From the publication of this meeting notice and in accordance with the regulations in force, shareholders may examine at the Company's registered offices (Carretera de Fuencarral a Alcobendas nº 4, Madrid), review on the Company's website (<http://www.telecinco.es/inversores/es/>) and request free of charge through the Shareholders Services Office [Oficina de Atención del Accionista] (telephone number +34 91 358 87 17), a copy of the following documents:

- 1.- Full text of the proposed resolutions corresponding to the items on the agenda, submitted by the Board of Directors.
- 2.- Full text of the Annual Accounts and Management Report of the Company and its Consolidated Group for 2017, as well as the corresponding Audit Report.
- 3.- Non-financial information of the Company and its Consolidated Group for the year 2018.
- 4.- Annual Report on the remuneration for Directors and a verification report conducted by an independent party, for 2018.
- 5.- Justification report on the modifications introduced in the Board of Directors Regulations approved since the last General Meeting was held.
- 6.- Annual Corporate Governance Report and a verification report conducted by an independent party, for 2018.
- 7.- Rules applicable to proxy and voting means of by remote communications.
- 8.- Attendance and Proxy Card.

In accordance with the provisions of the Companies Act, of the Articles of Association and of the General Meeting Regulations, from the date of publication of this meeting notice until five (5) days before the scheduled date of the General Meeting, shareholders may request clarifications or submit questions in writing about the items of the Agenda or any other public information filed with the Spanish Securities Commission (CNMV) since the last General Meeting, held on 18th April 2018, and on the Audit Report.

## **SPECIAL MEANS OF INFORMATION**

In accordance with the provisions of the Public Limited Companies Act, the Company has a

website (<http://www.telecinco.es/inversores/es/>) to meet the right for information of shareholders and to disseminate relevant information required by the legislation on the securities market.

The Company's website will enable an Electronic Shareholders Forum, which will be accessible to both the individual shareholders as well as the voluntary associations under the provisions of the Companies Act, which may constitute, in order to facilitate communication prior to the convening of the General Board.

## **VOTING AND PROXY BY MEANS OF REMOTE COMMUNICATIONS**

The Board of Directors has decided, in compliance with Articles 27 & 33 of the Articles of Association and Sections 16 & 26 of the General Meeting Regulations, to authorise shareholders' right to voting by proxy via remote communication means in advance of the date of the Meeting, provided all legal requirements as well as those specified for this event are met.

Voting by remote communication:

Shareholders with the right to vote but who do not attend the General Meeting may, in advance of the date of the General Meeting, vote by remote communication via one of the following methods:

- (i) Electronic means:

Procedure: Shareholders wishing to cast their vote, in advance of the General Meeting, by remote communication must access the Company's website (<http://www.telecinco.es/inversores/es/>) and go to the space dedicated to the 2018 Shareholders' General Meeting entitled "Delegation and Electronic Vote" and follow the instructions given therein.

Identification: The safeguards required by the Board of Directors, pursuant to Section 26 of the General Meeting Regulations, to guarantee proper identification and authentication of shareholders exercising their voting rights prior to the celebration of the General Meeting via electronic means comprise a recognised electronic certificate and advanced electronic signature, under the terms of the Electronic Signature Act 59/2003 of 19th December, provided they are based upon (i) the Electronic User Certificate, issued by the Spanish Public Certification Authority (CERES) reporting to the Royal National Mint and of which cancellation has not been notified; or (ii) the recognised electronic certificate incorporated in the National Electronic Identity Document, issued in accordance with the Royal Decree 1553/2005 of 23rd December, regulating the issuance of the National Identity Document and its electronic signature certificates.

All shareholders in possession of an electronic signature which complies with any of the two above requirements and use it for identification purposes may grant a proxy through remote communication means.

Requirements: Only proxies issued by shareholders and received by the Company within the dates specified in following paragraph 3 shall be considered as valid.

- (ii) By post:

Procedure: Shareholders wishing to cast their vote by post, in advance of the General Meeting, must fill in the section headed “Vote by Remote Communication” on the Attendance/Proxy Card issued to them by the Company.

Once the Card has been duly filled in and signed, it may be sent by one of the following methods:

- a. By post, addressed to: Mediaset España Comunicación, S.A.” (Shareholders’ Annual General Meeting 2019), Carretera de Fuencarral a Alcobendas nº 4, 28049 Madrid.
- b. Using the prepaid reply envelope supplied with the Card.
- c. By personal delivery at the address given above.

Requirements: Only votes issued by shareholders and received by the Company within the dates specified in the following paragraph 3 shall be considered as valid.

## 2. Proxy voting by remote communication:

Shareholders with the right to vote but who do not attend the General Meeting may, in advance of the date of the meeting, designate a proxy by one of the following remote communication methods:

- (i) Electronic means:

Procedure: Shareholders wishing to designate a proxy, in advance of the General Meeting, by electronic means must access the Company’s website (<http://www.telecinco.es/inversores/es/>) and go to the space dedicated to the 2019 Shareholders’ Annual General Meeting under the heading “Proxy and Electronic Vote” and follow the instructions given therein.

Identification: The safeguards required by the Board of Directors, pursuant to Section 26 of the Annual General Meeting Regulations, to guarantee proper identification and authentication of shareholders designating a proxy prior to the celebration of the General Meeting via remote electronic means comprise a recognised electronic certificate and advanced electronic signature, under the terms of the Electronic Signature Act 59/2003 of 19th December, provided they are based upon (i) the Electronic User Certificate, issued by the Spanish Public Certification Authority (CERES) reporting to the Royal National Mint and of which cancellation has not been notified; or (ii) the recognised electronic certificate incorporated in the National Electronic Identity Document, issued in accordance with the Royal Decree 1553/2005, of 23rd December, regulating the issuance of the National Identity Document and its electronic signature certificates.

All shareholders in possession of an electronic signature which complies with any of the two above requirements and use it for identification purposes may grant a proxy through remote communication means.

Requirements: Only proxies issued by shareholders and received by the Company within the dates specified in following paragraph 3 shall be considered as valid. Shareholders designating

a proxy via electronic means are obliged to inform the designated person of such delegation and obtain his or her acceptance. Delegation will be considered accepted when the proxy identifies him or herself by means of his or her National Identity Document or Passport on the designated day and place of the General Meeting, within the two hours prior to its time of commencement, allowing the Shareholders Registry personnel to verify the proxy, who will present, if necessary, a copy of the electronic delegation.

Should shareholders delegate in the Chairman of the Board, communication and acceptance will be considered effected on receipt of the said electronic delegation by the company in the proper form and within the specified date.

The proxy may only cast a vote on behalf of his or her assigner by attending the meeting in person.

(i) By post:

Procedure: Shareholders wishing to designate a proxy by post, in advance of the General Meeting, must fill in the section headed “Vote by Proxy” on the Attendance/Proxy Card issued to them by the Company.

Shareholders wishing to delegate in the Chairman of the Board must post their Attendance/Proxy Card, duly filled in and signed, to the Company’s registered offices.

Shareholders wishing to delegate in a third party must post a photocopy of their Attendance/Proxy Card, duly filled in and signed, to the Company’s registered offices.

- a) By post, addressed to: Mediaset España Comunicación, S.A. (General Shareholders’ Meeting 2019), Carretera de Fuencarral a Alcobendas nº 4, 28049 Madrid.
- b) Using the prepaid reply envelope supplied with the Card.
- c) By personal delivery at the address given above.

Requirements: Only proxies issued by shareholders and received by the Company within the dates specified in following paragraph 3 shall be considered as valid.

Shareholders designating a proxy by post are obliged to inform the designated person of such delegation and obtain his or her acceptance. Delegation will be considered accepted when the proxy identifies him or herself by means of his or her National Identity Document or Passport on the day and at the place of the General Meeting, within the two hours prior to its time of commencement, allowing the Shareholders Registry personnel to verify the proxy, who will present, if necessary, the original of the proxy card.

Should shareholders delegate in the Chairman of the Board, communication and acceptance will be considered effected on receipt of the said original proxy card by the company. The proxy may only cast a vote on behalf of his or her assigner by attending the meeting in person.

3. Term for exercising the right to vote and proxy by remote communication:

In order to be valid, designation of proxies and votes cast in advance of the General Meeting by remote communication means (electronic or postal) must be received at the Company’s registered offices or through the Company’s website before midnight on the 9<sup>th</sup> April 2019. Beyond this time, proxies will not be deemed designated and votes will not be considered cast.

## **COMMON RULES FOR EXERCISING THE RIGHT TO PROXY AND REMOTE COMMUNICATION VOTE**

1.- Priority between voting by proxy/remote communication and physically attending the General Meeting:

a.- Shareholders who attend the General Meeting after voting by proxy or voting in advance of the General Meeting by remote communication, via whichever means, render their delegation or vote null and void.

b.- Similarly, any vote, regardless of the means employed in casting it, will cancel any previous or subsequent delegation by remote communication.

2.- Should a shareholder assign more than one valid delegations via remote communication, in advance of the date of the General Meeting, the last one received by the Company will prevail.

3.- Should a shareholder issue more than one vote via remote communication for one single item on the Agenda, the last vote received by the Company will prevail and any others received before that vote, will be considered invalid.

4.- When electronic means are employed to cast a vote or designate a proxy, in advance of the General Meeting, only one electronic transaction will be allowed for each operation (one vote and one delegation)

5.- Votes cast or proxies designated via remote communication, in advance of the date of the General Meeting, will be rendered null and void from the moment the shareholder no longer owns the shares conferring attendance rights. The shareholder is responsible for guarding his or her electronic signature enabling him or her to vote or delegate via electronic means.

6.- Shareholders who are legal persons or who are not resident in Spain should consult the Shareholders Services Office (Oficina de Atención del Accionista) to examine the possibility of adapting the mechanisms for remote communication proxy and voting in advance of the date of the General Meeting to their particular circumstances. Likewise, shareholders who are legal persons should notify the Company of any modification or cancellation of their representatives' powers. The Company cannot accept any responsibility until receipt of such notification.

7.- The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms whenever necessary for technical or security reasons.

8.- The Company may not be held responsible for damages to shareholders arising from malfunction, overload, line failure, faulty connection, postal services failure or any other incident of a similar nature beyond its control, preventing shareholders from using these remote communication voting and proxy mechanisms.

For any further information regarding submission of documentation and any other aspect of this meeting notice, shareholders are invited to visit the Information Office located at the

Company's registered offices in Madrid, Carretera de Fuencarral a Alcobendas, nº 4 (Departamento Relaciones Inversores) or call the Shareholder Service Office [Oficina de Atención del Accionista], telephone +34 91 358 87 17.

## **PRESENCE OF A NOTARY PUBLIC**

In accordance with the provisions of the Companies Act and the General Meeting Regulations, the Board of Directors has resolved to request the presence of a Public Notary to take the minutes of the General Meeting.

## **PROTECTION OF PERSONAL DATA**

Shareholder's personal data provided to the Company in exercise or delegation of their right to attend and vote at the Meeting or to be provided for this purpose by the banks and securities companies and agencies in which shareholders deposited and guarded their actions will be dealt with by the Company in order to manage the development, implementation and control of the existing shareholding relationship with respect to the calling and holding of the Annual General Meeting. For these purposes, the data is included in the processing under the responsibility of Mediaset España Comunicación, S.A.

The owner of the data will, in any case and where legally appropriate, have a right of access, rectification, eliminating or limiting the processing of the data collected by the Company. These rights may be exercised in compliance with the terms and conditions established for that purpose in the legislation, sending a letter to Mediaset España Comunicación, S.A, Carretera de Fuencarral a Alcobendas, 4 (28049 Madrid), or by email to the following email address [privacidad@mediaset.es](mailto:privacidad@mediaset.es)

If the attendance card or shareholder proxy includes personal data relating to a third party, the holder must have express consent and inform the third party of the contents of the above and satisfy any other requirements that may be applicable for the correct transfer of personal data to the Company without it having to perform any additional action. Their data will be communicated to the Notary in relation to the drafting of the notarial deed of the Board and may be provided to third parties in the exercise of the right of information provided by law, or be accessible to the general public insofar as they appear in the documentation that is available on the web page (<http://www.telecinco.es/inversores/es/>) or manifested in the General Meeting, the holding of which may be subject to audio-visual recording and public dissemination on said website. In case of attending the General Meeting, we inform you that this will be the subject of recording and dissemination, and that your image will be processed with the purpose of managing the audio-visual recording and public dissemination of the General Meeting.

## **GENERAL INFORMATION**

- The General Meeting is expected to be held on first call.
- Only attendance/Proxy Cards issued by the Company will be considered valid.
- There will be no payment or gift for attending the Meeting.

Signed in Madrid on the 8<sup>th</sup> March 2019. Secretary of the Board of Directors, Mr Mario Rodríguez Valderas.