

## PROPOSED RESOLUTIONS

### GENERAL MEETING OF SHAREHOLDERS

“MEDIASET ESPAÑA COMUNICACION, S.A.”

-10<sup>th</sup> and 11<sup>th</sup> of April 2019-

**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 31<sup>st</sup> December 2018.**

- **Proposed resolution**

To approve the Company’s Annual Accounts, (including the Balance Sheet, the Profit and Loss Account, the Statement of changes in equity, Statement of cash flows as well as the Notes to the Annual Financial Statements) and the Management Report of both “MEDIASET ESPAÑA COMUNICACION, S.A.” and its Consolidated Group of Companies for the year to 31<sup>st</sup> December, 2018, approved by the Board of Directors in its meeting of 27<sup>th</sup> February 2019 verified by the Audit and Compliance Committee, and audited by Deloitte S.L. without objections.

**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 31<sup>st</sup> December 2018.**

- **Proposed resolution:**

Approve the Non-Financial Information of "MEDIASET ESPAÑA COMUNICACIÓN, S.A." and its Consolidated Group for the year ended December 31, 2018.

**Item Three. Examination and approval of the proposed application of profit corresponding to the 2018 financial year.**

## 1. Proposed resolution

To distribute the profit resulting from the financial year 2018, amounting to 175,089 thousand euros, as follows:

	(Thousand €)
<u>Profit &amp; Loss (profit)</u>	<u>175,089 euros</u>
To dividends	100,163 euros
To voluntary reserves	74,926 euros
<b>Total</b>	<b>175,089 euros</b>

1. To set the Dividend payable at 0.30590132 euros per share, without deducting the amount that corresponds to the treasury shares at the time of distribution.
2. The dividend is payable to shareholders of "MEDIASET ESPAÑA COMUNICACION, S.A." on the 30<sup>th</sup> April 2019.

### **Item Four: Examination and approval of the management of the company's business by the Board of Directors during 2018.**

- **Proposed resolution:**

To approve the management carried out by the Board of Directors in 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.**

- **Proposed resolution:**

Approve that, a portion of the variable remuneration corresponding to 2018 accrued by the executive directors and the main managers of "MEDIASET ESPAÑA COMUNICACION, S.A." and its Consolidated Group of companies can be received in Company shares in accordance with the following conditions:

- Beneficiaries: All employees of "MEDIASET ESPAÑA COMUNICACION, S.A." and the member companies of its Consolidated Group, including the Executive Directors thereof.

- Voluntary nature: Receipt of variable remuneration in shares is voluntary on the part of the beneficiaries.
- Maximum Limit: The maximum amount of shares to be received by each beneficiary will be the result of applying 12,000 euros to the average share price on the date of delivery.
- Origin of the shares: shares shall come from the treasury stock.
- Maximum number of shares to be given: will be the result of dividing 12,000 euros between the average trading price of the share on the date of delivery.
- Value of shares: the average trading price of the share on the date of delivery.
- Duration: this remuneration system will apply until the date of delivery, which must be verified in any case before the expiration of three months from the date of approval by the Shareholders General Meeting.
- Delegation: the power to enforce the agreement is delegated to the Board of Directors.

**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.

- **Proposed resolutions:**

To approve the creation of a remuneration scheme (the “Remuneration Scheme”) for Executive Directors and Senior Managers of the Consolidated Group, this consists of awarding Company shares. The basic features are as follows:

- Recipients: Executive Directors and Managers of the Group determined in each case by the Board of Directors, approximately 25 people.
- Maximum number of shares: The maximum number of shares that may be assigned in each of the three years of the Remuneration Scheme shall be equal to 0.33% of the share capital of the Company. Of this 0.33% a maximum of 0.11% will correspond to the Executive Directors of the company. The Company may not increase its share capital to meet payments under this Remuneration Scheme.
- Value of shares: the value of the shares to be taken as reference in order to assign each recipient will be that corresponding to the average share price in the thirty days prior to the holding of the Annual General Meeting to approve the annual accounts corresponding to each of the three years duration of the Plan.
- Exercise price: the shares to be allocated to each recipient in each year of the system will be the result of dividing the joint economic contribution made each year, by the

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recipient and the Company, between the value of the shares

- Date of delivery: Any date agreed upon by the Board of Directors, which shall be within 4 months of the date the Plan was approved by the AGM.
- Duration: Between 2019 and 2021, both included, the shares may be delivered at any time after the approval of the annual accounts for 2021, as determined by the Board of Directors.

With the objective of facilitating the implementation of the above resolutions, the Annual General Meeting unanimously resolves to delegate to the Board of Directors all the necessary powers for the purpose, with explicit authority for the Board in turn to delegate these powers in any individual members of the Board

**Item Seven. Examination and approval of the Annual Remuneration Report for directors of Mediaset España Comunicación, S.A**

- **Resolution proposed:**

Approve the Directors Remuneration Report of Mediaset España Comunicación, S.A. corresponding to the year 2018.

**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.**

- **Resolution proposed:**

Delegate the Board of Directors with the express power of substitution in any of its CEOs and the Secretary of the Board of Directors, so any of them, individually, may formalize the resolutions adopted at this Meeting in a deed and in particular, to file at the Commercial Registry, the certification of the resolutions approving the Financial Reports and distribution of profits, attaching the documents legally required, as well as to grant all public or private documents as required to obtain the corresponding entry of the resolutions adopted in the Commercial Register, including requests for partial registration, with powers, including, to remedy or rectify in accordance with the verbal or written assessment that the Registrar may make.

**Item Nine. Information on the amendments introduced in the Board of Directors regulations approved since the last general meeting was held.**

**Mario Rodríguez Valderas**  
**Secretary of the Board of Directors**