

**Mediaset España
Comunicación, S.A.**

Independent Limited Assurance
Report on the 2018 Annual Report on
Director's Remuneration

27th February 2019

INDEPENDENT LIMITED ASSURANCE REPORT ON THE ANNUAL REPORT ON DIRECTOR'S REMUNERATION

To the Board of Directors of
Mediaset España Comunicación, S.A.:

Scope of Work

We have performed a limited assurance engagement related to the information included in the Annual Report on Directors' Remuneration of Mediaset España Comunicación, S.A., corresponding to the year ended December 31st, 2018, prepared in accordance with the terms outlined in Article 541 of the Companies Act, Order ECC/461/2013 of March 20, which determines, among others, the minimum content and structure of the Annual Report on Directors' Remuneration, and Circular 4/2013, of June 12, of the Spanish Securities Exchange Commission (CNMV), which establishes the models of the Annual Report on Directors' Remuneration, among others, of listed corporations, amended by Circular 7/2015, dated December 22 and Circular 2/2018, dated June 12, of the CNMV.

Directors' Responsibility

The Directors of Mediaset España Comunicación, S.A. are responsible for the preparation, the contents, and the presentation of the accompanying Annual Report on Directors' Remuneration. This responsibility includes the design, implementation, and maintenance of the internal control deemed necessary to ensure that the Annual Report on directors' compensation is free of any material errors resulting from fraud or error.

The Directors of Mediaset España Comunicación, S.A. are also responsible for defining, implementing, adapting, and maintaining the management systems necessary for preparing the Annual Report on Directors' Remuneration.

Our responsibility

Our responsibility is to issue a limited assurance report based on the procedures we have performed as well as evidence obtained. We have performed our limited assurance work in accordance with the requirements established by the Standard ISAE 3000 (Revised), "Assurance Engagements other than Audit and Review of the Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

The work carried out for a limited assurance report on procedures performed varies in nature and time, and is less extensive than a reasonable assurance report, and therefore, the degree of assurance is also less extensive.

Our procedures performed for the purposes of this engagement are based on our professional judgement and consisted of questioning management and applying certain sample based analytic and review procedures.

Specifically, our work included the following procedures:

- Perusal and understanding the information prepared by the Company and included in the 2018 Annual Report on Directors' Remunerations, to determine whether it encompasses the entirety of the contents mandated by Article 541 of the Companies Act and Order ECC/461/2013 of March 20, as well as Circular 4/2013, of June 12, of the CNMV, amended by Circular 7/2015 of December 22, of the CNMV and Circular 2/2018, of June 12, of the CNMV.

- Review of legal documentation, minutes of the Shareholders General Meeting and the Board of Directors meetings, the 2018 individual and consolidated financial statements, as well as any internal and external communication related to the appropriateness of the information covered by the Annual Report on Directors' Remuneration.
- Holding meetings with Mediaset España Comunicación, S.A.'s personnel including members of Management as well as other parties responsible for the different Company governance areas covered in this report.
- Analysis of the Company's procedures for collecting and validating data and information presented in the 2018 Annual Report on Directors' Remuneration.
- Using review tests based on a sample selection of the quantitative disclosures included in the 2018 Annual Report on Directors' Remuneration, verification of the appropriate compilation of data supplied by Mediaset España Comunicación, S.A.'s Management, and where necessary, the figures presented on the 2018 individual and consolidated financial statements provided by Mediaset España Comunicación, S.A.'s Management.
- Obtaining the representation letter related to the work performed, duly signed by those responsible for preparing and authorizing the 2018 Annual Report on Directors' Remuneration.

Independence

We have complied with the independence and ethical requirements of the Code of Ethics issued by the International Ethics Standards Board for Accountants (IESBA).

In accordance with the International Standard on Quality Control (ISQC)1, Deloitte maintains a global quality control system including the documented policies and procedures related to complying with ethics, professional standards, as well as applicable legal and regulatory guidelines.

Conclusions

As a result of the procedures we performed and the evidence obtained, no matters came to our attention which would lead us to conclude that the accompanying Mediaset España Comunicación, S.A. Annual Report on Directors' Remuneration corresponding to the year ended December 31, 2018 contain significant errors, or that the information has not been prepared in accordance with the principles established in Article 541 of Companies Act, Order ECC/461/2013 of March 20, and Circular 4/2013, of June 12, of the CNMV amended by Circular 7/2015, of December 22 and Circular 2/2018, of June 12, of the CNMV.

Other matters

This report in no case should be considered an audit report in the terms established under regulatory auditing standards prevailing in Spain.

DELOITTE, S.L.

IDENTIFICATION DETAILS OF THE ISSUER

Year-end date: [31/12/2018]

CIF/Tax identification No.: [A-79075438]

Company name:

[**MEDIASET ESPAÑA COMUNICACION, S.A.**]

Registered office:

[CARRETERA DE FUENCARRAL A ALCOBENDAS, 4 MADRID]

A. REMUNERATION POLICY APPROVED FOR THE CURRENT FINANCIAL YEAR

A.1. Explain the current director remuneration policy applicable to the year in progress. Insofar as it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

The specific determinations for the year in progress should be described, both the remuneration of directors in their status as such and as a result of their executive functions carried out for the Board pursuant to the contracts signed with executive directors and to the remuneration policy approved by the General Shareholders' Meeting.

In any event, the following aspects should be reported:

- Description of the procedures and company bodies involved in determining and approving the remuneration policy and its terms and conditions.
- Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- Information on whether any external advisors took part in this process and, if so, their identity.

The company's remuneration policy for its directors is regulated by Articles 37 and 56 of the Articles of Association and Article 28 of the company's Board of Directors Regulations. These provisions establish the competent bodies to approve or modify the remuneration policy, the principles on which it is based, its structure and its purpose.

In accordance with the principles governing Mediaset España's management, and in accordance with the provisions of article 28 of the Board of Directors Regulations and the best corporate governance practices, the remuneration policy must be:

- In accordance with the responsibilities assigned to them and the dedication employed.
- Incentive based and therefore, likely to retain the most valuable professionals rewarding the dedication, qualification and responsibility that the position requires.
- Related, at all times, to the importance of the Company in the business environment and its economic situation.
- In line with the market standards of companies of similar size and activity.
- Designed to promote the long-term profitability and sustainability of the Company.
- Contain the necessary precautions to prevent excessive risk taking and reward in case of unfavourable results.

With regards to independent Directors, this policy also seeks, that the amount of compensation is such that it provides incentives for their dedication and service to the Company, but that it does not compromise their independence.

As for the definition and approval process, different management bodies of the company are involved, including its shareholders. This process begins within the Appointments and Remuneration Committee which analyses and approves the main defining lines of the Directors remuneration and formulates both, this report and the Director's remuneration policy, where necessary.

Once the report has been prepared and in accordance with Article 37.3 of the Articles of Association, it is the Board of Directors that is responsible for approving the remuneration policy of its members that will be submitted for the approval of General Meeting.

Finally, it is Mediaset's shareholders, through the General Meeting, who evaluate and decide on a system and the manner in which the company directors receive their remuneration.

Like last year, in 2018 the Company considered it appropriate to submit the remuneration report of the previous year to a binding shareholder vote, together with the rest of the points on the agenda. The report was approved by 70.66% of the share capital.

Likewise, in 2018, and in accordance with the applicable regulations, the remuneration policy for the years 2018 to 2020, both included, was submitted for approval by the General Shareholders' Meeting and it was approved by 70.65% of the shareholders.

It should be noted, that external consultants have not been hired in the drafting process of the remuneration policy.

Following the provisions of the governance regulations, the Mediaset España Directors' remuneration scheme is as follows:

- The Directors, in their capacity as members of the Board of Directors, will be entitled to receive remuneration from the Company that will consist of a fixed annual amount and attendance fees. In the case of the Chairmen of the Board of Directors, and of the Executive, Audit and Compliance, and Appointments and Remuneration Committees, attendance fees will be higher.
- The Director's remuneration does not provide for the granting of loans or advances or guarantees; likewise, their participation in social welfare systems is not provided for, nor severance payments for termination of their relationship with the Company, except in the cases of executive directors. Also, they do not receive any compensation for belonging to other Boards of Directors of the Group's companies.
- In accordance with the provisions of the Articles of Association, the Chairman of the Board of Directors, who does not have executive functions and holds the status of external director, will receive a supplementary remuneration in response to the special dedication required by the position. This must be approved by the Board of Directors based on objective and measurable criteria, following a prior report from the Appointments and Remuneration Committee.
- With respect to the remuneration of executive directors for the performance of delegated or executive functions in the Company, in accordance with the provisions of article 56.2 of the Articles of Association and as provided for in their respective contracts approved by the Board of Directors, they are entitled to receive the following the remuneration concepts:
 - (i) An annual fixed sum that is appropriate to the delegated or executive services and responsibilities assumed, which include a fixed sum of monetary remuneration and another in kind for habitual concepts specific to the Company's management team.
 - (ii) An annual variable sum correlated to the Director's or the Company's performance indicators, consisting of:
 - (iii) Variable remuneration referenced to budgetary objectives
 - (iv) Partial and voluntary annual variable remuneration in shares.
 - (v) Medium-term incentive and loyalty system referenced to the share value.
 - (vi) Benefits.

- The relative weight of variable components compared to non-variable components of remuneration (remuneration mix) and the criteria and objectives that have been taken into consideration to guarantee a suitable balance between fixed and variable remuneration components. Specifically, state the actions adopted by the company related to the remuneration system to reduce exposure to excessive risk and adapt it to the long term objectives, values and interests of the company, including, where applicable, a reference to the measures provided to guarantee that the remuneration policy gives due consideration to the long-term results of the company, the measures adopted with regard to the categories of personnel whose professional activities have a material effect on the risk profile of the company, and measures designed to avoid conflicts of interest, where applicable.

Also, state whether the company has set any accrual or vesting period for specific remuneration variables, in cash, shares or other financial instruments, a deferral period for payment of sums or the provision of accrued and vested financial instruments, or whether any reduction or deferred remuneration clause has been agreed upon that obligates the director to return any remuneration received, whenever such remuneration is based on data which is later clearly shown to be inaccurate.

As mentioned, the remuneration of the executive directors for their work within the company in 2019, will be paid a fixed part, complemented by a variable component tied to the results obtained in terms of the budgetary targets. This remuneration system has been a constant in the history of this Company.

As in previous years, the accrual and quantification of the variable remuneration depends on the degree to which Company achieves the budget for the financial year 2019, in particular relating to the following three variables: (i) gross advertising revenues, (ii) consolidated EBIT of the Group and (iii) free cash flow.

Regarding the CEO, the variable remuneration constitutes 71% of his fixed remuneration and 41% of his full pay (based on a 100% level of achievement of the objectives on which the accrual and quantification of the variable remuneration is dependent).

With regards to the other Executive Directors, the percentage of the variable component of their remuneration is between 51% and 56% of the fixed component, and between 32% and 36% of full pay based on a 100% level of achievement of the objectives on which the accrual and quantification of the variable remuneration is dependent).

The Board of Directors considers that there is an appropriate balance between fixed and variable remuneration of the Company's CEO, because when the latter reaches its maximum, it could mean up to 45% of the total remuneration that can accrue in his favour when all concepts are included.

We understand that this ratio fully meets the objectives of proportionality, preservation and incentivisation that, as we have noted in previous sections, the variable remuneration system must comply with.

Lastly, when determining variable remuneration, any qualifications stated in the external auditor's report will be considered and will reduce the Company's results.

The payment of the executive director's variable remuneration is deferred for four months from the end of the year, following the application of the internal procedures for checking compliance with the previously established performance conditions and, in any case, prior approval by the General Meeting; The procedure for verifying that these objectives have been complied with is carried out after the close of the fiscal year, in accordance with the following procedure:

In the three months following the close of the fiscal year, the Board of Directors and/or the CEO, where appropriate, will evaluate whether the approved objectives have been complied with at the time of preparing the previous year's annual accounts; Therefore, it is necessary that the annual evaluation has been closed and audited and the annual accounts have been formulated.

Furthermore, and once compliance with the previously established performance conditions has been verified, the effective payment of the variable remuneration does not take place until the fourth month after the close of the fiscal year, once the annual accounts have been approved by the General Meeting, which allows the Company to detect any possible breach or irregularity, in which case the variable remuneration will not be paid.

- Amount and nature of the fixed components expected to be accrued by Directors in the fiscal year in their capacity as such.

Following the provisions of the Mediaset España's governance regulations, the Directors, in their capacity as members of the Board of Directors, will be entitled to receive a fixed annual amount and attendance fees. The maximum amount will have to be approved at the General Shareholders Meeting.

With regard to the above, the approval of the maximum amount that Mediaset España can pay its directors will be proposed at the General Meeting to be held in 2019, in respect of (i) fixed annual remuneration and (ii) attendance fees, in the amount of 2,500,000 Euros each year. The limit to be proposed is the same as that set in previous years.

In the exceptional event that the number of Board meetings or its Committees held in 2019 should reach the maximum figure, the remaining Board meetings or any Committee meetings held during such period will not generate an entitlement to receive allowances.

The exact amount of allowances and remuneration of the different board members shall be set by the Board of Directors at its meeting of February 27th, which, upon a proposal from the Appointments and Remuneration Committee, they will propose to establish the amount of seventy five thousand (75,000) euros per year for each Director as fixed remuneration, and four thousand (4,000) euros to be paid as attendance fees for attending the Board of Directors and its Committees meetings, which, in the case of the Chairman will be eight thousand (8,000) euros. There is no specific fixed remuneration for belonging to any of the Committees.

- Amount and nature of the fixed components that will be accrued in the fiscal year for the performance of senior management duties among executive directors.

The executive directors in their capacity as Company directors receive a fixed sum of monetary remuneration established in their respective contracts, appropriate to the functions and responsibilities attributed to each director.

Following a proposal from the Appointments and Remuneration Committee, the Board of Directors has agreed that the executive directors will receive the following fixed remuneration in 2019:

Mr. Paolo Vasile: 930 thousand euros.

Mr. Massimo Musolino: 556 thousand euros.

Mr. Mario Rodríguez Valderas: 405 thousand euros.

- Amount and nature of any component of remuneration in kind that will be accrued in the fiscal year, including but not limited to insurance premiums paid in favour of the director.

For the current year 2019, it is expected to maintain the scope and main characteristics of the remunerations in kind that the directors will receive. The main characteristics are the following:

1. CEO: (i) company vehicle; (ii) housing in Spain (Madrid) with parking space; (iii) life and accident insurance; (iv) medical insurance for him and his beneficiaries; (v) tax payments on account paid by the employer.
2. In the case of the rest of the executive directors: (i) company vehicle; (ii) life and accident insurance; (iii) medical insurance for him and his beneficiaries; (iv) tax payments on account paid by the employer.

Both cases have little relevance from an economic point of view. The amount of remuneration in kind for 2019 is expected to reach 144,000 euros.

- Amount and nature of variable components, distinguishing between short and long term. Financial and non-financial parameters, the latter including social, environmental and climate-change-related parameters, selected to determine variable remuneration for the current fiscal year, and an explanation of the extent to which such parameters correlate with the performance of both the director and the company and its risk profile, and the methodology, necessary period and techniques provided to determine, the degree of compliance with the parameters used in determining variable remuneration at the end of the year.

State, in monetary terms, the range of the various variable components in relation to the degree of achievement with established objectives and parameters, and any maximum monetary amount in absolute terms, if applicable.

As previously mentioned, the executive directors receive an integrated remuneration, amongst others, a fixed and a variable part, for the performance of their duties within the company.

The variable remuneration system is adopted at the beginning of each year by the Board of Directors. The objectives set for 2019 are established over the following parameters: (i) advertising revenue, (ii) consolidated group EBIT and (iii) Free Cash Flow. Each of the objectives is assigned a weight, 33.33%, 33.33% and 33.33%, respectively, the sum is 100%. The result of each target is independent of the rest.

In the case of the CEO, the Bonus Target for 2019 is 659,000€/year (for a 100% achievement of objectives), it being possible to achieve up to 50% of the said bonus (for an 85% achievement of objectives), and 130% of the bonus (for an achievement of objectives higher than 105%).

Regarding the Chairman of the Board, the variable remuneration system and the targets for 2019 are the same as those of the CEO, maintaining the amounts received in the said year without any variations regarding those established in 2018.

In relation to the executive director, Mr. Massimo Musolino, the variable remuneration system established allows for the maximum achievement of 51% of the fixed remuneration. 17% depends on individual objectives, another 17% on company objectives (the achievement of which is a condition for the accrual of variable remuneration), the remaining 17% depends on the performance evaluation during the year.

Finally, for the executive director, Mr. Mario Rodríguez, a variable remuneration system has been provided that allows a maximum achievement of 56% of the fixed remuneration. 20% depends on individual objectives, 20% on company objectives (the achievement of which is a condition for the accrual of variable remuneration), and 16% depends on the performance evaluation during the year.

The approval and evaluation of the CEO's objectives is carried out by the Board of Directors, following a report from the Appointments and Remuneration Committee. For this purpose, the proposals, the results achieved, and the resulting amount are presented to the Appointments and Remuneration Committee beforehand.

The other two executive director's objectives, Mr. Musolino and Mr. Rodríguez, are established by the CEO, who, at the proposal of the Human Resources Department also performs the achievement evaluation thereof, although said objectives must be approved by the Board of Directors, following a report from the Appointments and Remuneration Committee.

In any case, when determining variable remuneration, any qualifications stated in the external auditor's report will be considered and will reduce the Company's results.

With regard to the payment deadline and techniques to determine the degree of achievement of the objectives and parameters, we refer to the comments in the previous section.

(ii).b) Partial and voluntary annual variable remuneration in shares.

In 2019, a proposal for an agreement that allows the CEO and the other executive directors, among others, to receive part of the variable remuneration that corresponds to them, in Company shares will be submitted for the approval of the General Shareholders' Meeting, in accordance with the following conditions:

- (I) Voluntary nature: Receipt of variable remuneration in shares will be voluntary on the part of the beneficiaries;
- (II) Maximum Limit: The maximum number of shares to be received by each beneficiary is the result of applying 12,000 euros at average share price on the date of delivery;
- (III) Value of shares: the average trading price of the share on the date of delivery;
- (IV) Duration: The remuneration system shall apply until the date of delivery, which will be verified before the expiry of one month from the date of approval by the General Meeting, if applicable.

(ii).c) Medium-term incentive and loyalty system referenced to market value.

At the proposal of the Appointments and Remuneration Committee, the Board of Directors will submit, for the approval of the Company's Ordinary General Meeting, a medium-term incentive and loyalty system referenced to market value that will be applicable to 2019. The aforementioned incentive system will have the following main objectives:

- Reward the sustainability of the Company's results.
- Improve the composition of remuneration.
- Align the interests of "top management" with shareholders.

This system receives in equal parts, an annual contribution from each beneficiary (25% of their variable remuneration target in 2019) and a contribution charged to the company, establishing a given amount that will be invested in the purchase of company shares and attributed to the beneficiary in 2019.

It will last three years, and its accrual will depend on the established budgetary targets being achieved, cumulatively, for each of the three years of accrual.

The right to receive shares, in any case shall be subject to the employment relationship being maintained at the end of each triennium.

It must be taken into account, therefore, that (i) the shares that, in compliance with said Plan, must be assigned to each Director, and may not be finally delivered if the conditions established for delivery are not met; and (ii) the value attributed to the assigned shares is the current market price of the same, which does not have to correspond to the value that said shares will have at the moment in which, if applicable, they are delivered.

There is no profit sharing planned for 2019, neither are there any bonus or allowance payments different to those systems mentioned.

Note that the absolute amounts of variable remuneration which would give rise to the 2019 remuneration plan are as follows; (i) Sum of the variable remuneration in its target grade for 1,028,500 euros and (ii) the sum of the variable remuneration in its maximum grade would be 1,601,550 euros. The payment of the variable remuneration is scheduled for April 2020, once the Company's annual accounts have been approved, the same as in previous years.

- Main features of long-term savings systems. The following shall be indicated, among other information: the contingencies covered by the system, whether it is a defined contribution or benefit system, the annual contribution to be made to defined contribution systems, the provision to which the beneficiaries are entitled for defined benefit systems, the conditions for vesting in favour of directors and their compatibility with any type of payment or indemnification due to early termination or dismissal or arising from the termination of the contractual relation between the company and the director under previously determined conditions.

It must be indicated whether the vesting or accrual of any of the long-term savings plans is linked with the achievement of specific objectives or parameters related to the long and short-term performance of the director.

There are no long-term saving plans such as consideration for retirement planned for 2019. It must be noted that an annual provision is made as a result of contractual agreements entered into by the executive director, Mr. Massimo Musolino, as a result of dividing the sum of the annual fixed and variable remuneration by 13, updated with reference to the annual CPI, which will become effective at the time when the said Director ceases employment in the company. The annual cost is 55,926 euros.

- Any type of payment or indemnification due to early termination or dismissal or arising from the contractual relation between the company and the director under previously determined conditions, whether at the request of the company or the director, as well as any agreements such as agreements for exclusivity, post-contractual non-competition and non-separation or loyalty that entitle the director to any type of consideration.

The CEO's contract does not include clauses that establish compensation for early termination of his executive functions, nor any other type of compensatory remuneration.

With regards to the other two executive directors, (Mr. Mario Rodríguez and Mr. Massimo Musolino), in the event of any change in the Company's current ownership / control (direct or indirect), and in cases of unfair dismissal, collective or objective dismissal, termination by the Executive Director for the causes foreseen in articles 39, 40, 41, and 50 of the Workers' Statute, will receive two annuities equivalent to their gross remuneration.

In addition, Mr. Massimo Musolino has the following indemnity regime:

Voluntary redundancy: accrual per year: Fixed salary + annual variable, divided by 13.5, the total remuneration is the sum of the amounts corresponding to the number of years worked.

Termination by fair or unfair dismissal: legal allowance, plus indemnity provided for in point (i) above.

Exclusivity, post-contractual non-competition, permanence or loyalty agreements:

None of the executive directors' contracts contemplate permanence or post-contractual non-competition obligations.

Notwithstanding the fact that the duty of loyalty prevents any director from carrying out activities on his own behalf or for others that imply effective, current or potential competition with the Company, Mr. Musolino's contract, by reference to his status as a director, contains a clause which prohibits competition, and prohibits him joining another company, maintaining an employment or professional relationship with, directly or indirectly, persons, companies and entities engaged in business or commercial activities that are or may be in competition with the objects of Mediaset España, or the specific activity performed by it, anticipating that in the case of noncompliance, Mediaset will be entitled to deduct the assets, for the period defaulted, from the liquidation.

- Indicate the terms and conditions that must be included in the contracts of those who perform senior management functions as executive directors. Among these, disclose the duration, limits on the amount of termination payments, permanence clauses, notice periods, payments related to the duration of a notice period and any other clauses covering hiring bonuses, as well as indemnities or "golden parachutes" in the event of early termination of the contractual relationship between the company and the executive director. Include pacts or agreements of non-competition, exclusivity, permanence or loyalty and post-contractual non-competition, unless they have been indicated in the previous paragraph.

The executive directors of the company who, at the date that this report was prepared, perform senior management functions are as follows: Mr. Paolo Vasile, Mr Massimo Musolino and Mr. Mario Rodríguez Valderas.

Mr. Paolo Vasile's contract is commercial in nature and is linked, in terms of duration and functions, to his status as CEO of the Company, without shielding or permanency conditions.

- Regarding indemnities, the contracts of executive directors Mr. Massimo Musolino and Mr. Mario Rodríguez Valderas, both are governed by employment legislation, no special conditions exist, except those mentioned in the preceding paragraph, concerning indemnities.
- Regarding the existence of any indemnity agreed or paid upon termination of directors' duties, indemnity clauses have been described in the previous point.

- The nature and estimated amount of any other supplementary remuneration that shall be accrued by the directors in the current fiscal year in compensation for services rendered other than those inherent to their position.

The same as in 2018, no additional remuneration has been planned for 2019 for the directors and the services rendered other than those inherent to their position.

- Other remunerative items such as those arising, where applicable, from the company's granting of advance payments, loans and guarantees and other remuneration to directors.

At the date that this report was prepared no advances, loans or guarantees have been granted. If any are granted after the date hereof, it will be promptly reported. Note that in 2018 no amount was paid as an advance.

- The nature and estimated amount of any other supplementary remuneration provided that is not covered in the above sections, whether paid by the company or another company of the group, which will be accrued by the directors in the current year.

There are no further remuneration concepts expected for 2019 to those already mentioned in this Report.

A.2. Explain any relevant change to the remuneration policy applicable in the current year arising due to:

- A new policy or a modification of a policy already approved by the Annual General Meeting.
- Relevant changes to the specific determinations, established by the board for the current year, of the current remuneration policy with respect to those applied in the previous year.
- Proposals that the board of directors may have agreed to present at the Annual General Meeting to which this annual report will be submitted, and it is proposed that they will be applicable to the current year.

There has been no significant change in the directors' remuneration compared to the remuneration policy approved by the General Meeting held in 2018

A.3. Identify the direct link to the document where the current remuneration policy for the company can be found, which should be available on the company's website.

The current directors' remuneration policy for the company is available at the following link:

https://files.mediaset.es/file/10002/2019/02/06/Politica_de_remuneraciones_consejeros_2018-2020_ef51.pdf

A.4. Explain, taking into account the data provided in section B.4, how the shareholders' vote was taken into account in the general meeting to which the annual remuneration report for the previous year was submitted for an advisory vote.

The shareholders vote on the annual remuneration report is important for the company. Therefore, the company has gone a step further and since a few years ago it submits this Report to a binding vote in order to strengthen its management of good governance.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE PREVIOUS YEAR

B.1. Explain the process followed to apply the remuneration policy and determine the individual remuneration indicated in section C of this report. This information shall include the role played by the remuneration committee, the decisions taken by the board of directors and, where applicable, the identity and role of external advisors whose services were used in applying the remuneration policy in the year ended.

Different management bodies of the company and its shareholders are involved in the definition and approval process.

This process begins with the Appointments and Remuneration Committee which analyses and approves the main defining lines of the Directors remuneration and formulates this report.

The Appointments and Remuneration Committee is composed of the following directors:

Ms. Consuelo Crespo Bofill – Chairman – independent

Ms. Cristina Garmendia Mendizábal –independent

Mr. Fedele Confalonieri - external proprietary.

Mr. Giuliano Adreani - external proprietary.

Once the report has been prepared and in accordance with Article 37.3 of the Articles of Association, it is the Board of Directors that is responsible for approving the remuneration policy of its members.

As in previous years, each and every one of the Board of Directors has been actively involved in the approval of the report and under the direction and coordination of its Chairman, taking into account the comments and suggestions made by them.

Finally, it is Mediaset's shareholders, through the General Meeting, who evaluate and decide on a system and the manner in which the company directors receive their remuneration.

It should be noted, that external consultants have not been hired in the process of drafting the remuneration policy.

B.2. Explain the various actions adopted by the company related to the remuneration system and how they contributed to reducing exposure to excessive risk and adapting it to the long-term objectives, values and interests of the company, including a reference to the measures provided to guarantee that the remuneration policy has taken into account the long-term results of the company and reached an adequate balance between the fixed and variable remuneration components, which measures were adopted with regard to the categories of personnel whose professional activities have a material effect on the risk profile of the company, and which measures were adopted to avoid conflicts of interest, if any.

The Board of Directors considers that there is an appropriate balance between fixed and variable remuneration of the Company CEO, because when the latter reaches its maximum, it could mean up to 45% of the total remuneration that can accrue in his favour when all concepts are included.

We understand that this ratio fully meets the objectives of proportionality, preservation and incentivisation that, as we have noted in previous sections, the variable remuneration system must comply with.

Regarding the existence of policies for the prevention or the resolution of a conflict of interest situation:

Article 34 of the Board of Directors Regulations provides that: 1. "Under the duty to avoid situations of conflict of interest indicated in section 2.e) of the previous article, the Director and his related persons in the event that they are the beneficiaries of the prohibited acts or activities, must refrain from:

- a) Using the Company name or invoke their status as a Director to unduly influence the conduct of private operations.
- b) Make use of social assets, including confidential information of the Company, for private purposes;
- c) Take advantage of the Company's business opportunities; For these purposes, business opportunity means any possibility of realizing an investment or commercial operation that has arisen or has been discovered in connection with the exercise of the position by the director, or through the use of Company means and information, or under such circumstances it is reasonable to think that the third party offer was actually addressed to the Company.;
- d) Obtaining advantages or remuneration from third parties other than the Company and its Group associated with the performance of their duties, except in the case of courtesy;
- e) Developing self-employed or employed activities implying effective competition, whether current or potential, with the Company or that, in any other way, puts them in a situation of permanent conflict with the Company's interests. In this sense, before accepting any managerial position in another company or entity, the Director must consult the Appointments and Remuneration Committee. Likewise, the Director who terminates his or her term of office or for any other reason ceases to hold office, may not be a director or manager, or provide services in another company with a corporate purpose totally or partially analogous to that of the Company or if it is a competitor, for a period of two (2) years. The Board of Directors, if it deems appropriate, may exempt the outgoing Director from this obligation or shorten the duration;
- f) Carrying out transactions with the Company or with companies of its group, except in the case of ordinary operations, made under standard conditions for customers and of little relevance, including those whose information is not necessary to express a true and fair view of the Company's equity, financial position and results.2.

In any case, the Directors must notify the Board of Directors of any situation of conflict, direct or indirect, that they or persons related to them may have with the Company's interests. Conflict of interest situations incurred by the Directors will be reported in the Annual Report.

In turn, Mediaset España and its Group of Companies Code of Ethics provides that: "It will be considered as a conflict of interest all those situations in which the interests of persons associated with the Mediaset Group may become, directly or indirectly, different from or opposed to the interests of the Group's companies, whether for personal, professional, business or any other reason"; In this regard, it will be regulated in this document and also in the "Stock Market's Internal Rules of Conduct."

The latter document provides the following in relation to conflicts of interest: "Affected persons, except for the Company Directors, which shall be governed in this matter by the provisions of the Board of Directors regulations, are required to inform the Director of the DCN about possible conflicts of interest. Conflict of interest is defined as any situation in which conflict arises between (or may arise), whether directly or indirectly, the Company's interests, the integrated companies of the Mediaset Group and the personal interest of the Affected Person to this Internal Regulation of Conduct. A personal interest will exist when the matter affects that person or a closely related person".

Finally, it has to be indicated, that the objectives of the CEO, senior management and the rest of Mediaset España's executive directors are aligned with the company's strategic objectives. The latter are shared by all executives and are set annually with the aim of pursuing actions that reduce possible threats and take into account the interests of Mediaset and its shareholders. In addition to the above, each manager has individual objectives that must add value to the company and help achieve and/or strengthen strategic business objectives.

B.3. Explain how the remuneration accrued during the year complies with the provisions of the current remuneration policy.

Also report on the relationship between the remuneration received by directors and the results or other performance measures, both long and short-term, of the company, explaining, if necessary, how variations in company performance could affect variations in the remuneration of directors, including items accrued for which payment is deferred, and how they contribute to the long and short-term results of the company.

The remuneration accrued during the year complies with the scheme of the concepts included in the remuneration policy in force until 2020.

Thus, the amounts received that are detailed in section C.- of this Report, correspond to the concepts included in said policy:

1.- Directors remuneration in their capacity as such.

The members of the Board of Directors, in their capacity as such, will be entitled to receive remuneration from the Company that will consist of a fixed annual amount and attendance fees. In the case of the Chairmen of the Board committees, attendance fees will be higher based on the dedication linked to the said position.

Likewise, in accordance with the provisions of the Articles of Association, the Chairman of the Board of Directors, who holds the status of external director in Mediaset España, will receive a supplementary remuneration in response to the special dedication required by the position and will be approved by the Board of Directors.

The maximum amount of the annual directors' remuneration that the Company may pay them in their capacity as directors will be set by the General Meeting and is included in the Remuneration Policy in accordance with the provisions of article 529 *septdecies*.1 of the Companies Act. The Board of Directors will have to set the exact amount to be paid within that limit and its distribution among the different directors considering the functions and responsibilities attributed to each director.

2.- Remuneration system applicable to Executive Directors.

Directors who are assigned executive functions within the Company shall be entitled to receive, for the performance of these duties, an integrated remuneration, of a fixed part according to the services and responsibilities assumed, a variable part linked to performance indicators related to the director or the Company, and benefits, which will contemplate the opportune welfare and insurance systems, the maximum amount that the Company can pay to the Executive Directors as a variable part will be established in the Remuneration Policy that is submitted to the General Meeting.

In particular, and as detailed in the Policy, in accordance with the provisions of article 56.2 of the Articles of Association and as stated in their respective contracts approved by the Board of Directors, the variable remuneration concepts applicable to executive Directors are the following:

- a) Variable remuneration referenced to budgetary objectives.
- b) Partial and voluntary annual variable remuneration in shares.
- c) Medium-term incentive and loyalty system referenced to the share value.

In addition to the aforementioned specific remuneration for the exercise of delegated or executive functions as members of the Board of Directors, Executive directors will receive the remuneration indicated in the previous section 1.

The remuneration criteria for 2018 are the same as those stated for 2019, explained in section A1 above.

The company's results have been taken into account for the accrual of variable amounts, both annual and medium term, payment of which is dependent on certain objectives being achieved: EBIT, Free Cash Flow, advertising revenue, Net result.

Linking these remuneration rights to the achievement of the aforementioned objectives, ensures that the remuneration helps towards the achievement of short and long-term results.

B.4. Report on the result of the advisory vote at the Annual General Meeting on the annual remuneration report for the previous financial year, indicating the number of negative votes cast.

	Number	% of total
Votes cast	259,315,597	77.01

	Number	% of votes cast
Votes against	76,065,182	29.33
Votes in favour	183,233,817	70.66
Abstentions	16,598	0.01

Observations

B.5. Explain how the fixed components accrued during the year by the directors in their positions as such were determined, and how they varied from the previous year.

Following the provisions of the Articles of Association, the Ordinary General Meeting of the Company held on 15th April, 2015 agreed to set the maximum amount that the Company can pay to all of its Directors in respect of (i) fixed annual remuneration and (ii) attendance fees, in the amount of 2,500,000 euros throughout each year; provided that, in the exceptional event that the number of Board or Committee meetings held in a given year reach the maximum amount indicated, the remaining sessions of the Board or its committees to be held within that year will not generate the right to receive allowances.

B.6. Explain how the salaries accrued during the year ended for each of the executive directors for the performance of their management functions were determined, and how they varied from the previous year.

The remuneration accrued during 2018 is determined as follows:

- Fixed part of salary: compared to 2017, the CEO, Mr. Paolo Vasile's salary has remained unchanged, and in the case of Mr. Massimo Musolino and Mr. Mario Rodríguez, it has increased as detailed below.
- Variable part of salary: compared to 2017, the percentages on the fixed salary, which determine the amount of the Bonus, or the amount of the Target Bonus, and the calculation system, have not been increased in the case of the CEO.
- Remuneration in kind: has remained unchanged compared to 2017.

During 2018, the evolution of the salaries earned by the Executive Directors, for the performance of the management duties, compared to 2017, was as follows:

- Mr. Paolo Vasile: his salary has remained unchanged compared to the previous year.
- Mr. Massimo Musolino: his salary has increased 3.3% compared to 2017.
- Mr. Mario Rodríguez: his salary has increased 6.1% compared to 2017.

B.7. Explain the nature and the principal characteristics of the remuneration systems' variable components accrued in the year ended.

In particular:

- Identify each of the remuneration plans that governed the different variable forms of remuneration accrued by each of the directors during the year ended, including information on their scope, their approval date, implementation date, vesting periods and maturity, the criteria used to evaluate performance and how it affected the determination of the variable amount accrued, as well as the measurement criteria used and the necessary period to be in a position to adequately measure all stipulated conditions and criteria.

In the case of plans involving stock options or other financial instruments, the general characteristics of each plan will include information regarding their conditions for both acquiring unconditional ownership (vesting) and for enabling the exercise of such options or financial instruments, including the price and period for such exercise.

- Each of the directors, and their category (executive directors, proprietary external directors, independent external directors and other external directors), who are beneficiaries of remuneration systems or plans that include variable remuneration.
- Where applicable, include information on the established accrual or postponement periods for payment that have been applied and/or the retention/non-disposal periods for any shares or other financial instruments.

Explain the short-term variable components of the remuneration systems:

As previously mentioned, regarding the plans for 2019, the variable remuneration system is adopted at the beginning of each year by the Board of Directors. The objectives set for 2018 referred to: (i) advertising revenues, (ii) consolidated group EBIT and (iii) Free Cash Flow. In the case of the other two executive directors, also General Directors, it includes an accumulated audience objective in relation to the competitors.

For the CEO, the Bonus Target for 2018 was 659,000€/year (for a 100% achievement of objectives). The said level of achievement has been attained at the end of the year.

Regarding the Chairman of the Board, the variable remuneration system and the targets for 2018 were the same as those of the CEO.

Both in the case of the CEO and the Chairman, the target and maximum bonuses, expected, did not increase with respect to 2017.

With regards to the executive director, Mr. Massimo Musolino, the variable remuneration system planned for 2018 allowed for the maximum achievement of 51% of the fixed remuneration. 17% depends on individual objectives, another 17% on company objectives (the achievement of which is a condition for the accrual of variable remuneration), the remaining 17% depends on the performance evaluation during the year.

For the executive director, Mr. Mario Rodríguez, a variable remuneration system was provided that allowed a maximum achievement of 56% of the fixed remuneration. 20% depends on individual objectives, 20% on company objectives (the achievement of which is a condition for the accrual of variable remuneration), and 16% depends on the performance evaluation during the year.

The approval and evaluation of the CEO's objectives was carried out by the Board of Directors, following a report from the Appointments and Remuneration Committee. In the meeting dated 27th of February 2018.

The other two executive director's objectives were established by the CEO, who also performs the achievement evaluation thereof, at the proposal of the Human Resources Department.

The payment of the executive director's variable remuneration is deferred for four months from the year end, following the application of the internal procedures for checking compliance with the previously established performance conditions and, in any case, prior approval by the General Meeting; The procedure for verifying that these objectives have been complied with is carried out after the year end, in accordance with the following procedure:

Partial and voluntary annual variable remuneration in shares.

In 2018, a proposal for an agreement that allowed the CEO to receive part of the variable remuneration that corresponds to him, in Company shares was submitted for the approval of the General Shareholders' Meeting, in accordance with the following conditions. Two of the Executive Directors opted this method:

- (V) Voluntary nature: Receipt of variable remuneration in shares will be voluntary on the part of the beneficiaries;
- (VI) Maximum Limit: The maximum number of shares to be received by each beneficiary is the result of applying 12,000 euros at average share price on the date of delivery;
- (VII) Value of shares: the average trading price of the share on the date of delivery;
- (VIII) Delivery time: The remuneration system shall apply until the date of delivery, which will be verified before the expiry of one month from the date of approval by the General Meeting, where applicable.

(ii).c) Medium-term incentive and loyalty system referenced to share value.

At the proposal of the Appointments and Remuneration Committee, the Board of Directors submitted, for the approval of the Company's Ordinary General Meeting, a medium-term incentive and loyalty system referenced to the share value that will be applicable to 2018. The aforementioned incentive system will have the following main objectives:

Reward the sustainability of the Company's results.
Improve the composition of remuneration.
Align the interests of "top management" with shareholders.

This system received in equal parts, an annual contribution from each beneficiary (25% of their variable remuneration target in 2018) and a contribution charged to the company, establishing a given amount that will be invested in the purchase of company shares and attributed to the beneficiary.

It will last for three years (2018 to 2020), and its accrual will depend on the established budgetary targets being achieved, cumulatively, for each of the three years of accrual.

The right to receive shares, in any case shall be subject to the employment relationship being maintained at the end of each triennium.

It must be taken into account, therefore, that (i) the shares that, in compliance with said Plan, must be assigned to each Director, and may not be finally delivered if the conditions established for delivery are not met; and (ii) the value attributed to the assigned shares is the current share price of the same, which does not have to correspond to the value that said shares will have at the moment in which, if applicable, they are delivered.

Explain the remuneration systems' long-term variable components:

There are no long-term variable components.

B.8. Indicate whether there has been any reduction or claims for the return of specific variable components, if any, in the first case when payment is vested or deferred, or in the second case vested and paid, based on data that was later manifestly demonstrated as inaccurate. Describe the amounts reduced or returned due to the application of reduction or return (clawback) clauses, why they were applied, and the years involved.

No reductions or claims for the return of variable components have been made. Therefore, there was no inaccuracy in the data that gave rise to the payment of said components.

B.9. Explain the principal characteristics of the long-term savings plans whose amount or annual equivalent cost appear in the tables in section C, including retirement and any other survivor benefits that are financed in whole or part by the company, whether funded internally or externally, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the situations that it covers and the vesting conditions in any type of indemnification due to early cancellation or termination of the contractual relationship between the company and the director.

There have not been any long-term saving plans such as consideration for retirement, etc. It must be noted that an annual provision is made as a result of contractual agreements entered into by one of the Executive Directors, as a result of dividing the sum of the annual fixed and variable remuneration by 13, updated with reference to the annual CPI, which will become effective at the time when the said Director ceases employment in the company. Its annual cost amounted to 50,241 euros in 2018.

B.10. Explain, where applicable, the indemnifications or any other type of payment related to early cancellation, whether at the request of the company or the director, or the termination of the contract under the terms provided therein, accrued and/or received by the directors during the year ended.

No payments or indemnities have been paid for this in this regard.

B.11. Indicate whether any significant modifications were made to the contracts of those individuals that held senior management positions such as executive directors, and if so, explain them. Also, explain the principal conditions of the new contracts signed with executive directors during the year, unless they have already been explained in section A.1.

There have been no changes or new contracts signed.

B.12. Explain any supplementary remuneration accrued by directors as compensation for services provided other than those inherent to their post.

There has been none.

B.13. Explain any remuneration derived from the concession of advance payments, loans or guarantees, specifying the interest rate, their essential characteristics and the amounts returned, and any obligations undertaken on their behalf by way of a guarantee.

There has been none.

B.14. Provide details on the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the different salary components.

During 2018, the remuneration in kind received by the Executive directors was as follows:

1. CEO: (i) company vehicle; (ii) housing in Spain (Madrid) and parking space; (iii) life and accident insurance; (iv) medical insurance for him/her and his/her beneficiaries; (v) tax payments on account paid by the employer.
2. In the case of the rest of the executive directors: (i) company vehicle; (ii) life and accident insurance; (iii) medical insurance for him/her and his/her beneficiaries; (iv) tax payments on account paid by the employer.

All three cases have little relevance from an economic point of view: 144,000 euros.

B.15. Explain the remuneration accrued by the Director in virtue of payments made by the listed company to a third-party company in which the Director provides services, when the purpose of said payments is to remunerate this director's services in the company.

They did not occur.

B.16. Explain any other remuneration concept other than those indicated above, whatever its nature or the Group company paying it, especially if treated as a related party transaction or if its payment could distort the true and fair image of the total remuneration earned by directors.

There has been none.

C. DETAIL THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

Name	Type	Accrual period 2018
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	Chairman-other external	From 01/01/2018 to 31/12/2018
Mr. PAOLO VASILE	CEO	From 01/01/2018 to 31/12/2018
Mr. MARIO RODRÍGUEZ VALDERAS	Executive Director	From 01/01/2018 to 31/12/2018
Mr. MASSIMO MUSOLINO	Executive Director	From 01/01/2018 to 31/12/2018
Ms. GINA NIERI	Proprietary Director	From 01/01/2018 to 31/12/2018
Mr. NICCOLÓ QUERCI	Proprietary Director	From 01/01/2018 to 31/12/2018
Mr. FEDELE CONFALONIERI	Proprietary Vice chairman	From 01/01/2018 to 31/12/2018
Mr. MARCO GIORDANI	Proprietary Director	From 01/01/2018 to 31/12/2018
Mr. BORJA PRADO EULATE	Proprietary Director	From 01/01/2018 to 31/12/2018
Ms. CRISTINA GARMENDIA MENDIZÁBAL	Independent Director	From 20/12/2018 to 31/12/2018
Ms. CONSUELO CRESPO BOFILL	Independent Director	From 01/01/2018 to 31/12/2018
Mr. JAVIER DIEZ DE POLANCO	Independent Director	From 01/01/2018 to 31/12/2018
Ms. HELENA REVOREDO DELVECHIO	Independent Director	From 01/01/2018 to 31/12/2018
Mr. GIULIANO ADREANI	Proprietary Director	From 01/01/2018 to 31/03/2018
Mr. GIUSEPPE TRINGALI	Proprietary Director	From 01/01/2018 to 31/03/2018
Mr. ALFREDO MESSINA	Proprietary Director	From 01/01/2018 to 31/03/2018

C.1. Complete the following tables regarding the individual remuneration accrued by each director (including remuneration received for the performance of executive functions) during the year.

a) Remunerations at the reporting company:

i) Remuneration in cash (in thousands of €)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other concepts	Total 2018	Total 2017
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	75	56		635	221				987	1.002
Mr. PAOLO VASILE	75	28		930	652			18	1.703	1.709
Mr. MARIO RODRÍGUEZ VALDERAS	75	24		357	189			44	689	660
Mr. MASSIMO MUSOLINO	75	24		516	224			53	892	871
Ms. GINA NIERI	53	16							69	
Mr. NICCOLÒ QUERCI	53	20							73	
Mr. FEDELE CONFALONIERI	75	56							131	139
Mr. MARCO GIORDANI	75	44							119	123
Mr. BORJA PRADO EULATE	53	16							69	
Ms. CRISTINA GARMENDIA MENDIZÁBAL	75	20							95	
Ms. CONSUELO CRESPO BOFILL	75	60							135	
Mr. JAVIER DIEZ DE POLANCO	75	64							139	
Ms. HELENA REVOREDO DELVECHIO	75	36							111	99
Mr. GIULIANO ADREANI	22	12							34	139
Mr. GIUSEPPE TRINGALI	22	8							30	103
Mr. ALFREDO MESSINA	22								22	107

Observations

ii) Breakdown of movements of the share-based remuneration systems and gross profit of the consolidated shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of 2018		Financial instruments granted during 2018		Consolidated financial instruments in the year				Expired and non-exercised instruments	Financial instruments at the end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	Number of equivalent/consolidated shares	Price of consolidated shares	Gross profit of the shares or consolidated financial instruments (€ thousand)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	Variable plan 1 - 1 expired and 2 expired / Variable plan 2	2	20,729	1	11,066			0.00		3	3	31,795
Mr. PAOLO VASILE	Variable plan 1 - 1 expired and 2 expired / Variable plan 2	2	66,799	1	35,660			0.00			3	102,459
Mr. MARIO RODRÍGUEZ VALDERAS	Variable plan 1 - 1 expired and 2 expired / Variable plan 2	2	7,981	1	4,261			0.00			3	12,242
Mr. MASSIMO MUSOLINO	Variable plan 1 - 1 expired and 2 expired / Variable plan 2	2	9,711	1	5,184			0.00			3	14,895
Ms. GINA NIERI	Plan							0.00				
Mr. NICCOLÓ QUERCI	Plan							0.00				

Name	Name of Plan	Financial instruments at the beginning of 2018		Financial instruments granted during 2018		Consolidated financial instruments in the fiscal year				Expired and non-exercised instruments	Financial instruments at the end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/consolidated shares	Price of the consolidated shares	Gross profit of the shares or consolidated financial instruments (€ thousand)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. FEDELE CONFALONIERI	Plan							0.00				
Mr. MARCO GIORDANI	Plan							0.00				
Mr. BORJA PRADO EULATE	Plan							0.00				
Ms. CRISTINA GARMENDIA MENDIZÁBAL	Plan							0.00				
Ms. CONSUELO CRESPO BOFILL	Plan							0.00				
Mr. JAVIER DIEZ DE POLANCO	Plan							0.00				
Mrs. HELENA REVOREDO DELVECHIO	Plan							0.00				
Mr. GIULIANO ADREANI	Plan							0.00				
Mr. GIUSEPPE TRINGALI	Plan							0.00				
Mr. ALFREDO MESSINA	Plan							0.00				

Comments

iii) Long-term saving systems.

Name	Remuneration for the vesting of rights to saving schemes
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	
Mr. PAOLO VASILE	
Mr. MARIO RODRÍGUEZ VALDERAS	
Mr. MASSIMO MUSOLINO	
Ms. GINA NIERI	
Mr. NICCOLÒ QUERCI	
Mr. FEDELE CONFALONIERI	
Mr. MARCO GIORDANI	
Mr. BORJA PRADO EULATE	
Ms. CRISTINA GARMENDIA MENDIZÁBAL	
Ms. CONSUELO CRESPO BOFILL	
Mr. JAVIER DIEZ DE POLANCO	
Ms. HELENA REVOREDO DELVECHIO	
Mr. GIULIANO ADREANI	
Mr. GIUSEPPE TRINGALI	

Name	Remuneration for the vesting of rights to saving schemes
Mr. ALFREDO MESSINA	

Name	Contribution by the company in the year (thousands €)				Cumulative amount of funds (thousand €)			
	Saving schemes with vested economic rights		Saving schemes with non-vested economic rights		Saving schemes with vested economic rights		Saving schemes with non-vested economic rights	
	2018	2017	2018	2017	2018	2017	2018	2017
Mr. ALEJANDRO ECHEVARRÍA BUSQUET								
Mr. PAOLO VASILE								
Mr. MARIO RODRÍGUEZ VALDERAS								
Mr. MASSIMO MUSOLINO								
Ms. GINA NIERI								
Mr. NICCOLÓ QUERCI								
Mr. FEDELE CONFALONIERI								
Mr. MARCO GIORDANI								
Mr. BORJA PRADO EULATE								
Ms. CRISTINA GARMENDIA MENDIZÁBAL								
Ms. CONSUELO CRESPO BOFILL								
Mr. JAVIER DIEZ DE POLANCO								

Name	Contribution by the company in the year (EUR thousands)				Cumulative amount of funds (EUR thousand)			
	Saving schemes with vested economic rights		Saving schemes with non-vested economic right		Saving schemes with vested economic rights		Saving schemes with non-vested economic right	
	2018	2017	2018	2017	2018	2017	2018	2017
Ms. HELENA REVOREDO DELVECHIO								
Mr. GIULIANO ADREANI								
Mr. GIUSEPPE TRINGALI								
Mr. ALFREDO MESSINA								

Observations

iv) Details of other items

Name	Concept	Remuneration amount
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	Concept	
Mr. PAOLO VASILE	Tax payments on account paid by the employer	18
Mr. MARIO RODRÍGUEZ VALDERAS	Tax payments on account paid by the employer	44
Mr. MASSIMO MUSOLINO	Tax payments on account paid by the employer	53
Ms. GINA NIERI	Concept	
Mr. NICCOLÓ QUERCI	Concept	
Mr. FEDELE CONFALONIERI	Concept	
Mr. MARCO GIORDANI	Concept	

Name	Item	Remuneration amount
Mr. BORJA PRADO EULATE	Concept	
Ms. CRISTINA GARMENDIA MENDIZÁBAL	Concept	
Ms. CONSUELO CRESPO BOFILL	Concept	
Mr. JAVIER DIEZ DE POLANCO	Concept	
Ms. HELENA REVOREDO DELVECHIO	Concept	
Mr. GIULIANO ADREANI	Concept	
Mr. GIUSEPPE TRINGALI	Concept	
Mr. ALFREDO MESSINA	Concept	

Observations

b) Remuneration to company directors for their participation on boards of other group companies:

i) Remuneration in cash (in thousands of €)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance pay	Other concepts	Total 2018	Total 2017
Mr. ALEJANDRO ECHEVARRÍA BUSQUET										
Mr. PAOLO VASILE										
Mr. MARIO RODRÍGUEZ VALDERAS										
Mr. MASSIMO MUSOLINO										

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Sev
Ms. GINA NIERI							
Mr. NICCOLÓ QUERCI							
Mr. FEDELE CONFALONIERI							
Mr. MARCO GIORDANI							
Mr. BORJA PRADO EULATE							
Ms. CRISTINA GARMENDIA MENDIZÁBAL							
Ms. CONSUELO CRESPO BOFILL							
Mr. JAVIER DIEZ DE POLANCO							
Ms. HELENA REVOREDO DELVECHIO							
Mr. GIULIANO ADREANI							
Mr. GIUSEPPE TRINGALI							
Mr. ALFREDO MESSINA							

Observations

[

ii) Breakdown of movements of the share-based remuneration systems and gross profit of the consolidated shares or financial instruments.

Name	Name of Plan	Financial instruments at the beginning of 2018		Financial instruments granted during 2018		Consolidated financial instruments in the year				Expired and non-exercised instruments	Financial instruments at the end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent /consolidated shares	Price of the consolidated shares	Gross profit of the shares or consolidated financial instruments (€ thousand)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	Plan							0.00				
Mr. PAOLO VASILE	Plan							0.00				
Mr. MARIO RODRÍGUEZ VALDERAS	Plan							0.00				
Mr. MASSIMO MUSOLINO	Plan							0.00				
Ms. GINA NIERI	Plan							0.00				
Mr. NICCOLÓ QUERCI	Plan							0.00				
Mr. FEDELE CONFALONIERI	Plan							0.00				
Mr. MARCO GIORDANI	Plan							0.00				

Name	Name of Plan	Financial instruments at the beginning of 2018		Financial instruments granted during 2018		Consolidated financial instruments in the fiscal year				Expired and non-exercised instruments	Financial instruments at the end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent /consolidated shares	Price of the consolidated shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares
Mr. BORJA PRADO EULATE	Plan							0.00				
Ms. CRISTINA GARMENDIA MENDIZÁBAL	Plan							0.00				
Ms. CONSUELO CRESPO BOFILL	Plan							0.00				
Mr. JAVIER DIEZ DE POLANCO	Plan							0.00				
Ms. HELENA REVOREDO DELVECHIO	Plan							0.00				
Mr. GIULIANO ADREANI	Plan							0.00				
Mr. GIUSEPPE TRINGALI	Plan							0.00				

Name	Name of Plan	Financial instruments at the beginning of 2018		Financial instruments granted during 2018		Consolidated financial instruments in the fiscal year				Instruments expired and non-exercised instruments	Financial instruments at the end of 2018	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent /consolidated shares	Price of the consolidated shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares
Mr. ALFREDO MESSINA	Plan							0.00				

Comments

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iii) Long-term saving systems.

Name	Remuneration for the vesting of rights to saving schemes
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	
Mr. PAOLO VASILE	
Mr. MARIO RODRÍGUEZ VALDERAS	
Mr. MASSIMO MUSOLINO	
Ms. GINA NIERI	
Mr. NICCOLÓ QUERCI	

Name	Remuneration for the vesting of rights to saving schemes
Mr. FEDELE CONFALONIERI	
Mr. MARCO GIORDANI	
Mr. BORJA PRADO EULATE	
Ms. CRISTINA GARMENDIA MENDIZÁBAL	
Ms. CONSUELO CRESPO BOFILL	
Mr. JAVIER DIEZ DE POLANCO	
Ms. HELENA REVOREDO DELVECHIO	
Mr. GIULIANO ADREANI	
Mr. GIUSEPPE TRINGALI	
Mr. ALFREDO MESSINA	

Name	Contribution by the company in the year (thousands €)				Cumulative amount of funds (thousands €)			
	Saving schemes with vested economic rights		Saving schemes with non-vested economic right		Saving schemes with vested economic rights		Saving schemes with non-vested economic right	
	2018	2017	2018	2017	2018	2017	2018	2017
Mr. ALEJANDRO ECHEVARRÍA BUSQUET								
Mr. PAOLO VASILE								
Mr. MARIO RODRÍGUEZ VALDERAS								
Mr. MASSIMO MUSOLINO								
Ms. GINA NIERI								

Name	Contribution by the company in the year (thousands €)				Cumulative amount of funds (thousands €)			
	Saving schemes with vested economic rights		Saving schemes with non-vested economic right		Saving schemes with vested economic rights		Saving schemes with non-vested economic right	
	2018	2017	2018	2017	2018	2017	2018	2017
Mr. NICCOLÓ QUERCI								
Mr. FEDELE CONFALONIERI								
Mr. MARCO GIORDANI								
Mr. BORJA PRADO EULATE								
Ms. CRISTINA GARMENDIA MENDIZÁBAL								
Ms. CONSUELO CRESPO BOFILL								
Mr. JAVIER DIEZ DE POLANCO								
Ms. HELENA REVOREDO DELVECHIO								
Mr. GIULIANO ADREANI								
Mr. GIUSEPPE TRINGALI								
Mr. ALFREDO MESSINA								

Observations

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iv) Details of other items

Name	Concept	Remuneration amount
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	Concept	
Mr. PAOLO VASILE	Concept	
Mr. MARIO RODRÍGUEZ VALDERAS	Concept	
Mr. MASSIMO MUSOLINO	Concept	
Ms. GINA NIERI	Concept	
Mr. NICCOLÓ QUERCI	Concept	
Mr. FEDELE CONFALONIERI	Concept	
Mr. MARCO GIORDANI	Concept	
Mr. BORJA PRADO EULATE	Concept	
Ms. CRISTINA GARMENDIA MENDIZÁBAL	Concept	
Ms. CONSUELO CRESPO BOFILL	Concept	
Mr. JAVIER DIEZ DE POLANCO	Concept	
Ms. HELENA REVOREDO DELVECHIO	Concept	
Mr. GIULIANO ADREANI	Concept	
Mr. GIUSEPPE TRINGALI	Concept	
Mr. ALFREDO MESSINA	Concept	

Observations

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c) Summary of remuneration (in thousands of €):

The summary should include amounts for all remuneration components referred to in this report accrued by the Director, in thousands of euros.

Name	Remuneration accrued in the company					Remuneration accrued in the Group's companies				
	Total Remuneration in cash	Gross profit from shares or consolidated financial instruments	Remuneration through savings schemes	Remuneration for other concepts	2018 company total	Total Remuneration in cash	Gross profit from shares or consolidated financial instruments	Remuneration through savings schemes	Remuneration for other concepts	2018 group total
Mr. ALEJANDRO ECHEVARRÍA BUSQUET	987				987					
Mr. PAOLO VASILE	1,703				1,703					
Mr. MARIO RODRÍGUEZ VALDERAS	689				689					
Mr. MASSIMO MUSOLINO	892				892					
Ms. GINA NIERI	69				69					
Mr. NICCOLÓ QUERCI	73				73					
Mr. FEDELE CONFALONIERI	131				131					
Mr. MARCO GIORDANI	119				119					
Mr. BORJA PRADO EULATE	69				69					
Ms. CRISTINA GARMENDIA MENDIZÁBAL	95				95					
Ms. CONSUELO CRESPO BOFILL	135				135					
Mr. JAVIER DIEZ DE POLANCO	139				139					
Ms. HELENA REVOREDO DELVECHIO	111				111					
Mr. GIULIANO ADREANI	34				34					
Mr. GIUSEPPE TRINGALI	30				30					

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Name	Remuneration accrued in the company					Remuneration accrued in the Group's companies				
	Total Remuneration in cash	Gross profit from shares or consolidated financial instruments	Remuneration through savings schemes	Remuneration for other concepts	2018 company total	Total Remuneration in cash	Gross profit from shares or consolidated financial instruments	Remuneration through savings schemes	Remuneration for other concepts	2018 group total
Mr. ALFREDO MESSINA	22				22					
TOTAL	5,298				5.298					

Observations

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D. OTHER USEFUL INFORMATION

If there is any relevant aspect regarding the directors' remuneration that has not been included in the other sections of this report, but which is necessary to include in order to gather more comprehensive and reasoned information on the remuneration structure and practices of the Company in relation to its directors, explain briefly.

[All the information on the structure and practices of the Company's remuneration is included in the previous sections.]

[This Report has been verified by Deloitte, SL.]

This annual remuneration report has been approved by the Board of Directors of the Company at its meeting held on:

[27/02/2019]

State whether any Directors voted against or abstained from voting on the approval of this Report.

[] Yes

[v] No