

## MEDIASET ESPAÑA COMUNICACIÓN, S.A. NOTICE CONVENING THE ORDINARY GENERAL MEETING

The board of directors of Mediaset España Comunicación, S.A. (the "**Company**" or "**Mediaset España**") has resolved to call the ordinary general shareholders meeting, which will be held on a single call in Madrid, at the Company's registered office in Carretera de Fuencarral a Alcobendas, nº 4 (28049), on 10 June 2020 at 12:00 hours (the "**Ordinary General Meeting**", the "**General Shareholders Meeting**" or the "**General Meeting**"). Remote attendance and participation in the General Meeting will be enabled under the terms indicated in this notice.

The Ordinary General Meeting will be held according to the following

## AGENDA

<u>**First.</u></u> - Examination and approval of the annual accounts, both the individual accounts of Mediaset España Comunicación, S.A. and the consolidated accounts of its group of companies, for the financial year ended on 31 December 2019.</u>** 

<u>Second</u>. – Examination and approval of the non-financial information of Mediaset España Comunicación, S.A. and its consolidated group of companies for the financial year ended on 31 December 2019.

<u>**Third</u>**. – Examination and approval of the proposal for the allocation of the result obtained in the 2019 financial year.</u>

**Fourth**. - Examination and approval of the management and performance of the board of directors during the 2019 financial year.

**<u>Fifth</u>**. - Maintenance of the number of directors at 13.

<u>Sixth</u>. – Authorisation for the executive directors and the senior management to receive part of the variable remuneration accrued in the 2019 financial year in the form of shares of the Company.

<u>Seventh</u>. – Appointment of statutory auditors for both Mediaset España Comunicación, S.A. and its consolidated group of companies.

**<u>Eighth</u>**. – Advisory vote on the "2019 Annual Directors' Remuneration Report" of Mediaset España Comunicación, S.A.

<u>Ninth</u>. - Delegation of powers to formalise, interpret, rectify, and execute the previous resolutions, as well as to substitute the powers that the board of directors may receive from the General Meeting.



## RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT NEW RESOLUTION PROPOSALS

In accordance with the provisions of article 519 of the Spanish Law on Capital Companies (*Ley de Sociedades de Capital*, the "**LSC**"), shareholders representing at least three percent (3%) of the Company's share capital may: (i) request the publication of a supplemental notice to this call of the Ordinary General Meeting, including one or more items on the agenda, provided that such items come with a justification or, where appropriate, a justified resolution proposal, and (ii) submit reasoned resolution proposals on matters already included or to be included on the agenda of the Ordinary General Meeting.

This right may be exercised by submitting, by any certifying means, a notification to be received at the Company's registered office (addressed to the attention of the *Dirección General Corporativa* – Carretera de Fuencarral a Alcobendas, n° 4, Madrid 28049 –) within five (5) days following the publication of this notice (*i.e.*, no later than 13 May 2020), stating the identity of the shareholders exercising this right and the number of shares that they hold, as well as containing the duly justified items proposed for the agenda or the proposed resolutions on matters already included or to be included on the agenda, and, where relevant, any other documentation that may be appropriate.

## **RIGHT OF ATTENDANCE**

The Ordinary General Meeting may be attended by all shareholders, regardless of the number of shares with voting rights that they hold, provided that their shares are registered in the corresponding book entry accounting ledger at least five (5) days prior to the date of the Ordinary General Meeting (*i.e.*, by 4 June 2020). Compliance with this requirement shall be evidenced through the exhibition of an attendance, voting, proxy or remote voting card (the "**Attendance-Proxy Card**"), or the corresponding validation certificate issued by the entity responsible for keeping the accounting record of the shares or, if applicable, by any other means that provides, in accordance with current legislation, sufficient evidence of registration.

In order to prove the shareholder's identity and right to attend, or that of the person who validly represents the shareholder, upon entering the premises where the Ordinary General Meeting will be held attendees may be asked for the Attendance-Proxy Card issued by the Company, the documents evidencing their status as representatives of a corporate shareholder, and their national identity card or any other equivalent official identity document.

## **RIGHT TO REPRESENTATION**

In accordance with article 27 of the Articles of Association, article 12 of the General Meeting Regulations, and this notice of call, any shareholder entitled to attend may be represented at the Ordinary General Meeting by another person (a proxy), even if that person is not a shareholder.

The proxy may be granted by filling in the proxy section of the Attendance-Proxy Card or through any other form admitted by the law. The proxy form shall include or have attached to it the agenda, the proxy's identity, the instructions on how to exercise the right to vote and an indication on how the proxy shall vote in the event that no specific instructions have been provided, all of the foregoing subject, where applicable, to the provisions of the law.



In the event that the document conferring the representation does not specify who shall act as proxy, it will be presumed that the proxy has been granted in favour of the chairman of the General Shareholders Meeting. If the designated proxy is in a situation of conflict of interest in voting on any of the proposed resolutions that, within or outside of the agenda, have been submitted to the General Shareholders Meeting, and the represented shareholder has not given precise voting instructions, the proxy shall be deemed granted to the chairman of the General Shareholders Meeting.

If a public request for representation is made, the proxy shall not have the right to vote on those items of the agenda in which the proxy is in a situation of conflict of interest, unless the proxy has received specific voting instructions from the represented shareholder for each of those items, and without prejudice to the possibility of the proxy appointing a substitute representative to vote on those items.

There will be a conflict of interest in those cases set out in the applicable law. In any case, it is understood that the members of the board of directors have a conflict of interest in the cases set out in the LSC.

Unless expressly stated otherwise, when the members of the board of directors make a public request for representation, the voting rights corresponding to the represented shares shall be exercised by the chairman of the Ordinary General Meeting.

Unless expressly stated otherwise, a represented shareholder shall be deemed to have given precise instructions to vote in favour of the proposed resolutions submitted by the board of directors to the Ordinary General Meeting.

The proxy may also be extended to proposed resolutions not submitted by the board of directors or to those matters which, although not provided for in the meeting agenda, may be lawfully submitted to a vote at the General Meeting, it being considered that, unless expressly indicated otherwise, the represented shareholder has given precise instructions for the proxy to abstain from voting on such matters. If the proxy does not extend to such proposals or matters, it shall be understood that the represented shareholder instructs his proxy to abstain from voting on such proposals or matters.

## **RIGHT TO INFORMATION**

From the publication of this notice of call and until the holding of the Ordinary General Meeting, the Company will publish without interruption, except in the event of force majeure or technical impossibility beyond its control, the following information and documentation on its website (<u>http://www.telecinco.es/inversores/es/</u>), with the possibility of downloading and printing it:

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, corresponding to the 2019 financial year, as well as the corresponding audit reports.



3.- Statement of non-financial information of the Company and its consolidated group for the 2019 financial year and verification report of the same issued by an independent entity.

4.- Annual report on the directors' remuneration for the 2019 financial year and verification report of the same issued by an independent entity.

5.- Annual corporate governance report for the 2019 financial year and verification report of the same issued by an independent entity.

6.- Rules applicable to proxies and distance voting.

7.- Attendance-Proxy Card, as well as the means and forms to be used to grant a proxy at the Ordinary General Meeting, either by mail or electronic communication, and to cast votes remotely.

8.- The total number of shares and voting rights on the date of the call.

In compliance with the provisions of the laws in force, as from the date of publication of the notice of call, shareholders are entitled to examine at the Company's registered office (Carretera de Fuencarral a Alcobendas, n° 4, 28049 Madrid), and to request the immediate and free delivery or shipment (which may take place by e-mail with acknowledgement of receipt, if the shareholder accepts this method) of the documentation related to the holding of the Ordinary General Shareholders Meeting referred to above. Requests for said documentation may be made either by ordinary mail addressed to the Shareholders' Office (*Oficina del Accionista*), or by telephone at 91 358 87 17, or by e-mail at <u>inversores@mediaset.es</u>. As a result of the situation caused by COVID-19, the Company recommends that the relevant documentation be requested by e-mail.

In addition, from the publication of this announcement and up to and including the fifth calendar day prior to the date scheduled for the Ordinary General Meeting (*i.e.*, up to and including 5 June 2020), shareholders may request, in writing, any information or clarifications they deem necessary or ask, in writing, any questions they consider relevant regarding the items on the agenda, the information accessible to the public that the Company has provided to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Meeting was held on 5 February 2020, and the reports of the Company's external auditors.

The foregoing is without prejudice to the right of any shareholder during the course of the Ordinary General Meeting of shareholders to verbally request such information or clarifications as such shareholder may deem appropriate regarding the items on the agenda or to request such clarifications as such shareholder may deem necessary regarding the information referred to in the preceding paragraph.

## SPECIAL MEANS OF INFORMATION

In accordance with the provisions of the LSC, the Company has a website (<u>http://www.telecinco.es/inversores/es/</u>) to assist shareholders in exercising their right to



information and to disclose relevant information required by the legislation on the securities market.

An Electronic Shareholders Forum will be enabled in the Company's website, which forum will be accessible to both individual shareholders and voluntary associations of shareholders which may be created under the provisions of the LSC, in order to facilitate communication prior to the holding of the Ordinary General Meeting.

## DISTANCE VOTING AND DISTANCE GRANTING OF PROXIES PRIOR TO THE GENERAL MEETING

The board of directors of the Company has decided, in accordance with the provisions of articles 27 and 33 of the Articles of Association and articles 16 and 26 of the Company's General Meeting Regulations, to authorize the exercise of distance voting and the granting of proxies at distance, through means of remote communication, prior to the holding of the General Meeting, provided that they comply with the legal requirements and those set forth in this notice.

#### 1. Distance voting:

Shareholders with the right to vote that do not attend the General Meeting may, prior to the holding of the General Meeting, opt for distance voting through any of the following means of remote communication:

#### (i) Electronic means:

<u>Procedure</u>: shareholders wishing to cast their vote by electronic means prior to the General Meeting must access the Company's website (<u>http://www.telecinco.es/inversores/es/</u>) and go to the space of the 2020 Ordinary General Meeting of Shareholders, section "Distance Voting and Proxies", and follow the procedure established therein.

<u>Identification</u>: the safeguards required by the board of directors, pursuant to article 26 of the General Meeting Regulations, to guarantee the authenticity and identification of shareholders exercising their voting rights through electronic means prior to the holding of the General Meeting, comprise the qualified electronic signature and the advanced electronic signature, under the terms of Law 59/2003, of 19 December, on electronic signature, provided they are based upon (i) the Electronic User Certificate (*Certificado Electrónico de Usuario*) issued by the Spanish Public Certification Authority (CERES), under the authority of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre - Real Casa de la Moneda*), in respect of which no cancellation has been notified, or (ii) the recognized electronic certificate incorporated to the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23 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 cast their vote on the items on the agenda through electronic means.

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<u>Requirements</u>: only the votes cast by the shareholder and received by the Company within the period set out in section 3 below shall be considered valid.

### (ii) Post:

<u>Procedure</u>: shareholders wishing to cast their vote by post prior to the General Meeting must fill in the section headed "Distance Voting" on the Attendance-Proxy Card issued by the Company.

Once the Attendance-Proxy Card has been duly completed and signed, it can be sent in the following ways:

- a. By post to the attention of "Mediaset España Comunicación, S.A.", *Dirección General Corporativa* (2020 Ordinary General Meeting), Carretera de Fuencarral a Alcobendas, nº 4, 28049 Madrid.
- b. Using the prepaid reply envelope supplied with the Attendance-Proxy Card.
- c. By personal delivery at the address indicated above

As a consequence of the situation caused by COVID-19, the Company recommends sending it by post.

<u>Requirements</u>: only the votes cast by the shareholder and received by the Company within the period set out in section 3 below shall be considered valid.

#### 2. Distance granting of proxies

Shareholders with the right to vote that do not attend the General Meeting may, prior to the holding of the General Meeting, opt for granting a proxy at distance through any of the following means of remote communication:

#### (i) Electronic means:

<u>Procedure</u>: shareholders wishing to designate a proxy by electronic means prior to the General Meeting must access the Company's website (<u>http://www.telecinco.es/inversores/es/</u>) and go to the space of the 2020 Ordinary General Meeting of Shareholders, section "Distance Voting and Proxies", and follow the procedure established therein.

<u>Identification</u>: the safeguards required by the board of directors, pursuant to article 26 of the General Meeting Regulations, to guarantee the authenticity and identification of shareholders designating a proxy through electronic means prior to the holding of the General Meeting, comprise the qualified electronic signature and the advanced electronic signature, under the terms of Law 59/2003, of 19 December, on electronic signature, provided they are based upon (i) the Electronic User Certificate (*Certificado Electrónico de Usuario*) issued by the Spanish Public Certification Authority (CERES), under the authority of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre - Real Casa de la* 



*Moneda*), in respect of which no cancellation has been notified, or (ii) the recognized electronic certificate incorporated to the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23 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 by electronic means.

<u>Requirements</u>: only proxies granted by the shareholder and received by the Company within the period set out in section 3 below shall be considered valid.

Shareholders granting a proxy by electronic means are obliged to inform the designated proxy 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 place of the General Meeting, within two hours prior to the start of the meeting, allowing the personnel in charge of the shareholders' registry to verify the proxy, providing, if necessary, a copy of the electronic delegation.

When the proxy is granted to the chairman of the Ordinary General Meeting, the communication and acceptance will be understood to have been made through the receipt by the Company of said electronic proxy in due form and time.

The proxy may only exercise the vote of the represented shareholder by personally attending the Ordinary General Meeting.

#### (ii) Post:

<u>Procedure</u>: shareholders wishing to designate a proxy by post prior to the General Meeting must fill in the section headed "Proxy" on the Attendance-Proxy Card issued by the Company.

If the shareholder grants the proxy to the chairman of the Ordinary General Meeting, the shareholder must send the duly completed and signed Attendance-Proxy Card to the registered office.

If the shareholder grants the proxy to a third party, the shareholder must send a photocopy of the duly completed and signed Attendance-Proxy Card to the registered office.

Once the Attendance-Proxy Card has been duly completed and signed, the original or photocopy thereof, as applicable, can be sent in the following ways:

- a. By post to the attention of "Mediaset España Comunicación, S.A.", *Dirección General Corporativa* (2020 Ordinary General Meeting), Carretera de Fuencarral a Alcobendas, nº 4, 28049 Madrid.
- b. Using the prepaid reply envelope supplied with the Attendance-Proxy Card.



c. By personal delivery at the address indicated above

As a consequence of the situation caused by COVID-19, the Company recommends sending it by post.

<u>Requirements</u>: only proxies granted by the shareholder and received by the Company within the period set out in section 3 below shall be considered valid.

Shareholders granting a proxy by post are obliged to inform the designated proxy 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 place of the General Meeting, within two hours prior to the start of the meeting, allowing the personnel in charge of the shareholders' registry to verify the proxy, providing, if necessary, the original delegation document.

If the proxy is granted to the chairman of the Ordinary General Meeting, the communication and acceptance will be understood to have been made through the receipt by the Company of the original Attendance-Proxy Card.

The proxy may only exercise the vote of the represented shareholder by personally attending the Ordinary General Meeting.

## 3. Term for exercising the right to distance voting and distance granting of proxies:

In order to be valid, both the proxies granted and the votes cast prior to the holding of the Ordinary General Meeting by remote means of communication (either by electronic means or by post) must be received by the Company at its registered office or through its website, as applicable, before 00:00 hours (CEST) on 10 June 2020. Otherwise, proxies will deemed not to have been granted and votes will be deemed not to have been cast.

## <u>COMMON RULES FOR EXERCISING THE RIGHT TO DISTANCE</u> <u>PROXIES AND DISTANCE VOTING PRIOR TO THE GENERAL MEETING</u>

- 1. Priority between distance proxy/voting and personal attendance at the General Meeting:
  - (a) Shareholders who attend the General Meeting after distance voting or granting a proxy at distance prior to the General Meeting, by whatever means, will render such proxy or distance vote null and void.
  - (b) Likewise, any vote, whatever the means used to cast it, will render ineffective any proxy granted at distance, regardless of whether granted earlier, in which case it will be considered revoked, or later, in which case it will be considered as not having been made.
- 2. In the event that a shareholder validly grants several proxies at distance prior to the holding of the Ordinary General Meeting, the last proxy received by the Company shall prevail.



- 3. In the event that a shareholder casts several votes at distance with respect to the same items on the agenda, the last vote received by the Company shall prevail, and those received on a previous date shall be considered invalid.
- 4. If electronic means are used to cast votes or grant proxies prior to the holding of the Ordinary General Meeting, only one electronic action will be allowed for each type of transaction (one vote or one proxy).
- 5. Both distance voting and the granting of proxies at distance prior to the holding of the Ordinary General Meeting shall be rendered null and void from the moment the shareholder no longer owns the shares conferring attendance rights.
- 6. It is the shareholder's exclusive responsibility to keep the electronic signature for voting or granting proxies by electronic means.
- 7. Shareholders that are legal entities and those who are not residents in Spain should consult the Shareholders' Office to examine the possibility of adapting, if necessary, the means for distance voting and the granting of proxies at distance prior to the holding of the Ordinary General Meeting to their particular circumstances. Likewise, shareholders that are legal entities should notify the Company, in a reliable manner, of any modification or revocation of the powers held by their representatives, and the Company declines any liability until such notifications are made.
- 8. The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for voting and granting proxies by electronic means whenever necessary for technical or security reasons.
- 9. The Company shall not be liable for any damages that may be caused to the shareholders as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the postal service or any other event of the same or similar nature, beyond its control, that prevents the use of the distance voting and distance proxy means.

## ATTENDANCE AND PARTICIPATION AT THE GENERAL MEETING BY <u>TELEMATIC MEANS</u>

Without prejudice to the provisions of the previous paragraphs, and in accordance with article 41.1.c) of Royal Decree-law 8/2020, of 17 March, on extraordinary urgent measures to deal with the economic and social impact of COVID-19, in conjunction with Royal Decrees 463/2020, 476/2020, 487/2020, 492/2020 and any other decree that may be enacted extending the state of alarm, the board of directors of the Company has resolved that the Ordinary General Meeting may also be attended, by shareholders and shareholders' proxies entitled thereto, through the use of telematic means that allow remote and real time connection.

The instructions for attending and participating at the Ordinary General Meeting through telematic means will be made available to shareholders and shareholders' proxies on the Company's website (<u>http://www.telecinco.es/inversores/es/</u>), in the space dedicated to the 2020 Ordinary General Meeting of Shareholders, section "Telematic Attendance", where also the

mechanisms for such telematic attendance and participation through any device with internet access will be made available.

Notwithstanding the provisions of the aforementioned instructions, the most relevant aspects of telematic attendance and participation at the Ordinary General Meeting are briefly described below:

### 1. Identification and pre-registration:

In order to allow for the adequate management of telematic attendance and participation mechanisms, shareholders or shareholder proxies who intend to attend and participate in the Ordinary General Meeting by telematic means must pre-register, between 8:00 a.m. (CEST) on 27 May 2020 and 0:00 a.m. (CEST) on 10 June 2020, through the telematic attendance application that will be made available on the Company's website, in the space of the 2020 Ordinary General Meeting of Shareholders, section "Telematic Attendance" (the "**Application**"), following the procedure for pre-registration and request for telematic attendance described therein. The pre-registration of attendees outside of the aforementioned period will not be accepted.

The safeguards required by the board of directors, pursuant to the analogous application of article 26 of the General Meeting Regulations, to guarantee the authenticity and identification of shareholders who, in accordance with the above, wish to request the telematic attendance through the Application, comprise the qualified electronic signature and the advanced electronic signature, under the terms of Law 59/2003, of 19 December, on electronic signature, provided they are based upon (i) the Electronic User Certificate (*Certificado Electrónico de Usuario*) issued by the Spanish Public Certification Authority (CERES), under the authority of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre - Real Casa de la Moneda*), in respect of which no cancellation has been notified, or (ii) the recognized electronic certificate incorporated to the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23 December, regulating the issuance of the national identity document and its electronic signature certificates.

As regards proxies, prior to the aforementioned pre-registration they must evidence their proxy by sending a scanned copy of their national identity document, foreigner's identification number or passport, and the Attendance-Proxy Card signed by the represented shareholder and the proxy, to the e-mail address <u>inversores@mediaset.com</u>. In the case of proxies of legal entities, they should also send to the aforementioned address a scanned copy of the powers of attorney or such other title by virtue of which they are empowered to represent the legal entity.

Once a shareholder or, where applicable, the shareholder's proxy has pre-registered in accordance with the indicated means and within the period established for such purposes, the shareholder or, where applicable, the shareholder's proxy may attend, intervene and vote at the Ordinary General Meeting through telematic means, making the corresponding connection on the day scheduled for the meeting in accordance with the following section.



#### 2. Connection and attendance:

Shareholders (or proxies) who have previously registered to attend the Ordinary General Meeting by telematic means in accordance with the previous section must log on through the Application between 8:00 a.m. and 11:30 a.m. (CEST) on 10 June 2020 and identify themselves again through one of the following means: the qualified electronic signature or the advanced electronic signature, under the terms provided for in Law 59/2003, of 19 December, on electronic signatures, provided that they are based upon (i) the Electronic User Certificate (*Certificado Electrónico de Usuario*) issued by the Spanish Public Certification Authority (CERES), under the authority of the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre - Real Casa de la Moneda*), in respect of which no cancellation has been notified, or (ii) the recognized electronic certificate incorporated in the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23 December, regulating the issuance of the national identity document and its electronic signature certificates. The Company may enable additional means of identification that duly guarantee the identity of the shareholder.

The board of the Ordinary General Meeting and, if applicable, the notary who intervenes to take the minutes of the meeting, will have direct access to the telematic connection systems, so that they will have direct knowledge of the communications and statements made by those attending the Ordinary General Meeting remotely.

#### 3. Intervention:

Those attending by telematic means who, in the exercise of their rights and/or, where applicable, of the representation that they hold, wish to intervene at the Ordinary General Meeting and, where applicable, wish to request information or clarifications, or make proposals, must draw up and send their interventions, questions, requests for information or clarifications, or proposals in writing to the board of the Ordinary General Meeting on the day of the General Meeting, between 8:00 a.m. and 11:30 a.m. (CEST), upon connection in accordance with the provisions of the previous section, in the form, terms and conditions established in the Application, using for this purpose the intervention form that will be made available in the Application.

Attendees by telematic means who want their interventions to be recorded in the minutes of the General Meeting must expressly indicate this in the text of each intervention.

Requests for information or clarification made by the attendees by telematic means will be answered in writing during the seven days following the General Meeting, in accordance with the provisions of the LSC.

#### 4. Voting:

Voting on the proposals relating to each of the items on the agenda may take place from the time the shareholder (or, where applicable, the proxy) is connected as an attendee in accordance with the provisions of the previous sections and until the chairman or, if applicable, the secretary of the General Meeting announces the end of the voting period for the proposed resolutions relating to items on the agenda.



With regard to the proposed resolutions on those matters which are not legally required to be included on the agenda, those attending by telematic means may cast their votes through the Application from the moment indicated by the chairman once the proposals at hand have been drawn-up and read.

In any case, the remote voting process for all proposals submitted to the Ordinary General Meeting will end when, after the reading of the summaries of the proposed resolutions by the secretary, the voting on the proposed resolutions begins in the premises where the meeting is held.

The procedure provided for in the Articles of Association and the General Meeting Regulations will be applied to the voting on the proposed resolutions.

#### 5. Priority rules:

The attendance by telematic means to the Ordinary General Meeting of shareholders that may have previously delegated their vote or voted remotely, whatever the means used, will render such prior delegation or distance vote without effect. Similarly, physical attendance at the General Meeting shall prevail over telematic attendance.

#### 6. Other matters:

Legal entities, non-residents in Spain and qualified investors should consult the Shareholders' Office to adapt, with due guarantees, the mechanisms for attending the General Meeting through real-time remote communication means, and the Company may adapt the means to allow telematic attendance to these shareholders or their proxies.

It is the shareholders' (or, if applicable, their proxies') exclusive responsibility to keep the necessary means of identification to access and use the telematic attendance service at the General Meeting. In the case of a legal entity, it must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance to the General Meeting when technical or security reasons so require or impose.

Likewise, the Company shall not be liable for any damages that may be caused to shareholders or their proxies as a result of the occasional lack of availability of its website, as well as for breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, beyond the control of the Company, without prejudice to the adoption of the measures required by each situation, including the possible temporary suspension or extension of the Ordinary General Meeting if this is necessary to guarantee the full exercise of the rights of the shareholders or their proxies.

For any clarification regarding the delivery of documentation and any other matter related to this call, shareholders may contact the Company at the registered office, located in Madrid,



Carretera de Fuencarral a Alcobendas, n° 4, *Dirección General Corporativa* (2020 Ordinary General Meeting) or call the Shareholders' Attention Office at 91 358 87 17. As a consequence of the situation caused by COVID-19, the Company recommends calling the Shareholders' Attention Office at the indicated telephone number.

## ADDITIONAL INFORMATION AS A CONSEQUENCE OF THE COVID-19 PANDEMIC

As a consequence of the health risks arising from the crisis situation caused by COVID-19, the Company's board of directors recommends that shareholders attend and participate remotely in the Ordinary General Meeting, either by casting their vote or granting a proxy prior to the holding of the Ordinary General Meeting, or by attending the meeting by telematic means, all in accordance with the provisions of this notice and of the Company's website.

In the event that (i) on the date on which the Ordinary General Meeting is to be held, the measures currently in force under the state of alarm declared by Royal Decree 463/2020, as extended by Royal Decrees 476/2020, 487/2020 and 492/2020, and as it may be further extended until such date, are still in force, or other measures or recommendations of the relevant authorities are in force regarding the maximum number of people who may attend a given act, which restrict or prevent the holding of the Ordinary General Meeting of the Company with physical attendance by shareholders and representatives of shareholders, or if (ii) five days before the date set for the holding of the Ordinary General Meeting it were foreseeable, in the opinion of the Company's board of directors, that, for the reasons set out under limb (i), it will not be possible to hold the Company's Ordinary General Meeting with the physical attendance of shareholders and shareholders' representatives, the Ordinary General Meeting will be held on the date set out in this notice without the personal attendance of shareholders, representatives or guests, in which case it will only be possible to attend the Ordinary General Meeting by telematic means, being attendance in person limited to the internal and external collaborating personnel who are essential to make it possible to hold the Ordinary General Meeting.

If applicable, the board of directors of the Company will inform no later than 0:00 hours on 5 June 2020, through the space dedicated to the Ordinary General Meeting on the corporate website of the Company (<u>http://www.telecinco.es</u>), through the National Securities Market Commission and, if applicable, the media considered necessary, of any changes or measures adopted in relation to the holding of the Ordinary General Meeting following this announcement. Therefore, shareholders and shareholders' representatives are requested, in the days prior to the General Meeting, to consult the Company's web page (<u>www.telecinco.es</u>), to contact by telephone at 91 358 87 17 or to send an e-mail to inversores@mediaset.es, where the most up-to-date information available at any given time will be provided; all of which is aimed at enabling shareholders who so wish to exercise their rights fully, without having to physically attend the meeting.

## PRESENCE OF A NOTARY PUBLIC

In accordance with the LSC and the General Meeting Regulations, the board of directors has resolved to request a notary public to be present in order to take the minutes of the meeting.



### **PROTECTION OF PERSONAL DATA**

The personal data that the shareholders, or, where appropriate, their representatives, provide to the Company for the exercise or delegation of their right to attend and vote at the Ordinary General Meeting, including data provided for this purpose by the banks and securities companies and agencies in which the shareholders have their shares deposited and guarded, or other data obtained through the recording of the General Meeting (*i.e.*, image and voice), will be processed by the Company in order to manage the development, compliance and control of the existing shareholding relationship with respect to the calling, holding, recording and broadcasting of the Ordinary General Meeting, to comply with legal obligations, and to manage the exercise of shareholders' rights of information, attendance and vote. For these purposes, the data will be processed under the responsibility of "Mediaset España Comunicación, S.A.". The legal bases for the processing of the data are the compliance with statutory obligations derived from corporate regulations and the shareholding relationship. Personal data will be processed during the shareholding relationship and, after that, during a period of six years but only for the purposes of dealing with any statutory or contractual action, unless, exceptionally, a longer term applies for statutory or contractual reasons.

The data subject will, in any case and where legally appropriate, have the right to access, rectify, delete, oppose, carry or limit the processing of the data collected by the Company, not to be subjected to automated individual decision-making, and to withdraw consent. These rights may be exercised, under the terms and in compliance with the conditions established for that purpose in the legislation, by sending a letter to "Mediaset España Comunicación, S.A.", Carretera de Fuencarral a Alcobendas, 4 (28049 Madrid), or by email to the email address of the Company's Data Protection Officer (privacidad@mediaset.es). In addition, the data subject has the right to file a complaint with the data protection authority, which in Spain is the "Agencia Española de Protección de Datos" (www.aepd.es).

In the event that the Attendance-Proxy Card includes personal data relating to other individuals, or if a proxy attends the meeting in representation of a shareholder, the shareholder must inform such third party of the contents of the previous paragraphs and satisfy any other requirements that may be applicable for the correct transfer of personal data to the Company, without the Company having to perform any additional action. Their data will be communicated to the notary in relation to the drawing-up of the notarial deed of the General Meeting 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 (https://www.telecinco.es/inversores/es/) or disclosed in the Ordinary General Meeting, which may be recorded by audio-visual means and made public on the mentioned website and in accredited media. If you attend the Ordinary General Meeting, we inform you that the General Meeting will be recorded and published, and that your image and voice will be processed with the purpose of managing the audio-visual recording and publication of the Ordinary General Meeting in accordance with transparency requirements under applicable regulations. The legal bases for this processing are the Company's legitimate interest in recording and broadcasting the Ordinary General Meeting, which is recognized in the applicable regulations and the principle of transparency and the consent granted by the shareholders and their proxies that attend (on-site or remotely) the Ordinary General Meeting.



## **GENERAL INFORMATION**

- Only Attendance-Proxy Cards issued by the Company will be considered valid.
- There will be no payment or gift for attending the Ordinary General Meeting.

Madrid, 7 May 2020 The secretary of the board of directors Mr. Mario Rodríguez Valderas