

**ATTENDANCE CARD - PROXY – REMOTE VOTE**

The board of directors of Mediaset España Comunicación, S.A. (the “Company” or “Mediaset España”) has resolved to call the ordinary general meeting of shareholders, which will be held in Madrid, in the registered office, situated in Carretera de Fuencarral a Alcobendas, nº4, at 12:00 on the 10<sup>th</sup> of June 2020, on the only call (the “Ordinary General Meeting”). Remote attendance and participation in the General Meeting will be enabled under the terms indicated in the notice of call.

**RIGHT OF ATTENDANCE**

All shareholders may attend, regardless of the number of shares with voting rights that they hold, who have the ownership of the shares registered in their name in the corresponding accounting register of book entries five (5) days prior to the date of the General Meeting. To attend the Meeting, this card must be signed in the space provided below and presented on the day of the Meeting at the place where it is to be held.

**Signature of attending shareholder**

In ....., on ..... of ..... 2020

**Shareholder Number:**

**Number of Shares:**

**PROXY**

**Ordinary General Meeting of Shareholders June 2020  
Shareholders wishing to grant a proxy**

The shareholder in whose favour this card has been issued hereby grants a proxy for this meeting to:

(Tick just one of the following boxes and, if applicable, designate the third party as your representative. For this representation to be valid, the delegating shareholder must sign in the place specified for this purpose).

- 1.  The Chairman of the Board.
- 2.  Mr./Mrs. ....

Any proxy that does not contain the name of the third party to whom it is granted shall be deemed to have been granted to the Chairman of the Board.

In order to give your voting instructions, please tick the appropriate box in the table below. If any of the boxes are not marked, precise voting instructions will be deemed to have been given in favour of the proposals made by the Board of Directors.

**Voting instructions for the Board of Directors' proposals**

Items on the agenda	1	2	3	4	5	6	7	8	9
In favour									
Against									
Abstain									
Blank									

The proxy also extends to proposals for agreements not provided for in the agenda. In these cases and unless otherwise indicated below, it is understood that the representative abstains.

If not, tick the appropriate box:  
 In favour  Against  Blank

If the proxy finds him/herself to be in a conflict of interest with regard to any of the proposed resolutions, whether on or off the Agenda, and the shareholder has not given precise voting instructions, the proxy shall be deemed to have been granted to the Chairman of the Meeting who shall vote in favour of the proposals of the Board of Directors and abstain from the items not included or not on the Agenda.

For the purposes of Article 523 of the Ley de Sociedades de Capital, we hereby inform you that the members of the board of directors may find themselves in a situation of potential conflict of interest with respect to items four and eight on the agenda, and that the executive directors may also find themselves in a situation of potential conflict of interest with respect to item six.

**Shareholder's signature**

In ....., on ..... of ..... 2020

**Proxy's signature**

In ....., on ..... of ..... 2020

**REMOTE VOTE**

**Ordinary General Meeting of Shareholders June 2020**

Any shareholder in whose favour this card has been issued who wishes to vote remotely by post, prior to the Meeting, in relation to the items on the attached Agenda, must tick the corresponding box indicating his or her vote or abstention.

In relation to proposed resolutions not formulated by the Board of Directors or on points not included in the attached Agenda and unless otherwise expressly indicated below, it is understood that the shareholder abstains. Otherwise tick the appropriate box  
 In favour  Against  Blank

In any case, in addition to the provisions of the Law, and the Articles of Association and General Meeting Regulations, shareholders must comply with the provisions of the notice of call and the Company's website (<http://www.telecinco.es/inversores/es/>).

Shareholders who cast their votes remotely by post or by electronic means shall be deemed to be present for the purposes of calculating the quorum for the General Meeting.

**Vote on the Board of Directors' proposals**

**Shareholder number:**

**Number of shares:**

**Signature of shareholder voting remotely**

In ....., on ..... of ..... 2020

## **DISTANCE VOTING AND DISTANCE GRANTING OF PROXIES.**

Shareholders with voting rights may cast their vote or grant proxy by mail or electronic means (For further information go to the web page <http://www.telecinco.es/inversores/es/>), by accessing the space dedicated to the Ordinary General Meeting of Shareholders 2020, in the section "Proxy and Remote Voting", following the procedure established there. As a result of the situation caused by COVID-19, the Company recommends the relevant documentation be sent by e-mail.

## **SHAREHOLDERS WHO, PRIOR TO THE HOLDING OF THE MEETING, WISH TO GRANT THEIR PROXY BY POST.**

Shareholders who do not intend to attend the Meeting may grant their proxy to a third party by posting their Card. For this purpose, shareholders must fill in the proxy form on the reverse side and sign it in the space provided for this purpose. The representative must also sign the proxy. If the shareholder grants the proxy to the Chairman or the Secretary of the Board of Directors or the General Meeting, the shareholder must send the duly completed and signed Card to the registered office. If the shareholder grants a proxy to a third party, the shareholder must send a photocopy of the duly completed and signed Card to the registered office. In any case, in addition to the provisions of the Law, the Articles of Association and the General Meeting Regulations, shareholders must comply with the provisions of the notice of call and the Company's website (<http://www.telecinco.es/inversores/es/>).

## **SHAREHOLDERS WHO WISH TO VOTE REMOTELY BY POST PRIOR TO THE MEETING.**

Shareholders who do not plan to attend and do not wish to grant a proxy may cast their vote remotely by sending the Card by post. To do so, they must complete the distance voting section on the front and sign it in the space provided for this purpose. Once completed and signed, the Card must be sent to the Company's registered office. In any case, in addition to the provisions of the Law, the Articles of Association and the General Meeting Regulations, shareholders must comply with the provisions of the notice of call and the Company's website (<http://www.telecinco.es/inversores/es/>).

## **PROXIES AND REMOTE VOTING PRIOR TO THE HOLDING OF THE MEETING BY ELECTRONIC MEANS.**

Shareholders may also cast their vote or grant proxy prior to the meeting via electronic means, in accordance with the provisions of the notice of call, the Articles of Association and the Regulations of the General Meeting. Shareholders must comply with the rules included in the notice of call and the Company's website (<http://www.telecinco.es/inversores/es/>).

## **AGENDA**

**First.** - 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.

**Second.** – 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.

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

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

**Fifth.** - Maintenance of the number of directors at 13.

**Sixth.** – 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.

**Seventh.** – Appointment of auditors for both Mediaset España Comunicación, S.A. and its consolidated group of companies.

**Eighth.** – Advisory vote on the “2019 Annual Directors’ Remuneration Report” of Mediaset España Comunicación, S.A.

**Ninth.** - 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.