

“**MEDIASET ESPAÑA COMUNICACIÓN, S.A.**” (“**Mediaset España**” or the “**Company**”), for the purposes contemplated in article 227 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October, and developing legislation, hereby announces the following:

OTHER RELEVANT INFORMATION

Further to the communication of other relevant information published on 30 July 2020 (registry no. 3,834), and in light of the events reported therein, Mediaset España informs that its Board of Directors has resolved to withdraw the merger of Mediaset España and Mediaset S.p.A with and into Mediaset Investment N.V. approved by the Extraordinary General Shareholders’ Meeting of Mediaset España held on 4 September 2019 (the “**Merger**”), in view of the impossibility to complete the Merger before the deadline provided by the Dutch law of 2 October 2020.

Mediaset España will report to the market as soon as a new decision is taken regarding the re-launching of industrial project represented by MFE-MediaForEurope.

As a result of the withdrawal of the Merger, the Company will not buy back the shares of Mediaset España in respect of which their holders exercised the withdrawal right following the approval of the Merger and who did not revoke it in the two revocation periods opened for such purpose. Accordingly, such shares will cease to be blocked by the entities acting as custodians for those shareholders.

The announcement released by Mediaset S.p.A. in Italy today in relation to this matter is attached hereto.

Madrid, 5 August 2020

Mario Rodríguez Valderas
Secretary of the Board of Directors

MEDIASET BOARD OF DIRECTORS

- **ACCEPTS THAT FOLLOWING THE SENTENCE OF THE SPANISH COURT THE MERGER PLAN AS DELIBERATED ON 7 JUNE 2019 IS NO LONGER POSSIBLE**
- **VIEWS AS INSUFFICIENT THE CONTENT OF THE LETTER RECEIVED FROM VIVENDI**

The Board of Directors of Mediaset, which met today under the chairmanship of Fedele Confalonieri, examined the sentence issued by the Court of Madrid on 30 July 2020 regarding the cross-border merger announced to the market on 7 June 2019. In particular, the sentence rejected the appeal presented by Mediaset Espana requesting the removal of the suspension of the merger plan.

Mediaset acknowledges the decision of the Spanish Court and while not sharing its conclusions, accepts its provisions while also reaffirming, based also on advice from its legal advisers in all of the jurisdictions involved in the cross-border merger, that the project is in full compliance with all applicable laws, respects the rights of the shareholders, as determined by Italian and Dutch courts, and is aimed exclusively at the pursuit of the interests of Mediaset and all of the shareholders who approve of the development. The decision by the Madrid Court is the sole result of the instrumental and predetermined opposition of Vivendi acting in its own interest, also as a competitor of Mediaset.

Furthermore, given that the Spanish court's decision makes it impossible to complete the operation within the planned timeframe foreseen by Dutch law (2 October 2020), the Board of Directors has accepted that the planned project, as deliberated on 7 June 2019, is no longer possible due to technical deadlines.

Confirming the industrial validity of the MFE MediaForEurope plan, the Board of Directors has immediately launched a study for the creation of an alternative plan to achieve the same objectives.

It is nevertheless clear that this interruption is seriously damaging and is the fruit of the prejudicial hostility of Vivendi that began immediately after Vivendi broke the terms of the contract regarding the sale of Premium in 2016 and the subsequent hostile takeover bid made by the French group that was damaging to Mediaset. A series of violations that have now culminated with judicial measures that have led to the blocking of the merger project, onerous violations for which Vivendi will have to respond in court.

As regards the future of MFE MediaForEurope, the Board of Directors examined the letter recently received from Vivendi in which the company announces, recognising the industrial merit of the MFE project, its willingness to support Mediaset's international development plans, an announcement that comes after the time limit (the project has been public since June 2019) and without the necessary concrete proposals.

Given that Mediaset

- is always open to options that can increase value for all its shareholders;
- seeks development solutions that are crucial for the Group's future;
- cannot ignore the irreparable damage it has suffered;

the Board of Directors considers that, for the moment, the letter does not meet any of the three points mentioned above.

If Vivendi is seriously prepared to discuss future plans on a concrete basis in the interest of all of the shareholders, including the majority shareholders, Mediaset is ready to come to the negotiating table where this new positive approach can be examined.

As a result of the failure to conclude the merger, the share for which the right of withdrawal has been exercised will be once again become available to the withdrawing shareholders. In addition, the special ISIN code for the shares for which of Special A Voting rights on the Initial Allocation Date have been requested will be replaced with the standard ISIN code or, in the case of shareholders registered in the List foreseen by article 127 - *quinquies*, para. 2, of the Consolidated Finance Act with a temporary ISIN code assigned to the shares for which registration was requested in the aforementioned List in order to obtain an increased vote pursuant to article 7 of the Articles of Association. No action is necessary by shareholders and intermediaries will receive specific instructions in order to make the necessary registrations.

Cologno Monzese, 5 August 2020

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