

**REPORT PREPARED BY THE APPOINTMENTS AND REMUNERATION
COMMITTEE JUSTIFYING THE DIRECTOR'S REMUNERATION POLICY
OF MEDIASET ESPAÑA COMUNICACIÓN, S.A.
FOR THE FINANCIAL YEAR 2021-2023**

I. INTRODUCTION.

The article 529 novodecies of the Spanish Companies Act ("LSC") establishes the obligation for listed companies to have a directors' remuneration policy, which complies with the remuneration system established by the Articles of Association and is approved by the company's General Meeting at least every three years as a separate point of the agenda.

This Report is prepared by the Appointments and Remuneration Committee of MEDIASET ESPAÑA COMUNICACIÓN, S.A. (hereinafter, "**Mediaset España**" or the "**Company**"), in accordance with section 2 of the referred article 529 novodecies of the Spanish Companies Act, which establishes that the proposal for the remuneration policy of the Board of Directors shall be reasoned and must be accompanied by a **specific report from the Appointments Remuneration Committee.**

Accordingly, the purpose of this report is to set forth the criteria on which it is based the proposed Remuneration Policy for the Directors of Mediaset España Communication, S.A. 2021-2023, which will be submitted by the Board of Directors, as a separate point on the agenda, for the approval of the next Shareholders General Meeting.

This report will be made available to the shareholders, together with the proposal of the Remuneration Policy, on the corporate web page of the Company from the notice of the General Meeting.

**II. THE APPOINTMENTS AND REMUNERATION COMMITTEE OF
MEDIASET ESPAÑA.**

2.1. Composition.

The Appointments and Remuneration Committee of the Company is regulated in Articles 51 of the Articles of Association and 22 of the Company's Board of Directors Regulations. It also has its own regulations regarding organisation and operation.

In accordance with articles 22.1 of the Board of Directors Regulations and 3 of the Appointments and Remuneration Committee Regulations, the Appointments and Remuneration Committee will consist of a minimum of three and a maximum of five non-executive directors, at least two of whom must be independent directors. In compliance with this article, the Commission is made up of four members, all external directors and appointed by the Board of Directors.

Therefore, following the provisions of both the Articles of Association and the Board of Directors Regulations, and in accordance with the corporate governance regulations, the Appointments and Remuneration Committee of Mediaset España is chaired by an independent director.

All members of the Committee have the level of experience and training required for the performance of their functions.

As of the date that this Report was issued, the Appointments and Remuneration Committee of the Company is composed of the following members:

- Ms. Consuelo Crespo Bofill (Chairman) – Independent Director
- Ms. Cristina Garmendia Mendizabal – Independent Director
- Mr. Fedele Confalonieri – Proprietary Director
- Mr. Niccoló Querci – Proprietary Director

2.2. Functions regarding the remuneration of directors.

In accordance with the provisions of article 51 of the Articles of Association, 22.3 of the Board of Directors Regulations and 5.1 of the Appointments and Remuneration Committee Regulations, and without prejudice to any functions attributed to it by law, the Articles of Association or the Board of Directors itself, the Appointments and Remuneration Committee of the Company, has been attributed, among other functions, the following in matters of remuneration:

- a) Verify compliance with and the remuneration policy applied to directors and senior executives, including share remuneration systems and their application, as well as ensuring proportional individual remuneration compared to other directors and senior executives of the Company.
- b) Ensure transparency of remuneration and the inclusion in the Annual Report, as well as in the Annual Corporate Governance Report and in the Directors' Annual Remuneration Report, of information about the remuneration of the Directors and, to this end, submit any information that may be appropriate to the Board.
- c) Assist the Board of Directors in the evaluation of the Chairman of the Board and top executives, specifically in the definition and supervision of the remuneration policy for Directors and senior executives, proposing the manner, procedures and amount of annual payments to the Directors (including, where appropriate, incentive proposals such as share option plans), periodically reviewing the remuneration programs and ensuring that remuneration is moderate and in line with the Company's results..
- d) Draft and verify a Report on the Remuneration Policy of the Directors that must be approved by the Board of Directors and presented to the General Shareholders Meeting.

III. JUSTIFICATION AND DESCRIPTION OF THE DIRECTORS' REMUNERATION POLICY PROPOSED FOR APPROVAL AT THE GENERAL MEETING

As explained above, the approval of a Remuneration Policy for the Directors is motivated by the provisions of article 529 novodecies.1 of the Spanish Companies Act, which

requires listed companies to have a remuneration policy for the Directors approved by the General Meeting of the Company at least every three years.

In this respect, Mediaset España's Directors Remuneration Policy 2021-2023 is based on the following principles:

- i. It complies with the provisions of the Spanish Companies Act, as well as with the general system for directors' remuneration provided for in the Articles of Association (article 56), and in the Company's Board of Directors Regulations (article 28).
- ii. It is aimed at promoting profitability and long-term sustainability of the Company and incorporate the necessary precautions to avoid the excessive assumption of risks and rewarding unfavourable results.
- iii. It is in accordance with the responsibilities entrusted and the dedication employed by each one of the Board members. Ensure it is capable of attracting and retaining the most valuable professionals, rewarding the dedication, qualification and responsibility that the position demands.
- iv. It is related to the importance of the Company within its business environment and with its economic situation, and is proportionate to market standards of companies with similar characteristics.
- v. Guarantees an adequate balance between executive directors fixed and variable remuneration, and in this sense it establishes the remuneration with objective criteria related to the individual performance of the executive Directors and the achievement of business objectives of the Company.
- vi. Incorporates in the Directors remuneration regime, clauses that allow these variable concepts to be linked to the evaluation of performance indicators of the Company, thus ensuring the alignment of the Policy with the interest of the shareholders.

3.1. Remuneration applicable to directors in their capacity as directors.

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 allowances. In the case of the Chairmen of the Board Committees, the attendance fees will be higher based on the dedication linked to the exercise of their position.

Also and in accordance with the provisions of the Articles of Association, the Chairman of the Board of Directors, which, in the case of Mediaset España, has external status, he will receive a complementary remuneration in response to the special dedication required by the position and which will be approved by the Board of Directors.

The maximum annual amount that the Company may pay to the directors in their capacity as such will be set by the General Meeting and will be included in the Remuneration Policy in accordance with the provisions of article 529 septdecies.1 the Spanish

Companies Act. The Board of Directors will be responsible for setting the exact amount to be paid within this limit and its distribution among the different directors depending on the functions and responsibilities attributed to each director.

3.2. Remuneration System applicable to executive Directors.

Directors with executive functions will be entitled to receive remuneration for the performance of these functions, consisting of a fixed part in line with the services and responsibilities assumed, a variable part linked to performance indicators of the director or of the Company, and an attendance part, which will contemplate the appropriate pension and insurance plans, establishing the maximum amount that the Company may pay to executive Directors as a variable part in the Remuneration Policy to be 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 foreseen in their respective contracts, the variable remuneration concepts applicable to executive Directors are as follows:

- a) Variable remuneration referenced to budgetary targets.
- b) Voluntary receipt of part of this annual variable remuneration in the form of Company shares.
- c) Medium-term incentive and loyalty system linked to the share price.

Executive Directors, in addition to the specific remuneration concepts, for the exercise of delegated or executive functions, in their capacity as members of the Board of Administration, will receive the remuneration referred to in section 3.1 of this Policy.

In the Remuneration Policy, in accordance with the provisions of Article 529 octodecies the Spanish Companies Act, detailed information is collected regarding the amount of fixed annual remuneration, the parameters for the variable components, as well as the main terms and conditions of their contracts.

IV. CONCLUSION.

In accordance with the provisions of this Report, Mediaset España's Appointments and Remuneration Committee considers that the Remuneration Policy contains the information required by the applicable regulations, complies with the provisions of the corporate governance system of the Company and with the criteria of prudence in the assumption of risk, good governance and transparency, allowing the Company to have an adequate remuneration policy, aligned with the interests of the shareholders and prudent risk management.

On the basis of the aforementioned, the Appointments and Remuneration Committee issues this Report justifying the Proposal for the Remuneration Policy of the Directors of Mediaset España Comunicación, S.A. for 2021-2023 that will be submitted to the next General Shareholders' Meeting of the Company.

MEDIASET **españa.**