



BOARD DIVERSITY AND DIRECTOR
SELECTION POLICY

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BOARD DIVERSITY AND DIRECTOR SELECTION POLICY

The Board of Directors of MEDIASET ESPAÑA COMUNICACIÓN, S.A. (hereinafter, "**Mediaset España**" or the "**Company**") has the power to ensure that the procedures for the selection of its members favour diversity of gender, age, experience and knowledge and that there is no implicit bias that could imply any discrimination and, in particular, that they facilitate the selection of female directors in a number that allows a balanced presence of women and men to be achieved.

Pursuant thereto and within the framework of its function of determining the general policies and strategies of the Company and its constant effort to make the management of the Company increasingly transparent, the Board of Directors of Mediaset España approves this *Board Diversity and Director Selection Policy* (hereinafter, the "**Policy**"), which aims to favour an appropriate composition of the Board of Directors, ensuring that proposals for appointment or re-election of directors are based on a prior analysis of the skills required by the Board and favour diversity of knowledge, experience, age and gender, all in a concrete and verifiable manner.

1. General principles.

- **Appropriate composition of the Board of Directors.** The composition of the Board should be appropriate for the best performance of its functions, for which purpose the procedures for the selection of directors should be based on a prior analysis of the skills required by the Board of Directors.
- **Active promotion of diversity on the Board and its Committees.** Diversity shall be encouraged in the composition of the Board and its Committees, among other aspects, in terms of knowledge, experience, age and gender, promoting the necessary measures to ensure equal opportunities and ensuring that the procedures for the selection of candidates do not suffer from implicit biases that could imply any discrimination whatsoever.
- **Transparency in candidate selection procedures.** The procedures for the selection and appointment of directors of the Company shall be transparent, and their main conclusions shall be documented and included in the reports and proposals of the competent bodies, which must be made available to the shareholders at the General Meetings that will decide on their appointment, re-election or ratification.
- **Compliance with applicable regulations and the principles of good corporate governance.** The selection processes for directors of the Company shall be carried out in compliance with the legislation in force, the Articles of Association and other internal regulations of the Company, also taking into account the best practices of good governance in this area.

2. Appropriate composition of the Board of Directors and promotion of diversity.

The structure and composition of the Board of Directors is a key element for the good corporate governance of companies, insofar as it affects its efficient functioning, the participation of all directors and the agility of decision-making, for which the Board of Directors shall propose to the General Meeting the most appropriate number of members to ensure due representation and the efficient functioning of the body, as well as to reflect an adequate balance of experience and knowledge that enriches decision-making and contributes diverse points of view to the debate on the matters dealt with by the Board of Directors and its Committees.

In turn, the composition of the Board of Directors shall endeavour to ensure that there is an appropriate balance between the different categories of directors, so that the non-executive directors represent an ample majority over the executive directors and that the independent directors have an adequate weighting on the Board.

Likewise, in the process of selecting candidates, consideration should be given to including on the Board, directors with sufficient diversity of training, experience and knowledge, gender, age or disability, in order to meet the legal requirements and good governance recommendations regarding the composition and suitability of the members of the Board of Directors and of the various internal committees of the Board of Directors.

In particular, in order to promote gender diversity, the Company shall establish measures to encourage the Company to have a significant number of female senior officers, without prejudice to the essential criteria of merit and ability that must govern all personnel selection processes of the Company and its Group.

In particular, the selection of candidates to sit on the Audit and Compliance Committee and the Appointments and Remuneration Committee shall take into account the singularities required by law and the recommendations of good governance regarding their composition, endeavouring to ensure that all their members have knowledge and experience in the areas deemed appropriate for the performance of their duties on the Committees, without prejudice to the gender and other diversity requirements that must be taken into account.

3. Requirements for directors.

The Board of Directors of the Company shall be made up of persons of recognised prestige in their professional field who possess the appropriate knowledge and experience. However, it shall not be necessary for all directors to have the same level of knowledge and experience, provided that the Board of Directors, as a whole, has an appropriate combination of both factors.

Likewise, regardless of their degree of technical or professional qualifications, candidates must be persons of honour, integrity, recognised experience, availability and a high level of commitment to their duties.

In addition, candidates for independent director must meet the independence requirements established by law and in the internal regulations of the Company, and the Appointments and Remuneration Committee must also analyse whether the candidate will be able to perform his/her duties without being conditioned by his/her relations with the Company or its Group, its significant shareholders or its executives.

Likewise, candidates must comply with the requirements established in the Company's Articles of Association, in the Board of Directors' Regulations and in the recommendations on good governance, for the proper performance of the director's duties and, in particular, those relating to the duty of diligence and loyalty, avoiding situations of conflict of interest or incompatibility.

Those who do not meet the requirements established in external or internal corporate governance regulations to be a director may not be considered as candidates for directors and, in particular:

a) Persons who are subject to any circumstance of incompatibility or prohibition regulated in provisions of a general nature.

b) Persons who hold the office of director in more companies than those permitted under the provisions of the Company's rules of governance.

c) Persons who have held positions in the Spanish public administration, including regulatory bodies, that are legally incompatible with holding the position of director of a listed company. In the event that there is any such candidate who has ceased to hold public office at least two years previously, the Appointments and Remuneration Committee shall carry out the appropriate checks to ascertain that there is no impediment of any kind.

d) Persons who, for whatever reason, have interests opposed to those of the Company or its Group.

4. Procedure for selection of candidates.

In any event, the procedures for the selection of candidates shall be subject to the unavoidable intervention of the Appointments and Remuneration Committee which, for this purpose, may seek the external advice it deems appropriate, in which case it shall pay special attention to any potential conflicts of interest that may exist with such advisers, all without prejudice to the powers of the Board of Directors.

Any replacement or integration of the Board of Directors must be preceded by an in-depth analysis of the competencies required at any given time by the Board of Directors, as well as the identification of the functions and skills required in each vacancy, specifying the profile and skills required of the new director in accordance with the matrix of competencies of the Board, while at the same time aiming to:

a) maintain a high degree of qualification in all facets of the main business activities carried out by the Company and its Group;

- b) to bring together as far as possible persons with a diversity of knowledge, experience, age and gender, taking into account the diversity objectives set by the Company for a progressive increase in the number of female directors; and
- c) avoid any kind of implicit bias that might entail any discrimination and, in particular, that might hinder the selection of female directors.

Whenever possible, the Appointments and Remuneration Committee shall inform the candidate, before proposing his/her appointment to the Board of Directors, of what is expected of him/her in terms of dedication and commitment to the Company and participation, if any, in the internal Committees of the Board.

The result of the prior analysis of the skills required by the Board of Directors and the reasons justifying the suitability of the candidate shall be included in the report or proposal drawn up by the Nomination and Remuneration Committee, which shall be made available to the shareholders on publication of the corresponding notice of the General Meeting to which the resolution for ratification, appointment or re-election of each director is submitted.

5. Supervision and dissemination.

The Appointments and Remuneration Committee shall verify compliance with this Policy on an annual basis and shall report thereon both in its Annual Activities Report and in the Annual Corporate Governance Report.

The Policy will be published on the Company's website.