



**RULES OF THE AUDIT
AND COMPLIANCE COMMITTEE
OF**

MEDIASET ESPAÑA COMUNICACIÓN, S.A.

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Article 1: General Provisions

The Audit and Compliance Committee set up by the Board of Directors of Mediaset España Comunicación S.A. shall be governed by the provisions of the Articles of Association, the Rules of the Board of Directors and these Rules.

Article 2: Objective

The objective of these Rules is to establish guidelines for the activities of the Audit and Compliance Committee of Mediaset España Comunicación S.A: (hereinafter “**Mediaset**” or the “**Company**”), as well as its organization and operating rules, developing, as appropriate for the best performance of its functions, the provisions of the Articles of Association and the Board of Directors' Regulations on the basis of the recommendations and criteria of good corporate governance established by the National Securities Market Commission and taking into account the characteristics of the Company and its Group.

Article 3: Composition

The members of the Audit and Compliance Committee shall be appointed by the Board of Directors from among its members on the proposal of the Appointments and Remuneration Committee. The number of members shall be determined by the Board of Directors, with a minimum of three (3) and a maximum of seven (7).

The Audit and Compliance Committee shall be exclusively composed of external directors, the majority of them should be independent. The Board of Directors shall strive to maintain a balance between proprietary directors and independent directors.

Additionally, the Committee members as a whole, and in particular the Chairman, shall be appointed with reference to their knowledge and experience in the field of accounting, auditing, finance and risk management, both financial and non-financial, information technologies and those specific to the sector to which the Company belongs.

The members of the Audit and Compliance Committee shall resign of their own free will, upon non-renewal of their directorship or when so resolved by the Board of Directors.

The Chairman of the Audit and Compliance Committee shall be appointed by the Board of Directors from the independent members and shall be replaced every four (4) years. He may be re-elected once a period of one (1) year has elapsed since he stepped down.

The Audit and Compliance Committee shall have a Secretary, who does not have to be a member of the Committee. The Secretary shall be responsible for assisting the Chairman of the Commission in planning its meetings and for compiling and distributing the necessary information in good time, taking minutes of the meetings.

If there is a vacancy in the position of Chairman, or he is absent or ill, he shall be replaced by the oldest member present. In the case of the Secretary, the post shall be filled by the youngest of the members.

Article 4: Operation

4.1: Notice and venue of meetings

The Audit and Compliance Committee shall meet at least once every quarter, and in any event, on the publication date of the annual or interim financial information. In such cases, the internal auditor must be present and, if he issues any kind of review report, the external auditor must be present for those agenda items to which they are invited. At least part of these meetings with the internal auditor or the external auditor must take place without the presence of the Company's management.

One of its meetings must be held to evaluate the efficiency of and compliance with the corporate governance rules of Mediaset as well as to prepare information which is to be approved by the Board of Directors for inclusion in the annual documentation to be made public.

The Audit and Compliance Committee shall meet as often as necessary, upon being convened by the Chairman, acting on his own initiative or in response to a request by three (3) Committee members, the Executive Committee or the Board of Directors.

It shall in any case meet when the Board of Directors requires it to do so to issue reports, present proposals or adopt agreements.

The meeting should be convened with a maximum of seven (7) days', and with a minimum of forty-eight (48) hours' notice, by e-mail or by any other means that provides proof of receipt. The notice shall always include the Agenda of the meeting and shall be accompanied by the necessary information, without prejudice to the fact that in certain circumstances it may be justified for all or part of the information to be provided at the meeting itself.

Without prejudice to the stipulations above, the Audit and Compliance Committee shall be considered to be validly constituted without the need for a notice convening the meeting if all its members, whether present in person or by proxy, unanimously agree that the session be held and accept the points to be dealt with in the Agenda.

If there are justifiable reasons for doing so, the Chairman may convene the Audit and Compliance Committee by telephone. In this case, the minimum notice and other requirements outlined above shall not apply.

The meetings of the Audit and Compliance Committee shall ordinarily be held at the company's registered office, but may also be held in any other place decided on by the Chairman and designated at the time when the meeting is convened.

Committee meetings may be held by telephone conference call, videoconference or any other similar system, so that one or more of the members may attend the meeting by such means. For this purpose, the notice of the meeting, in addition to indicating the location where the physical meeting will take place, shall mention that the meeting may be attended by telephone conference, videoconference or equivalent system, and the technical means required for this purpose shall be indicated and made available, which in any case shall enable direct and simultaneous communication between all those attending. The Secretary of the Audit and Compliance Committee shall record in the minutes of the meetings thus held, in addition to the members attending in person or, as the case may be, represented by another member of the Committee, those attending the meeting by telephone conference call, videoconference or similar system.

4.2: Constitution and approval of resolutions

The Audit and Compliance Committee shall be deemed to be validly constituted when at least the majority of its members are present personally or by proxy. Its resolutions shall be approved when voted for by a majority of those present.

In the event of a tie, the Chairman has the casting vote. The members of the Committee may grant proxies to other members, with a maximum of two (2) proxies being held by any one member.

At the Audit and Compliance Committee meetings, constructive dialogue shall be encouraged among its members, promoting free expression and the supervisory and analytical attitude of its members, and the Chairman of the Committee shall ensure that its members participate freely in the deliberations.

The Secretary of the Audit and Compliance Committee shall take the minutes of each meeting, which shall then be reported to the Board of Directors.

In cases of conflict of interest, the Committee member concerned shall abstain from participating in the deliberation and voting on resolutions or decisions in which he or she or a person related to him or her has a direct or indirect conflict of interest.

The Audit and Compliance Committee will submit, for the Board of Directors approval, an annual report or a report detailing their activities during the fiscal year, which shall include, among other matters, the significant activities carried out during the period and report on those that have been carried out with the collaboration of external experts, and which shall serve as the basis for the Board of Directors' evaluation of the Committee's performance. This report will be subsequently made available to shareholders and Investors on the company's webpage sufficiently in advance of the Ordinary General Meeting of Shareholders.

4.3 Annual work plan

The Audit and Compliance Committee shall establish an annual work plan covering the main activities of the Committee during the year in relation to the performance of its duties, and shall report to the Board, to which it shall be accountable for the work carried out.

Article 5: Functions

The main functions of the Audit and Compliance Committee are, but are not limited to, the following:

5.1: Regarding the external auditors

The Audit and Compliance Committee shall deal with all matters related to the external Auditors of Grupo Mediaset and, in connection with this, shall be responsible for:

- a) Proposing To submit to the Board of Directors proposals for the appointment, re-election and replacement of the auditor, as well as the terms and conditions of his engagement and the duration of his professional engagement, and to this end, it shall:

- 1st. define the procedure for selecting the auditor; and

- 2nd. issue a reasoned proposal containing at least two alternatives for the selection of the auditor, except in the case of the re-election of the auditor.

In this regard, the Audit and Compliance Committee shall refrain from proposing the appointment of any auditing firm when it is aware that (i) it is incompatible with the audit legislation, or (ii) the fees that Mediaset expects to pay it, for all concepts, are greater than five per cent 5% of its total income during the last financial year.

The Audit and Compliance Committee shall propose the same auditors for Mediaset and the companies in its Group.

If the Auditors resign, the Committee shall examine the reasons for the decision.

- b) Acting as a communication channel between the Board of Directors and the Auditors, evaluating the results of each audit and the response of the management team of Mediaset to the Auditors' recommendations; and mediating as well as acting as arbitrator in the event of disagreement between the management of Mediaset and the Auditors regarding the principles and criteria to be applied in preparing the financial statements.

- c) Ensuring that the external auditor holds an annual meeting with the full board of directors to inform them of the work that has been carried out and the evolution of the Company's accounting and risk situation.
- d) Proposing that the recommendations issued by the Auditors are complied with, unless the Committee considers that it should maintain its own criterion. In the latter case, it should explain the nature and scope of its discrepancy.
- e) Annually issuing, prior to issuance of the audit report, a report expressly stating the opinion on whether the independence of the auditor is compromised, which must be published on the Company's website sufficiently in advance of the Annual General Meeting. This report shall include, in all cases, the valuation of the provision of additional services referred to in the following point g), considered individually and collectively, distinct from the statutory audit and in connection with the rules of independence or the regulations governing the audit.
- f) Monitoring the performance of the audit agreement and ensuring that the opinion of the Auditors on the financial statements and the main part of the audit report are clearly and precisely worded.
- g) Establish the appropriate relations with the auditors in order to receive information on any issues that may pose a threat to their independence, in particular any discrepancies that may arise between the auditors and the Company's management, for examination by the Committee, and any other issues related to the process of auditing the accounts, as well as any other communications provided for in legislation on auditing the accounts and in auditing standards.

In any case, the external auditors must receive annually from the external auditors a declaration of their independence in relation to the Company or entities directly or indirectly related to it, as well as detailed and individualised information on additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by the persons or entities related to it in accordance with the provisions of the regulations governing the auditing of accounts.

- h) Regularly obtain information from the statutory auditor on the audit plan and its execution, as well as preserve its independence in the exercise of its functions, paying attention to those circumstances or issues that could put it at risk and to any others related to the process of carrying out the audit of the accounts.
- i) Ensure that the external auditor's remuneration for his work does not compromise his quality or independence.

- j) Checking that the Auditors comply with the legislation in force regarding the provision of services other than those of auditing, which limits the concentration of the auditing business, as well as any other regulation which may endanger the Auditors' independence.
- k) Supervise that Mediaset communicates any change of Auditors to Spain's National Stock Market Commission (CNMV) through a regulatory filing, accompanied if necessary by a declaration on the substance of any possible differences with the outgoing Auditors.
- l) Authorizing any contracts concluded between Mediaset and the Auditors for services outside the activity intrinsic to an audit, and other than those prohibited under the terms of the applicable rules on the independence regime.
- m) Make a final assessment of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial information.

5.2: In relation to the monitoring of financial and non-financial information

The Audit and Compliance Committee shall ensure that the regular or annual financial and non-financial information supplied complies with legal requirements. It is responsible for:

- a) Supervising the accounts of Mediaset and its Group, complying with the legal requirements and the correct application of accounting standards applicable in Spain and the International Accounting Standards (IAS), and issuing opinions on any proposals by management to modify accounting standards and criteria.
- b) Reviewing any financial and non-financial information regularly supplied to the markets and their regulatory bodies before the information is issued, and seeing to it that the information is drawn up according to the same principles and practices as the annual accounts.
- c) Overseeing the correct definition of the scope of consolidation of the Mediaset Group.
- d) To report, in advance, to the Board of Directors, on the financial information that the Company must periodically publish.
- e) Ensure that the annual accounts that the Board of Directors submits to the General Shareholders' Meeting are drawn up in accordance with accounting regulations and, in those cases in which the auditor has included a qualification in its audit report, the Chairman of the Audit and Compliance Committee shall clearly explain to the General Shareholders' Meeting the Committee's opinion on their content and scope, without prejudice to the fact that a summary of said

opinion shall be made available to the shareholders at the time of publication of the notice of the General Meeting, together with the rest of the proposals and reports of the Board

5.3: Regarding the Internal Control System of Financial Reporting (ICFR):

To ensure the reliability of financial information, the Audit and Compliance Committee is responsible for:

- a) Supervise and assess the process of preparation and presentation and the integrity of the financial and non-financial information relating to the Company and, where appropriate, the Group, and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity. In particular, to know, understand and supervise the effectiveness of the ICFR, reviewing the correct design of Mediaset's ICFR and compliance with regulatory requirements.
- b) Approve the internal audit plan for the evaluation of ICFR and receive regular information on the outcome of their work and the plan of action to correct the deficiencies observed.
- c) Review, analyse and discuss the financial statements and other relevant financial information with senior management and internal and external auditors, to confirm that the information is reliable, understandable, relevant and that accounting principles used are consistent with the previous year end.
- d) Monitor both the process developed by senior management to make judgments, valuations and significant estimates, assessing their impact on the financial statements, as decisions on the adjustments proposed by the external auditor, and to know and, where appropriate, mediate disagreements between them.
- e) Guarantee that Mediaset's ICFR assessment process has been designed in a way that achieves the objectives of the process and to validate the findings of the reports that are submitted by those involved in the assessment tasks.
- f) Monitor the continuous assessment, carried out by Mediaset, the organization of control activities to obtain reasonable assurance about the implementation and operation of ICFR.
- g) Ensure that the information disclosed to the market on the rules of ICFR is clear and comprehensible and contain sufficient, accurate and necessary breakdowns.

5.4: Regarding the supervision of the internal control and relations with the Internal Audit Department

The Audit and Compliance Committee shall check the correct operation of the internal information and control systems and supervise the operation of the Internal Audit Department. In connection with this, it shall:

- a) Supervise the effectiveness of the Company's internal control and Internal Audit, as well as discuss with the auditor any significant weaknesses in the internal control system detected during the course of the audit, concluding on the level of confidence and reliability of the system. To this end, it may submit recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.
- b) Propose the selection, appointment, re-election and dismissal of the head of the Internal Audit Department.
- c) Supervise the Internal Audit Department, ensuring it carries out its functions with full freedom, independence and efficiency, and verifying that the management of the Company takes into account any recommendations the Department may make.
- d) Be informed on a regular basis of the actions and studies carried out by the Internal Audit Department; and propose its budget.
- e) Approve the orientation and propose to the Board the approval of the Internal Audit annual work plan as well as any other additional plan that may be necessary due to organisational needs, ensuring that its activity is mainly focused on the relevant risks.

The head of Internal Audit shall present his annual work plan to the Committee, report directly to it on its implementation, including possible incidents and limitations to its scope, the results and follow-up of its recommendations, and submit an activity report at the end of each year. The Annual Plan shall be submitted to the Board of Directors for approval and shall be duly publicised.

- f) Annually assess the functioning of Internal Audit Department and the performance of its functions by its manager, for which it will seek the executive management's opinion.
- g) Being informed of the degree to which the various departments comply with the recommendations of the Internal Audit Department. In cases where there may be a threat to the interests of Mediaset or its group, it should inform the Board of Directors.

- h) Ensure that the policies and systems established for internal control are effectively implemented in practice.
- i) Reviewing implementation of any actions or measures taken as a consequence of the inspection reports or activities of the administrative supervisory and control authorities.

5.5: In relation to the supervision of risk management and control:

The Audit and Compliance Committee shall be responsible for:

- a) Supervising and evaluating the systems for identifying, controlling and managing financial and non-financial risks relating to the Company and, where appropriate, the Group.
- b) Directly supervise the internal risk control and management function.
- c) Supervise and control Mediaset's risk control and management policy, so that potential risks are properly identified, managed and disclosed, being responsible for ensuring that such policy identifies or determines, at least:
 - (i) The types of risk, financial and non-financial (including operational, technological, legal, social, environmental, political and reputational risks, including those related to corruption, faced by the Company, including among financial or economic risks, contingent liabilities and other off-balance sheet risks.
 - (ii) A tiered risk management and control model.
 - (iii) The level of risk acceptable to Mediaset.
 - (iv) Should any of the risks materialise, the measures planned to mitigate the impact of the risks identified.
 - (v) The internal communication and control systems to control and manage any risks.
- d) Reassess, at least annually, the list of the most significant financial and non-financial risks and assess their level of tolerance, proposing any adjustments to the Board.
- e) Hold, at least once a year, a meeting with the senior managers of the business units at which they explain business trends and the associated risks.

- f) In the matter of related-party transactions, the Audit and Compliance Committee shall be responsible for proposing the policy on this type of transactions and informing the Board of Directors of the same, unless it is attributed to another Committee. The policy on related-party transactions shall be made public in the Annual Corporate Governance Report

5.6: Regarding shareholders

The Audit and Compliance Committee should maintain an ongoing channel of communication with the shareholders and in this regard inform the General Shareholders' Meeting of any matters which may be raised by the shareholders during it and which are within the Committee's remit and, in particular, on the outcome of the audit explaining how the audit has contributed to the integrity of the financial information and the role the Commission has played in that process it should also be aware of and if necessary respond to the initiatives, suggestions or complaints raised by the shareholders with respect to the scope of the Committee's functions when such questions are submitted to it by the Board of Directors.

5.7: Regarding transparency and the rules of corporate governance

The Audit and Compliance Committee should ensure compliance with the rules of transparency and proper implementation of the rules of corporate governance and corporate social responsibility. It shall be responsible for:

- a) Following up on the observance of the rules on transparency and reporting to the Board of Directors on the subject.
- b) Checking timely compliance with the rules in force relating to communicating inside information and other relevant information.
- c) Informing the Board of Directors in advance of the creation or acquisition of shareholdings in special purpose entities or those domiciled in countries or territories which are considered tax havens, as well as any other transactions or operations of a similar nature which could, because of their complex nature, threaten the transparency of the Group.
- d) To inform the Board of Directors, in advance, of any structural and corporate modifications that the Company plans to make, their economic conditions and their accounting impact and, in particular, if appropriate, of the proposed exchange ratio
- e) Establish and supervise the mechanism for reporting potentially significant irregularities, including financial, accounting or any other type of

irregularities that they may detect within the Company or the Mediaset Group, and may propose appropriate actions to improve them and reduce the risk of irregularities in the future. This mechanism must guarantee confidentiality and, in any event, provide for cases in which communications may be made anonymously, respecting the rights of the whistleblower and the reported party.

- f) Summon any employee or manager of the Mediaset España Group to require accountability for the matters which the Commission deems appropriate.
- g) Supervise compliance with the Company's policies and rules on environmental, social and corporate governance matters, as well as with the internal codes of conduct and, in this regard:

- (i) Supervise compliance with the internal codes of conduct, in particular, the Internal Code of Conduct in the securities markets and the Company's corporate governance rules, likewise ensuring that the corporate culture is aligned with its purpose and values, and make the necessary proposals for their improvement. The Committee shall also report to the Board prior to the approval and modification of the internal codes of conduct of the Company and its Group, in particular, the Internal Regulations of Conduct in the Securities Market and the internal rules for the development thereof that are submitted to the Board of Directors for approval.

The internal body responsible for regulatory compliance functions shall report periodically to the Audit and Compliance Committee on the performance of its functions. Likewise, the Audit and Compliance Committee shall inform the Board of Directors in advance of the internal rules, procedures or programmes for the control of regulatory compliance risks that the internal body responsible for regulatory compliance functions proposes or approves within the framework of its competencies.

- (ii) supervise the application of the general policy relating to the communication of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders, including small and medium-sized shareholders;

- (iii) assess and periodically review the Company's corporate governance system and corporate responsibility and sustainability policy in environmental and social matters, in order to ensure that they fulfil their mission of promoting the social interest and take into account, as appropriate, the legitimate interests of other stakeholders;

(iv) monitor that the Company's environmental and social practices are in line with its strategy and policy.

The corporate responsibility and sustainability policy on environmental and social matters shall identify and include at least: (a) the principles, commitments, objectives and strategy with regard to shareholders, employees, customers, suppliers, social issues, environment, diversity, fiscal responsibility, respect for human rights and prevention of corruption and other illegal conduct; (b) the methods or systems for monitoring compliance with the policies, associated risks and their management; (c) mechanisms for monitoring non-financial risk, including those related to ethical and business conduct issues; (d) channels of communication, participation and dialogue with stakeholders; and (e) responsible communication practices that avoid manipulation of information and protect integrity and honour; and

(v) monitor and evaluate stakeholder engagement processes.

The report, if any, issued by the Audit and Compliance Committee on the social responsibility and sustainability policy shall be published on the Company's website sufficiently in advance of the Ordinary General Meeting.

5.8 Scope of functions

The functions outlined above are merely of an informative and consultative nature, except in the case of any other matters which may be established at any time by the General Shareholders' Meeting and the Articles of Association.

Likewise, in the performance and exercise of its duties, the Audit and Compliance Committee shall take into account the principles and criteria established in Technical Guide 3/2017 on audit committees of the National Securities Market Commission of 27 June 2017, without prejudice to the adaptation thereof to the particular circumstances and characteristics of the Company and its Group.

Article 6: Expert assistance

The Audit and Compliance Committee may have access in an appropriate, timely and sufficient manner to any information or documentation available to the Company relating to matters within its competence, provided that it is deemed necessary for the performance of its duties.

The Audit and Compliance Committee may propose to the Board of Directors the hiring of legal counsels, accountants, as well as financial, commercial or other experts to assist in the performing its duties. These may be requested for dealing with specific problems

having a certain significance and degree of complexity which may arise during the performance of its duties. The Committee shall appoint a person to negotiate and complete the hiring process for such experts.

The request for hiring shall be made through the Chairman or Secretary of the Audit and Compliance Committee, who may seek authorization from the Board of Directors before hiring the experts in question. The Board may refuse if there are reasons for doing so, including any of the following, among others:

- a) If the request for and assistance from experts are not necessary for the proper performance of duties by the members of the Committee.
- b) If the associated cost of expert assistance is unreasonable considering the importance of the problem and the Company's financial situation.
- c) If the technical assistance which could be offered can be adequately provided by experts and specialists within the Company.
- d) If on grounds of confidentiality, it is not advisable for the expert in question to gain access to sensitive information.

At the same time, the Audit and Compliance Committee may request any member of the Mediaset team to cooperate in offering advice on any matter related to his or her competences. The minutes of the Committee meetings shall record the entries and exits of the various invitees and, except in specific cases for which adequate justification must be given in the minutes, invitees shall not attend the deliberation and voting phases of the Committee.

Article 7.- Means and resources

The Audit and Compliance Committee shall approve a regular training plan to ensure that the knowledge of the members of the Committee is kept up to date. It shall also provide a welcome programme for its new members.

In order to perform its duties, the Audit and Compliance Committee shall have at its disposal the means and resources necessary for independent operation. Resource requirements shall be channelled through the Secretary of the Board of Directors of the Company.

Article 8.- Relations of the Audit and Compliance Committee with the Board, shareholders, the auditor and the internal auditor

The Audit and Compliance Committee shall establish an effective and regular channel of communication with its usual interlocutors, which shall normally correspond to the Chairman of the Committee and, inter alia, with:

- a) the Company's management, in particular the general and financial management;
- b) the head of internal audit; and
- c) the lead auditor responsible for the audit of the accounts.

In any event, communication between the Audit and Compliance Committee and the external auditor shall be fluid, continuous, in accordance with the regulations governing the auditing of accounts and shall not undermine the independence of the auditor or the effectiveness with which the audit is carried out or with which the audit procedures are performed.

The Chairman of the Committee shall act as its spokesperson at meetings of the Board of Directors and, where appropriate, of the General Meeting of Shareholders of the Company.

Article 9: Entry into force and modifications

The present Rules shall be submitted to the approval of the Board of Directors on the proposal of the Audit and Compliance Committee, and enter into force once approved by the Board of Directors.

Any modifications to the Rules may be proposed either by the Audit and Compliance Committee or the Board of Directors and shall in any case be passed by the latter.

Any proposal for modification, accompanied by a report justifying the proposal, shall be attached to the document convening the meeting of the Board of Directors at which a decision should be made on the proposal.
