

# TELEMATIC ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING

Without prejudice to the provisions of the previous paragraphs, and in accordance with article 3 of Royal Decree-law 34/2020, of 17<sup>th</sup> November, on urgent measures to support business solvency and the energy sector as well as on taxation, the Company's Board of Directors has resolved that the Ordinary General Meeting may also be attended, by shareholders and shareholders' proxies entitled thereto, via the use of telematic means which allow remote and real time connection.

The instructions for attending and participating at the Ordinary General Meeting via telematic means will be made available to shareholders and shareholders' proxies on the Company's website (<a href="http://www.telecinco.es/inversores/es/">http://www.telecinco.es/inversores/es/</a>), in the space dedicated to the 2021 Ordinary General Meeting of Shareholders, section "Telematic Attendance", where the mechanisms will be made available for such telematic attendance via any device with internet access.

Without prejudice to the provisions of the above instructions, the most relevant aspects telematic attendance at the Ordinary General Meeting are briefly described below:

## 1. Identification and pre-registration:

In order to allow for the adequate management of telematic attendance mechanisms, shareholders or shareholder proxies who intend to attend the Ordinary General Meeting via telematic means must pre-register, between 8:00 a.m. (CEST) on 30<sup>th</sup> March 2021 and 0:00 a.m. (CEST) on 14<sup>th</sup> April 2021, using the telematic attendance application that will be made available on the Company's website, in the 2021 Ordinary General Meeting of Shareholders space, in the section for "Telematic Attendance" (the "Application"), following the procedure for pre-registration and request for telematic attendance described therein. The pre-registration of attendees outside of the said period will not be accepted.

The guarantees required by the board of directors, pursuant to the analogous application of article 26 of the General Meeting of Shareholders Regulations, to ensure the authenticity and identification of shareholders who, in accordance with the above, want to request telematic attendance via the Application, include the qualified electronic signature and the advanced electronic signature, under the terms of Regulation (EU) 910/2014, of 23<sup>rd</sup> July 2014, provided that they are based upon (i) the Electronic User Certificate issued by the Spanish Public Certification Authority (CERES), which is dependent on the Spanish National Mint, and where no cancellation has been notified, or (ii) the recognised electronic certificate incorporated to the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23rd December, regulating the issuance of the national identity document and its electronic signature certificates.

Regarding shareholders' proxies, before the aforementioned pre-registration they must prove their proxy by sending a scanned copy of their national identity document, foreigner's identification number or passport, and the Attendance-Proxy Card signed by the represented shareholder and the proxy, to the e-mail address <u>inversores@mediaset.com</u>, before 00:00 on April 14<sup>th</sup>, 2020. In the case of proxies of legal entities, they should also send a scanned copy of the powers of attorney or such other title by virtue of which they are empowered to represent the legal entity to the aforementioned address.

Once a shareholder or, where applicable, the shareholder's proxy has pre-registered in



accordance with the indicated means and within the period established for such purposes, the shareholder or, where applicable, the shareholder's proxy may attend, intervene and vote at the Ordinary General Meeting via telematic means, by making the corresponding connection on the day the meeting is scheduled in accordance with the following section.

#### 2. Connection and attendance:

Shareholders or proxies who have previously registered to attend the Ordinary General Meeting by telematic means in accordance with the previous section must log on via the Application between 8:00 a.m. and 11:30 a.m. (CEST) on 14<sup>th</sup> April 2021, identifying themselves again via one of the following methods: the qualified electronic signature or the advanced electronic signature, under the terms provided for in Regulation (EU) 910/2014, of 23<sup>rd</sup> July 2014, provided that they are based upon (i) the Electronic User Certificate issued by the Spanish Public Certification Authority (CERES), which is dependent on the Spanish National Mint, and where no cancellation has been notified, or (ii) the recognised electronic certificate incorporated to the national electronic identity document issued in accordance with the Royal Decree 1553/2005, of 23<sup>rd</sup> December, regulating the issuance of the national identity document and its electronic signature certificates. The Company may enable additional means of identification that duly guarantee the identity of the shareholder. Only those attendees who have logged in within the above-mentioned period shall be considered as attending the Annual General Meeting and may speak and/or vote at the Annual General Meeting.

The board of the Ordinary General Meeting and, where applicable, the notary who is involved in taking the minutes of the meeting, will have direct access to the telematic connection systems, so that they will have direct knowledge of any communications and statements made by those remotely attending the Ordinary General Meeting.

#### 3. Intervention:

Those attending via telematic means who, when exercising their rights and/or, where applicable, the representation they hold, wish to intervene at the Ordinary General Meeting and, where applicable, request information or clarifications, or make proposals in the cases permitted by law, they must draw up and send their interventions, questions, requests for information or clarifications, or proposals in writing on the day of the General Meeting, between 8:00 a.m. and 11:30 a.m. (CEST), in the manner, terms and conditions established in the Application after logging in as provided for in the previous section, and using the intervention form that will be made available in the Application for this purpose.

Those attending via telematic means who want their interventions to be literally recorded in the minutes of the General Meeting must expressly indicate this in the text of their intervention.

Requests for information or clarification made by those attending via telematic means will be answered verbally during the Ordinary General Shareholders' Meeting or in writing within the seven days following the General Meeting, in accordance with the provisions of the Spanish Companies Act.

#### 4. Voting:



Voting on the proposals relating to each item on the agenda may be done from the moment the shareholder or, where applicable, the proxy connects as an attendee in accordance with the provisions of the previous sections and until the chairman or, if applicable, the secretary of the General Meeting announces the end of the voting period for the proposed resolutions relating to the items on the agenda.

With regard to proposals for resolutions on matters not included in the agenda which have been submitted in the legally admissible circumstances, those attending via telematic means may cast their votes through the Application from the moment indicated by the chairman once the proposals have been drawn-up and read, and until the president or, where appropriate, the secretary of the General Meeting announces the end of the voting period during the Ordinary General Meeting.

In any case, the voting process for those attending by telematic means for all proposals submitted to the Ordinary General Meeting will end when, after the summaries of the proposed resolutions have been read by the secretary of the General Meeting, the voting on the proposed resolutions will be started in the premises where the meeting is being held.

The procedure provided for in the Articles of Association and the General Meeting Regulations will be applied to the voting on the proposed resolutions.

## 5. Priority rules:

If a shareholder who has previously granted a proxy or voted remotely attends the Ordinary General Meeting via telematic means, regardless of the means used, such proxy or vote shall be rendered null and void. Likewise, physical attendance at the General Meeting shall prevail over attendance by telematic means.

#### 6. Other matters:

Legal entities, non-residents in Spain and qualified investors should consult with the Shareholders' Office to adapt, with the due guarantees, the mechanisms for attending the General Meeting through real-time remote communication means, and the Company may adapt the means to allow these shareholders or their proxies to attend via telematic means.

It is the shareholders' or, where applicable, their proxies' exclusive responsibility to keep the necessary means of identification to access and use the telematic attendance service at the General Meeting. In the case of a legal entity, it must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance to the General Meeting when technical or security reasons so require or impose.

Similarly, the Company will not be liable for any damages that may be caused to shareholders or their proxies as a result of the occasional lack of availability of its webpage, nor for breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, which is beyond the Company's control, without prejudice to the adoption of

# MEDIASET españa.

measures required by each situation, including the possible temporary suspension or extension of the Ordinary General Meeting if it is necessary to guarantee the full exercise of the shareholders or their proxies' rights.