

Mediaset España Comunicación, S.A.

Independent Limited Assurance
Report on the 2021 Annual Report on
Directors' Remuneration

23 February 2022

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

INDEPENDENT LIMITED ASSURANCE REPORT ON THE ANNUAL REPORT ON DIRECTORS' REMUNERATION

To the Directors of
Mediaset España Comunicación, S.A.,

Scope of the Engagement

We have performed a limited assurance engagement in relation to the information included in the Annual Report on Directors' Remuneration of Mediaset España Comunicación, S.A. for the year ended 31 December 2021, prepared in accordance with the provisions of Article 541 of the Spanish Limited Liability Companies Law, Ministerial Order ECC/461/2013, of 20 March, which determine, inter alia, the minimum content and the structure of the Annual Report on Directors' Remuneration, and Circular 4/2013, of 12 June, of the Spanish National Securities Market Commission (CNMV), which establishes model annual reports on directors' remuneration for, among others, listed companies, and subsequent amendments, the most recent being CNMV Circular 3/2021, of 28 September ("the CNMV Circulars").

Responsibilities of the Directors

The directors of Mediaset España Comunicación, S.A. are responsible for the preparation, content and presentation of the information contained in the accompanying Annual Report on Directors' Remuneration. This responsibility includes the design, implementation and maintenance of such internal control as is determined to be necessary to enable the Annual Report on Directors' Remuneration to be free from material misstatement, whether due to fraud or error.

The directors of Mediaset España Comunicación, S.A. are also responsible for defining, implementing, adapting and maintaining the management systems from which the information necessary for the preparation of the Annual Report on Directors' Remuneration is obtained.

Our Responsibility

Our responsibility is to issue a limited assurance report based on the procedures we conducted and the evidence we obtained. We performed our limited assurance engagement in accordance with the requirements established in Standard ISAE 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and, consequently, the level of assurance provided is also lower.

The procedures we conducted for the purposes of this engagement were based on professional judgement and consisted of making inquiries of management and carrying out certain analytical procedures and sample-based review tests.

Specifically, our work included the following procedures:

- Perusal and understanding of the information prepared by the Company and included in the 2021 Annual Report on Directors' Remuneration and assessment of whether this information addresses all the contents required by Article 541 of the Spanish Limited Liability Companies Law, Ministerial Order ECC/461/2013, of 20 March, and CNMV Circular 4/2013, of 12 June, and subsequent amendments, the most recent being CNMV Circular 3/2021, of 28 September.
- Perusal of the legal documentation, the minutes of the Annual General Meeting and Board of Directors meetings, the separate and consolidated financial statements for 2021, and the various internal and external communications relating to the suitability of the information included in the Annual Report on Directors' Remuneration.
- Holding of interviews with the personnel of Mediaset España Comunicación, S.A. including members of management and other bodies responsible for the Company's various areas of governance covered by the report.
- Analysis of the procedures used by the Company to compile and validate the data and information presented in the 2021 Annual Report on Directors' Remuneration.
- Verification, by means of sample-based review tests, of quantitative information included in the 2021 Annual Report on Directors' Remuneration and of its adequate compilation from the data supplied by management of Mediaset España Comunicación, S.A. and, as appropriate, against the figures included in the separate and consolidated financial statements for 2021 provided by management of Mediaset España Comunicación, S.A.
- Obtainment of a representation letter on the work performed duly signed by the persons responsible for preparing and drafting the 2021 Annual Report on Directors' Remuneration.

Independence

We have complied with the independence and other ethical requirements of the Code of Ethics issued by the International Ethics Standards Board for Accountants (IESBA).

In accordance with International Standard on Quality Control (ISQC) 1, Deloitte has in place a global system of quality control which includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable legislation.

Conclusion

As a result of the procedures that we have conducted and the evidence that we have obtained, nothing has come to our attention that causes us to believe that the content of the accompanying Annual Report on Directors' Remuneration of Mediaset España Comunicación, S.A. for the year ended 31 December 2021 contains material errors or has not been prepared, in all material respects, in accordance with the content of Article 541 of the Spanish Limited Liability Companies Law, Ministerial Order ECC/461/2013, of 20 March, and CNMV Circular 4/2013, of 12 June, and subsequent amendments, the most recent being CNMV Circular 3/2021, of 28 September.

Other Matter

Under no circumstances may this report be considered to be an auditor's report in the terms envisaged in the audit regulations in force in Spain.

DELOITTE, S.L.

A handwritten signature in blue ink, appearing to be 'Fernando García Beato', written over the printed name.

Fernando García Beato

23 February 2022



ANNUAL REPORT ON DIRECTOR'S REMUNERATION

[In the event of discrepancy, the Spanish version of this document will prevail]

ISSUER IDENTIFICATION DETAILS

Year-end date:

[31/12/2021]

Tax ID (CIF):

[A-79075438]

Company name:

[**MEDIASET ESPAÑA COMUNICACION, S.A.**]

Registered Office:

[CARRETERA DE FUENCARRAL A ALCOBENDAS, 4 MADRID]

A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

A.1.1 Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the executive directors and with the remuneration policy approved by the General Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

The company's director remuneration policy is regulated by Articles 37 and 56 of the Articles of Association and section 28 Board Regulations. These provisions set out which bodies are competent to approve or amend the remuneration policy, the principles on which the policy is based, its structure and purpose.

In accordance with the principles governing the management of Mediaset España, and under section 28 Board Regulations and best corporate governance practices, the remuneration policy must:

- (a) be consistent with the entrusted responsibilities and with the dedication involved;
- (b) be incentivising and, therefore, able to attract and retain the most highly valued professionals, remunerating the dedication, qualification and responsibility the position requires;
- (c) relate, at all times, to the company's importance in the business environment and its financial situation;
- (d) be proportionate to the market standards of companies with similar characteristics;
- (e) aim to promote the company's long-term profitability and sustainability;
- (f) provide safeguards to avoid excessive risk-taking and the rewarding of unfavourable results;

In the case of independent directors, this policy also aims to ensure that the amount of their remuneration is such that it offers incentives for their dedication to and permanence in the company, but without compromising their independence.

Various management bodies of the company, including its shareholders, play a role in the definition and approval process. This process begins with the appointments and remuneration committee, which analyses and approves the main guidelines of director remuneration, and prepares this report and the director remuneration policy, as applicable.

Once the report has been prepared, in accordance with Article 37.3 of the Articles of Association, the board that has the authority to approve the remuneration policy with respect to its members that will be submitted for approval by the General Meeting.

Lastly, Mediaset España's shareholders, through the General Meeting, assess and decide on the scheme for and manner of remunerating the company's directors.

It should be noted that no external advisers have been hired during the process of preparing the current remuneration policy. In accordance with the rules of governance, the remuneration scheme for Mediaset Spain's directors is as follows:

Directors, in their capacity as Board members, are entitled to receive remuneration from the company consisting of a fixed annual amount and attendance fees. In the case of the chairmen of the board and of the executive, audit and compliance committees, and of the appointments and remuneration committee, attendance fees will be higher.

Director remuneration does not envisage the granting of loans, advances or guarantees or directors' participation in provident schemes or indemnification for the termination of their relationship with the company, except in the case of executive directors. In addition, they receive no remuneration whatsoever for belonging to other boards of directors of group companies.

[In the event of discrepancy, the Spanish version of this document will prevail]

In accordance with the Articles of Association, the chair of the board, who does not have executive function and whose status is that of an external director, will receive supplementary remuneration in view of the special dedication required for this position. This supplementary remuneration must be approved by the board based on objective and measurable criteria, after the report of the appointments and remuneration committee has been prepared.

As regards the remuneration of executive directors for performing functions, or executive functions, delegated to the company, under Article 56.2 of the Articles of Association and in accordance with their respective contracts approved by the board, the remuneration items they are entitled to receive are as follows:

- (i) a fixed annual component in keeping with the delegated or executive responsibilities and services assumed, which includes monetary fixed remuneration and remuneration in kind for the usual and specific items of the company's management team;
- (ii) an annual variable component relating to performance indicators of the director and the company, with the latter indexed to budget targets;
- (iii) medium-term incentive and loyalty scheme indexed to the share price.
- (iv) a welfare component.

A.1.2 Relative importance of variable remuneration items vis-a-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration scheme to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

As noted, for their work within the company, in 2021, the executive directors will receive a fixed component supplemented by a variable component, the latter indexed to the results according to the budget targets. This remuneration scheme has been consistently applied over the history of the company.

As in previous years, the accrual and quantification of variable remuneration will depend on the degree of achievement of the company's 2022 budget, particularly as regards the following three variables: (i) gross invoicing for advertising, (ii) consolidated EBIT and (iii) free cash flow.

The CEO's variable remuneration constitutes 71% of fixed remuneration and 41% of total remuneration (assuming 100% attainment of the targets on which the accrual and quantification of variable remuneration depends).

As for the other executive directors, the variable component of remuneration is 51% and 56% of the fixed component, and 29% and 32% of total remuneration (assuming 100% attainment of the targets on which the accrual and quantification of variable remuneration depends).

The board considers that the ratio of fixed remuneration to variable remuneration of the company's CEO is appropriate, given that variable remuneration may represent a maximum of 45% of the total remuneration that may be accrued by the CEO, including all items.

It is our understanding that this ratio fully meets the proportionality, conservation and incentive objectives that, as noted above, the variable remuneration scheme must comply with.

Lastly, any qualifications set forth in the external auditor's report and which reduce the company's results will be taken into account to determine variable remuneration.

Payment of the variable remuneration of executive directors is deferred for four months after the end of the year, once the internal procedures for verifying compliance with the previously established performance conditions have been applied and, in all events, after approval by the General Meeting; compliance with these objectives is verified after the close of the financial year, according to the procedure described below:

Within three months of the close of the financial year, when the board and/or the CEO, as appropriate, proceed to authorise the previous year's financial statements for issue, they assess compliance with the approved objectives; therefore, it is necessary that the year under assessment be closed and the financial statements audited and authorised for issue.

In addition, and once the previously established performance conditions have been verified, the variable remuneration is not effectively paid until four months after the close of the financial year, once the financial statements have been approved by the General Meeting, which allows the company to detect any possible non-compliance or irregularity. In the event of non-compliance or an irregularity, the variable remuneration will not be paid.

A.1.3 Amount and nature of fixed components that are due to be accrued during the year by directors in their capacity as such.

Directors are due to accrue fixed remuneration in the amount of 75 thousand euros per year, to be supplemented by fees for attending the meetings of the board and committees in the amount of 4 thousand euros for each meeting, and 8 thousand euros in the case of the chairmen of the board and each committee.

A.1.4 Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions by the executive directors.

The executive directors in their capacity as company executives will receive a monetary fixed remuneration set forth in their respective contracts in line with the functions and responsibilities attributed to each of them.

This fixed remuneration will be as follows:

Mr Paolo Vasile: 929,695.02 thousand euros.
Mr Massimo Musolino: 560,047.92 thousand euros.
Mr Mario Rodríguez Valderas 408,038.40 thousand euros.

A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

In 2022, the scope and main characteristics of the remuneration in kind that the directors will receive are expected to be maintained. The main characteristics are as follows:

Chief Executive Officer: (i) company vehicle; (ii) residence in Spain (Madrid); (iii) life and accident insurance; (iv) medical insurance for the CEO and his beneficiaries; (v) tax income prepayments not passed on.

For the other executive directors: (i) company vehicle; (ii) life and accident insurance; (iii) medical insurance for the executive director and their beneficiaries; (iv) tax income prepayments not passed on.

In both cases, this has little financial impact. The remuneration in kind for 2021 is expected to amount to one hundred twenty-two thousand euros

A.1.6 Amount and nature of variable components, differentiating between those established in the short and long terms. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

Indicate the range, in monetary terms, of the different variable components according to the degree of fulfilment of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

As stated above, executive directors, for their work within the company, receive integrated remuneration consisting, among other things, of a fixed component and a variable component.

The variable remuneration scheme is approved at the beginning of each year by the board. The objectives for 2022 have been set according to the following parameters: (i) advertising revenue, (ii) group consolidated EBIT and (iii) free cash flow. These objectives are assigned a weighting of 20%, 50% and 30%, respectively. The sum of the weightings is 100%. The result of each objective is independent from the others.

In the case of the CEO, the target bonus for 2022 is 659,000 euros/year (for a 100% level of fulfilment of objectives), and the CEO may obtain between 50% of that bonus (for an 85% level of fulfilment of objectives) and 130% of that bonus (for a level of fulfilment of objectives above 105%).

As regards the chair of the board, the variable remuneration scheme and the objectives envisaged for 2022 are the same as those of the CEO, and the amounts he will receive in 2022 will remain unchanged from those he received in 2021.

As for the executive director Massimo Musolino, the envisaged variable remuneration scheme allows for a maximum obtainment of 51% of fixed remuneration. Seventeen percent depends on individual objectives, another 17% on company objectives (fulfilment of which is a condition for the accrual of variable remuneration), with the remaining 17% depending on the assessment of performance during the year.

Lastly, a variable remuneration scheme has been envisaged for the executive director Mario Rodríguez, allowing him to receive a maximum 56% of fixed remuneration. Twenty percent depends on individual objectives, another 20% on company objectives (20% fulfilment is a condition for the accrual of variable remuneration), with the remaining 16% depending on the assessment of performance during the year.

The CEO's objectives are assessed and approved by the board after a report is prepared by the appointments and remuneration committee. To this end, the proposals, results achieved and the resulting amount are presented to the appointments and remuneration committee.

The objectives of Mr Musolino and Mr Rodríguez are set by the CEO, who also assesses their attainment of these objectives, based on a proposal from the Human Resources Division.

[In the event of discrepancy, the Spanish version of this document will prevail]

In all events, any qualifications set forth in the external auditor's report and which reduce the company's results will be taken into account when determining variable remuneration.

As regards the payment period and the techniques to determine the degree of fulfilment of the objectives and parameters, we refer to the statements in this Article, A.1.

There is no profit sharing, and in 2021 no plans for premiums or bonuses other than the schemes referred to above all envisaged.

The absolute amounts of variable remuneration to which the 2022 remuneration plan would give rise are as follows; (i) sum of the target variable remuneration in the amount of 1,031,816 euros, and (ii) sum of maximum variable remuneration in the amount of 1,611,175.00 euros. Variable remuneration is scheduled to be paid in April 2023, once the company's financial statements have been approved, as has been the case in previous years.

The criteria considered in the variable remuneration are solely financial, relating mainly to the creation of shareholder return and value. Fulfilment of these criteria is controlled and supervised by the appointments and remuneration committee and by the board, which is responsible for authorising the financial statements for each financial year for issue.

A.1.7 Main characteristics of long-term savings schemes. Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

No long-term savings schemes as compensation for retirement are planned for 2022. As a result of the contractual agreements entered into by the executive director Massimo Musolino, an annual provision is made consisting of one thirteenth of the sum of his annual fixed and variable remuneration, adjusted with reference to the annual consumer price index, to be paid when the director leaves the company. Its annual cost is 57,050 euros.

A.1.8 Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, and any type of agreement reached, such as exclusivity, post-contractual noncompetition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

The CEO's contract does not include clauses envisaging indemnification for early termination from his executive functions, or any other type of indemnificatory compensation.

As for the other two executive directors (Mr Mario Rodríguez and Mr Massimo Musolino), in the event of any change to the ownership/control (direct or indirect), of Mediaset Spain and in cases of improper dismissal, mass dismissal, or constructive dismissal, termination of contract by the executive director for the reasons set forth in sections 39, 40, 41 and 50 Workers Statute, they will be entitled to receive, in addition to their respective severance pay, two years of their annual gross remuneration.

In addition, Mr Massimo Musolino has the following indemnificatory compensation regime:

Severance as the result of voluntary resignation. Accrual per year: annual fixed and variable salary divided by 13.5, with total compensation being the sum of the amounts relating to the number of years worked.

Justified or improper dismissal: legal compensation plus the indemnification set forth in item (i) above.

Exclusivity, post-contractual noncompetition, minimum contract term or loyalty agreements: None of the executive directors' contracts envisage minimum contract term or post-contractual noncompetition obligations.

The duty of loyalty bars any director from carrying out activities for own account or account of others that, whether currently or potentially, entail effective competition with the company. Nevertheless, Mr Musolino's contract, by reference to his status as a director, contains an exclusivity clause that establishes a prohibition on competition, and a prohibition from establishing links to another company or maintaining an employment or professional relationship, directly or indirectly, with individuals, companies and entities that conduct business or commercial activities that compete or may compete with Mediaset Spain's object of the company or the specific activity carried out by it. It is set forth that in the event of non-compliance, Mediaset Spain will have the right to deduct from his severance pay the amounts relating to the period in which the non-compliance occurred.

A.1.9 Indicate the conditions that the contracts of executive directors performing senior management functions should contain. Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, and compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or non-compete, exclusivity, minimum contract terms and loyalty, and post-contractual non-compete, unless these have been explained in the previous section.

Paolo Vasile's contract is commercial in nature and is linked, in terms of its duration and functions, to his position as CEO of the company. No golden parachute or minimum contract term clauses are set forth.

As regards the indemnification of Mr Massimo Musolino and Mr Mario Rodríguez, both of their contracts are governed by employment law, and there are no special terms other than those indicated in the above section on indemnification.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration of services rendered other than those inherent in their position.

As in 2021, no supplementary remuneration is envisaged for directors in 2022 in consideration of services rendered other than those inherent to their positions.

A.1.11 Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

No advances, loans or guarantees have been granted at the date of this report. If such items were granted after the date of this report, this will be promptly reported. In 2021 no amount was paid as an advance either.

A.1.12 The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the above sections, whether paid by the company or by another group company.

There are no items of remuneration other than those already mentioned in this report for 2022.

A.2. Explain any significant change in the remuneration policy applicable in the current year resulting from:

- a) A new policy or an amendment to a policy already approved by the General Meeting.
- b) Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- c) Proposals that the board of directors has agreed to submit to the General Meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.

The company will make any appropriate changes to its directors' remuneration policy to bring it into line with the changes approved in the Spanish Corporate Enterprises Act in 2021.

A.3. Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

https://www.mediaset.es/inversores/es/Politiclas_Corporativas.html

A.4. Explain, taking into account the data provided in Section B.4, how account has been taken of the voting of shareholders at the General Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

The shareholders' vote on the annual remuneration report is important for the company, and it passed at the most recent shareholders' meetings with a majority vote in favour.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS IMPLEMENTED DURING THE YEAR

B.1.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the board of directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

Various management bodies of the company, including its shareholders, play a role in the definition and approval process.

This process begins with the appointments and remuneration committee, which analyses and approves the main guidelines of director remuneration.

The appointments and remuneration committee is composed of the following directors:

Ms Cristina Garmendia Mendizábal – chair – independent
Ms Consuelo Crespo Bofill - independent
Mr Fedele Confalonieri - external proprietary
Mr Niccoló Querci - external proprietary

Once the proposal has been prepared and made by the appointments and remuneration committee, in accordance with Article 37.3 of the Articles of Association, the board is responsible for approving the remuneration policy with respect to its members.

As has been the case in previous years, all Board members actively took part and participated in approving the report, under the supervision and coordination of the board chair, to which end the comments and suggestions made by all of them were taken into account.

Lastly, Mediaset España's shareholders, through the General Meeting, assess and decide on the scheme for and manner of remunerating the company's directors.

It should be noted that no external advisers have been hired during the process of preparing the current remuneration policy.

B.1.2 Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

A change was made to the annual bonus scheme of the directors Massimo Musolino and Mario Rodríguez in 2021, as the target bonus percentages in proportion to their fixed salary were modified as a result of their participation in a long-term variable scheme (three years: 2021, 2022 and 2023), with a contribution from the executive director in 2021, reducing his maximum annual bonus for that year, and a contribution from the company.

B.1.3 Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the company as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

There have been no exceptions.

B.2. Explain the different actions taken by the company in relation to the remuneration scheme and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company, including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued. Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The board considers that the ratio of fixed remuneration to variable remuneration of the company's CEO is appropriate, given that variable remuneration may represent a maximum of 45% of the total remuneration that may be accrued by the CEO, including all items.

It is our understanding that this ratio fully meets the proportionality, conservation and incentive objectives that, as noted above, the variable remuneration scheme must comply with.

As regards policies to avoid or resolve conflicts of interest:

Section 34 Board Regulations provides that: 1. As part of the duty to avoid conflicts of interest that is set forth in subsection 2.e of the previous section, the director and persons related to the director, if they are the beneficiaries of the prohibited acts or activities, must refrain from:

- using the company's name or relying on their status as director to unduly influence the performance of private transactions;
- making use of the Company's assets, including its confidential information, for private purposes;

[In the event of discrepancy, the Spanish version of this document will prevail]

- utilising the Company's business opportunities; for these purposes, a business opportunity is understood to be any possibility of making an investment or conducting a commercial transaction that has arisen or been discovered in connection with the director's exercise of the position, or through the use of Company resources and information, or under circumstances under which it may be reasonable to believe that the offer from a third party is in fact intended for the Company;
- obtaining advantages or remuneration from third parties, other than the Company and its Group, associated with the performance of their duties, unless these are merely courtesies;
- carrying out activities as independent professionals or as employees that involve effective competition, whether present or potential, with the Company or that in any other way put them in permanent conflict with the Company's interests. Before accepting any management position in another company or entity, the director must consult with the appointments and remuneration committee. Likewise, a director whose mandate ends or who for any other reason ceases to perform his duties may not serve as a director or executive, or render services, at any company whose object is completely or partially analogous to that of the Company or that is a competitor of it, for a period of two (2) years. The board, if it considers it appropriate to do so, may release an outgoing director of this obligation or shorten the term of the obligation;
- performing transactions with the Company or with the companies of its Group, except for ordinary transactions, carried out under standard terms and conditions for customers and considered insignificant, whereby such transactions are considered to be those whose information is not necessary to present a true and fair view of the Company's assets and liabilities, financial position and results;

In any case, the directors must notify the Board of any direct or indirect conflict of interest that they or persons related to them may have with the interests of the Company. Any conflicts of interest involving the directors will be reported in the notes to the financial statements.

The Code of Ethics of Mediaset España and Its Group of Companies sets forth that: "A conflict of interest will be deemed to be all situations in which the interests of parties related to the Mediaset Group may be, directly or indirectly, different from or opposed to the interests of the companies that make up the Group, whether for personal, professional or any other type of reasons; in this regard, the terms of this document and of the Internal Code of Conduct in the Securities Markets must be abided by.

The latter documents states, with respect to conflicts of interest: "The persons in question, with the exception of the company's executives, who will be governed in this regard by the Regulations of the Board, are required to inform the director of the Department of Regulatory Compliance (DCN) of any possible conflicts of interest. A conflict of interest will be considered to be any situation in which the interest of the Company, that of the companies that make up Mediaset Group, and the personal interest of the person covered by this Internal Code of Conduct clash, whether directly or indirectly. There will be a personal interest when the matter affects the person or a person closely related to the person".

Lastly, the objectives of the CEO and those of Senior Management and other Mediaset España executives are aligned with the company's strategic objectives. The latter objectives are shared by all executives and are established each year so as to pursue actions to reduce possible threats, and they take into account the interests of Mediaset and its shareholders. In addition, each director has individual objectives that must add value to the company and help achieve and/or strengthen the company's strategic objectives.

B.3. Explain how the remuneration accrued and consolidated over the financial year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

The remuneration accrued in the year complies with the items included in the remuneration policy in force until 2023.

Hence, the amounts received, which are detailed in section C.- of this report, relate to the items included in that policy: 1.- Remuneration applicable to directors in that capacity.

The Board members, in their capacity as such, are entitled to receive remuneration from the company consisting of a fixed annual amount and attendance fees. In the case of the chair of board committees, attendance fees will be higher based on the dedication required for serving in that position.

Moreover, and in accordance with the Articles of Association, the chair of the board, who, in the case of Mediaset España, has the status of an external director, will receive supplementary remuneration in view of the special dedication required for this position, remuneration which will be approved by the board.

The maximum annual amount that the company may pay to the directors in their capacity as such will be agreed by the General Meeting and is set out in the Remuneration Policy in accordance with section 529 "septdecies" (1) Corporate Enterprises Act. The board will be responsible for determining the exact amount to pay up to this limit and its distribution among the various directors taking into account the functions and responsibilities attributed to each director.

2.- Remuneration scheme applicable to executive directors.

Directors assigned executive functions within the company will be entitled to receive remuneration for performing these functions. This remuneration will be made up of a fixed component relating to the services and responsibilities assumed, a variable component linked to the performance of the directors or the company, and a welfare component, which will include the appropriate provident and insurance schemes. The remuneration policy submitted to the General Meeting will set forth the maximum amount that the company may pay to the executive directors as the variable component.

In particular, and as detailed in the policy, in accordance with Article 56.2 of the Articles of Association and their respective contracts, the applicable variable remuneration items consist of variable remuneration indexed to the achievement of budget objectives and an assessment of their individual performance.

The remuneration criteria for 2021 are the same as those for 2022, which are explained in Article A1 above.

The company's results were taken into account for the accrual of variable amounts, both annual and medium-term, with the payment of these amounts contingent on the fulfilment of certain objectives: EBIT, free cash flow, advertising revenue, net income.

The linking of these remuneration rights to the achievement of the objectives indicated above ensures that the remuneration will contribute to the fulfilment of short- and long-term results.

B.4. Report on the result of the consultative vote at the General Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	241,116,494	73.64

	Number	% of votes cast
Votes against	56,376,058	23.38
Votes in favour	184,567,956	76.55
Blank ballots	1,560	0.00
Abstentions	170,920	0.07

B.5. Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion as regards each director and how they changed with respect to the previous year.

In accordance with the Articles of Association, the company's Ordinary General Meeting for 2021 agreed, by passing the remuneration policy for 2021 to 2023, to set the maximum amount that the company may pay to all its directors – as (i) fixed annual remuneration, and (ii) attendance fees – at 2,500,000 euros for each financial year. It was established that if the number of meetings of the board or its committees to be held in a given year exceptionally reaches the maximum indicated, the remaining meetings of the board or its committees held within that year will not give rise to a right to receive attendance fees.

B.6. Explain how the salaries accrued and vested by each of the executive directors over the past financial year for the performance of management duties were determined, and how they changed with respect to the previous year.

The determination of salaries accrued in 2021 by executive directors and the changes with respect to 2020 were as follows:

- (i) Fixed component of salary: with respect to 2020, it has remained unchanged for the CEO and the directors Mr Massimo Musolino and Mr Mario Rodríguez directors, as detailed below.
- (ii) Variable component of the salary: as regards 2020, the percentages as a ratio of the fixed salary have not increased. These percentages determine the amount of the bonus, the amount of the target bonus and the calculation system, in the case of the CEO.
- (iii) Salary in kind: unchanged with respect to 2020.

In 2021, the salaries accrued by the executive directors for performing their management changed with respect to 2020 as follows:

Mr Paolo Vasile: his salary did not change from the previous year.
Mr Massimo Musolino: his salary did not change from the previous year.
Mr Mario Rodríguez: his salary did not change from the previous year.

B.7. Explain the nature and the main characteristics of the variable components of the remuneration schemes in the year last ended.

In particular:

- a) Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, and the measurement criteria used and the time needed to be able to adequately

[In the event of discrepancy, the Spanish version of this document will prevail]

measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

- b) In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.
- c) Each director that is a beneficiary of remunerations schemes or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).
- d) If applicable, indicate the accrual or payment deferral periods established applied and/or the withholding/non-disposal periods for shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration schemes

As indicated above, for 2020, the variable remuneration scheme is linked to the achievement of a series of objectives set by the board. The objectives for 2021 related to: (i) gross advertising revenue, (ii) group consolidated EBIT and (iii) free cash flow. In the case of two executive directors, who were also general directors, a cumulative audience target with respect to the competition was included.

In the case of the CEO, the target bonus for 2021 was 659,000 euros/year (for a 100% level of achievement of objectives). At year-end, this level of achievement had been exceeded.

As for the chair of the board, his variable remuneration scheme and objectives for 2021 were the same as those of the CEO. In the case of both the CEO and the chair, the envisaged target and maximum bonuses did not increase with respect to 2020.

As for Mr Massimo Musolino, the variable remuneration scheme envisaged for 2021 allowed for a maximum attainment of 51% remuneration. Seventeen percent depends on individual objectives, another 17% on company objectives (fulfilment of which is a condition for the accrual of variable remuneration), with the remaining 17% depending on the assessment of performance during the year.

For Mr Mario Rodríguez, a variable remuneration scheme allowing for a maximum attainment of 56% fixed remuneration was envisaged. Twenty percent depends on individual objectives, another 20% on company objectives (20% fulfilment is a condition for the accrual of variable remuneration), with the remaining 16% depending on the assessment of performance during the year.

In the case of Mr Massimo Musolino and Mr Mario Rodríguez, the annual bonus scheme was changed in 2021 as a result of their participation in a long-term variable scheme (three years: 2021, 2022 and 2023), with a contribution from the executive in 2021, reducing their maximum annual bonus for that year, and a contribution from the company.

The CEO's objectives are assessed and approved by the board after a report is prepared by the appointments and remuneration committee.

The objectives of the other two executive directors are set by the CEO, who also assesses their achievement of these objectives, following a proposal from the Human Resources Department.

Payment of the variable remuneration of executive directors is deferred for four months after the end of the year, once the internal procedures for verifying compliance with the previously established performance conditions have been applied and, in all events, after approval by the General Meeting.

In 2021, a proposed resolution was submitted for the approval of the General Meeting, allowing the executive directors to receive part of their variable remuneration in company shares, based on the following terms (one of them opted for this arrangement):

Voluntary nature: the receipt of variable remuneration in shares will be voluntary for the beneficiaries;

Maximum limit: the maximum amount of shares to be received by each beneficiary is determined by multiplying 12,000 by the average share price on the date of delivery;

share price: the average share price on the date of delivery;

duration: the remuneration scheme will be applicable until the delivery date, and will take place within one month of the date of approval by the General Meeting, as the case may be.

Explain the long-term variable components of the remuneration schemes:

At the proposal of the appointments and remuneration committee, the board submitted a medium-term incentive and loyalty scheme indexed to the share price for the approval of the company's Ordinary General Meeting. The scheme will be applicable to 2021. This incentive scheme will have the following main objectives:

- rewarding the sustainability of the company's results;
- improving the composition of remuneration;
- aligning the interests of "top management" with the shareholders.

This scheme is based, in equal parts, on each beneficiary's contribution (25% of their variable remuneration target in 2021) and on an equal contribution by the company. This will determine the amount to be invested in buying company shares and attributed to the beneficiary in 2021.

Its duration is three years and its accrual will depend on the achievement of the budget targets established, cumulatively, for each of the three years of accrual.

In all events, the right to receive shares will be contingent on the continuance of the employment relationship at the end of each three-year period.

Therefore it must be taken into account that (i) the shares that in compliance with this plan are to be allotted to each director may not be delivered if the conditions established for their delivery are not met; and (ii) the price attributed to the shares is their current market price, which is not necessarily the price of the shares when they are delivered.

B.8. Indicate whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid, on the basis of data that have subsequently been clearly shown to be inaccurate. Describe the amounts reduced or clawed back through the application of the "malus" (reduction) or clawback clauses, why they were implemented and the years to which they refer.

No variable component accrued has been reduced or clawed back.

B.9. Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

There are no long-term savings plans in the director remuneration scheme. However, one executive director has an arrangement entailing a contribution by the company to the pension scheme entered into by the director, with a financial cost of 8,505 euros in 2021

B.10. Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company's or the director's initiative, or from the termination of the contract in the terms provided in that document, accrued and/or received by directors during the year last ended.

The chair of the board, Mr Alejandro Echevarría Busquet, has announced that he will no longer serve on the board after the end of his term, which concludes at the time of the company's next Ordinary General Meeting. In light of this announcement, made public in January, the company decided to propose the granting of an extraordinary bonus in the amount of two million euros, to recognise and reward Mr Echevarría's performance as chair, a position that he has held for the last 26 years.

B.11. Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, if so, explain them. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

There have been no significant changes in the contracts of executive directors with senior management functions.

B.12. Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

There was no supplementary remuneration for directors in consideration of the provision of services other than those inherent in their position.

B.13. Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, and the obligations assumed on their behalf by way of guarantee.

There was no remuneration deriving from advances, loans or guarantees or obligations assumed by way of guarantee.

B.14. Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

The following remuneration in kind has accrued in favour of the directors indicated below:

Mr Paolo Vasile accrued remuneration in kind in the amount of 72,143.69 euros for life and accident insurance, medical insurance, vehicle, residence, parking (until June) and Christmas basket or gift.

Mr Massimo Musolino accrued remuneration in kind in the amount of 27,689.56 euros, for life insurance, medical insurance, vehicle, and Christmas basket or gift.

Mr Mario Rodríguez accrued remuneration in kind in the amount of 22,288.19 euros for life insurance, medical insurance, vehicle and Christmas basket or gift.

B.15. Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director's services to the company.

No remuneration has been accrued by the directors for this item.

B.16. Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not it was considered appropriate to include this among the amounts accrued under the "Other concepts" heading in Section C.

Delivery of shares relating to a deferred three-year remuneration plan for 2018-2020, with the following valuations, based on the price at the time of delivery:

Mr Paolo Vasile: EUR 170 thousand
Mr. Alejandro Echevarría: EUR 53 thousand
Mr Massimo Musolino: EUR 25 thousand
Mr Mario Rodríguez: EUR 20 thousand

Payment of bonuses in 2021:

Mr Paolo Vasile: EUR 43 thousand
Mr. Alejandro Echevarría: EUR 13 thousand
Mr Massimo Musolino: EUR 47 thousand
Mr Mario Rodríguez: EUR 37 thousand

Tax income prepayment not passed on (deriving from the remuneration in kind):

Mr Paolo Vasile: EUR 17 thousand
Mr Massimo Musolino: EUR 18 thousand
Mr Mario Rodríguez: EUR 10 thousand

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual in 2021
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Other External Director	From 01/01/2021 to 31/12/2021
Mr PAOLO VASILE	Chief Executive Officer	From 01/01/2021 to 31/12/2021
Mr FEDELE CONFALONIERI	External Proprietary Deputy Chairman	From 01/01/2021 to 31/12/2021
Mr MASSIMO MUSOLINO	Executive Director	From 01/01/2021 to 31/12/2021
Mr MARIO RODRÍGUEZ VALDERAS	Executive Director	From 01/01/2021 to 31/12/2021
Mr MARCO GIORDANI	Proprietary Director	From 01/01/2021 to 31/12/2021
Mr NICCOLÓ QUERCI	Proprietary Director	From 01/01/2021 to 31/12/2021
Ms GINA NIERI	Proprietary Director	From 01/01/2021 to 31/12/2021
Mr BORJA DE PRADO EULATE	Proprietary Director	From 01/01/2021 to 31/12/2021
Mr JAVIER DIEZ DE POLANCO	Independent Director	From 01/01/2021 to 31/12/2021
Ms CRISTINA GARMENDIA	Independent Director	From 01/01/2021 to 31/12/2021
Ms CONSUELO CRESPO BOFILL	Independent Director	From 01/01/2021 to 31/12/2021

C.1. Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



a) Remuneration from the reporting company:

i) Remuneration earned in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2021	Total 2020
Mr ALEJANDRO ECHEVARRÍA BUSQUET	75	96		635	265			2,000	3,071	1,025
Mr PAOLO VASILE	75	48		930	857			17	1,927	1,902
Mr FEDELE CONFALONIERI	75	64							139	139
Mr MASSIMO MUSOLINO	75	40		560	260			18	953	975
Mr MARIO RODRÍGUEZ VALDERAS	75	40		408	228			10	761	784
Mr MARCO GIORDANI	75	68							143	123
Mr NICCOLÓ QUERCI	75	52							127	115
Ms GINA NIERI	75	40							115	101
Mr BORJA DE PRADO EULATE	75	44							119	105
Mr JAVIER DIEZ DE POLANCO	75	88							163	141
Ms CRISTINA GARMENDIA	75	72							147	127
Ms CONSUELO CRESPO BOFILL	75	84							159	147

Observations

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Name	Name of the plan	Financial instruments at start of 2021		Financial instruments granted in 2021		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at the end of 2021	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Plan 1	16,143	16,143	22,507	22,507	11,066	11,066	4.78	53		38,650	38,650
Mr PAOLO VASILE	Plan 1	52,021	52,021	72,529	72,529	35,660	35,660	4.78	170		124,550	124,550
Mr MASSIMO MUSOLINO	Plan 1	8,519	8,519	11,972	11,972	5,184	5,184	4.78	25		20,491	20,491
Mr MARIO RODRÍGUEZ VALDERAS	Plan 1	7,483	7,483	10,517	10,517	4,261	4,261	4.78	20		18,000	18,000

Observations

iii) Long-term savings schemes.

Name	Remuneration from vesting of rights to savings schemes
Mr ALEJANDRO ECHEVARRÍA BUSQUET	
Mr PAOLO VASILE	
Mr FEDELE CONFALONIERI	
Name	Remuneration from vesting of rights to savings schemes
Mr MASSIMO MUSOLINO	

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Mr MARIO RODRÍGUEZ VALDERAS	
Mr MARCO GIORDANI	
Mr NICCOLÓ QUERCI	
Ms GINA NIERI	
Mr BORJA DE PRADO EULATE	
Mr JAVIER DIEZ DE POLANCO	
Ms CRISTINA GARMENDIA	
Ms CONSUELO CRESPO BOFILL	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2021	2020	2021	2020	2021	2020	2021	2020
Mr ALEJANDRO ECHEVARRÍA BUSQUET								
Mr PAOLO VASILE								
Mr FEDELE CONFALONIERI								
Mr MASSIMO MUSOLINO								
Mr MARIO RODRÍGUEZ VALDERAS								
Mr MARCO GIORDANI								
Mr NICCOLÓ QUERCI								
Ms GINA NIERI								
Mr BORJA DE PRADO EULATE								
Mr JAVIER DIEZ DE POLANCO								
Ms CRISTINA GARMENDIA								
Ms CONSUELO CRESPO BOFILL								

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Observations

iv) Details of other items

Name	Item	Amount of remuneration
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Item	
Mr PAOLO VASILE	Income prepayment, remuneration in kind	17
Mr FEDELE CONFALONIERI	Item	
Mr MASSIMO MUSOLINO	Income prepayment, remuneration in kind	18
Mr MARIO RODRÍGUEZ VALDERAS	Income prepayment, remuneration in kind	9
Mr MARCO GIORDANI	Item	
Mr NICCOLÓ QUERCI	Item	
Ms GINA NIERI	Item	
Mr BORJA DE PRADO EULATE	Item	
Mr JAVIER DIEZ DE POLANCO	Item	
Ms CRISTINA GARMENDIA	Item	
Ms CONSUELO CRESPO BOFILL	Item	

Observations

b) Remuneration of directors of the listed company for seats on the boards of other subsidiary companies:

i) Remuneration earned in cash (thousands of euros)

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2021	Total 2020
Mr ALEJANDRO ECHEVARRÍA BUSQUET										
Mr PAOLO VASILE										
Mr FEDELE CONFALONIERI										
Mr MASSIMO MUSOLINO										
Mr MARIO RODRÍGUEZ VALDERAS										
Mr MARCO GIORDANI										
Mr NICCOLÓ QUERCI										
Ms GINA NIERI										
Mr BORJA DE PRADO EULATE										
Mr JAVIER DIEZ DE POLANCO										
Ms CRISTINA GARMENDIA										
Ms CONSUELO CRESPO BOFILL										

Observations

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Name	Name of the plan	Financial instruments at start of 2021		Financial instruments granted in 2021		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at the end of 2021	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Plan							0.00				
Mr PAOLO VASILE	Plan							0.00				
Mr FEDELE CONFALONIERI	Plan							0.00				
Mr MASSIMO MUSOLINO	Plan							0.00				
Mr MARIO RODRÍGUEZ VALDERAS	Plan							0.00				
Mr MARCO GIORDANI	Plan							0.00				
Mr NICCOLÓ QUERCI	Plan							0.00				
Ms GINA NIERI	Plan							0.00				
Mr BORJA DE PRADO EULATE	Plan							0.00				
Mr JAVIER DIEZ DE POLANCO	Plan							0.00				
Ms CRISTINA GARMENDIA	Plan							0.00				
Ms CONSUELO CRESPO BOFILL	Plan							0.00				

Observations

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



iii) Long-term savings schemes.

Name	Remuneration from vesting of rights to savings schemes
Mr ALEJANDRO ECHEVARRÍA BUSQUET	
Mr PAOLO VASILE	
Mr FEDELE CONFALONIERI	
Mr MASSIMO MUSOLINO	
Mr MARIO RODRÍGUEZ VALDERAS	
Mr MARCO GIORDANI	
Mr NICCOLÓ QUERCI	
Ms GINA NIERI	
Mr BORJA DE PRADO EULATE	
Mr JAVIER DIEZ DE POLANCO	
Ms CRISTINA GARMENDIA	
Ms CONSUELO CRESPO BOFILL	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2021	2020	2021	2020	2021	2020	2021	2020
Mr ALEJANDRO ECHEVARRÍA BUSQUET								
Mr PAOLO VASILE								

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2021	2020	2021	2020	2021	2020	2021	2020
Mr FEDELE CONFALONIERI								
Mr MASSIMO MUSOLINO								
Mr MARIO RODRÍGUEZ VALDERAS								
Mr MARCO GIORDANI								
Mr NICCOLÓ QUERCI								
Ms GINA NIERI								
Mr BORJA DE PRADO EULATE								
Mr JAVIER DIEZ DE POLANCO								
Ms CRISTINA GARMENDIA								
Ms CONSUELO CRESPO BOFILL								

Observations

iv) Details of other items

Name	Item	Amount of remuneration
Mr ALEJANDRO ECHEVARRÍA BUSQUET	Item	
Mr PAOLO VASILE	Item	

Name	Item	Amount of remuneration
Mr FEDELE CONFALONIERI	Item	

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Mr MASSIMO MUSOLINO	Item	
Mr MARIO RODRÍGUEZ VALDERAS	Item	
Mr MARCO GIORDANI	Item	
Mr NICCOLÓ QUERCI	Item	
Ms GINA NIERI	Item	
Mr BORJA DE PRADO EULATE	Item	
Mr JAVIER DIEZ DE POLANCO	Item	
Ms CRISTINA GARMENDIA	Item	
Ms CONSUELO CRESPO BOFILL	Item	

Observations

c) Summary of remuneration (thousands of euros):

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accruing in the company					Remuneration accruing in group companies					Company + group total for 2021
	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration by way of savings systems	Other items of remuneration	Company total for 2021	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration by way of savings systems	Other items of remuneration	Group total for 2021	
Mr ALEJANDRO ECHEVARRÍA BUSQUET	3,071	53			3,124						3,124
Mr PAOLO VASILE	1,927	170			2,097						2,097
Mr FEDELE CONFALONIERI	139				139						139
Mr MASSIMO MUSOLINO	953	25			978						978

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Name	Remuneration accruing in the company					Remuneration accruing in group companies					Company + group total for 2021
	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration by way of savings systems	Other items of remuneration	Company total for 2021	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration by way of savings systems	Other items of remuneration	group total for 2021	
Mr MARIO RODRÍGUEZ VALDERAS	761	20			781						781
Mr MARCO GIORDANI	143				143						143
Mr NICCOLÓ QUERCI	127				127						127
Ms GINA NIERI	115				115						115
Mr BORJA DE PRADO EULATE	119				119						119
Mr JAVIER DIEZ DE POLANCO	163				163						163
Ms CRISTINA GARMENDIA	147				147						147
Ms CONSUELO CRESPO BOFILL	159				159						159
TOTAL	7,824	268			8,092						8,092

Observations

C.2. Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated profits/losses of the company and the average remuneration on an equivalent basis as regards full-time employees of the company and its subsidiaries that are not directors of the listed company.

ANNUAL REPORT ON DIRECTOR'S REMUNERATION



Total amounts accrued and % annual variation									
	2021	% variation 2021/2020	2020	% variation 2020/2019	2019	% variation 2019/2018	2018	% variation 2018/2017	2017
Executive directors									
Mr PAOLO VASILE	1,927	1.31	1,902	13.01	1,683	-1.17	1,703	-0.35	1,709
Mr MASSIMO MUSOLINO	953	-2.26	975	0.41	971	8.86	892	2.41	871
Mr MARIO RODRÍGUEZ VALDERAS	761	-2.93	784	-1.38	795	15.38	689	4.39	660
External directors									
Mr NICCOLÓ QUERCI	127	10.43	115	-6.50	123	68.49	73	-	0
Ms GINA NIERI	115	13.86	101	-9.01	111	60.87	69	-	0
Mr JAVIER DIEZ DE POLANCO	163	15.60	141	-15.57	167	20.14	139	-	0
Ms CRISTINA GARMENDIA	147	15.75	127	-3.05	131	37.89	95	-	0
Ms CONSUELO CRESPO BOFILL	159	8.16	147	0.00	147	8.89	135	-	0
Mr ALEJANDRO ECHEVARRÍA BUSQUET	3,071	199.61	1,025	2.19	1,003	1.62	987	-1.50	1,002
Mr FEDELE CONFALONIERI	139	0.00	139	-7.95	151	15.27	131	-5.76	139
Mr MARCO GIORDANI	143	16.26	123	-13.99	143	20.17	119	-3.25	123
Mr BORJA DE PRADO EULATE	119	13.33	105	-14.63	123	78.26	69	-40.00	115
Consolidated profits/losses of the company									
	182,829	1.01	180,997	-15.33	213,762	6.71	200,326	1.51	197,346
Average employee remuneration									
	58	3.57	56	5.66	53	8.16	49	-15.52	58

Observations



ANNUAL REPORT ON DIRECTOR'S REMUNERATION



[

]

D. OTHER INFORMATION OF INTEREST

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the above sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company as regards its directors, list them briefly.

[Not applicable]

This annual remuneration report was approved by the Board of the company in its meeting of .

[[23/02/2022]]

Indicate whether any director voted against or abstained from approving this report.

[] Yes

[] No