

ANNEX I

**REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSED RATIFICATION
AND RE-ELECTION OF MR. ALESSANDRO SALEM AS DIRECTOR OF
MEDESET ESPAÑA COMUNICACIÓN, S.A.**

This report is prepared in accordance with the provisions of article 529 decies of the Spanish Companies Act, according to which proposals for the appointment or re-election of members of the Board of Directors must be accompanied by a Report from the Board of Directors assessing the competence, experience and merits of the proposed candidates, and shall also be preceded by a Report from the Appointments and Remuneration Committee.

Likewise, article 10 of Mediaset España Comunicación, S.A.'s (Mediaset España or the Company, hereinafter) Board of Directors' Regulations establishes that the proposals to appoint Directors that the Board of Directors submits to the Shareholders' Meeting and the appointment decisions adopted by the Board, by virtue of its co-option powers, must be preceded by the corresponding Report of the Appointments and Remuneration Committee, which must assign the new Director to one of the categories provided for in these Regulations.

Director selection policy.

The director selection policy approved by the Board of Directors establishes that any replacement must be preceded by an in-depth analysis of the possible needs or shortcomings that the Board of Directors may have at any given time, as well as the identification of the functions and skills required in each vacancy, while at the same time seeking to: (i) to maintain a high degree of qualification in all facets of the Company's main business activities; (ii) to bring together, as far as possible, persons with a diverse range of knowledge, experience and gender, with a progressive increase in the number of female directors; and (iii) to avoid any kind of implicit bias that may entail any discrimination and, in particular, that may hinder the selection of female directors.

It also states that candidates should be honourable, have integrity, recognised experience, availability and a high level of commitment to their role.

In accordance with the Director selection policy, the Appointments and Remuneration Committee has initiated the process and the approval of the proposal for the ratification and appointment of Mr. Alessandro as director, which is detailed in this Report, to be submitted for approval at the General Shareholders' Meeting.

Both the Board of Directors and the Appointments and Remuneration Committee ensure that the requirements of good governance policies and rules have been complied with, and that the candidate presented is in the best interests of the Company.

Preliminary report and proposal made by the Appointments and Remuneration Committee.

Mediaset España's Appointments and Remuneration Committee, in accordance with its legally and statutorily recognised functions, has drawn up the corresponding report, which has been fully ratified and adopted by the Board of Directors, and which is included as **Addendum I** to this Report.

The fourth item on the agenda: Ratification of the appointment by co-option and re-election of Mr. Alessandro Salem as executive director of the Company.

a) Justification for the proposal.

In accordance with the Company's rules of good governance and the applicable regulations, the Appointments and Remuneration Committee has prepared a report prior to the ratification of the appointment by co-option and re-election of Mr Alessandro Salem as executive director of the Company.

Mr. Alessandro Salem was appointed director of the Company, by co-option, at the Company's Board of Directors' meeting held on 20 December 2022 (effective from 1 January 2023); being appointed Chief Executive Officer at the same meeting (and with the same effective date), following the resignation of the previous Chief Executive Officer, Mr. Paolo Vasile.

This appointment was made at the proposal of and following a favourable report from the Company's Appointments and Remuneration Committee, based on an analysis of both Mr. Salem's training and experience; having studied in detail the suitability of his appointment, availability and absence of incompatibilities, among other aspects detailed below.

Both the Appointments and Remuneration Committee and the Board of Directors have positively valued Mr. Salem's professional experience in the media, particularly television, since 1988.

b) Mr Alessandro Salem's professional background and experience.

Born in Palermo on 11 February 1962.

He holds a degree in Political Science specialising in economics and finance from the University of Palermo, and a Master's degree in Business Management - specialising in Economics and Finance - from Bocconi University.

Mr. Salem started his professional career holding various positions in the banking sector, in particular as Senior Manager of Mergers and Acquisitions at Akros Merchant Bank and within the Banco di Sicilia Group.

In the Mediaset Group, he held the position of Account Manager at Publitalia '80 from 1988 to 1994. And from 1994 to September 2001 he held the position of General Manager and CEO of Publiespaña, S.A..

From September 2021 to January 2023, he held the position of Chief Content Officer at Rete Televisive Italiane, S.p.A. (RTI); he also held the position of Chairman of the Board of Directors of Taodue SLR and Fascino SLR, as well as that of Managing Director of RTI and Medusa S.p.A., within the Mediaset Group.

c) Suitability.

The Board of Directors has verified Mr. Salem's suitability to hold the position, considering that he meets the requirements in terms of professional knowledge, honourability and availability necessary to hold the position as a member of Mediaset España's Board of Directors.

In particular, his performance in the various positions he has held in recent years has been positively assessed.

d) Status and term of office.

The Board of Directors proposes the ratification of Mr. Salem as a director of the Company and his re-election for the four (4) year term of office as an executive director.

e) Availability and lack of incompatibilities.

The Board of Directors has verified that Mr. Salem is effectively available to provide the dedication required for the performance of his duties as a director of the Company and has verified that he is not subject to any cause of incompatibility, prohibition or permanent conflict of interest that would prevent him from performing his duties adequately.

In view of the above, based on the favourable report of the Appointments and Remuneration Committee, the Board of Directors submits the ratification of the appointment by co-option of Mr. Alessandro Salem as director of the Company, agreed by the Board of Directors at its meeting of 20 December 2022 (effective 1 January 2023) and his re-election for the statutory term of 4 years, as executive director, for the approval of the General Shareholders' Meeting.

ADDENDUM I

**REPORT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE ON
THE PROPOSAL FOR THE RATIFICATION AND RE-ELECTION OF MR.
ALESSANDRO SALEM AS DIRECTOR OF MEDIASET ESPAÑA
COMUNICACIÓN, S.A.**

I. Introduction

Section 6 of article 529 decies of the Spanish Companies Act provides that the proposal for the appointment or re-election of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

In accordance with the above, the Appointments and Remuneration Committee of Mediaset España Comunicación, S.A. (hereinafter, "**Mediaset España**" or the "**Company**") has prepared this report on the ratification and appointment of Mr. Alessandro Salem as member of the Board of Directors of the Company, with the status of executive director.

Previous experience, knowledge and professional background.

The Appointments and Remuneration Committee has also assessed Mr Salem's suitability to hold the position of director. In this respect, and after analysing his resume and other available information, the Committee highly values Mr. Alessandro Salem's knowledge, experience and professional career, confirming that he has more than enough elements to merit the proposed candidacy, as he has a wealth of knowledge and experience in the field of television publishing, having spent the last ten years as General Director of Content at Rete Televisive Italiane (RTI), in a market, such as the Italian market, which is very similar to the Spanish market in terms of consumption habits and audiovisual tastes. In addition, Mr Salem also has extensive experience in the television advertising market, having previously worked for Publitalia '80 and, more importantly, for Publiespaña, where he was Managing Director and CEO for several years, which has given him an in-depth knowledge of the Spanish market.

Suitability, availability and lack of incompatibilities.

The Committee's conclusion, in view of his personal and professional circumstances, is that Mr. Alessandro Salem meets the necessary conditions of suitability to hold the position as a member of Mediaset España's Board of Directors and has sufficient time available to carry out the duties inherent to the position as Board member and Chief Executive Officer of the Company.

Category of director.

Regarding his status on the Board of Directors of Mediaset España, given that Mr. Salem performs senior management functions in the Company, this Committee considers that, in accordance with the provisions of section 1 of article 529 duodecies of the Spanish Companies Act, Mr. Salem should be assigned the category of executive director.

Conclusion.

In view of the above, the Appointments and Remuneration Committee considers that Mr. Alessandro Salem has the appropriate knowledge, experience and merits to hold the position of Board member and that he meets the suitability requirements for this position, and has therefore agreed to submit its favourable report to the Board of Directors on the proposal to the General Shareholders' Meeting of Mediaset España to ratify and re-elect Mr. Alessandro Salem as a director for a period of four years, with the status of executive director.
