

“MEDIASET ESPAÑA COMUNICACIÓN, S.A.” (the **“Company”** or **“Mediaset España”**), for the purposes contemplated in article 227 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October and developing legislation, announces the following

OTHER RELEVANT INFORMATION

The Ordinary General Shareholders' Meeting of “MEDIASET ESPAÑA COMUNICACIÓN, S.A.” (the **“Company”** or **“Mediaset España”**), held yesterday, 14 April 2021, at 12:00 hours, on a single call by telematic means, was attended by 312 shareholders present and 586 shareholders represented, all together owning 241,116,494 (excluding treasury shares) representing 73.638% of the Company's share capital.

At this Meeting, all the proposed resolutions submitted for voting by the Board of Directors of the Company were approved in relation to each of the items on the Agenda established in the notice convening the Ordinary General Shareholders' Meeting, made public on March 12, 2021 (other relevant information No. 7945), including the subsequent items introduced referred to in the supplementary notice made public on March 24, 2021 (other relevant information No. 8139).

The approved resolutions are set out below.

APPROVED RESOLUTIONS

ORDINARY GENERAL SHAREHOLDERS MEETING

“MEDIASET ESPAÑA COMUNICACION, S.A.”

-14th April 2021-

Item One.- Examination and approval, as the case may be, of the Annual Financial Statements and Management Reports of "MEDIASET ESPAÑA COMUNICACION, S.A." and its Consolidated Group of Companies, for the year ended 31 December 2020.

- **Approved resolution:**

To approve the annual accounts, as well as the management reports, both of “Mediaset España Comunicación, S.A.” and its Consolidated Group of Companies, corresponding to the financial year ended on 31st December 2020, drawn-up by the board of directors at its meeting on 24th February 2021, verified by the Audit and Compliance Committee, and audited without objections by Deloitte, S.L.

Item Two.- Examination and approval of the Non-Financial Information of Mediaset España Comunicación, S.A. and its Consolidated Group of companies corresponding to the financial year ended on 31st December 2020.

- **Approved resolution:**

To approve the Non-Financial Information Statement of “MEDIASET ESPAÑA COMUNICACIÓN, S.A.” and its Consolidated Group for the financial year ended 31st December 2020.

Item Three.- Examination and approval, where appropriate, of the proposed distribution of profit or loss for the year 2020.

- **Approved resolution:**

To approve the distribution of profit for the financial year 2020, which amounts to 142,506 thousands of euros, as follows:

	(thousand €)
<u>Profit and loss (profit)</u>	<u>142,506</u>
<u>Application: To voluntary reserves</u>	142,506
<u>Total</u>	<u>142,506</u>

Item Four.- Examination and approval, where appropriate, of the management and performance of the Board of Directors during 2020.

- **Approved resolution:**

To approve the management and performance of the Board of Directors in the financial year 2020.

Item Five.- Re-election of the statutory auditors for both “MEDIASET ESPAÑA COMUNICACION, S.A.” and its consolidated group of companies.

- **Approved resolution:**

To re-elect as statutory auditors of “Mediaset España Comunicación, S.A.” and its consolidated group of companies for the financial years 2021, 2022 and 2023, the firm “Deloitte, S.L.”, with its registered office in Madrid, Plaza Pablo Ruiz Picasso nº 1, Torre Picasso and tax code B-79104469, registered in the Commercial Register in Volume 35217, Sheet 14, Section 8, Page M-54414, Official Registry of Auditors (ROAC) registration number S0692.

Item Six.- Authorisation, where appropriate, for Directors with executive functions and Senior Management to receive part of the variable remuneration accrued in the financial year 2020 in the form of shares in the Company.

- **Approved resolution:**

To approve that part of the variable remuneration corresponding to the financial year 2020 accrued by the Directors with executive functions and the main Executives of “MEDIASET ESPAÑA COMUNICACION, S.A.” and the companies of its Consolidated Group, may be received in the form of shares in the Company, subject to the following conditions:

- Recipients: all employees of “MEDIASET ESPAÑA COMUNICACIÓN, S.A” and the companies comprising its Consolidated Group, including the executive directors thereof.
- Voluntary nature: the receipt of variable remuneration in the form of shares is voluntary on the part of the recipients.
- Maximum limit: the maximum amount of shares to be received by each recipient is that which results from applying 12,000 euros to the closing price of the shares on the day before the delivery date.
- Source of the shares: the shares will come from treasury stock.
- Maximum number of shares to be delivered: those which result from applying 12,000 euros to the closing price of the shares on the day before the delivery date.
- Share value: the closing price of the shares on the day before the delivery date.
- Duration: this remuneration system will apply until the delivery of the shares, which must take place at any time before the end of three months from the date of approval by the General Meeting of Shareholders.
- Delegation: the power to execute this resolution is delegated to the Board of Directors.

Item Seven.- Authorise the Board of Director, where appropriate, so that it may establish a multi-annual remuneration system for Executive Directors and Managers of the Group of Companies linked to the value of the Company's shares.

- **Approved resolution:**

To authorise the Board of Directors to approve the establishment of a remuneration system (the "Plan") for Executive Directors and Managers of the Consolidated Group, consisting in the delivery of shares in the Company, the basic characteristics of which are as follows:

- Recipients: the executive directors and managers of the Group of Companies as determined by the Board of Directors, approximately 25 people in total.
- Maximum number of shares to be allocated: the maximum number of shares that may be allocated shall be equivalent to 0.33% of the Company's share capital. Of said 0.33%, up to a maximum of 0.11% shall correspond to the Company's Executive Directors. The Company shall not increase its share capital to cover the Remuneration System.
- Share value: the share value to be taken as a reference for the purposes of allocating shares to each recipient shall be the average share price in the thirtydays prior to the preparation of the annual accounts for the financial year in which the Plan is approved.
- Exercise price or system for calculating the exercise price of stock options: each beneficiary of the Plan will make a contribution, consisting of 25% of its "base" variable remuneration foreseen for the year in which the Plan is approved, which corresponds to fifty percent (50%) of the "value of the shares" at the time they are allotted.
- Grant date: any date to be agreed by the Board of Directors within 4 months from the date the Plan is approved.
- Duration: 2021 to 2023, both included, with delivery of the shares being possible at any time after the approval of the annual accounts for the financial year 2023, as determined by the Board of Directors.

In order to facilitate the execution of the above resolutions, the General Meeting of Shareholders unanimously resolves to delegate to the Board of Directors, with express powers of substitution in favour of any of its members, all the powers necessary for the definition, integration and execution of the aforementioned resolution.

Item Eight.- Examination and approval, where appropriate, of the Annual Report on Directors' Remuneration of “MEDIASET ESPAÑA COMUNICACION, S.A.”.

- **Approved resolution:**

To approve the Directors' Remuneration Report of Mediaset España Comunicación, S.A. for the financial year 2020.

Item Nine.- Examination and approval, where appropriate, of the Director's Remuneration Policy of “MEDIASET ESPAÑA COMUNICACIÓN, S.A.”.

- **Approved resolution:**

To approve the Remuneration Policy for the directors of Mediaset España Comunicación, S.A. for the period from 2021 to 2023, both included.

Item Ten.- To authorise the Board of Directors to proceed with the derivative acquisition of own shares by the Company under the terms provided for in current legislation, with the express power to apply them to the implementation of remuneration programmes and/or to dispose of or redeem them with a reduction of share capital and/or use them to carry out potential corporate transactions or corporate of business decisions, revoking, with regards to the amount not used, the delegation approved by the General Meetings of previous years

• **Approved resolution:**

1. To authorise the Board of Directors, in accordance with the provisions of Article 146 et seq of the Spanish Companies Act, it may proceed, to the extent it deems appropriate in view of the circumstances, with the derivative acquisition of own shares in the Company by any means, subject to the following limitations and requirements:
 - a) The shares may be acquired through deed of sale or by any other "*inter vivos*" act for consideration.
 - b) The nominal value of its own shares acquired, when added to those already held by "MEDIASET ESPAÑA COMUNICACIÓN, S.A" and its subsidiaries shall not exceed ten percent (10%) of the subscribed capital or the maximum amount that may be established by law.
 - c) The shares acquired shall be free from any charge or lien, fully paid up and not subject to the fulfilment of any obligation.
 - d) The minimum purchase price of the shares will not be less than its nominal value and the maximum price shall not exceed one hundred and twenty percent (120%) of their market value on the acquisition date.
 - e) Duration of authorisation: five (5) years from the date of this agreement.
 - f) When carrying out these operations they will comply with the rules on the matter contained in the Company's Internal Rules of Conduct.
2. To revoke any authorisation granted on the same subject by the Ordinary General Meeting in the past on the amount not used.
3. Authorise the Board of Directors so that it can: (i) use all or part of its own shares acquired for the implementation of the remuneration schemes the purpose of which is the delivery of shares or share options, or are based in any way on the evolution of the market share price, as provided in Article 146.1. a) of the Spanish Companies Act; and / or (ii) proceed with their transfer in any manner; and / or (iii) cancelling them by way of a reduction of share capital; (iv) and/ or use them to carry out potential corporate transactions or corporate or business decisions. In relation to the cancellation of the

shares acquired under this agreement and the consequent reduction of capital, the Board of Directors is delegated to the full extent as required by law, with the power to appoint any of its members such as the CEO and the Secretary of the Board, all the powers necessary to carry out the reduction of the share capital, in one or several instances within a maximum period of five [5] years from the adoption of this Agreement, including without limitation, but not limited to:

- a) the power to determine the exact amount of the reduction, which can never exceed the amount of the nominal value of the shares acquired under this agreement;
 - b) determine the precise number of treasury shares that must be cancelled;
 - c) establish the date or dates of the reduction;
 - d) implement the reduction of capital in the manner they deem most appropriate establishing the applicable requirements, excluding or not, the right to object by creditors pursuant to Article 335 c) of the Spanish Companies Act and take the necessary measures to comply with the applicable regulations;
 - e) redraft Article 5 of the Articles of Association to reflect the new share capital and number of shares of the Company;
 - f) publication of appropriate notices;
 - g) appear before the Notary of their choice in order to execute the corresponding capital reduction deed and may even provide the amending, complementary or explanatory deeds that, where appropriate, last until the capital reduction is registered in Commercial Register and apply, where applicable, for partial registration from the Commercial Registrar;
 - h) send the necessary notices regarding the reduction of capital to the competent regulatory bodies, including any communications to the National Stock Markets Commission (CNMV) where appropriate, carry out any formalities and actions that are necessary and present any documents required to the responsible bodies so that once the cancellation of Company shares and the capital reduction deed has been executed and registration in the Commercial Register has occurred, the cancelled shares will be delisted on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Computer Assisted Trading System (Continuous Market) and the cancellation of the relevant accounting records as well as to take any such steps necessary or appropriate, for the full performance of the reduction of capital agreement, before any entities, public or private organizations, Spanish and foreign, including declarations, supplements or correction of defects or omissions that might hinder and impede the full performance of this agreement.
4. To authorize the Board of Directors, so that once the agreement has been adopted, to acquire its own shares, constituting, if necessary, a restricted reserve equivalent to the purchase price of the shares.

5. To authorise the Board of Directors, with the express power of substitution to the Board members it deems appropriate, as well as the CEO and the Secretary of the Board, as broadly as necessary, to adopt such resolutions as may be necessary or convenient in order to comply with current legislation, to successfully execute this agreement.

Item Eleven.- Revoke the first to the fourth resolutions adopted by the Extraordinary General Shareholders' Meeting of the Company held on 4th September 2019 and the first and second resolutions adopted by the Extraordinary General Shareholders' Meeting of the Company held on 5th February 2020, and ratify the cancellation of the Merger resolved by the Board of Directors.

- **Approved resolution:**

To take note of the manifest impossibility of carrying out the first to the fourth resolutions adopted by the Ordinary General Shareholders' Meeting of the Company held on 4th September 2019 and the first and second resolutions adopted by the Extraordinary General Shareholders' Meeting of the Company held on 5th February 2020, whereby it was resolved to carry out the segregation of the Company's entire assets and liabilities in favour of its subsidiary Grupo Audiovisual Mediaset España Comunicación, S.A.U. and the tripartite merger by absorption of the Company and Mediaset S.p.A. by Mediaset Investment N.V.; and, consequently, to ratify the withdrawal of the execution of the merger agreed by the Board of Directors and to revoke for all purposes said resolutions.

Item Twelve.- Delegation of powers to formalise, interpret, rectify, and execute the previous resolutions, as well as to substitute the powers that the Board of Directors may receive from the General Meeting of Shareholders.

- **Approved resolution:**

To delegate the Board of Directors, with express powers of substitution in any of its Executive Directors and in the Secretary of the Board of Directors, so that any of them, without distinction, may formalise and notarise the resolutions adopted at this General Meeting and, in particular, to file at the Commercial Registry, the certification of the resolutions approving the Annual Accounts and the distribution of profits, attaching such documents as may be legally required, as well as to execute such public or private documents as may be necessary until the corresponding registration of the resolutions adopted in the Commercial Registry is obtained, including the request for partial registration, with powers to remedy or rectify the same in view of the verbal or written qualification that may be made by the Registrar.

Item Thirteen.- Information on the amendments made to the Board of Directors' Regulations since the last General Shareholders' Meeting was held.

Item Fourteen.- Amendment of the Articles of Association to incorporate the possibility of attendance at the general meeting by shareholders and their proxies by telematic means..

- **Approved resolution:**

To approve the incorporation of a new article 33 bis in the Articles of Association with the following wording:

«Article 33 bis. Attendance at the General Shareholders' Meeting by telematic means.

- 1. The notice convening the General Meeting may provide, in addition to the physical attendance of shareholders and their proxies and the exercise of shareholders' rights by remote means of communication prior to the date scheduled for the meeting, for the telematic attendance of shareholders and their proxies by remote and simultaneous connection to the meeting by electronic means of communication, provided that the identity of the person attending and the security of the electronic communications can be properly verified.*
- 2. The telematic attendance of shareholders and their proxies shall be governed by the provisions of the General Shareholders' Meeting Regulations and, where appropriate, by the rules of implementation approved by the Board of Directors regarding procedural aspects, which shall include, among other aspects, the identification requirements for registration and accreditation of attendees, the minimum time the registration process must be completed in advance, and the manner and time in which shareholders attending the General Shareholders' Meeting by telematic means may exercise their rights during the General Shareholders' Meeting.»*

Item Fifteen.- Amendment of the Articles of Association to incorporate the possibility of holding general meetings exclusively by telematic means.

- **Approved resolution:**

To approve the incorporation of a new article 33 tris into the Articles of Association to read as follows:

«Article 33 tris. General Meeting exclusively by telematic means.

- 1. The General Meeting may also be convened to be held exclusively by telematic means and, therefore, without the physical attendance of the shareholders, their proxies and, where appropriate, the members of the Board of Directors, when so permitted by the applicable regulations.*
- 2. The holding of the General Meeting exclusively by telematic means shall be in accordance with the provisions of the law and the Articles of Association, and with the extension of those contained in the General Shareholders' Meeting Regulations and,*

in any event, shall be subject to the identity and legitimacy of the shareholders and their proxies being properly verified and to all attendees being able to effectively participate in the meeting by the means of remote communication permitted in the notice convening the General Shareholders' Meeting, to exercise in real time both the rights of intervention, information, to make proposals and voting to which they are entitled, and to follow the interventions of the other attendees by the means indicated, taking into account the state of the technology and the circumstances of the Company, all in accordance with the applicable regulations.»

Item Sixteen.- Amendment of the General Shareholders' Meeting Regulations to develop Articles 33 bis and 33 tris of the Articles of Association to establish a basic regime for attendance at the General Meeting by shareholders and their proxies via telematic means

- **Approved resolution:**

To approve the amendment of the General Shareholders' Meeting Regulations by incorporating a new Title V included in a new article 33 with the following wording:

« TITLE V

Attendance at General Shareholders' Meetings by telematic means

Article 33. Attendance of shareholders and their proxies by telematic means by remote connection in real time.

- 1. Without prejudice to the possibility for shareholders and their proxies to physically attend the General Meeting and to exercise their rights by remote electronic means of communication prior to the date scheduled for the General Meeting under the terms provided for in these Regulations, when the notice of the General Meeting so provides in accordance with Article 33 bis of the Articles of Association, shareholders and their proxies may also attend the General Meeting via telematic means through a remote and simultaneous connection to the meeting using electronic means of communication. In any case, the means of connection used must be able to guarantee the identity of the attendees connecting remotely, the correct exercise of their rights, interactivity in real time and, in general, the proper conduct of the meeting.*
- 2. Attendance at the General Meeting by remote connection in real time shall be subject to the following rules, which shall be further developed and completed by the Board of Directors and published on the Company's website:*
 - (a) The notice convening the meeting shall state how far in advance of the start of the meeting a shareholder or proxy holder wishing to attend the meeting must have registered in order to be considered present or represented at the meeting, as well as the means and procedure by which such registration must be carried out.*
 - (b) Shareholders or proxies wishing to attend the General Meeting by telematic*

means must identify themselves using an electronic signature or any other similar form of identification that adequately verifies their identification, in accordance with the terms established by the Board of Directors.

- (c) During the General Meeting, the rights of information, intervention, to make proposals and vote may be exercised by shareholders attending the meeting by telematic means using remote electronic means of communication in accordance with the procedure determined by the Board of Directors.*
 - (d) The Board of Directors shall determine the time and manner in which any interventions and proposed resolutions to be made, in accordance with the law, shall be submitted to the Company by those attending by telematic means, in order to guarantee the exercise of rights by those attending by remote connection and, in turn, the orderly conduct of the General Shareholders' Meeting.*
 - (e) Unless any of the circumstances for refusal provided by law, the Articles of Association or these Regulations apply, requests for information or clarification made during the General Shareholders' Meeting by those attending via telematic means shall be answered during the Meeting and, if it is not possible to satisfy the shareholder's right at that time, the information requested shall be provided in writing to the shareholder concerned within seven (7) days following the end of the General Shareholders' Meeting.*
- 3. The provisions set forth in the preceding sections, insofar as they are compatible with the legal requirements, shall also apply in those cases in which, pursuant to the provisions of article 33 tris of the Articles of Association and the applicable regulations, the notice convening the meeting provides for the General Meeting to be held exclusively by telematic means and, therefore, without the physical attendance of the shareholders and their proxies nor, as the case may be, the members of the Board of Directors. In any event, the notice convening the meeting shall provide information on the rules applicable in this respect.*
- 4. In any case, the Company shall not be liable for any damages that may be caused to the shareholder or proxy as a result of the occasional unavailability of its website, as well as breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, without prejudice to the adoption of the measures required by each situation, including the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of shareholders' or their proxies' rights.»*

Madrid, 15 April 2021

Mario Rodríguez Valderas
Secretary of the Board of Directors