

**Form to confer proxy and voting instructions on Istifid S.p.A.
pursuant to art. 135-undecies of Legislative Decree n. 58/1998**

MEDIASET S.p.A.

Ordinary and Extraordinary General meeting called on Tuesday 19 April 2011, 10.00 am, in Cologno Monzese (MI), Via Cinelandia n. 5,
at first call, and on Wednesday 20 April 2011, same time and place, at second call

Istifid S.p.A. Società Fiduciaria e di Revisione (hereinafter “**Istifid**”) with registered office in Milan, Viale Jenner n. 51, fiscal code n. 01863180152, as “Designated Representative” pursuant to article 135-undecies of Legislative Decree n. 58/1998 of **MEDIASET S.p.A.** (hereinafter the “**Company**”), is collecting voting proxies for the Ordinary and Extraordinary General meeting called on Tuesday 19 April 2011 at first call and on Wednesday **20 April 2011**, at second call, in the manner and terms indicated in the notice of call published in the Company website and in the newspapers “Il Sole 24 Ore”, in accordance with the terms provided for by law.

The proxy form, together with the confidential voting instructions for the Designated Representative, shall be received by **Istifid S.p.A. Società Fiduciaria e di Revisione**, no later than the end of the second day on which the market is open for business prior to the date fixed for the general meeting at first call, in other words **15 April 2011**, at the following address **Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario - Ufficio Assemblee, Viale Jenner n. 51, 20159 Milano**, by one of the following means:

- delivery by hand;
- by registered letter with return receipt.

The same may also be notified by e-mail sent to the certified e-mail address: 2011assemblea.ff06@istifidpec.it.

The proxy and the voting instructions can be revoked by the same means indicated above within the end of the second day on which the market is open for business prior to the date fixed for the general meeting at first call, in other words 15 April 2011.

Pursuant to Article 135-undecies 2nd alinea of Legislative Decree n. 58/1998 the granting of the proxy and of the voting instructions by mean of this form shall be free of charge for the principal, except for the mailing costs.

Istifid, as Designated Representative, informs the shareholders that it has no direct interest in respect of the deliberation proposals submitted to the meeting. Nevertheless, taking into account the contractual relationship existing between Istifid, Servizio Organizzazione Aziendale and the Company, relating in particular to the technical assistance services and ancillary services to be rendered at the Company shareholders’ meeting, for the sole purpose of avoiding possible future disputes connected with the supposed existence of circumstances capable to cause a conflict of interest as provided for by Article 135-*decies*, 2nd alinea, lett. f), of Legislative Decree n. 58/1998, Istifid hereby expressly declares that, in case of unknown circumstances or in case of modification or addition to the proposals submitted to the shareholders’ meeting, it shall not express a vote other than that indicated in the voting instructions.

PROXY FORM

(Section to be notified to the Company by the Designated Representative – Fill with the information required on the basis of the Instructions below)

The undersigned, born
in....., on....., (Fiscal code/Tax ID).....,
domiciled in....., telephone number....., e-mail
address....., holder of the voting right (1)

Hereby APPOINTS the Designated Representative to participate and vote at the afore mentioned shareholders' meeting as indicated in the granted voting instructions in respect of n..... Mediaset S.p.A. shares ISIN Code IT0001063210 registered in the account n..... by ABI..... CAB.....(2).

Reference to the communication effected by the intermediary (*informations to be filled at the discretion of the principal*):

- communication n.....
- effected by.....
- possible identification codes.....

DECLARES that he/she/it is aware that the proxy to the Designated Representative might contain voting instructions in respect of some resolution proposals only and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;

DECLARES to authorise Istfid to the treatment of his/her/its personal data for the purposes under the terms and conditions specified in the attached information document.

The undersigned (*name and surname of the person who signs the proxy if different from the shareholder*)

is subscribing this proxy as:

- pledgee;
- swapper;
- usufructuary;
- custodian;
- agent;
- legal representative or proxy with power of sub-delegation
- other (specify).....

Place and date.....

Signature.....

VOTING INSTRUCTIONS (*)

(Section containing information for the Designated Representative only, to be forwarded to Istifid S.p.A.) – Check the selected box following the Instructions below

The undersigned (3).....
 hereby appoints the Designated Representative to vote in accordance with the following voting instructions at the ordinary and extraordinary shareholders' meeting of MEDIASET S.p.A. called on Tuesday 19 April 2011, 10.00 am, at first call, and on Wednesday **20 April 2011**, same time and place, at second call

A) RESOLUTION PROPOSALS (4)

	IN FAVOUR OF THE PROPOSAL CONTAINED IN THE REPORT OF THE BOARD OF DIRECTORS	IN FAVOUR OF THE PROPOSAL OF THE MAJORITY SHAREHOLDER ⁽¹⁾	IN FAVOUR OF THE PROPOSAL OF ANOTHER SHAREHOLDER ⁽¹⁾	AGAINST	ABSTAIN
ORDINARY SESSION					
1. Approval of the Financial Statements at 31 December 2010; Reports of the Board of Directors, Independent Auditors and of the Supervisory Board; Presentation of the Consolidated Financial Statements at 31 December 2010	<i>(cross)</i>	<i>Blank</i>	<i>Blank</i>	<i>(cross)</i>	<i>(cross)</i>
2. Approval of the allocation of operating profit; pertinent resolutions	<i>(cross)</i>	<i>Blank</i>	<i>Blank</i>	<i>(cross)</i>	<i>(cross)</i>
3. Appointment of a Director	<i>(cross)</i>	<i>(cross)</i> <i>(name of shareholder)</i>	<i>(cross)</i>	<i>(cross)</i>
4. Appointment of the members of the Supervisory Board	List n. ^(*) <small>^(*)Enter the number of the list selected</small>	<i>Blank</i>	<i>Blank</i>	<i>(cross)</i> ⁽²⁾	<i>(cross)</i> ⁽²⁾
5. Annual remuneration of the Supervisory Board	<i>Blank</i>	<i>(cross)</i> <i>(name of shareholder)</i>	<i>(cross)</i>	<i>(cross)</i>
6. Authorisation for the Board of Directors to buy and sell the Company's own shares, also for the purposes of Stock Option schemes; pertinent resolutions	<i>(cross)</i>	<i>Blank</i>	<i>Blank</i>	<i>(cross)</i>	<i>(cross)</i>

	IN FAVOUR OF THE PROPOSAL CONTAINED IN THE REPORT OF THE BOARD OF DIRECTORS	IN FAVOUR OF THE PROPOSAL OF THE MAJORITY SHAREHOLDER ⁽¹⁾	IN FAVOUR OF THE PROPOSAL OF ANOTHER SHAREHOLDER ⁽¹⁾	AGAINST	ABSTAIN
EXTRAORDINARY SESSION					
7. Proposal to amend the following articles of the Company Bylaws: 6) (Share capital); 9), 10), 11) and 16), (General Meeting); 17), 23), 24) and 26) (Board of Directors); 27) (Supervisory Board); introduction of a new article 27) (Transactions with related parties), with the consequent renumbering of the entire text of the Company Bylaws; pertinent and consequent resolutions	(cross)	Blank	Blank	(cross)	(cross)

- (1) To be filled only in case no proposal have been submitted to the meeting pursuant to art. 125-ter of Legislative Decree 58/98 (i.e in respect of item 5 of the ordinary session agenda and possibly of item 3 of the ordinary session agenda).
- (2) Against or abstain for all the lists.

B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of granting of the proxy (5) the undersigned with reference to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
ORDINARY SESSION					
1. Approval of the Financial Statements at 31 December 2010; Reports of the Board of Directors, Independent Auditors and of the Supervisory Board; Presentation of the Consolidated Financial Statements at 31 December 2010	(cross)	(cross)	(cross)	(cross)	(cross)
2. Approval of the allocation of operating profit; pertinent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of a Director	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾
4. Appointment of the members of the Supervisory Board	(cross)	(cross)	(cross)	(cross)	(cross)
5. Annual remuneration of the Supervisory Board	Blank	(cross) ⁽²⁾	Blank	(cross) ⁽²⁾	(cross) ⁽²⁾
6. Authorisation for the Board of Directors to buy and sell the Company's own shares, also for the purposes of Stock Option schemes; pertinent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
EXTRAORDINARY SESSION					
7. Proposal to amend the following articles of the Company Bylaws: 6) (Share capital); 9), 10), 11) and 16), (General Meeting); 17), 23), 24) and 26) (Board of Directors); 27) (Supervisory Board), introduction of a new article 27) (Transactions with related parties), with the consequent renumbering of the entire text of the Company Bylaws; pertinent and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)

⁽¹⁾ If a resolution proposal is contained in the Report of the Board of Directors it is possible to choose among: a) confirms the instructions; b) revokes the instructions and c) modifies the instructions (and thereafter to vote in favour, against or abstain).

If no resolution proposal is submitted to the meeting by the shareholder indicated in Section A, it is possible to choose among: a) revokes the instructions and b) modifies the instructions (and thereafter to vote against or abstain). If no resolution proposal is submitted to the meeting by the shareholder indicated in Section A, and no choice is made under this Section B, the subject will be considered as abstained.

⁽²⁾ If no resolution proposal is submitted to the meeting by the shareholder indicated in Section A, it is possible to choose among: a) revokes the instructions and b) modifies the instructions (and thereafter to vote against or abstain). If no resolution proposal is submitted to the meeting by the shareholder indicated in Section A, and no choice is made under this Section B, the subject will be considered as abstained.

C) MODIFICATIONS OR ADDITIONS (6)

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
ORDINARY SESSION					
1. Approval of the Financial Statements at 31 December 2010; Reports of the Board of Directors, Independent Auditors and of the Supervisory Board; Presentation of the Consolidated Financial Statements at 31 December 2010	(cross)	(cross)	(cross)	(cross)	(cross)
2. Approval of the allocation of operating profit; pertinent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of a Director	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾	(cross) ⁽¹⁾
4. Appointment of the members of the Supervisory Board	(cross)	(cross)	(cross)	(cross)	(cross)
5. Annual remuneration of the Supervisory Board	Blank	Blank	Blank	Blank	Blank
6. Authorisation for the Board of Directors to buy and sell the Company's own shares, also for the purposes of Stock Option schemes; pertinent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
EXTRAORDINARY SESSION					
7. Proposal to amend the following articles of the Company Bylaws: 6) (Share capital); 9), 10), 11) and 16), (General Meeting); 17), 23), 24) and 26) (Board of Directors); 27) (Supervisory Board), introduction of a new article 27) (Transactions with related parties), with the consequent renumbering of the entire text of the Company Bylaws; pertinent and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)

(1) If no resolution proposal is contained in the Report of the Board of Directors this section can not be filled.

In case of vote on a directors' liability action pursuant to art. 2393, 2nd alinea, of the Italian civil code, submitted by the shareholders at the annual shareholders' meeting, the undersigned appoints the Designated Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAIN

(*) Pursuant to Article 135-*undecies*, 3rd alinea, of Legislative Decree n. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried. "

.....
place and date

.....
Signed by

Instructions for the filling of the proxy form and voting instructions

1. Specify the capacity of the person who signs the proxy and enclose:
 - a) for individuals copy of a valid identification document;
 - b) for corporate bodies, in addition to copy of a valid identification document of the person who signs the proxy in the name of the company or other body entitled to attend and vote at the meeting, documents giving evidence of his representation power such as copy of the certificate issued by the Companies' Registry or equivalent document for foreign companies, proxies, excerpts of Board of Directors resolutions.
2. Enter the securities account number, ABI and CAB of the intermediary or in any event its name shown on the excerpt of the securities portfolio.
3. Enter name and surname of the person who signs the proxy and the voting instructions.
4. The resolution proposals submitted to the shareholders' meeting are illustrated, if so provided for by law, in the Reports published, in accordance with the terms provided by law, on MEDIASET S.p.A. website (www.mediaset.it) and on Borsa Italiana S.p.A. as well as filed at MEDIASET S.p.A. Registered Office (Via Paleocapa 3, Milano).
5. In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A) shall be considered as confirmed.
6. In case of modifications or additions of the proposals submitted to the shareholders' meeting it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification (or granting) of the expressed voting instruction. Should no choice be expressed the voting instructions under A) shall be considered as confirmed.

For clarifications regarding the filling and the forwarding of the proxy form, please call 02 60798210, from Monday to Friday.

In accordance with the provisions of Annex 5A of Consob Issuers Regulation (as amended by Consob Resolution of 28th December 2010 n.17592), the provisions of Legislative Decree n.58/1998 mentioned in these instruction are quoted below

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Designated Representative of a listed company)

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person designated as representative shall express any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393

(Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second alinea of art. 2393 bis.

PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE "TREATMENT OF PERSONAL DATA" INFORMATION PURSUANT TO ART. 13 OF LEGISLATIVE DECREE N. 196 OF 30TH JUNE 2003

Pursuant to Legislative Decree n. 196 of 30th June 2003 (Privacy Code, hereinafter, "CP"), we wish to inform you about the mode of treatment of the Data effected by ISTIFID S.p.A., and about the rights that – as interested subject – you are vested with.

Holder of the treatment is ISTIFID S.p.A. – Società Fiduciaria e di Revisione, with Registered Office in Viale Jenner n. 51 – Milano.

1. SCOPE OF THE TREATMENT

The Data supplied shall be treated by Istifid, with data processing or paper means, for the following scopes:

a) execution of fulfilments connected with the representation at shareholders' meetings and vote expression on behalf of the person granting the proxy in accordance with the instructions given by the same to Istifid, as Designated Representative;

b) fulfilment of the obligations set forth by laws, regulations and EC legislation or orders of Authorities or Control bodies or administrative practices.

The supply and the treatment of the Data by Istifid for the said scope, necessary for the execution of the contractual relation or connected with the fulfilment of obligations set forth by law, is compulsory and does not require an expressed consent, otherwise it would be impossible to start and manage the said relation.

The Data are accessible exclusively to the persons that, in Istifid organisation, need to have access to them due to their activity or tasks, save as indicated under point 3, 2nd alinea of this information. The said persons, the number of which shall be restricted to the minimum, shall effect the treatment as " Responsible subjects entrusted with the treatment"; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorised access or treatment of the same Data.

2. COMMUNICATION OF THE DATA TO THIRD PARTIES

The Data might be communicated to:

- subjects entitled to their disclosure due to provisions of laws, regulations or EC legislation;
- companies, bodies or subjects entrusted by ISTIFID with the performance of connected, ancillary or support activities required by the contractual fulfilments (such as companies carrying out transmission or delivery activities).

The said subjects act as independent Responsible subjects or Holders and have given us adequate guarantees; their list is available in ISTIFID offices.

In no event the Data will be propagated.

3. MEANS OF TREATMENT

Istifid treats the Data in a legal manner and in good faith in order to ensure their confidentiality and safety. The treatment – including the collection and any other action included in the definition of "treatment" pursuant to Article 4 of CP (among which, for instance but without limitation, the registration, the organisation, the processing, the communication, the storage, the destruction of the Data) – is effected by hand, data processing, on line, by way of organisational and logic means strictly connected to the indicated scopes. The Data are stored for the period of time strictly necessary in respect of the scopes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

4. EXERCISE OF RIGHTS

Pursuant to art. 7 CP, the interested subject has the right to obtain the following information: a) origin of personal data; b) scopes and means of treatment; c) logic adopted in case of treatment effected by data processing; d) names of the Holder and Responsible subject; e) subjects and categories of subjects to whom the personal data might be communicated or to whom they might be disclosed as Holders or Responsible subjects.

In addition, the interested subject is entitled to obtain: a) the updating and rectification or integration of the data; b) the cancellation, transformation in an anonymous way or the block of the data treated in violation of the law.

The interested subject has, finally, the right to oppose, in whole or in part, for legal reasons, the treatment of his personal data, although pertinent to the scope of their collection.

For any clarification as well as for the exercise of the afore mentioned rights, you can address to ISTIFID S.p.A., General Management, with registered office in Viale Jenner n. 51 - 20159 – Milano Telephone number 02/607981, Fax 02/60798370, e-mail direzionegenerale@istifid.it.

ISTIFID S.p.A.

March 2011