

PRESS RELEASE

RESOLUTIONS OF THE BOARD OF DIRECTORS MEETING OF 4 SEPTEMBER 2019

The Board of Directors of Mediaset met today and noted the receipt of the letters sent on 30 August 2019 on behalf of Vivendi SA (“**Vivendi**”) regarding its participation in today’s Shareholders’ Meeting in relation to the 113,533,301 shares, corresponding to 9.61% of the share capital (the “**Vivendi Stake**”) and, also on 30 August 2019, on behalf of Simon Fiduciaria S.p.A. (“**Simon**”) regarding its participation in today’s Shareholders’ Meeting in relation to the 226,712,212 shares, corresponding to 19.19% of the share capital (the “**Simon Stake**” and, together with the Vivendi Stake, the “**Stake**”). The shares in the Simon Stake are owned by Vivendi and held on a fiduciary basis by Simon with a mandate that foresees the exercise of the relative voting rights on behalf of Vivendi.

The Board, with the support of its legal advisors, examined again:

- (a) the events following the signing of the contract stipulated with Vivendi on 8 April 2016 (the “**Contract**”) for, among other things, the sale of Mediaset Premium S.p.A.;
- (b) the decision made by Vivendi to buy its stake and the manner in which this decision was completed;
- (c) the content of the papers produced and the measures taken during the various ongoing proceedings before both the administrative and ordinary courts of justice.

Following this examination, the Board of Directors reiterated that, in its judgement, Vivendi acquired and holds the Stake in violation:

- (i) the obligations it assumed towards Mediaset outlined in the Contract, and
- (ii) the provisions, pursuant to Art. 43, para 11, Tusmar (the Italian broadcasting law), as determined by the relevant authority AGCom in resolution 178/17/Cons, which remains fully effective.

The Board, in any case, took note of the Order issued by the Court of Milan on 31 August, which, in turn, refers to the previous Order of 31 November 2018, confirmed during the complaint procedure (in the provision of the Court of Milan of 17 January 2019).

Consequently, the Board, both in the light of the assessments outlined above and therefore without prejudice to its rights, also with regard to the aforementioned order of the Court of Milan, with specific reference to today’s Shareholders’ Meeting, resolved unanimously:

- (1) not to oppose Vivendi’s request to exercise voting rights, and related powers, relative to the Vivendi Stake; and

- (2) consequently, to allow the Vivendi delegate access to the Meeting's proceedings;
- (3) to oppose the request by Simon to exercise voting rights, and related powers, relative to the Simon Stake; and
- (4) consequently, not to allow the Simon delegate access to the Meeting's proceedings.

Cologno Monzese, 4 September 2019

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