



Mediaset S.p.A.

www.mediaset.it

Registered Office in via Paleocapa 3, 20121 Milan (MI)

Share Capital Euro 614,238,333.28

Entered in the Milan Companies Register

Fiscal Code and VAT number 09032310154

Notice of convocation of the General Shareholders' Meeting of Mediaset S.p.A.

ISIN IT0001063210

The Shareholders of Mediaset S.p.A. (ticker MS) who hold ordinary shares (ISIN IT0001063210 – Sedol 5077946) or American Depositary Receipts (CUSIP 584469407) are called to an Ordinary and Extraordinary General Meeting, in Cologno Monzese (Milan), Via Cinelandia 5, on Tuesday 19 April 2011, 10.00 am, at first call, and on Wednesday 20 April 2011, same time and place, at second call, to vote on the following items on the

### **Agenda**

#### **Ordinary Session**

##### **A. Financial statements at 31 December 2010**

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.
2. Approval of the allocation of operating profit; pertinent resolutions.

##### **B. Appointment of a Director**

3. Appointment of a Director.

##### **C. Appointment of the Supervisory Board and its remuneration**

4. Appointment of the members of the Supervisory Board.
5. Annual remuneration of the Supervisory Board.

##### **D. Authorisation for the Board of Directors to buy and sell the Company's own shares**

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.

#### **Extraordinary Session**

##### **E. Proposal to amend the Company Bylaws**

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.

In consideration of the Company's ownership situation, it is expected that the General Meeting will meet and vote on resolutions on **20 April 2011**.

The share capital is represented by no. 1,181,227,564 ordinary shares with a par value of Euro 0.52 each, of which only outstanding ordinary shares have voting rights, or in other words no. 1,136,402,064 shares, excluding the no. 44,825,500 treasury shares held as of today's date. This number may vary in the period from today until the date of the general meeting. Any change in the number of treasury shares held will be reported at the start of the General Meeting.

The structure of the share capital is reported on the Company's website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance section).

### **Appointment of the Supervisory Board**

Pursuant to article 27 of the Company Bylaws, Members of the Supervisory Board shall be appointed on the basis of lists presented by Company members according to the following procedure. The lists must contain at least one candidate to the position of Full Member of the Supervisory Board and one candidate to the position of Alternate Member, and may contain up to a maximum of three candidates to the position of Full Member of the Supervisory Board and of two candidates to the position of Alternate Member. The candidates shall be listed with a progressive number. Each list shall contain candidates' names, numbered and in order. Each list shall have two sections: one of candidates for the position of Full Member of the Supervisory Board, and the other of candidates for the position of Alternate Member. Any candidate whose name appears on more than one list shall be disqualified.

Lists may only be presented by members or groups of members with voting rights who represent 1% (the percentage established by Consob with resolution no. 17633/2011) of the share capital. No member may present or vote for more than one list, not even through an intermediary or trustee. Members belonging to the same group - intended as the parent Company, subsidiaries and companies with a common controlling interest - and members who have signed a shareholders' agreement pursuant to article 122, Legislative Decree no. 58/1998 regarding the shares of the Company may not, alone or with others, present or vote for more than one list, not even through an intermediary or trustee.

Ownership of the minimum shareholding pursuant to the previous paragraph required to present lists is determined on the basis of the shares registered in the name of the member on the day in which the lists are lodged with the Company.

Certification proving ownership of such shareholdings may also be produced after lodging, as long as it is produced within the term provided for the publication of lists by the Company, or in other words no later than 29 March 2011, by sending the communications required by the law as it stands.

Lists, accompanied by the professional CVs of the individuals listed and signed by their presenting members, must be lodged at the Company's Registered Office (Milan - Via Paleocapa, 3 - weekdays 9:00am - 6:00pm) or notified by email sent to e-mail address [direzione.affarisocietari@mediaset.it](mailto:direzione.affarisocietari@mediaset.it) no later than the twenty-fifth day prior to the date of the

General Meeting, or in other words no later than 25 March 2011. The Company, and the Corporate Affairs Office on its behalf, is available to receive the lists. On presentation lists the following must also be lodged (i) information regarding the identity of the members presenting the list, including the total percentage of the share capital held (ii) a CV of each candidate containing comprehensive information on the personal and professional characteristics of the candidates and (iii) the additional information required according to the law as it stands at the time. Members other than those who hold, alone or with others, a controlling or majority stake must also present a declaration that they have no links pursuant to the law with the latter. Declarations from individual candidates must be lodged within the same term given above, agreeing to stand and declaring, on their own responsibility, that there is no cause (including the restriction on corporate office-holding established by the law as it stands) why they cannot be elected, nor any legal impediment to their serving on the Supervisory Board and that they satisfy any requirements prescribed by law, regulations or the Company constitution for members of the Supervisory Board. The list of administration and control offices held by each candidate at other companies must also be lodged within the same term.

Members who intend to present lists for the appointment of the Supervisory Board are invited to take account of the recommendations contained in Consob Circular DEM/9017893, 26 February 2009.

Lists presented which do not comply with the above requirements will not be submitted for voting.

The lists will be made available for public consultation at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/General Meeting section) at least 21 days prior to the date scheduled for the general meeting, or in other words 29 March 2011.

### **Attendance of the General Meeting**

Pursuant to article 11 of the Company Bylaws, parties with voting rights may attend the General Meeting. The legitimate right to attend the general meeting and vote is certified by notification sent to the Company by the Agent in favour of the party eligible to vote, based on the records at the end of the accounting day on the seventh day on which the market is open for business prior to the date fixed for the general meeting at first call (*record date*), or in other words 8 April 2011. Credit and debit transactions recorded in accounts after this term have no effect for the purposes of voting rights. Parties who obtain title to shares after the aforementioned record date will not therefore have the right to attend and vote at the General Meeting.

Agents shall send their notifications to the Company in compliance with the law as it stands at the time.

Pursuant to article 12 of the Company Bylaws, parties with voting rights may arrange to be represented by means of written proxy as provided for in law.

Shareholders may use the "Proxy form" available from the Company's registered office and on its website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/General Meeting section). Proxies may be sent by registered mail with return receipt to: Mediaset S.p.A. – Corporate Affairs Office – Viale Europa n. 48, 20093 Cologno Monzese (MI). Proxies may also be notified by email sent to email address

[direzione.affarisocietari@mediaset.it](mailto:direzione.affarisocietari@mediaset.it). In these cases they must be received by the Company before the start of the General Meeting. If representatives deliver or send the Company a copy of the proxy, they must certify on their own responsibility both that it is a true copy of the original and the identity of the principal.

Proxies may be granted, at no cost to the principal, with voting instructions, for all or several of the numbered items of business on the agenda, to Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario – Viale Jenner n. 51, 20159 Milano, in its capacity as Representative designated by the Company pursuant to article 135-undecies, Legislative Decree no. 58/1998, on the condition that such proxies are received by same subject 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, or in other words 15 April 2011. Proxies may be sent to Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario by registered mail with return receipt to the aforementioned address. They may also be notified by email sent to certified email address [2011assemblea.ff06@istifidpec.it](mailto:2011assemblea.ff06@istifidpec.it). Proxies will have no effect with regard to items on the agenda for which no voting instructions have been given. Proxies and voting instructions may be revoked using the same procedure described above 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, or in other words 15 April 2011. The "Form to confer proxy and voting instructions on Istifid S.p.A. pursuant to art. 135-undecies, Legislative Decree No 58/1998" is available from the Company's registered office and on its website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/General Meeting section).

There are no procedures in place for postal or electronic voting.

Shareholders will be asked to vote separately only on the numbered items of business on the agenda.

Attendance of the general meeting is regulated by applicable laws and regulations, as well as by the provisions of the current General Meeting Regulations available on the Company's website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/General Meeting section).

### **Right to ask questions**

Shareholders may also ask questions on the items of business on the agenda before the general meeting by sending them to email address [direzione.affarisocietari@mediaset.it](mailto:direzione.affarisocietari@mediaset.it) or by telefax addressed to Mediaset S.p.A. – Corporate Affairs Office – Viale Europa n. 48, 20093 Cologno Monzese (MI) sent to number +39 02 25149590. Shareholders who submit questions must provide information to permit their identification. Questions received before the general meeting will be answered at the latest during same. The Company may provide a single answer to questions on the same subject.

### **Additional items of business**

Pursuant to the law, Shareholders who, individually or jointly, represent at least one fortieth of the share capital may apply, within 10 days from the publication of this notice, to include additional items of business for discussion by stating such items in their application. The application must be in writing and sent to the Company's Registered Office, subject to demonstration of its legitimacy

by the proposing Shareholders. Within the aforementioned term and in the same manner, any applicants must provide the Board of Directors with a report on the matters they wish to discuss. Such additions are not permitted with regard to matters on which the general meeting votes, pursuant to the law, at the proposal of directors or on the basis of a project or report by same.

### **Documentation**

Documentation regarding the items of business on the agenda will be made available for public consultation within the term and in the manner provided for by current legislation, at the Company's registered office, Borsa Italiana S.p.A. and on the Company's website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/General Meeting section). Shareholders will be sent a copy on request.

Specifically, the reports illustrating items 3, 4, 5, 6 and 7 on the agenda of the general meeting are available for public consultation from today.

The documentation regarding items 1 and 2 on the agenda, including the Corporate Governance Report and Ownership Situation, will be made available for public consultation no later than 28 March 2011.

The Company Bylaws are available for consultation on the Company website [www.mediaset.it](http://www.mediaset.it) (Corporate/Governance/Bylaws).

The Mediaset Corporate Affairs Office is available to provide any further information required: tel. +39 02 25149588; fax +39 02 25149590; email: [direzione.affarisocietari@mediaset.it](mailto:direzione.affarisocietari@mediaset.it). The Company's Registered Office (Via Paleocapa 3, Milan) is open to the public for consulting and/or lodging the aforementioned documents on weekdays from Monday to Friday, from 9 am to 6 pm.

Shareholders are invited to make their way to the meeting before the starting time to facilitate registration. The accreditation of meeting attendees will begin one hour before the start of the meeting.

A shuttle service is available from Milan Metro station Cascina Gobba (MM2) to the place of meeting and in the reverse direction after the conclusion of the General Meeting.

Milan, 8 March 2011

The Chairman  
Fedele Confalonieri