The Annual General Meeting of the Shareholders of Mediaset, which was held today under the chairmanship of Fedele Confalonieri, has approved the financial statements of Mediaset SpA and the consolidated financial statements of the Mediaset Group, for the year to 31 December 2012 and the reports of directors, as approved by the Board of Directors on 26 March 2013. In 2012 consolidated net revenues amounted to €3,720.7 billion (€4,250.2 billion in 2011), the operating result (EBIT) for the period showed a loss of €235.4 million (compared with a profit of €538.7 million in 2011). The Group’s net result was a loss of €287.1 million, compared with a profit of €225.0 million. Excluding the impact of restructuring costs, impairments and provisions made for adjustments to sports rights and artistic collaborations, as well as one-off tax charges, the net result for the year was a loss of €47.2 million.

REMUNERATION REPORT

The Shareholders approved the first section of the Remuneration Report, showing the company’s policy on the remuneration of directors and executives with strategic responsibilities, in line with the provisions of art. 123-ter of the Consolidated Law on Finance.

ACQUISITION AND DISPOSAL OF OWN SHARES

The Shareholders renewed the authorisation to the Board of Directors to purchase own shares with the aim of pursuing the interests of the company, for the purposes foreseen by the relevant regulations, including:
• the sale to participants in stock option plans for 2006/2008 and for 2009/2011;
• for trading and hedging;
• for the investment of liquidity.

Purchase transactions are conducted in accordance with articles 2357, and following, of the Civil Code, Article 132 of Legislative Decree 58/98, Article 144-bis of Consob Regulations implementing the Legislative Decree n°. 58 of 24 February 1998, concerning the regulation of issuers (“Issuers Regulations”) and any other applicable rules, including rules established by Directive 2003/6 and its implementing rules, at both the national and EU level.
To date, the share capital of €614,238,333.28, divided into 1,181,227,564 ordinary shares, of which the company currently holds 44,825,500 shares, corresponding to 3.795% of the share capital, Mediaset subsidiaries do not own shares of the parent company.
The Shareholders consequently gave the Board of Directors the power to buy, also through options trading or financial instruments and derivatives of Mediaset stock, up to a maximum of 118,122,756 ordinary shares with a par value of €0.52 each – and corresponding to 10% of the share capital - in one or more transactions, until the approval of the Financial Statements for the year to 31 December 2013 and for a period not exceeding 18 months form the date of the resolution. The above sum is covered by existing reserves resulting from the last approved financial statements.

Purchases for the implementation of the Stock Option Plans for 2006/2008 and for 2009/2011 and any other purchases, must be made on the listing exchange in accordance with the operating procedures of Article 144-bis b) and c) of the Issuers Regulations and at a price not higher than the highest price between the price of the last independent trade and the highest current independent bid price on the electronic stock market managed by Borsa Italiana.

The Shareholders also authorised the Board of Directors, pursuant to art. 2357-ter of the Civil Code, in accordance with current laws and regulations, and the regulations issued by the Italian Stock Exchange and in observance of EU provisions, to:

a) sell the shares purchased pursuant to this resolution or already in the portfolio, to participants in the exercise by them of options to purchase shares allocated to them, at the prices, terms and in the manner prescribed by the Regulations established for each of the Stock Option Plans for 2006/2008 and for 2009/2011. The authorisation referred to in this paragraph is in line with the time limits set by the stock option plans;

b) sell the shares purchased pursuant to this resolution, or already in the portfolio with the following alternatives:
   I) by cash transactions, in which case, sales shall be made on the listing stock exchange and/or off market, at a price not less than 90% of the reference price recorded by the Stock Exchange trading session prior to each operation;
   ii) by trading, exchange, transfer or other disposition, as part of industrial projects or extraordinary corporate finance operations. In this case, the economic terms of the transfer, including the valuation of the shares traded, will be determined by independent experts, on the basis of the nature and characteristics of the transaction, also taking into account the market performance of Mediaset shares.

The authorisation referred to in paragraph 2) is given for a period not exceeding 18 months from the date of the resolution.

**CHANGES TO THE ARTICLES OF ASSOCIATION**

In an extraordinary session, the Shareholders examined and approved changes to the Articles of Association regarding, compliance with Law N. 120/2011 concerning equal access to the corporate boards and control bodies of listed companies (the so-called gender diversity) and, in part, modifications to the Articles of Association pursuant to Legislative Decree N. 91 of 18 June 2012, concerning modifications and additions to Legislative Decree N. 27 of 27 January 2010, concerning the adoption of EU Directive 2007/36/CE (regarding “Shareholders’ Rights”).
The manager responsible for preparing the financial reports of Mediaset SpA, Luca Marconcini, declares, pursuant to paragraph 2 of art. 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the documented results, accounts and records.

Cologno Monzese, 24 April 2013

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