

## ANNEX VI AND VII

### REPORT JUSTIFYING THE PROPOSED AMENDMENT OF THE SHAREHOLDERS GENERAL MEETING REGULATIONS.

#### 1. INTRODUCTION AND OBJECT OF THE REPORT

Due to the approval of the Law 31/2014, of December 3rd, which amends the Corporations Act for the improvement of corporate governance, which entered into force, on the twentieth day following its publication in the "Official Gazette", i.e., December 24<sup>th</sup>, 2014, it is necessary to adapt the wording of the existing Shareholders General Meeting Regulations of Mediaset España Comunicación S.A (Mediaset or The Company).to the mandatory rules introduced by the Law.

Furthermore, this adaptation of the Shareholders General Meeting Regulations for regulatory reform has been complemented by the introduction of certain technical or drafting improvements.

In this regard, and in accordance with article 2 of the Regulations this report is prepared by the Board of Directors of Mediaset with the aim of explaining:

- i) **Amendment of Articles** 1 ("Objective"), 2 ("Publication"), 3 ("General Shareholders"), 4 ("Types of Meetings") and 5 ("Powers"); 6 ("Call to the General Meeting"), 7 ("Notice of the Call"), 8 ("Right to Information before the Annual General Meeting ") and 10 ("Delegations")11 ("Location of the General Meeting"), 12 ("Organisation and Logistics"), 13 ("Right to attend"), 14 ("Constitution of the General Meeting"), 15 ("General Meeting Board"), 16 ("General Meeting Organisation "), 17 ("Creation of the attendance list "), 18 ("Commencement of the General Meeting "), 19 ("Requests to speak"), 21 ("Shareholder Participation "), 22 ("Right to information during the Shareholders General Meeting"), 24 ("Deferral and suspension of the General Meeting "), 25 ("Voting by distance "), 26 ( "Voting on the proposed resolutions"), 28 ("Adoption of Resolutions and Announcement of result"), 29 ("Closing the General Meeting"), 30 ("Minutes of the Meeting"), 31 ("Publication of resolutions and results of voting ") and 32 (" Publication of resolutions and voting results ");
- ii) elimination due to the re- systematizing of materials in the introduction of the Regulations, as well as, the existing Articles 9 ("Other information available from the date of the notice"), 20 ("final constitution of the Board"), 23 ("Proposals") and 27 ("Financial Intermediaries");
- iii) the incorporation of new Articles 2 ("Validity and modification") 3 ("Interpretation"), 10 ("Right to complete the agenda and submit new proposed resolutions")16 ("Proxy cards and remote voting") and 28 ("Conflict of Interest").

- iv) and the **adoption of a consolidated text of the General Meeting Regulations** to incorporate the proposed amendments and correlatively renumbers the titles and chapters into which it is divided.

## 2. JUSTIFICATION FOR THE MODIFICATION

To facilitate the understanding of the amendments to the General Meeting Regulations, the numbering of the articles to which reference is made below corresponds to the renumbering of the consolidated text.

The reform focuses mainly on the adaptation of the General Meeting Regulations to the amendments in the Corporations Act and the incorporation of certain technical details concerning, inter alia, the operation of the General Meeting.

Firstly, the Corporations Act incorporates certain amendments regarding the regime of the General Meeting Board and the rights of shareholders to amend certain articles of the General Meeting Regulations proposed and the following materials are located:

- Regarding the powers of the Board, Article 7 is amended to explicitly incorporate the powers legally attributed to it (Articles 160, 219 and 511 bis of the Corporations Act).
- In relation to formal and procedural aspects of the General Meeting:
  - Regarding the notice of the Meeting, in Article 8, the percentages are reduced, from 5 to 3 percent for exercising minority rights to call General meetings (Articles 495.2.a) and 519 of the Corporations Act)
  - Relative aspects are incorporated into the information that is made available to shareholders on the Notice of the call (Article 529 novodecies of the Corporations Act).
  - The concept of a simple majority is expressly incorporated in Articles 21 and 34 (Article 201 of the Corporations Act).
  - Articles 22 and 24 in relation to enquiries from shareholders at the General Meeting (Articles 197 and 520 of the Corporations Act ) are completed.
  - Article 27 is introduced, regarding voting agreements, separate voting for substantially independent matters(Articles 197 bis and 524 of the Corporations Act) , and the regime regarding conflicts of interests of shareholders in the General Meeting (Article 190 Corporations Act).
- In relation to shareholders rights in relation to the General Meeting:

Article 10 of the Regulations is incorporated, introducing the provisions regarding minority rights to complete the agenda and submit new proposed resolutions (Article 519 of the Corporations Act).

Regarding the **right to information**, the points in Article 11 are amended, in which administrators can deny the information requested by shareholders in relation to the General Meeting (Articles 197.3 and 520.3 of the Corporations Act), the information to be published on the website regarding the General Meeting (Article 518 and 529 novodecies of the Corporations Act) is completed, reducing the deadline to exercise the right to information (Article 520.1 Corporations Act), and includes reference to electronic shareholder forum (Article 539 of the Corporations Act).

The provisions of Article 12 relating to the appointment of proxies (Articles 521, 522 and 524 of the Corporations Act ) arrangements are completed

Secondly, some drafting or technical clarifications on certain matters for the purpose of, inter alia, adapting its wording to the proposed amendments of the Articles of Association are incorporated. The articles concerning the purpose, duration, modification, interpretation and publication of the Regulations are located: (articles 1 to 4), Types of Meetings (article 6), Call to the General Meeting (article 8), Notice of the Meeting (article 9), Right to Information before the Annual General Meeting (article 10), Delegations (article 12), Location of the General Meeting (article 13), Organisation Logistics and voting cards (articles 14 and 16) the right to attend (Article 15), the composition of the General Meeting (Article 17), the chairman, secretary and The General Meeting Board (Article 18), Organisation of the Meeting (Article 19), the Commencement of the General Meeting (Article 21), Requests to speak (Article 22), interventions of shareholders (Article 23), Deferral and suspension of the General Meeting (Article 25), Voting by distance (Article 26), voting on the proposed resolutions (Article 27), adoption of resolutions (Article 29) and the articles relating to the completion of the Board, the minutes and publishing the resolutions (Articles 30-32).

## **1. ANNEXES**

The text compared between the existing Regulations and the new wording thereof and the consolidated text of the new Articles are attached to this report.

In Madrid on February 25<sup>th</sup> 2015.