

**MEDIASET ESPAÑA COMUNICACION, S.A.**  
**NOTICE CONVENING THE ANNUAL GENERAL MEETING**

The Board of Directors of MEDIASET ESPAÑA COMUNICACIÓN, S.A. has agreed to convene the Shareholders' Annual General Meeting, to be held in Madrid at the company's registered office in Carretera de Fuencarral a Alcobendas nº 4, at 12:00 on 9<sup>th</sup> April 2014 on first call or on 10<sup>th</sup> April 2014 on second call, at the same place and time, to discuss and resolve the following:

**AGENDA**

**Item One.**- Examination and approval of the Annual Accounts (Balance Sheet, Profit and Loss Account, as well as the Notes to the Annual Financial Statements) and of the Management Report of both MEDIASET ESPAÑA COMUNICACIÓN, S.A. and its Consolidated Group of Companies for the year to 31st December 2013.

**Item Two.**- Distribution of profit for 2013.

**Item Three.**- Examination and approval of the management of the company's business by the Board of Directors during 2013.

**Item Four.**- Re-election and appointment of Board Members.

4.1 Re-elect as members of the Board of Directors of the Company for a term of 5 years, to:

4.1.1 Mr. Alejandro Echevarría Busquet.

4.1.2 Mr. Fedele Confalonieri.

4.1.3 Mr. Giuliano Adreani.

4.1.4 Mr. Alfredo Messina.

4.1.5 Mr. Marco Giordani.

4.1.6 Mr. Paolo Vasile.

4.1.7 Mr. Giuseppe Tringali.

4.1.8 Mrs. Helena Revoredo Delvecchio.

4.2.- Appoint as a new member of the Board of Directors for a term of 5 years to Mr. Mario Rodríguez Valderas.

**Item Five.**- Determination of the maximum overall annual remuneration payable to the Company's Directors.

**Item Six.**- Awarding Company shares to Directors who perform executive duties and to Senior Managers of the Company, as part of their remuneration.

**Item Seven.**- Implementation of a remuneration scheme for Executive Directors and Senior Managers of the Company and Group member companies.

**Item Eight.**- Authorization so that the company may buy back shares directly or through Group member companies, according to the provisions of Section 146 and related provisions of the Limited Companies Act, superseding the authorisations previously granted by the

General Meeting and, as applicable, authorising the portfolio of own shares to be used in implementing remuneration plans.

**Item Nine**.- Annual Remuneration Policy Report for Directors and Senior Managers for 2013

**Item Ten**.- Delegation of powers to sign, interpret, correct and execute previous resolutions, as well as to substitute the powers received by the Board of Directors from the Annual Meeting.

### **NOTICE AND PROPOSAL SUPPLEMENT**

In accordance with the provisions of Section 172 of the Limited Companies Act and Article 23.7 of the Articles of Association, shareholders in possession of at least five percent (5%) of the Company's share capital may require:

-Request that a supplement to the present call for the General Meeting of Shareholders, including one or more points on the agenda, provided that the new item is accompanied by a justification or, where appropriate, of a justified proposed resolution.

- To submit proposals on informed matters of agreements included or to be included in the agenda

To exercise this right, shareholders must properly notify the Secretariat General at its registered office within five (5) days of the date of publication of this meeting notice.

### **RIGHT TO ATTEND**

Those shareholders registered as holding any number of shares with voting rights may attend the General Meeting. In accordance with the provisions of Article 26 of the Articles of Association, Section 7 of the General Meeting Regulations and Section 179 of the Limited Companies Act, shareholders are requested to register their shares on the relevant book entry system five (5) days prior to the date of the General Meeting and to be in possession of Attendance/Proxy Cards issued by the Company.

In order to prove the identity of the shareholder or who you validly represent at the entrance of the premises where the General Shareholders Meeting takes place, attendees may be requested to provide, along with the attendance card, the documents certifying the status of the representative of the corporate shareholder, the presentation of their National Identity Card or any other official document.

### **RIGHT TO REPRESENTATION**

In accordance with the provisions of Article 27 of the Articles of Association, and of Section 10 of the General Meeting Regulations, shareholders entitled to attend may appoint a proxy, who need not be a shareholder, to attend and vote on behalf of the shareholder at the General Meeting.

The proxy will be granted by filling in the proxy section of the Attendance/Proxy Card or by any other legally approved procedure. The proxy form shall include or append the Agenda, the representative's identity, application for instructions on voting and voting orders for the proxy in the event no specific instructions have been provided. In this event, proxy will be assumed granted to the Chairman of the Board of Directors.

If representation was made by a public request, the proxy shall not have the right to vote corresponding to the represented shares in those items of the agenda in which there is a conflict interest, unless they had received specific instructions of voting directions from the shareholders for each of the above mentioned items and without detriment to the possibility of designating another representative for the above mentioned items.

There will be a conflict of interest in the cases provided for in applicable legislation. In any case, it is understood that the members are in situation of conflict of interest in the cases set out in the Companies Act.

Unless otherwise stated, when the members prepare a public request of representation, the exercise of the rights to vote corresponding to the shareholders shares will be exercised by the Chairman. Unless otherwise stated, it will be considered that the shareholder gives precise instructions of affirmative votes to the proposed resolutions in the Board Meeting in every General Meeting.

The delegation may include those items that even though they not included on the Agenda of the notice, they are treated in the General Meeting, considering that unless otherwise stated, the shareholder provides specific instructions so that the proxy abstains. If the delegation had not included them, it will be considered that the shareholder instructs his proxy to abstain in the voting of these items.

### **RIGHT TO INFORMATION**

From the publication of this meeting notice and in accordance with the regulations in force, shareholders may examine at the Company's registered offices (Carretera de Fuencarral a Alcobendas nº 4, Madrid), review on the Company's website (<http://www.mediaset.es/inversores/es/>) and request free of charge through the Shareholders Services Office [Oficina de Atención del Accionista] (telephone number +34 91 358 87 17), a copy of the following documents:

- 1.- Full text of the proposed resolutions corresponding to the items on the agenda, submitted by the Board of Directors.
- 2.- Full text of the Annual Accounts and Management Report of the Company and its Consolidated Group for 2013, as well as the corresponding Audit Report.
- 3.- Annual Corporate Governance Report, and a verification report conducted by an independent party, for 2013.
- 4.- Annual Report on the remuneration policy for Directors and Senior Managers, for 2013.

- 6.- Rules applicable to proxying and voting means of by remote communications.
- 7.- Attendance and Proxy Card.

In accordance with the provisions of the Limited Companies Act, of the Articles of Association and of the General Meeting Regulations, from the date of publication of this meeting notice until seven (7) days before the scheduled date of the General Meeting, shareholders may request clarifications or submit questions in writing about the items of the Agenda or any other public information filed with the Spanish Securities Commission (CNMV) since the last General Meeting, held on December 13<sup>th</sup> April 2011.

### **SPECIAL MEANS OF INFORMATION**

In accordance with the provisions of the Public Limited Companies Act, the Company has a website (<http://www.mediaset.es/inversores/es/>) to meet the right for information of shareholders and to disseminate relevant information required by the legislation on the securities market.

The Company's website will enable an Electronic Forum Meeting, which will be accessible to both the individual shareholders as well as the voluntary associations under the provisions of the Public Limited Companies Act, which may constitute, in order to facilitate communication prior to the convening of the General Board.

### **VOTING AND PROXY BY MEANS OF REMOTE COMMUNICATIONS**

The Board of Directors has decided, in compliance with Articles 27 & 33 of the Articles of Association and Sections 10 & 25 of the General Meeting Regulations, to authorise shareholders' right to voting by proxy via remote communication means in advance of the date of the Meeting, provided all legal requirements as well as those specified for this event are met.

#### **1. Voting by remote communication:**

Shareholders with the right to vote but who do not attend the General Meeting may, in advance of the date of the General Meeting, vote by remote communication via one of the following methods:

- (i) Electronic means:

Procedure: Shareholders wishing to cast their vote, in advance of the General Meeting, by remote communication must access the Company's website (<http://www.mediaset.es/inversores/es/>) and go to the space dedicated to the 2014 Shareholders' General Meeting entitled "Delegation and Electronic Vote" and follow the instructions given therein.

Identification: The safeguards required by the Board of Directors, pursuant to Section 25 of the General Meeting Regulations, to guarantee proper identification and authentication of

shareholders exercising their voting rights prior to the celebration of the General Meeting via electronic means comprise a recognised electronic certificate and advanced electronic signature, under the terms of the Electronic Signature Act 59/2003 of 19th December, provided they are based upon (i) the Electronic User Certificate, issued by the Spanish Public Certification Authority (CERES) reporting to the Royal National Mint (FNMT-RCM) and of which cancellation has not been notified; or (ii) the recognised electronic certificate incorporated in the National Electronic Identity Document, issued in accordance with the Royal Decree 1553/2005 of 23rd December, regulating the issuance of the National Identity Document and its electronic signature certificates.

All shareholders in possession of an electronic signature which complies with any of the two above requirements and use it for identification purposes may issue their vote relating to the Agenda items.

Requirements: Only votes issued by shareholders and received by the Company within the dates specified in Item 3 of this meeting notice shall be considered as valid.

(ii) By post:

Procedure: Shareholders wishing to cast their vote by post, in advance of the General Meeting, must fill in the section headed “Vote by Remote Communication” on the Attendance/Proxy Card issued to them by the Company.

Once the Card has been duly filled in and signed, it may be sent by one of the following methods:

- a. By post, addressed to: MEDIASET ESPAÑA COMUNICACION, S.A.” (Shareholders’ Annual General Meeting 2014), Carretera de Fuencarral a Alcobendas nº 4, 28049 Madrid.
- b. Using the prepaid reply envelope supplied with the Card.
- c. By personal delivery at the address given above.

Requirements: Only votes issued by shareholders and received by the Company within the dates specified in Item 3 of this meeting notice shall be considered as valid.

2. Proxy voting by remote communication:

Shareholders with the right to vote but who do not attend the General Meeting may, in advance of the date of the meeting, designate a proxy by one of the following remote communication methods:

(i) Electronic means:

Procedure: Shareholders wishing to designate a proxy, in advance of the General Meeting, by electronic means must access the Company’s website (<http://www.inversores.telecinco.es/es/home.htm>) and go to the space dedicated to the 2014 Shareholders’ Annual General Meeting under the heading “Proxying and Electronic Vote” and follow the instructions given therein.

Identification: The safeguards required by the Board of Directors, pursuant to Section 25 of the Annual General Meeting Regulations, to guarantee proper identification and authentication of shareholders designating a proxy prior to the celebration of the General Meeting via remote electronic means comprise a recognised electronic certificate and advanced electronic signature, under the terms of the Electronic Signature Act 59/2003 of 19th December, provided they are based upon (i) the Electronic User Certificate, issued by the Spanish Public Certification Authority (CERES) reporting to the Royal National Mint (FNMT-RCM) and of which cancellation has not been notified; or (ii) the recognised electronic certificate incorporated in the National Electronic Identity Document, issued in accordance with the Royal Decree 1553/2005, of 23rd December, regulating the issuance of the National Identity Document and its electronic signature certificates.

All shareholders in possession of an electronic signature which complies with any of the two above requirements and use it for identification purposes may grant a proxy through remote communication means.

Requirements: Only proxies issued by shareholders and received by the Company within the dates specified in Item 3 of this meeting notice shall be considered as valid.

Shareholders designating a proxy via electronic means are obliged to inform the designated person of such delegation and obtain his or her acceptance. Delegation will be considered accepted when the proxy identifies him or herself by means of his or her National Identity Document or Passport on the designated day and place of the General Meeting, within the two hours prior to its time of commencement, allowing the Shareholders Registry personnel to verify the proxy, who will present, if necessary, a copy of the electronic delegation.

Should shareholders delegate in the Chairman of the Board, communication and acceptance will be considered effected on receipt of the said electronic delegation by the company in the proper form and within the specified date.

The proxy may only cast a vote on behalf of his or her assigner by attending the meeting in person.

(ii) By post:

Procedure: Shareholders wishing to designate a proxy by post, in advance of the General Meeting, must fill in the section headed “Vote by Proxy” on the Attendance/Proxy Card issued to them by the Company.

Shareholders wishing to delegate in the Chairman of the Board must post their Attendance/Proxy Card, duly filled in and signed, to the Company’s registered offices.

Shareholders wishing to delegate in a third party must post a photocopy of their Attendance/Proxy Card, duly filled in and signed, to the Company’s registered offices.

Once the Card has been duly filled in and signed, it (or a photocopy) may be sent by one of the following methods:

- a. By post, addressed to: MEDIASET ESPAÑA COMUNICACIÓN, S.A. (General Shareholders' Meeting 2014), Carretera de Fuencarral a Alcobendas nº 4, 28049 Madrid.
- b. Using the prepaid reply envelope supplied with the Card.
- c. By personal delivery at the address given above.

Requirements: Only proxies issued by shareholders and received by the Company within the dates specified in Item 3 of this meeting notice shall be considered as valid.

Shareholders designating a proxy by post are obliged to inform the designated person of such delegation and obtain his or her acceptance. Delegation will be considered accepted when the proxy identifies him or herself by means of his or her National Identity Document or Passport on the day and at the place of the General Meeting, within the two hours prior to its time of commencement, allowing the Shareholders Registry personnel to verify the proxy, who will present, if necessary, the original of the proxy card.

Should shareholders delegate in the Chairman of the Board, communication and acceptance will be considered effected on receipt of the said original proxy card by the company.

The proxy may only cast a vote on behalf of his or her assigner by attending the meeting in person.

### 3. Term for exercising the right to vote and proxy by remote communication:

In order to be valid, designation of proxies and votes cast in advance of the General Meeting by remote communication means (electronic or postal) must be received at the Company's registered offices or through the Company's website before midnight of the 8th April 2014. Beyond this time, proxies will not be deemed designated and votes will not be considered cast.

## **COMMON RULES FOR EXERCISING THE RIGHT TO PROXY AND REMOTE COMMUNICATION VOTE**

1. Priority between voting by proxy/remote communication and physically attending the General Meeting:
  - (a) Shareholders who attend the General Meeting after voting by proxy or voting in advance of the General Meeting by remote communication, via whichever means, render their delegation or vote null and void.
  - (b) Similarly, any vote, regardless of the means employed in casting it, will cancel any previous or subsequent delegation by remote communication.
2. Should a shareholder assign more than one valid delegations via remote communication, in advance of the date of the General Meeting, the last one received by the Company will prevail.
3. Should a shareholder issue more than one vote via remote communication for one single item on the Agenda, the last vote received by the Company will prevail and any others

received before that vote will not be considered valid. Cancellation or modification of votes via remote communication will require the shareholder's personal presence at the General Meeting.

4. When electronic means are employed to cast a vote or designate a proxy, in advance of the General Meeting, only one electronic transaction will be allowed for each operation (one vote and one delegation).
5. Votes cast or proxies designated via remote communication, in advance of the date of the General Meeting, will be rendered null and void from the moment the shareholder no longer owns the shares conferring attendance rights. The shareholder is responsible for guarding his or her electronic signature enabling him or her to vote or delegate via electronic means.
6. Shareholders who are legal persons or who are not resident in Spain should consult the Shareholders Services Office (Oficina de Atención del Accionista) to examine the possibility of adapting the mechanisms for remote communication proxy and voting in advance of the date of the General Meeting to their particular circumstances. Likewise, shareholders who are legal persons should notify the Company of any modification or cancellation of their representatives' powers. The Company cannot accept any responsibility until receipt of such notification.
7. The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms whenever necessary for technical or security reasons.
8. The Company may not be held responsible for damages to shareholders arising from malfunction, overload, line failure, faulty connection, postal services failure or any other incident of a similar nature beyond its control, preventing shareholders from using these remote communication voting and proxy mechanisms.

For any further information regarding submission of documentation and any other aspect of this meeting notice, shareholders are invited to visit the Information Office located at the Company's registered offices in Madrid, Carretera de Fuencarral a Alcobendas, nº 4, or call the Shareholder Service Office [Oficina de Atención del Accionista], telephone +34 91 358 87 17.

### **PRESENCE OF A PUBLIC NOTARY**

In accordance with the provisions of the Corporate Enterprise Act and of the General Meeting Regulations, the Board of Directors has resolved to request the presence of a Public Notary to take the minutes of the General Meeting.

### **PROTECTION OF PERSONAL DATA**

Shareholder's personal data provided to the Company in exercise or delegation of their right to attend and vote at the Meeting or to be provided for this purpose by the banks and



securities companies and agencies in which shareholders deposited and guarded their actions will be dealt with by the Company in order to manage the development, implementation and control of the existing shareholding relationship with respect to the calling and holding of the Annual General Meeting. For these purposes, the data is included in the files under the responsibility of MEDIASET ESPAÑA COMUNICACION, S.A.

The owner of the data will, in any case and where legally appropriate, have a right of access, rectification, opposition or cancellation of the data collected by the Company. These rights may be exercised in compliance with the terms and conditions established for that purpose in the legislation, sending a letter to the Company, Carretera de Fuencarral a Alcobendas, 4 (28049 Madrid).

If the attendance card or shareholder proxy includes personal data relating to a third party, the holder must inform the third party of the contents of the above and satisfy any other requirements that may be applicable for the correct transfer of personal data to the Company. The Company is not obliged to take any further action.

### **GENERAL INFORMATION**

- The General Meeting is expected to be held on first call.
- Attendance/Proxy Cards will only be issued by the Company.
- There will be no payment or gift for attending the Meeting.

Signed in Madrid on the 26<sup>th</sup> February 2014. Secretary of the Board of Directors, Mr Mario Rodríguez Valderas.