

“Mediaset España Comunicación, S.A”, according to the provisions of Section 82 of the Spanish Stock Markets Act No. 24/1988, of July 28<sup>th</sup>, reports the following:

## **RELEVANT FACT**

The full text of each of the proposals relating to the resolutions to be submitted to the Ordinary General Shareholders' Meeting, convened by the Board of Directors of MEDIASET ESPAÑA COMUNICACION, S.A.”.

### **ADOPTED RESOLUTIONS**

#### **GENERAL MEETING OF SHAREHOLDERS**

**“MEDIASET ESPAÑA COMUNICACION, S.A.”**

**-27th of April 2017-**

**Item One .- Examination and approval of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and the Annual Report) and Management Reports for both “MEDIASET ESPAÑA COMUNICACION, S.A.” , and its Consolidated Group of Companies for the year ending December 31<sup>st</sup> 2016.**

- **Adopted resolution**

To approve the Company’s Annual Accounts, (including the Balance Sheet, the Profit and Loss Account, the Statement of changes in equity, Statement of cash flows as well as the Notes to the Annual Financial Statements) and the Management Report of both “MEDIASET ESPAÑA COMUNICACION, S.A.” and its Consolidated Group of Companies for the year to 31<sup>st</sup> December, 2016, approved by the Board of Directors in its meeting of 23<sup>rd</sup> of February 2017 verified by the Audit and Compliance Committee without objections.

**Item Two: Distribution of Profit for 2016.**

- **Adopted resolution**

1. To distribute the profit resulting from the financial year 2016, amounting to 147,201 thousand euros, as follows:

	(thousand €)
<u>Profit &amp; Loss (profit)</u>	<u>147,201 euros</u>
To dividends	147,201 euros
<b>Total</b>	<b>147,201 euros</b>

2. To set the Dividend payable at 0.43716581 Euros per share, after deducting the amount that would correspond to the shares of the company.
3. The dividend is payable to shareholders of “MEDIASET ESPAÑA COMUNICACION, S.A.” on the 9<sup>th</sup> May 2017.

#### **Item Three.- Distribution of an extraordinary dividend.**

- **Adopted resolution:**

Approve an extraordinary dividend, payable in cash from the disposable reserves, for a total Of 28,519 thousand euros, equivalent to 0.08469633 euros per share after deducting the amount that would correspond to the shares of the company.

The dividend is payable to **shareholders** of “MEDIASET ESPAÑA COMUNICACION, S.A.” on May 9th 2017.

#### **Item Four.- Examination and approval of the management of the company’s business by the Board of Directors during 2016**

- **Adopted resolution**

To approve the management carried out by the Board of Directors in 2016

#### **Item five. Awarding Company shares to Directors who perform executive duties and to Senior Managers of the Company, as part of their remuneration 2016.**

- **Adopted resolution**

Approve that the CEOs and Managing Directors of “MEDIASET ESPAÑA COMUNICACION, S.A.” and its Consolidated Group of companies may receive part of the variable remuneration for the year 2016 in Company shares in accordance with the following conditions:

- Beneficiaries: All employees of “MEDIASET ESPAÑA COMUNICACION, S.A.” and the member companies of its Consolidated Group, including the Executive Directors thereof.
- Voluntary nature: Receipt of variable remuneration in shares is voluntary on the part of the beneficiaries.
- Maximum Limit: The maximum amount of shares to be received by each beneficiary will be the result of applying 12,000 euros to the average share price on the date of delivery.
- Origin of the shares: shares shall come from the treasury stock.
- Maximum number of shares to be given: will be the result of dividing 12,000 Euros between the average trading price of the share on the date of delivery.
- Value of shares: the average trading price of the share on the date of delivery.
- Duration: this remuneration system will apply until the date of delivery, which must be verified in any case before the expiration of three months from the date of approval by the Shareholders General Meeting.
- Delegation: the power to enforce the agreement is delegated to the Board of Directors.

**Item Six Authorise the Board of Directors, so that they may establish a remuneration scheme aimed at Executive Directors and Managers of the Group of Companies linked to the value of the shares of the Company.**

- **Adopted resolution**

To approve the creation of a remuneration scheme (the “Remuneration Scheme”) for Executive Directors and Senior Managers of the Consolidated Group, this consists of awarding Company shares. The basic features are as follows:

- Recipients: Executive Directors and Managers of the Group determined in each case by the Board of Directors, approximately 27 people.
- Maximum number of shares: The maximum number of shares that may be assigned in each of the three years of the Remuneration Scheme shall be equal to 0.33% of the share capital of the Company. Of this 0.33% a maximum of 0.11% will correspond to the Executive Directors of the company. The Company may not increase its share capital to meet payments under this Remuneration Scheme.
- Value of shares: the value of the shares to be taken as reference in order to assign each recipient will be that corresponding to the average share price in the thirty days prior to the holding of the Annual General Meeting to approve the annual accounts corresponding to each of the three years duration of the Remuneration Scheme.
- Exercise price: the shares to be allocated to each recipient in each year of the system will be the result of dividing the joint economic contribution made each year, by the recipient and the Company, between the value of the shares
- Date of delivery: Any date agreed upon by the Board of Directors, which shall be within 4 months of the date the Remuneration Scheme was approved by the AGM.
- Duration: Between 2017 to 2019, both included, the shares may be delivered at any time after the approval of the annual accounts for 2019, as determined by the Board of Directors.

With the objective of facilitating the implementation of the above resolutions, the Annual General Meeting unanimously resolves to delegate to the Board of Directors all the necessary powers for the purpose, with explicit authority for the Board in turn to delegate these powers in any individual members of the Board

**Item Seven.- Annual remuneration of directors Report of Mediaset España Comunicación, S.A.**

- **Adopted resolution:**

Approve the Remunerations of the Directors Report of Mediaset España Comunicación, S.A. corresponding to the year 2016.

**Item Eight.- Appointment of Auditors for both “MEDIASET ESPAÑA COMUNICACION, S.A.”, and its consolidated group of companies.**

- **Adopted resolution**

Elect as auditors of "MEDIASET ESPAÑA COMUNICACION, S.A and its Consolidated Group of companies for the years 2017, 2018 and 2019 the company " Deloitte, S.L with its registered address in Madrid, Plaza de Pablo Ruiz Picasso, nº 1, Torre Picasso, C.I.F. B-79104469, Madrid commercial registry, Entry 35217, Sheet 14, Section 8, page M-54414, number S0692 Roac inscription.

**Item Nine.- 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.**

- **Adopted resolution:**

Delegate the Board of Directors with the express power of substitution in any of its CEOs and the Secretary of the Board of Directors, so any of them, individually, may formalize the resolutions adopted at the hereby Meeting in a deed and in particular, to file at the Commercial Registry, the certification of the resolutions approving the Financial Reports and distribution of profits, attaching the documents legally required, as well as to grant all public or private documents as required to obtain the corresponding entry of the resolutions adopted in the Commercial Register, including requests for partial registration, with powers, including, to remedy or rectify in accordance with the verbal or written assessment that the Registrar may make.

**Mario Rodríguez Valderas**

**Secretary of the Board**