



PRESS RELEASE

MFE-MEDIAFOREUROPE N.V.: VOLUNTARY AND TOTALITARIAN TENDER OFFER OVER THE SHARES OF MEDIASET ESPAÑA COMUNICACIÓN S.A.

On the date hereof 7 July 2022, the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* – the “**CNMV**”) has disclosed the result of the voluntary tender offer for the acquisition of all the shares of Mediaset España Comunicación, S.A. (“**MES**”) launched by MFE-MEDIAFOREUROPE N.V. (“**MFE**”) and authorised by the CNMV on 26 May 2022 and authorized, in turn, its modification by the CNMV on 9 June 2022 (the “**Offer**”).

On the date hereof, MFE has also communicated to the public its decision to waive the minimum acceptance condition to which the effectiveness of the Offer was subject (the “**Minimum Acceptance Condition**”), by means of the inside information notice (“*comunicación de información privilegiada*”) number 1526, made available on the CNMV’s website ([link](#)). As a consequence of the waiver of the Minimum Acceptance Condition, the Offer is effective and, on the settlement date of the Offer, MFE will acquire all of the shares that have been tendered in acceptance of the Offer.

Below, attached to this press release, is the English version of the above-mentioned notice published on the CNMV’s web site.

Amsterdam – Cologno Monzese, July 7, 2022

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MFE-MEDIAFOREUROPE is an international holding company that brings together Europe’s leading commercial broadcasters.

MFE-MEDIAFOREUROPE is based in Amsterdam, in the Netherlands, and fiscal resident in Italy. It controls Mediaset SpA and Mediaset España Comunicación (both fiscal resident in their respective countries) and is the main shareholder of the German broadcaster ProSiebenSat1.

MFE-MEDIAFOREUROPE is listed on the Milan Stock Exchange (Ticker: MFEA, MFEB)



TO THE NATIONAL SECURITIES MARKET COMMISSION

In accordance with the provisions of Article 226 of the Consolidated Text of the Securities Market Act, approved by Royal Legislative Decree 4/2015 of 23 October, and enacting regulations, MFE-MEDIAFOREUROPE N.V. (“MFE”) hereby discloses the following

INSIDE INFORMATION

In relation to the voluntary public tender offer for the acquisition of all the shares of Mediaset España Comunicación, S.A. (“MES”) announced by MFE on 15 March 2022, submitted by MFE to the Spanish Securities Market Commission (the “CNMV”) on 13 April 2022, authorised by the CNMV on 26 May 2022 and authorised, in turn, its modification by the CNMV on 9 June 2022 (the “Offer”), MFE hereby informs that, as provided for in the offer document (“*folleto explicativo de la oferta*”) (the “Offer Document”), the CNMV has anticipated to MFE, on the date hereof, that the number of MES shares included in the acceptance declarations of the Offer amount to 85,263,873, which represents 61.45% of the shares to which the Offer was addressed and 27.23% of MES’ share capital.

Together with the 174,402,718 shares of MES, representing 55.69% of its share capital, already held by MFE, MFE, as a result of the Offer, will hold 259,666,591 shares of MES, representing 82.92% of the share capital of MES.

In accordance with section 2.3.1 of the Offer Document, the effectiveness of the Offer was only subject to its acceptance by at least 91,788,505 shares of MES, representing 29.31% of its share capital, which together with the 55.69% of the share capital already held by MFE, would allow MFE to reach a minimum shareholding of 85% in MES.

MFE hereby announces that, on the date hereof, it has decided to waive the minimum acceptance condition on the terms described in the Offer Document and, consequently, to acquire all of the shares that have been tendered in acceptance of the Offer, this is, 85,263,873 shares of MES, representing 27.23% of its share capital.

Milan, 7 July 2022

MFE-MEDIAFOREUROPE N.V.
