

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS  
OF MFE-MEDIAFOREUROPE N.V.**

**Date: 27 April 2022**

**Time: 11:00 CET**

**1. Opening and announcements**

The extraordinary general meeting (the "**EGM**") of MFE-MEDIAFOREUROPE N.V. ("**MFE**" or the "**Company**") was opened by Fedele Confalonieri, Chairman of MFE's board of directors. The chairman welcomed all attendees and informed the meeting that due to the Covid-19 situation the EGM will be held completed virtually, such in accordance with Dutch emergency legislation.

The chairman then went through the procedural points of the EGM and informed the meeting inter alia that he will act as chairman of the EGM, and that Koen Biesma, associate at NautaDutilh N.V. and candidate civil law notary, is present via videoconference and will act as secretary. The chairman also mentioned that Emanuela Bianchi, corporate secretary of the board of directors, is present and will assist the chairman during the EGM.

The chairman continued to inform the meeting that all members of the board of directors were present via videoconference.

The chairman also informed the meeting that the total number of shares in the capital of MFE outstanding as per the record date amounted to 1,140,828,649 ordinary shares A, having a nominal value of six eurocent each and entitling the holder of an ordinary share A to cast one vote in the EGM, and 1,181,227,564 ordinary shares B, having a nominal value of sixty eurocent each and entitling the holder of an ordinary share B to cast ten votes in the EGM.

The chairman continued to inform the meeting that according to the list of attendees 1,788,187,291 ordinary shares are represented at this meeting, representing a total number of 9,885,454,090 votes that can be cast in this EGM.

The chairman then informed the meeting that MFE received questions concerning the agenda items from one shareholder. The chairman then proceeded with providing answers on these questions. The chairman indicated that the questions and the answers will be published on MFE's website after the EGM.

The chairman then proceeded with the next agenda item.

**2. Explanation on the voluntary tender offer launched by the Company for the acquisition of the shares of Mediaset España Comunicación, S.A.**

The chairman provided the meeting with a summary of the voluntary tender offer (the "**Offer**") launched by the Company for the acquisition of the shares of Mediaset España Comunicación, S.A. ("**Mediaset España**" or the "**Target Company**").

The consideration offered by the Company to the holders of the Target Company shares is a mixed consideration consisting of EUR 1.860 in cash and 4.5 newly issued ordinary shares A in the capital of the Company for each share of the Target Company to which the Offer is addressed.

The offer targets a total of 138,763,426 Mediaset España shares, corresponding to 44,31% of its share capital. MFE will issue up to 624,435,408 MFE ordinary shares A. The Offer is conditional to a minimum acceptance threshold. As announced in the press release of 13 April 2022, MFE has decided to change the condition precedent of the Offer related to a minimum acceptance threshold, reducing the threshold from 95.6% of the Mediaset España share capital (corresponding to 90% of the Mediaset España shares targeted by the Offer) to 85% of its total share capital.

This transaction will allow the Company to become immediately more international and more European and the shareholders of Mediaset España will be able to exchange their shares with those of a the Company focused on international development both in television and in technology. The Offer represents an important step forward in the creation of a pan-European media and entertainment group.

### **3. Amendment of the Company's articles of association (*voting item*)**

The chairman informed the meeting that is proposed to approve an amendment of the Company's articles of association in order to increase the authorized share capital of the Company, up to an amount of EUR 817,076,316.72, divided into 1,805,662,972 ordinary shares A, having a nominal value of EUR 0.06 each, and 1,181,227,564 ordinary shares B, having a nominal value of EUR 0.60 each, as explained in more detail in the explanatory notes to the agenda of this EGM.

For this purpose, it is proposed to:

1. amend the articles of association of the Company in conformity with the draft deed of amendment to the articles of association prepared by NautaDutilh N.V. and made available on the Company's website (the "**Deed of Amendment**"); and
2. authorise each executive director of the Company and also each civil law notary, candidate civil law notary, notarial assistant and lawyer of NautaDutilh N.V., each of them severally, to have the Deed of Amendment executed.

The chairman then announced the voting results:

For:	9,881,315,415	99.99%
Against:	1,388,675	0.01%
Abstain:	2,750,000	

After the announcement, the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the next agenda item.

### **4. Authorization of the Company's board of directors to issue ordinary shares A and exclude pre-emptive rights (*voting rights*)**

The chairman informed the meeting that it is proposed to authorize the Company's board of directors to resolve (a) to issue such number of new ordinary shares A necessary to fulfil the payment of the share-for-share exchange consideration and the portion of the squeeze-out consideration consisting of newly issued ordinary shares A; and (b) in connection therewith, to limit or exclude any pre-emptive rights in relation to an issuance of ordinary shares A as referred to under (a), as explained in more detail in the explanatory notes to the agenda of this EGM.

The chairman then announced the voting results:

For:	9,858,537,599	99.76%
Against:	24,166,491	0.24%
Abstain:	2,750,000	

After the announcement the chairman informed the meeting that the resolution has been approved by the required majority.

The chairman then proceeded with the next agenda item.

## **5. Questions**

Under this agenda item the chairman asked the secretary of the board of directors of MFE to read out the received before the EGM and the answers thereon. Such questions and answers have been published on the Company's website separately (in Italian language, given the questions were raised in that language).

The Chairman then noted that there were no further questions, and the chairman then proceeded with the closure of this meeting.

## **7. Close**

The chairman thanked everyone for attending the EGM and closed the meeting.

*(signature page follows)*

*Draft*

*MFE-MEDIAFOREUROPE N.V. – Signature page of the minutes of the Extraordinary General Meeting held on 27 April 2022*

Secretary of the Board of Directors

Chairman

Emanuela Bianchi

Fedele Confalonieri

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Notary

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