



**MFE-MEDIAFOREUROPE N.V.**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

This is a notice for the extraordinary general meeting of shareholders (the “**EGM**”) of **MFE-MEDIAFOREUROPE N.V.**, having its official seat in Amsterdam (the Netherlands) (the “**Company**”), which will be held on **7 May 2025** at **3:00 p.m. CEST** at **Hilton Amsterdam Airport Schiphol** (Schiphol Boulevard No. 701).

**AGENDA**

The EGM’s agenda includes the following items:

1. Opening and announcements
2. Discussion of the voluntary public takeover offer by the Company for the acquisition of the shares of ProSiebenSat.1 Media SE (the “**Offer**”) (*discussion item*)
3. Authorization of the Company’s board of directors to issue ordinary shares A and restrict or exclude pre-emptive rights in connection with the Offer (*voting item*)
4. Close

All EGM documents are available for inspection at the offices of the Company (Cologno Monzese (Milan, Italy), Viale Europa No. 46). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting. These documents are also available at <https://www.mfemediaforeurope.com/en/events/shareholders-meeting/>.

**EXPLANATORY NOTES TO THE AGENDA  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF MFE-MEDIAFOREUROPE N.V.**

**Item 2 | Discussion of the voluntary public takeover offer by the Company for the acquisition of the shares of ProSiebenSat.1 Media SE (*discussion item*)**

On 26 March 2025, the Company announced its intention to make a voluntary public takeover offer to the shareholders of ProSiebenSat.1 Media SE (“**P7**”) to acquire all shares in P7 not directly held by the Company (the “**P7 Shares**” and each a “**P7 Share**”) (the “**Offer**”).

Reference is made to the Company’s announcement pursuant to Section 10 (1) of the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and the press release that is accessible on its website (<https://www.mfemediaforeurope.com/en/governance/voluntary-public-takeover-offer-to-the-shareholders-of-prosiebensat-1-media-se/>).

The Company intends to offer P7 shareholders who tender their shares during the Offer period an offer consideration equal to the 3-month volume-weighted average price of the P7 Share (as calculated by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*)), which corresponds to the statutory minimum price.

Approximately 78% of the offer price is intended to be paid in cash and approximately 22% of the offer price is intended to be paid in up to approximately No. 66,000,000 newly-issued ordinary shares A in the capital of the Company, having a nominal value of EUR 0.06 each (the “**MFE Offer Shares**” and each a “**MFE Offer Share**”) (the “**Share Component**”).

Therefore, for each P7 Share validly tendered into the Offer (once made), up to approximately 0.4 MFE Offer Shares are intended to be issued and transferred to the shareholders of P7 who have tendered their P7 Shares into the Offer, in addition to payment of the cash component for each such P7 Share upon consummation of the Offer.

**Item 3 | Authorization of the Company’s board of directors to issue ordinary shares A and restrict or exclude pre-emptive rights in connection with the Offer (*voting item*)**

In connection with the Offer, it is proposed that the Company’s board of directors (the “**Board of Directors**”) be authorized to resolve:

- (a) to issue such number of MFE Offer Shares as necessary in order to consummate the Offer; and
- (b) in connection therewith, to limit or exclude any pre-emption rights in relation to an issuance of MFE Offer Shares pursuant to the authorization as referred to under letter (a) above.

The Board of Directors can make use of this authorization in one or more tranches and further in case the Share Component is adjusted, provided that this authorization is limited to the number of ordinary shares A in the capital of the Company issuable pursuant to the authorized share capital included in the Company’s articles of association from time to time.

This authorization shall expire on the fifth anniversary of the date of the EGM and will be in

addition, and without prejudice, to the authorizations granted to the Board of Directors during the annual general meeting of the Company held on 19 June 2024.

## **SHAREHOLDERS AND RECORD DATE**

Only holders of shares in the share capital of the Company as of the close of business on 9 April 2025 (the “**Record Date**”) and as such registered on the Record Date in a securities account with a bank, brokerage or other intermediary (each, an “**Intermediary**”) participating in the Monte Titoli system (the “**Monte Titoli Participant Account**”) are entitled to take part in, and vote on the matters proposed to, the EGM.

## **ATTENDANCE IN PERSON**

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the EGM (either in person or by proxy) should request their Intermediary to issue a statement confirming their shareholding (including the shareholder’s name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit attendance requests no later than **5:00 p.m. CEST on 30 April 2025** to our agent, Computershare S.p.A. (the “**Agent**”), at the following address: Via Lorenzo Mascheroni No. 19, 20145 – Milano (Italy).

If these shareholders request to attend the EGM (either in person or by proxy), they will receive an attendance card issued in their name (the “**Attendance Card**”).

This will serve as admission certificate and the shareholder (or their proxy) will need to submit the Attendance Card at the EGM to enter the EGM.

For this purpose, the Attendance Card also contains a proxy form section. Prior to the EGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located on the Company’s website (see instructions below).

## **VOTING**

Voting will only be possible for shareholders who physically attend the EGM or via an (electronic) proxy in advance. Shareholders can cast votes in the following manners:

- By attending the EGM in person; or
- By granting a written proxy to our Agent by using the proxy form on the Company’s website.

## **REPRESENTATION BY PROXY**

Subject to compliance with the above provisions, shareholders can attend and vote at the EGM in person or by proxy.

In order to give proxy and voting instructions, the shareholder must have registered its shares as set out above and ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) by **5:00 p.m. CEST on 30 April 2025** in writing or electronically pursuant to instructions contained in the proxy forms AND Company website.

## **IDENTIFICATION**

Persons entitled to take part in the EGM may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document (such as a passport or driving license).

## **AUDIO / VIDEO CAST**

Shareholders will be able to attend the EGM remotely via a live audio / video cast.

The language of the EGM will be English. In order to attend the EGM remotely and get access to the audio / video cast of the EGM shareholders must request their Intermediary to issue a statement that entitles the shareholder to participate in the EGM (the “**Notice of Participation**”).

This statement must be submitted by the Intermediaries to our Agent no later than **5:00 p.m. CEST on 30 April 2025** according to the instruction provided by the Agent to Monte Titoli participants. The Intermediary shall also send to the Agent the request for the “virtual attendance card” and the e-mail address of the requesting shareholders.

The Agent will provide shareholders who have followed the participation procedure correctly with a “virtual attendance card” (which includes a username and password) that will enable a shareholder to log in to the audio / video cast.

It is not possible for shareholders who attend the EGM virtually to ask questions or to vote (live) at the EGM.

To exercise their voting rights, shareholders attending the EGM virtually may grant a proxy as described below.

Shareholders who wish to actively attend the EGM can only do so in person as per the instructions above.

## **FURTHER INFORMATION**

For further information, please contact: MFE-MEDIAFOREUROPE N.V., Corporate Affairs, Cologno Monzese (Milan, Italy), Viale Europa No. 46, or via e-mail: [corporateaffairs@mfemediaforeurope.eu](mailto:corporateaffairs@mfemediaforeurope.eu).

Contact details of the Agent are as follows: Computershare S.p.A., Via Lorenzo Mascheroni No. 19, 20145 – Milan (Italy), e-mail: [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Milan (Italy), 26 March 2025

The board of directors of MFE-MEDIAFOREUROPE N.V.