



PRESS RELEASE

MFE-MEDIAFOREUROPE N.V.:

CROSS-BORDER MERGER BY ABSORPTION OF MEDIASET ESPAÑA COMUNICACIÓN, S.A. WITH AND INTO MFE-MEDIAFOREUROPE N.V.: TENTATIVE CALENDAR FOR THE COMPLETION OF THE TRANSACTION

TIMING FOR THE CANCELLATION OF THE TREASURY MFE SHARES A

With respect to the cross-border merger by absorption of Mediaset España Comunicación, S.A. (“**MES**”), as absorbed company, with and into MFE-MEDIAFOREUROPE N.V. (“**MFE**”), as absorbing company, (the “**Merger**”), MFE, on the date hereof, has communicated to the public – by means of the other relevant information notice (“*comunicación de otra información relevante*”), made available on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* – the “**CNMV**”) on the following link (<https://www.cnmv.es/portal/verDoc.axd?t=%7B14e0afa4-42cd-445f-b1b1-2d40f471025f%7D>) – the tentative calendar for the completion of the Merger.

In particular, under such tentative calendar, the following is expected:

- (i) 28 April 2023: fulfilment of all the conditions precedent and pre-merger formalities to which the Merger is subject;
- (ii) 2 May 2023: execution of the Merger deed by MFE and MES before a civil law notary officiating in the Netherlands;
- (iii) 3 May 2023 (00:00 a.m.): effectiveness of the Merger.

As described into the common cross-border merger plan, on the Merger effective date, (i) each MES share will be cancelled and (ii) MFE will increase its share capital and allot the new MFE ordinary shares “A” (the “**MFE Shares A**”) to the shareholders of MES (other than with respect to MES shares held by MES itself or by MFE immediately prior to the effectiveness of the Merger) in accordance with the exchange ratio (i.e., seven (7) New MFE Shares A for one (1) MES share) by operation of law. The new MFE Shares A will be tradable on the Italian regulated market Euronext Milan organized and managed by Borsa Italiana S.p.A. starting from the Merger effective date.

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

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In addition to the above, MFE hereby informs that the cancellation of all the no. 88,707,693 MFE Shares A held by MFE in its treasury (the “**Treasury MFE Shares A**”) ⁽¹⁾ and the concurrent reduction of the issued share capital of MFE resolved by the Extraordinary Shareholders’ Meeting of MFE held on 15 March 2023 will enter into effect

⁽¹⁾ The Treasury MFE Shares A represent, at the date hereof, 0.66% of MFE’s aggregate nominal outstanding share capital of MFE and 5,81% of all the MFE ordinary shares “A” issued.

following the issuance of the declaration of no opposition (expected for 24 May 2023) and therefore after the effectiveness of the Merger (expected for 3 May 2023).

The Treasury MFE Shares A have been acquired by MFE under the share buyback programme announced to the market on 20 July 2022, started on 25 July 2022, and completed on 30 November 2022. Such programme was aimed at reducing the share capital and has been carried out pursuant to Article 5 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014.

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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 S.p.A. and Mediaset España Comunicación, S.A. (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 227 of Law 6/2023, of 17 March, on the Securities Market and Investment Services, and related provisions, MFE-MEDIAFOREUROPE N.V. hereby discloses the following

OTHER RELEVANT INFORMATION

In relation to the segregation transaction by Mediaset España Comunicación, S.A. (“**Mediaset España**”) of all its assets and liabilities, including its shareholdings in other companies (except for part of its cash and all its shareholding in ProSiebenSat.1 Media SE and the financial transactions relating to such shareholding) in favour of its wholly-owned subsidiary Grupo Audiovisual Mediaset España Comunicación, S.A. (“**GA Mediaset**”) and the cross-border merger transaction by absorption of Mediaset España, as absorbed company, with and into MFE-MEDIAFOREUROPE N.V. (“**MFE**”), as absorbing company, that were approved by the Extraordinary General Shareholders’ Meetings of Mediaset España and, only in relation to the cross-border merger, of MFE held on 15 March 2023, the following information is communicated:

- (i) Mediaset España and GA Mediaset have completed the segregation transaction by executing the corresponding public deed, which has been registered today in the Commercial Registry of Madrid.
- (ii) It is the intention of Mediaset España and MFE to grant on Thursday 27 April 2023 the prior Spanish merger deed before a Spanish notary public in order to request the issuance by the Commercial Registry of Madrid (where Mediaset España is registered) of the prior certificate to the merger referred to in Article 64 of Law 3/2009, of 3 April, on structural modifications of companies.

The aforementioned prior certificate to the merger is expected to be issued by the Commercial Registry of Madrid on 28 April 2023, the date on which the Mediaset España shareholders who have exercised their withdrawal right in due time and form are also expected to receive the withdrawal price corresponding to their shares.

With the completion of the prior segregation transaction of Mediaset España in favour of GA Mediaset and the execution of the prior Spanish merger deed and the issuance of the corresponding prior certificate by the Commercial Registry of Madrid, all the conditions precedent and pre-merger formalities to which the cross-border merger was subject are expected to be fulfilled on 28 April 2023, in accordance with clause 20 of the common cross-border merger plan drafted and signed by the Boards of Directors of Mediaset España and MFE on 30 January 2023 and approved by the General Shareholders’ Meetings of both companies on 15 March 2023.

Accordingly, Mediaset España and MFE expect to execute the merger deed before a civil law notary officiating in the Netherlands on Tuesday 2 May 2023, so in accordance with the provisions of the applicable Dutch law (section 2:318 of the Dutch Civil Code) and as indicated in section 8.1 of the common cross-border merger plan, the cross-border merger is expected to become effective at 00:00 a.m. on Wednesday 3 May 2023.



Therefore, Tuesday 2 May 2023 is expected to be the last day of trading of the Mediaset España shares on the Spanish Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español* – SIBE). The new ordinary class A shares of MFE to be delivered to the Mediaset España shareholders in accordance with the exchange ratio of the merger, are expected to start trading on Euronext Milan on the same day of the effectiveness of the cross-border merger (i.e., on Wednesday 3 May 2023).

In the event of a delay in this tentative calendar, MFE will inform the market by means of the publication of the corresponding other relevant information notice.

As indicated in the cross-border merger plan, MFE will apply for the admission to listing of all its ordinary class A shares on the Spanish Stock Exchanges for trading through the SIBE as soon as possible within a period of three months from the completion of the cross-border merger.

In this regard, MFE will continue to do its best efforts to obtain the admission to listing of all its ordinary class A shares on the Spanish Stock Exchanges as soon as possible after completing the merger, complying with all the requirements set under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.

Milan, 25 April 2023

MFE-MEDIAFOREUROPE N.V.

Mr. Marco Giordani
Chief Financial Officer