



PRESS RELEASE

CNMV authorises the modification of the VTO of MFE-MEDIAFOREUROPE's for Mediaset España

Both companies executed a cooperation agreement whereby MFE undertook to increase the cash consideration of the VTO by more than 16%, from EUR 3.72 to EUR 4.32 for every two Mediaset España shares (EUR 2.16 for a single share). The Board of Directors of Mediaset España undertook, in turn, to publish a favourable report recommending the VTO.

The Spanish National Securities Market Commission (“**CNMV**”) has authorised today the request for the modification of the terms and conditions of the voluntary tender offer launched by MFE-MEDIAFOREUROPE N.V. (“**MFE**”) for the acquisition of the entire share capital of Mediaset España Comunicación, S.A. (“**MES**”), which was authorized by the CNMV on 26 May 2022 (the “**VTO**”).

The mixed consideration of the VTO offered by MFE amounts now to EUR 4.32 and 9 newly issued MFE shares A for every 2 MES shares, compared to the EUR 3.72 and newly issued 9 MFE shares A for every 2 MES shares initially planned, which represents an increase of more than 16% of the cash consideration of the VTO.

The modification of the VTO, which was requested by MFE to the CNMV on 7 June 2022, is a consequence of the agreement that, following a constructive and friendly dialogue between MFE and MES, MFE and MES signed on 6 June 2022 in relation to the VTO, which was disclosed by means of an insider information notice published on 6 June 2022.

Pursuant to the aforementioned agreement and the increase of the cash consideration, MES confirmed that the VTO with the new consideration is considered fair (*adecuada*) and that the Board of Directors of MES, subject to its fiduciary duties, will unanimously recommend the VTO to the shareholders of MES and that all directors of MES have agreed to accept the VTO in respect of their entire shareholding in MES (which comprise, in aggregate, a total of 191,875 shares representing approximately 0.06% of the share capital of MES).

Additionally, as guarantee for the increase of the cash consideration, MFE has increased the guarantees of the cash consideration, by constituting new bank guarantees for an aggregate amount of EUR 41,630,000, which together with the already constituted bank guarantees, amounts to EUR 299,930,000, covering the aggregate cash consideration of the VTO, including the odd lots.

The CNMV has announced that the new acceptance period for the VTO will end on 1 July 2022.

The offer document for the VTO and the supplement, duly authorized by the CNMV, are available to the public on the websites of the CNMV, MFE and MES, as well as at the CNMV's offices in Madrid

and Barcelona, on the stock exchanges of Madrid, Barcelona, Valencia and Bilbao and at the registered offices of MFE and MES.

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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)*
