



PRESS RELEASE

NEW SHARE STRUCTURE OF MFE-MEDIAFOREUROPE N.V:

- **ADMISSION TO LISTING OF THE ORDINARY SHARES A ON EURONEXT MILAN**
 - **APPROVAL AND PUBLICATION OF THE PROSPECTUS**
- **CONVERSION OF THE EXISTING SHARES INTO ORDINARY SHARES B AND ISSUANCE AND START OF TRADING OF THE ORDINARY SHARES A**

As previously disclosed, on 25 November 2021, the extraordinary general meeting (EGM) of MFE-MEDIAFOREUROPE N.V. (“**MFE**” or the “**Company**”) resolved to amend MFE’s Articles of Association (the “**AoA Amendment**”) to, *inter alia*, introduce a new share structure comprising the following shares’ classes:

- (i) ordinary shares named “*MFE B*” (ISIN NL0015000N09), with a nominal value of Euro 0,60 and conferring 10 votes each (the “**Ordinary Shares B**”); and
- (ii) ordinary share named “*MFE A*” (ISIN code NL0015000MZ1), with a nominal value of Euro 0,06 and conferring 1 vote each (the “**Ordinary Shares A**” and, together with the Ordinary Shares B, the “**Shares**”).

The Ordinary Shares A and the Ordinary Shares B grant their respective owners with the same economic rights, equal treatment and, except for voting rights, the same administrative rights.

The execution of the shareholders’ meeting resolution regarding the AoA Amendment described above was conditioned to: (i) the admission of the Ordinary Shares A to listing and trading on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”) and (ii) the issuance of the required approvals by the competent authorities.

In this regard, MFE communicates that:

- (i) yesterday, with resolution no. 8812 of 2 December 2021, Borsa Italiana admitted to listing on Euronext Milan the Ordinary Shares A, pursuant to Article 2.4.2 of the rules of the markets organised and managed by Borsa Italiana; and
- (ii) on the date hereof, the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten), with decision dated 3 December 2021, approved the prospectus prepared by the Company pursuant to Regulation (EU) 2017/1129 of the European Parliament and the Council for the purposes of the assignment of the Ordinary Shares A and of their admission to listing and trading on Euronext Milan (the “**Prospectus**”),

which was consequently published on MFE’s website, section “*Governance – Dual class share prospectus*”, at the following link www.mfediaforeurope.com/en/governance/dual-class-share-prospectus as well as in the other ways indicated in the applicable laws and regulations currently in force.

As a result of the foregoing, the extraordinary general meeting resolution resolving upon the AoA Amendment has become effective. The Company has therefore timely fulfilled the formalities required to execute the AoA Amendment and the issuance of the Ordinary Shares A.

The envisaged timeline of the activities needed for the introduction of the new share structure provides for:

Friday 10 December 2021	<p>The conversion of all the outstanding MFE shares into Ordinary Shares B on the basis of a 1:1 ratio.</p> <p>The difference between the nominal value of MFE’s existing ordinary shares (EUR 0,52 each) and the nominal value of the Ordinary Shares B (EUR 0,60 each) will be paid up at the expense of Company’s freely distributable reserves.</p>
Monday 13 December 2021	<p>The assignment for no consideration of the Ordinary Shares A to holders of the Ordinary Shares B other than the Company, on the basis of a 1:1 ratio, and the first trading date of the Ordinary Shares A on Euronext Milan.</p> <p>The nominal value of the Ordinary Shares A (EUR 0,06 each) will be paid up at the expense of Company’s freely distributable reserves.</p>
Wednesday 15 December 2021	<p>The Ordinary Shares A will be made available on the accounts of their respective owners by the authorised intermediaries adhering to the centralised management system operated by Monte Titoli S.p.A.</p>

As a result of the conversion of the existing MFE shares into Ordinary Shares B and the issuance and assignment of the Ordinary Shares A described above, MFE’s share capital will amount to EUR 777,186,257.34 and will be divided into a total of no. 2,322,056,213 Shares, of which no. 1,140,828,649 Ordinary Shares A and no. 1,181,227,564 Ordinary Shares B.

For further information on the new share structure and on the features of the Ordinary Shares A and Ordinary Shares B, please see the Prospectus available on MFE’s website, section “*Governance – Dual class share prospectus*”, at the following link <http://www.mfediaforeurope.com/en/governance/dual-class-share-prospectus/>.

ISIN codes and tickers of the Shares

The **Ordinary Shares A** will be identified by **ISIN NL0015000MZ1** and with the ticker **“MFEA”**.

The **Ordinary Shares B** will be identified by **ISIN NL0015000N09** and with the ticker **“MFEB”**.

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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 controls Mediaset Italia and Mediaset España Comunicación – that are both tax-resident in their respective countries of operation – and the major shareholder of the German broadcaster ProSiebenSat1.*

***MFE-MEDIAFOREUROPE** is listed on the Milan stock exchange and is tax-resident in Italy.*
