

## **MFE-MEDIAFOREUROPE N.V** **NOTICE OF ANNUAL GENERAL MEETING**

This is a notice for the annual general meeting of shareholders (the **AGM**) of **MFE-MEDIAFOREUROPE N.V.**, having its official seat in Amsterdam, the Netherlands (the **Company**), which will be virtually held on **29 June 2022 at 11 a.m. CEST.**

### **AGENDA**

The AGM agenda includes the following items:

- 1. Opening and announcements.**
- 2. 2021 Annual report**
  - a) Report of the Board of Directors for the financial year 2021 (discussion)
  - b) Adoption of the 2021 Annual Accounts (voting item)
  - c) Remuneration Policy (voting item)
  - d) 2021 Remuneration Report (advisory voting item)
  - e) Policy on additions to reserves and dividends (discussion)
  - f) Approval of the 2021 dividend (voting item)
- 3. Discharge of the executive and non-executive members of the Board of Directors (voting item)**
  - a) Fedele Confalonieri
  - b) Pier Silvio Berlusconi
  - c) Stefania Bariatti
  - d) Marina Berlusconi
  - e) Marina Brogi
  - f) Raffaele Cappiello
  - g) Costanza Esclapon de Villeneuve
  - h) Giulio Gallazzi
  - i) Marco Giordani
  - j) Gina Nieri
  - k) Danilo Pellegrino
  - l) Alessandra Piccinino
  - m) Niccolo' Querci
  - n) Stefano Sala
  - o) Carlo Secchi
  - p) Andrea Canepa
  - q) Francesca Mariotti



**MFE-MEDIAFOREUROPE N.V.**  
MFE Group

Naamloze Vennootschap  
Official seat in Amsterdam - the Netherlands  
Official address at viale Europa 46  
20093 Cologno Monzese Milan Italy  
Paid up Capital € 777,186,257.34  
CCI number 83956859  
RSIN 863048122  
Fiscal Code and VAT no. IT- 09032310154

**Italian Branch**  
20093 Cologno Monzese Milan Italy  
viale Europa 46  
Fiscal Code and VAT no. IT- 09032310154

**Administrative Office**  
20093 Cologno Monzese Milan Italy  
viale Europa 44/48  
Phone +39 02 25141

**Operational Offices**  
20093 Cologno Monzese Milan Italy  
viale Europa 44/48  
Phone +39 02 25141

00187 Rome Italy  
largo del Nazareno 8  
Phone +39 06 67381

4. **Authorization of the Board of Directors to repurchase shares in the Company (voting item)**
5. **Questions.**
6. **Close.**

The AGM documentation:

- Agenda and explanatory notes of the AGM;
  - Company's 2021 Annual report and 2021 Annual accounts, including the auditor's opinion;
  - Explanatory Report of the Board of Directors in compliance with articles 114-bis and 125-ter Italian Consolidated Law on Financial Intermediation and article 2:135, paragraph 5 Dutch Civil Code;
  - Statement of the total number of outstanding shares and voting rights at the date of this notice;
  - Proxy form for shareholders; and
  - Instructions for participation and voting at the AGM,
- is available on the Company's website (<https://www.mfediaforeurope.com/en/events/shareholders-meeting/>).

All AGM documents are available for inspection at the offices of the Company (Viale Europa 46, 20093 – Cologno Monzese, Milan, Italy). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting.

### **COVID-19 AND VIRTUAL MEETING**

In light of the Covid-19 pandemic, the Company would like to emphasize the importance of avoiding further spread and unnecessary infections as much as possible and therefore the AGM is organized as a virtual meeting. By doing so the Company believes it does not jeopardize the health of the members of the Company's Board of Directors, our employees, our shareholders and other stakeholders and of course the wider community.

Shareholders can participate in the AGM remotely as follows:

- Follow the AGM via an audio cast;
- Cast votes by written proxy to our Agent (as defined below); and/or
- Vote in advance of the AGM via the web procedure made available on the Company's website (<https://www.mfediaforeurope.com/en/events/shareholders-meeting/>) and as further explained in this notice.

It will not be possible to vote during the AGM. The shareholders are urged to register their votes in advance on the resolutions to be put to the AGM by registration of their proxy or online votes.

### **SHAREHOLDERS AND RECORD DATE**

Only holders of shares in the share capital of the Company as of the close of business on **1 June 2022** (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 AGM.

## HOW TO REQUEST FOR ATTENDANCE

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the AGM by proxy or to cast votes online (please note proxy instructions below), 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 p.m. CEST on 22 June 2022** to the Agent (as defined below).

## AUDIO CAST

Shareholders will be attend the AGM remotely via a live audio cast. The language of the AGM will be English. In order to attend the AGM remotely and get access to the audio cast of the AGM, shareholders must request their Intermediary to issue a statement that entitles the shareholder to participate in the AGM (the Notice of Participation). This statement must be submitted by the Intermediaries to our Agent (Computershare S.p.A. with address: Via Lorenzo Mascheroni n. 19 20145 Milano, Italy) no later than **5:00 p.m. CEST on 22 June 2022** 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 cast.

## VOTING

Voting will only be possible in advance of the AGM. Shareholders can cast votes in the following manners:

- Granting a written proxy to our Agent by using the proxy form on the Company's website; or
- Vote online via the web procedure made available on the Company's website.

## QUESTIONS

Shareholders who will participate in the AGM remotely can submit questions in writing with respect to the items on the AGM agenda via email to the following e-mail address: [direzione.affari.societari.mediaset@pec.mediaset.it](mailto:direzione.affari.societari.mediaset@pec.mediaset.it)

The questions must be received prior to **11 a.m. CEST on 26 June 2022**

In order for the Company to have the shareholding and the eligibility to ask questions confirmed, the email has to include the name, the surname, the AGM agenda item to which the question refers, and a copy or the reference of the Notice of Participation, issued by the Intermediary, proving shareholder's share possession at the Record Date. Questions received without the required information will, unfortunately, not be answered.

Within the order of the meeting that is being maintained by the Chairman of the meeting, the questions raised may be combined and will be dealt with prior or during the AGM. The answers to the questions will be published with the minutes of the meeting after the AGM.

Only shareholders who have submitted questions in accordance with the procedures outlined above shall have the opportunity to ask follow-up questions during the AGM by sending an e-mail during the AGM containing the shareholder's name and the relevant follow-up question(s) to the e-mail address mentioned above.

### **FURTHER INFORMATION**

For further information, please contact:

MFE-MEDIAFOREUROPE N.V., Corporate Affairs, Viale Europa 46, 20093 – Cologno Monzese, Milan, Italy, 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 n. 19, 20145 Milano (Italy), e-mail: [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Milan, Italy, 17 May 2022

**MFE-MEDIAFOREUROPE N.V.**  
**The Board of Directors**