

# REMUNERATION POLICY

## Introduction

This Remuneration Policy approved by the Board of Directors on 15 April 2026, as drawn up by the Nomination and Remuneration Committee of the Board of Directors on 9 April 2026, sets out the principles and guidelines with respect to the remuneration of MFE-MEDIAFOREUROPE N.V. (hereafter MFE) for the year 2026.

The Remuneration Policy is based on the conviction that there is a close connection between the remuneration of the Chairman and Group CEO, the Executive Directors, the company performance and the creation of value over the medium and long term.

In this regard, the pursuit of a Remuneration Policy capable of directing business strategy and ensuring full consistency between overall "management" compensation and company performance is a key element for meeting investor expectations and strengthening the confidence of all stakeholders.

Following the Redomiciliation to the Netherlands, the MFE Remuneration Policy has been designed taking into account all applicable laws and regulations, such as Art. 2:135a of the Dutch Civil Code (DCC), the Dutch Corporate Governance Code (DCGC), and the Articles of Association of the Company.

## Executive Summary: Key elements of the Remuneration Policy for Chairman and Group CEO, Executive Directors and Non-Executive Directors

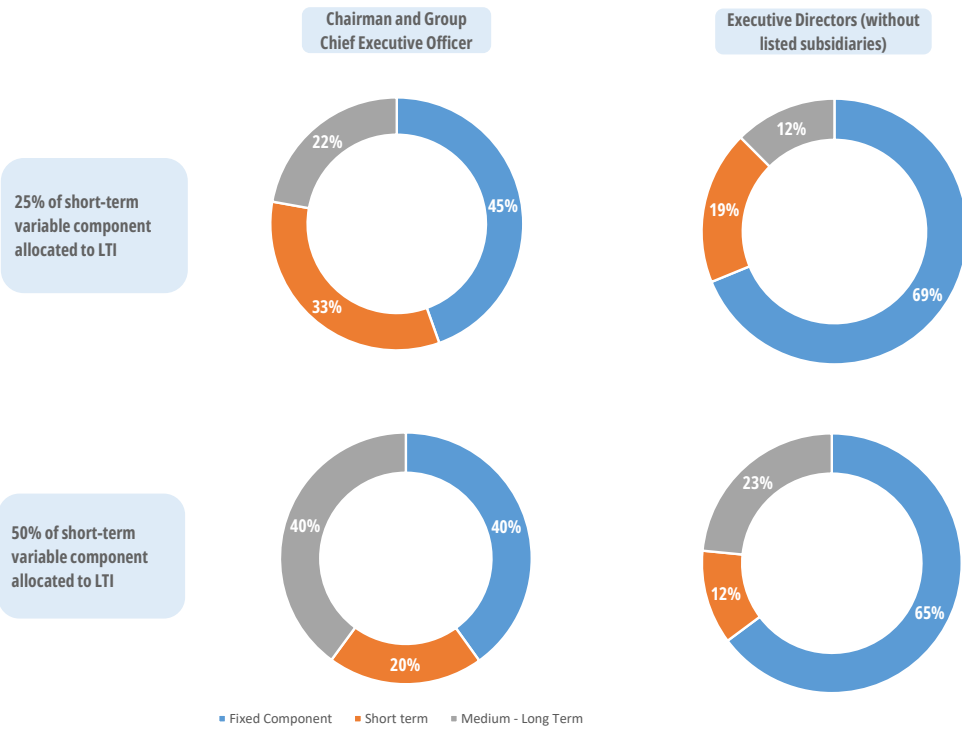
<b>Fixed Component</b>	<b>Purposes and Main Characteristics</b>	<ul style="list-style-type: none"> <li>Compensates responsibilities assigned, experience and distinctive skills possessed.</li> <li>Is in line with the best market practices and such as to guarantee an adequate level of retention.</li> </ul>	
	<b>Amount</b>	Chairman and Group CEO	2,008,000 €
		Executive Directors	Pay linked to the significance of the position.
<b>Variable short-term component</b>	<b>Purposes and Main Characteristics</b>	<ul style="list-style-type: none"> <li>Ensures a direct link between remuneration and performance results; its purpose is to reward the achievement of corporate and personal objectives.</li> <li>The system of correlation with the Company's results ensures financial balance and the incentive function of the plan.</li> <li>The upfront allocation of a portion of the medium-long term component aims to encourage sustainable performance over time.</li> </ul>	
	<b>Mechanism of correlation with Group results</b>	Group Net Profit and Italy EBIT	

	<b>Amount</b>	Chairman and Group CEO	2,000,000 € Maximum incidence of short term incentive on fixed remuneration: 93%
		Executive Directors	Maximum incidence of short term incentive on fixed remuneration: 35% (average)
	<b>Performance Objectives</b>	Chairman and Group CEO	Net Financial Position (45%), Group EBIT (45%) and ESG Scorecard (10%)
		Executive Directors:	Defined according to the scope of assigned responsibility + ESG Scorecard
	<b>Reference</b>	Budget (which corresponds to a 100% payout).	
	<b>Payout scale</b>	Performance range: 91% - 105% Payout range: 10% – 125% (0 if performance <91%)	
	<b>Claw-back and Malus</b>	The plan's regulations allow the Company to utilise the claw-back and malus clauses, which enable the Company, under certain circumstances, to decrease the variable remuneration awarded or clawback variable remuneration already paid, in whole or in part.	

<b>Variable, medium/long-term component</b>	<b>Purposes and Main Characteristics</b>	<ul style="list-style-type: none"> <li>Ensures the growth of the Company's value and the achievement of results sustainable over time, the loyalty of the Executive Directors, the alignment of the objectives of management with those of the shareholders and the support to the ESG Group Strategy.</li> <li>Under the plan, recipients may choose to convert 25% or 50% of their short term target bonus to the long term incentive plan into rights to receive shares of the Company; at the same time, the Company attributes a corresponding number of rights to the beneficiary (by means of a matching right).</li> </ul>
	<b>Amount</b>	Depending on the short-term portion that the recipients choose to convert, which is doubled by means of the matching right. Maximum incidence of long-term incentive on fixed remuneration: Chairman and Group CEO 124%; AE 46% (average)
	<b>Performance Objectives</b>	Free Cash Flow of the Group over the three-year period (40%), Adjusted Group Net Profit over the three-year period (40%), relative Total Shareholders Return (10%), ESG (10%)
	<b>Reference</b>	Three-year forecast for economic and financial indicators (which corresponds to a 100% payout); Competitor panel for TSR, Group ESG Target.

	<b>Payout scale</b>	Performance range: 75% - 125% Payout range: 50% – 125% (0 if performance <75%)
	<b>Vesting</b>	The performance is assessed with a time horizon of three years for each assignment cycle.
	<b>Lock-Up</b>	20% of the shares earned are subject to a lock-up period of two years.
	<b>Claw-back and Malus</b>	The plan's regulations allow the Company to utilise the claw-back and malus clauses, which enable the Company, under certain circumstances, to decrease the variable remuneration awarded or clawback variable remuneration already paid, in whole or in part.
<b>Non -Executive Directors</b>	<b>Amount</b>	40,000 € (raised to 60,000 € for the Statutory Chairperson). Fee of 40,000 € (raised to 50,000 € for the Chairmen) is added for the members of each internal board committee

## Theoretical pay mix



## Governance model

### Bodies and/or individuals involved

The MFE Remuneration Policy is defined clearly and transparently through a shared process involving the Board of Directors, the Nomination and Remuneration Committee, the Shareholders' Meeting and the relevant company department (Chief Operating and Human Resources Officer Department).

The Board of Directors, following proposals by the Nomination and Remuneration Committee, establishes the general compensation policy for the Chairman and Group CEO and the other Executive Directors. The Executive Directors do not participate in the discussion and approval of the Remuneration Policy by the Board of Directors.

The Shareholders' Meeting approves the Remuneration Policy at least every four years and in case of any amendments. From 2020, the resolution of the Shareholders' Meeting on the Remuneration Policy is binding, while the Remuneration Report is subject to a non-binding advisory vote by the Shareholders' Meeting.

The Board of Directors is directly responsible for the implementation of the Remuneration Policy of the Chairman and Group CEO and the other Executive Directors for the position they hold in MFE. The individual remuneration of Executive Directors, in accordance with the Remuneration Policy, is determined by the Board of Directors in the absence of the Executive Directors. The Chairman and Group CEO and the Chief Operating and Human Resources Officer Department oversee the application of the Remuneration Policy of the Executive Directors.

The authority to establish remuneration for Non-Executive Directors is vested in the Shareholders' Meeting on the basis of the proposal of the Nomination and Remuneration Committee.

As provided for by Art. 2:135a (4) and (5) DCC, any temporary derogations from remuneration policies can only apply in exceptional circumstances, such as where derogation from the Remuneration Policy is necessary to pursue long-term interests and overall sustainability or market longevity and must nevertheless be in line with the principles which guide the Company Remuneration Policy. In such case, the Board of Directors will pass a resolution for a temporary derogation in remuneration matters, as referred to in chapter 3 of this Remuneration Policy, after receiving the opinion of relevant Committees. Also to this effect, the Board of Directors consults experts of professional renown and know-how, after having ascertained their independence and freedom from any conflicts of interests.

Where a Director also holds a position at a listed consolidated subsidiary, the remuneration received in that capacity is governed by the Remuneration Policy of the relevant subsidiary. MFE expects that the principles underlying this Policy are taken into account by its subsidiaries in the design and application of their own Remuneration Policy and that the relevant Director's total remuneration remains within the parameters of this Policy.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee includes three Non-Executive and independent Directors, with proved experience and competences in financial and legal matters whose term in office lasts until the expiry of the mandate of the entire Board of Directors.

The Committee, concerning **remuneration**, fulfils the following tasks:

- in accordance with provision 3.1.1 of the Dutch Corporate Governance Code ("Code"), submits a clear and understandable proposal to the Board of Directors concerning the Remuneration Policy to be pursued with regard to the Directors. The Board of Directors should present the policy (it should include the matters referred to Section 2:135a of the Dutch Civil Code – DCC) to the Shareholders' Meeting for adoption;
- prepares the remuneration report pursuant to Art. 2:135b of the DCC and provision 3.4.1. of the DCGC;

- periodically evaluates the adequacy, overall consistency and actual adoption of the Policy concerning individual Board Directors, adopted by the Company, submitting related proposals to the Board of Directors;
- gives a prior non-binding opinion on proposals related to the compensation and on establishing performance goals related to the variable part of the compensation package of the Chairman and Group CEO;
- makes proposals to the Board of Directors concerning the criteria, categories of beneficiary, amounts, terms, conditions and procedures for the share-based remuneration plans.

### **Intervention by Independent Experts**

On a regular basis, both the relevant company department (Chief Operating and Human Resources Officer Department) and the Nomination and Remuneration Committee analyse the fairness and competitiveness of the remuneration packages of the Chairman and Group CEO, in overall terms and for each component. They also consult independent external advisors free from conflicts of interest and/or companies specialised in executive remuneration that are recognised for their reliability and for the comprehensive nature of their databases used for national and international comparisons and their use of standard methodologies to assess the complexity of assigned roles and powers.

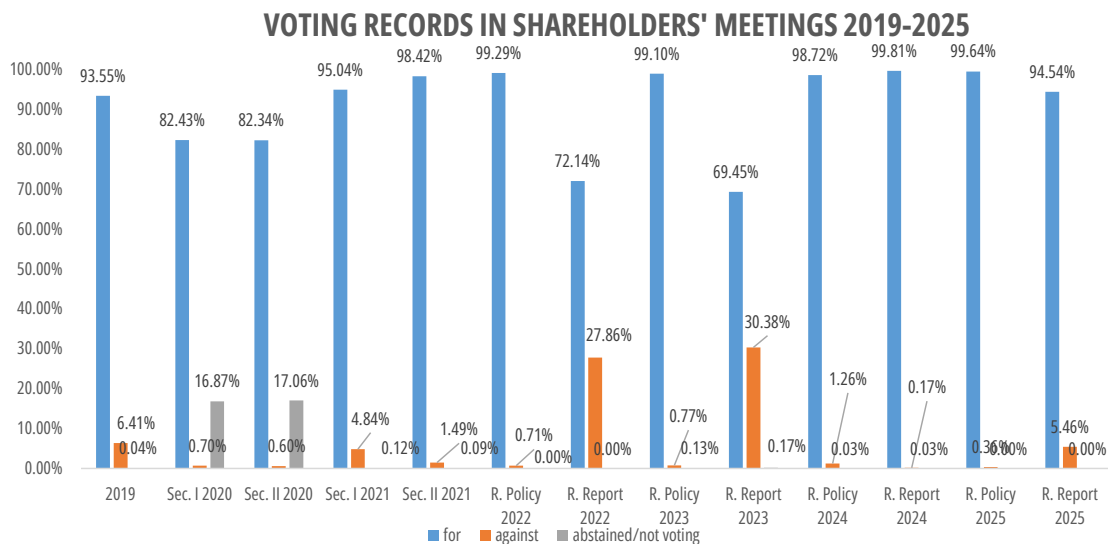
### **Voting record on the Remuneration Policy**

In recent years, the Nomination and Remuneration Committee has paid increasing attention to the voting record of the Shareholders' Meeting on the Remuneration Policy and has given increasing importance to the recommendations on remuneration expressed by proxy advisors. In doing so, it has developed engagement activities and gradually introduced improvements in its policies so as to guarantee maximum alignment with international best practices.

In 2020, the Shareholders' Meeting was convened for the first time to express a consultative vote on the second section of the Report on Remuneration, related to the compensation paid in 2019.

Despite there being essentially zero votes against, conversations with the Proxy Advisors and consideration of their recommendations led the Group to increase the level of disclosure within this Report, with particular reference to the targets of the incentive systems, a feature that also distinguishes this year's Report. Given the wide support from the Shareholders' Meeting in 2025 for both the Remuneration Policy and the Remuneration Report submitted to the Meeting, the Company has otherwise substantially maintained existing remuneration structures.

This improvement trajectory has led to a gradual increase in shareholder consent, around 99%, as shown in the following graph related to Remuneration Policy.



\* The votes of the year 2019 refer to the Remuneration Report in its entirety; starting from 2020, separate voting has been introduced for the two sections.

### Main changes in the Remuneration Policy

The main innovation in this Remuneration Policy lies in the revision of the CEO's remuneration, reconsidered in light of the internationalisation process undertaken by MFE, which has resulted in a significant expansion of the Group in terms of revenue, number of employees, assets managed, and organisational complexity. This revision was also deemed appropriate in light of the reorganization that took place within MFE's top management, aimed at defining the transition from a financial holding company to an operational media company capable of directly coordinating and managing its companies in all countries, within which Pier Silvio Berlusconi assumed the role of Chairman and Group CEO. To this end, a leading independent consultancy firm was appointed to conduct a remuneration benchmark, aimed at assessing the competitiveness and adequacy of the Chairman and Group CEO's pay package against a panel of international peers. The analysis highlighted the opportunity to provide for an increase in the remuneration, aligning the overall package with the new size of the company and positioning it in a coherent and competitive way compared to the main market operators, including pay mix and alignment with pay for performance principles.

The Remuneration Policy also includes reference to the remuneration received by Marco Giordani in his role as CEO of ProSiebenSat.1 from ProSiebenSat.1, a listed company controlled by MFE. This component of remuneration is granted and paid by ProSiebenSat.1 and determined by the Remuneration Policy adopted by ProSiebenSat.1, which governs the criteria, methods, and pay mix in line with regulations and market practices for companies listed on the German market. By disclosing the reference to this remuneration component, transparency and consistency in the overall management of remuneration are ensured, guaranteeing that each payment reflects not only the responsibilities assumed within the Group but also the governance and fairness principles established by the respective remuneration policies.

Furthermore, the Policy provides for an update regarding ESG targets in line with annual objectives. These indicators have been confirmed within the short-term and long-term incentive systems, in order to continue incorporating the Group's sustainability strategy into the remuneration systems. This strategy is aimed at the environmental protection and at maintaining the levels of excellence achieved in the enhancement of human capital and diversity, which MFE considers particularly important.

## Scope and Principles of the Remuneration Policy

The Remuneration Policy is inspired by the following objectives and guiding principles:

- Alignment with the business strategy
- Attraction and retention of valuable staff
- Link with performance and value creation
- Consistency and fairness
- Alignment with the Company's identity, mission and values

<b>Alignment with the business strategy</b>	Values, skills and conduct aligned with the business strategy are reinforced by having an overall compensation structure that includes a balanced package of fixed and variable, material and non-material components. This allows for an appraisal of the responsibilities and criticalities of the position held, the quality of the professional contribution and the results achieved in the short and medium/long term.
<b>Attraction and retention of valuable staff</b>	MFE believes the Remuneration Policy is a key vehicle for attracting, retaining and motivating key staff and for contributing to the creation of sustainable value over the medium and long term for all stakeholders. To this end, the Remuneration Policy is structured taking into account scenario analyses and to guarantee competitiveness with the outside market and to ensure internal equity, also consistently with the defined performance.
<b>Link with performance and value creation</b>	The use of a variable component of the remuneration, split into a short-term and a medium-long-term (share-based) component, makes the Remuneration Policy consistent with the creation of sustainable value for its shareholders. The medium-/long-term variable remuneration is exclusively share-based (and subject to vesting and lock-up), which ensures that the growth of the market price of MFE's shares is appropriately supported by the remuneration structure.
<b>Consistency and fairness</b>	Compensation tools are coherently structured to ensure fairness in terms of the level of responsibility assigned and contribution to the Group's performance and are monitored taking into account pay ratios within the Company.
<b>Alignment with the Company's identity, mission and values</b>	Compensation tools are designed to ensure full alignment with our identity, mission and values by linking remuneration to both individual and collective performance, incentivizing behaviours that reflect our core principles

The Remuneration Policy is defined consistently and in order to support the achievement of the Company's main strategic objectives:

- Strengthening the advertising leadership, enhancing high-value local and original content, and developing the digital transformation
- Strengthening the internationalization strategy and maximizing the synergies enabled by an integrated multi-country operating model (mainly in the digital, Adv, and rights management fields).

- the pursuit of sustainability-oriented growth, focusing on protecting the planet, valuing people through the recognition of diversity and the protection of their well-being, and on the dissemination of an ESG-oriented culture and values through its communication channels.

In order to do this, the Policy provides a steady balance between short and long-term, fixed and variable components, and benefits.

In a market as mature as free-to-air television, variable components aim to reward high profitability – which is essential for creating value for shareholders – and cash generation, and ultimately to support the company's growth strategy. Alongside these indicators, the specific performance objectives assigned to Key Management Personnel under the short-term incentive system based on each of their organisational responsibilities enable the Group to perform its key objectives, with particular reference to the leadership in the advertising market and to the cost reduction. Starting from 2022, in addition to the traditional financial indicators, non-financial indicators have been added, aimed at guiding and supporting the Group's sustainability strategy.

Using exclusively share-based medium/long-term incentive instruments helps to direct performance towards creating sustainable value over time. This aim is further supported by extending the vesting and lockup period to a total of 5 years, starting from 2021.

### **Consistency between Remuneration Policy and People Strategy**

The Group's Remuneration Policy has been drawn up to be consistent with human resource management and enhancement policies, which recognise the essential role played by the professional contribution of the Group's people in ensuring business success and development. The Group therefore manages its human resources by respecting the personality and professionalism of each employee, enhancing and developing their professional skills and abilities, and protecting their mental and physical well-being (also in terms of occupational health and safety), all the while promoting loyalty, trust and rejecting all forms of discrimination and exploitation.

Each employee's pay is determined by an assessment carried out by the Human Resources and Organization Department and by the Business Managers which, to ensure that internal pay is competitive with the market benchmarks, consider the area of responsibility, the task performed and principles of fairness within the Group, as well as targeting the attraction and retention of key staff.

In assessing the fairness and competitiveness of remuneration packages, the Group uses the research tools and pay benchmarks provided by leading consultancy firms.

For variable components in particular, the Policy sets profitability targets to serve as a homogenous, coherent and consistent criterion for all compensation instruments used. For instance, it determines the entry point and/or penalty in each of the top manager and executive incentive systems, and is the parameter used as the basis for calculating the company bonus paid to the rest of the workforce.

In particular, from a Pay for Performance perspective, the penalties for only partially achieving the target productivity are proportional according to each employee's level of responsibility and thus the differing impacts they can have on the Group's profits (Chairman and Group CEO 100%, Executive Directors and first and second-grade Executives 50%, Other Directors 25%, Middle Manager and Work Officer 0%).

The Group Remuneration Policy inspires the development of principles and criteria underlying the policies applied to all the companies belonging to the Group so that there is consistency among all the remuneration systems of the Group. In order to assess internal equity and balance of the corporate remuneration structure, the pay ratio is taken into account by the Nomination and Remuneration Committee in the process of defining the Remuneration Policy, calculated by comparing the total remuneration of the Chairman and Group CEO with the median remuneration of employees. The pay ratio is calculated and monitored annually to verify any significant

deviations or variations and to define any interventions. Disclosures with respect to the Group pay ratio are made annually in the Remuneration Report.

In a total reward perspective all employees, regardless of their category, also benefit from numerous welfare and wellbeing services, including health care and supplementary pension plans.

### **Social Acceptance**

Throughout the year, the perspective and input of major internal and external stakeholders have been taken into account, thanks to a well-established dialogue, in defining and implementing the Remuneration Policy. This dialogue takes place in conformity with the Company's Stakeholder Dialogue Policy. In the last years the Group has given increasing importance to the dialogue and the discussion with proxy advisors and investors and to the recommendations on remuneration they express, pursuing a path of continuous improvement, which led to obtaining an excellent level of AGM's approval on the 2025 Remuneration Policy, with 99.64% of favourable votes. The Group highly values dialogue with stakeholders and shareholders and considers their inputs of great importance in shaping the future remuneration policies.

## **Composition of the Remuneration of the Chairman and Group CEO and the other Executive Directors**

### **Reference Peer Group**

In the evaluation of the new compensation package of the Chairman and Group CEO, with the support of a leading consultancy firm specialized in Executive Compensation, in 2026 a reference Peer Group was defined consisting of 13 European companies belonging to the Tel.Co., Media & Entertainment sector listed on regulated markets, on which a remuneration benchmark was analysed.

The companies were identified on the basis of dimensional criteria (capitalization, turnover, number of employees).

#### **Peer Group**

WPP, Telecom Italia, Publicis Groupe, Vivendi, RTL Group, Lagardère, Koninklijke KPN, ITV, Informa, Television Francaise 1, Metropole Television, RCS Mediagroup, Sanoma

## Structure of Remuneration

The structure of the remuneration of the Chairman and Group CEO and the other Executive Directors comprises the following components:

<b>Fixed component</b>	<ul style="list-style-type: none"><li>○ it is defined with reference to the responsibilities assigned and distinctive competencies possessed</li><li>○ it is monitored periodically against market benchmarks to guarantee an adequate level of retention</li></ul>
<b>Variable short-term component</b>	<ul style="list-style-type: none"><li>○ it ensures a direct link between remuneration and performance results; its purpose is to reward the achievement of corporate and personal objectives.</li></ul>
<b>Variable medium/long-term component</b>	<ul style="list-style-type: none"><li>○ it ensures the growth of the Company's value and the achievement of results sustainable over time, the loyalty of the Board of Directors and the alignment of the objectives of management with those of the shareholders.</li></ul>
<b>Benefits</b>	<ul style="list-style-type: none"><li>○ include non-monetary forms of remuneration, complementing the other remuneration elements; they provide for competitive advantage and address the various needs of the Executive (welfare and improved quality of life).</li></ul>

### Fixed component

The fixed remuneration of the Chairman and Group CEO and the other Executive Directors is defined in relation to the responsibilities assigned, the complexity of the position, the experience and distinctive competence of each person. It is periodically monitored against market benchmarks, in particular through the use of remuneration databases prepared by a leading consulting firm specialised in remuneration, in order to ensure adequate retention. The weight of the fixed component, a distinctive characteristic of the Company, is instrumental in preventing actions based on short-term opportunities.

The fixed component is subdivided into:

- Gross annual compensation (GAC), related to the significance of the position, which the Chairman and Group CEO and the other Executive Directors receive if they are employees of the company.
- Compensation the Chairman and Group CEO receives for the position of "Director charged with specific tasks" and the other Executive Directors as members of the Management Board. This compensation is set to 40,000 euros gross per year for the position of Director to which a compensation of 1,600,000 euros gross per year is added for the Chairman and Group CEO for the specific position. The Board of Directors will determine the compensation for the Directors charged with specific tasks, in line with this Policy. For the specific positions assigned with reference to the subsidiaries, the competent Boards may determine, in each specific case, the relevant remuneration.

## Variable short-term component

The Annual Incentive System adopted by MFE, called SIA, is applicable to the Chairman and Group CEO, the other Executive Directors and all Group Executives. This system has the main objective of strengthening and guaranteeing the alignment between how individuals act and short-term company objectives.

The SIA plan is governed by a specific regulation, distributed to each participant, which sets out all the detailed principles of the underlying the system, including the accessory clauses provided by the best practices on incentive matters.

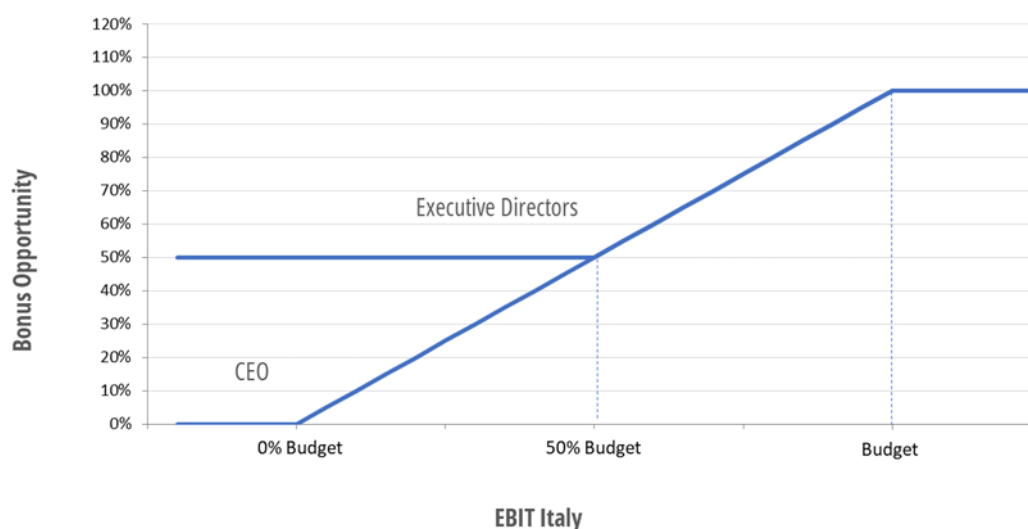
In particular, the plan provides that for each recipient, objectives will be set that relate to their own area of responsibility. The extent to which these individual objectives are achieved will determine the actual bonus paid out, taking into account the target value set for each manager. Deductions may be made to this target value if certain productivity thresholds are not met, as illustrated below.

## Mechanism of correlation

For several years now, a single correlation mechanism has been applied to both the Chairman and Group CEO and the other Executive Directors, between the Group's economic results and the amount of payable incentives; this can determine a reduction in their target value, based on the performance of two parameters of the financial statements: Group Net Profit and EBIT Italy.<sup>40</sup> In addition to being consistent with the principle of internal equity, this single mechanism makes it possible to align the managerial actions towards achieving challenging and shared performance targets among all system recipients.

In particular:

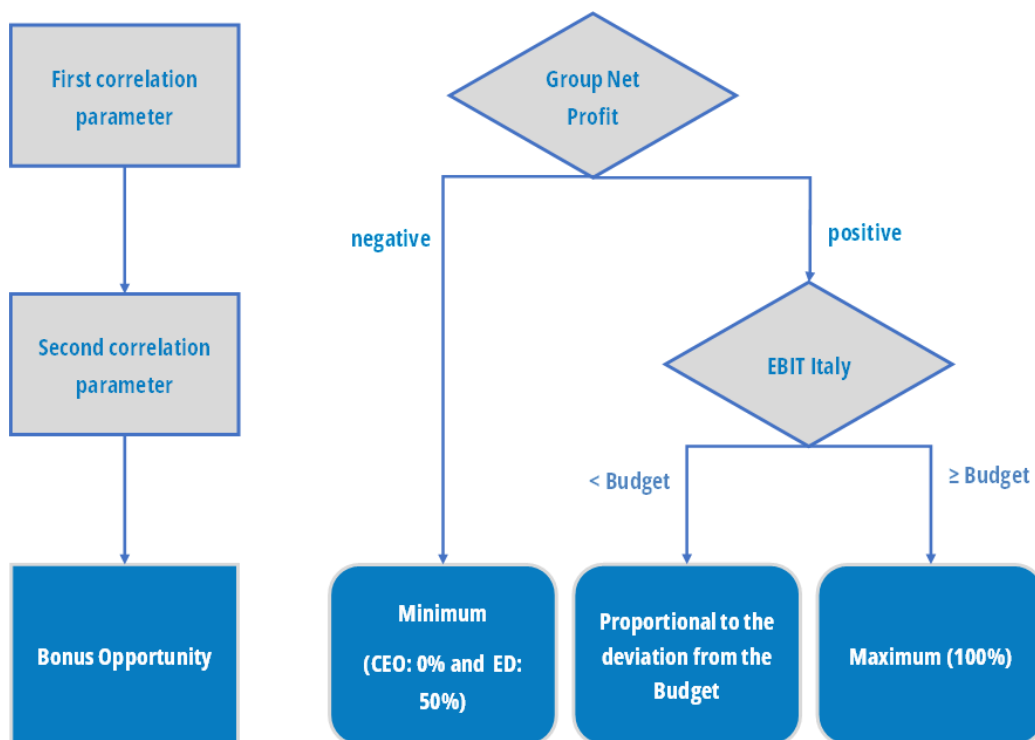
- If Group Net Profit is negative, the short-term variable component will be reduced to zero for the Chairman and Group CEO and will be reduced by 50% for other Executive Directors.
- If Group Net Profit is positive, the target value may be reduced based on the extent to which EBIT Italy deviates from the corporate budget value, subject to the following scale:



This correlation mechanism with the Company's financial results, as described above and illustrated in the following diagram, therefore allows the actual bonus opportunity to be reduced if the Company's financial results

<sup>40</sup> For this calculation, pro-forma EBIT was used net of the components of the variable incentive systems based on the profitability parameter

are unsatisfactory; this can be reduced to zero for the Chairman and Group CEO and by 50% for the other Executive Directors.

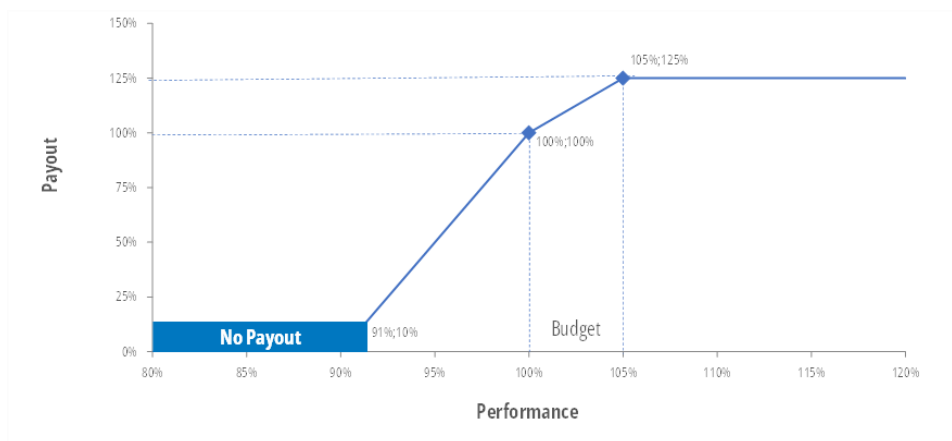


### Set objectives

Depending on the responsibilities associated with the role, quantitative objectives of a mainly financial nature, set out in a specific sheet and each with a defined relative weight, are assigned to each recipient of the system, as explained in the following paragraphs.

For the purpose of paying the incentive, once any penalty has been applied through the target correlation mechanism to the Company's results, the relative performance in percentage terms is measured independently for each objective. A correlation scale is applied to it, which determines the relative payout level. This scale rewards performance at least equal to 91%, which corresponds to the payment of 10% of the value of the bonus associated with each objective. On the other hand, the maximum payment is earned when a performance of more than or equal to 105% is achieved; this level corresponds to the payment of 125% of the bonus value associated with each objective.

The following graph illustrates the correlation between performance and payout: this scale applies to all objectives set for incentive system recipients:



The quantitative objectives are set for the Chairman and Group CEO and for the other Executive Directors depending on the responsibilities related to the role.

Starting from 2022, alongside the traditional indicators of an economic / financial nature, non-financial indicators have been added, linked to the sustainability strategy pursued by the Company and related to the Environmental Social and Governance areas. These indicators make up the "ESG" objective which has a total weight of 10% on the objective sheet and is composed of the following scorecard:

Area	Weight	Objective	Target	Performance Payout Scale
Social	3%	Gender Balance	48%-48,9% or 51%-51,9% → 100%;	50% → 125%; 49%-49,9% and 50,1%-50,9% → 115%; 48%-48,9% or 51%-51,9% → 100%; 47%-47,9% and 52%-52,9% → 70%; 44%-46,9% and 53%-56% → 30%; <44 e >56 % → 0%
Social	3%	Hours of training on ESG issues	1h average per person	Standard – see the graph above
Governance	4%	Number of Managers with SIA ESG KPIs	65	≥ 90 → 125%; ≥ 85 → 120%; ≥ 80 → 115%; ≥ 75 → 110%; ≥ 70 → 105%; ≥ 65 → 100%; ≥ 60 → 90%; ≥ 55 → 70%;

				$\geq 50 \rightarrow 50\%$ ; $\leq 45 \rightarrow 0$
--	--	--	--	---

The objectives proposed for the Chairman and Group CEO and the other Executive Directors who are a beneficiary of the SIA plan are outlined below:

Correlation parameters on the Company's performance for re-determining targets if necessary	GROUP NET PROFIT
	EBIT ITALY

Position	Target	Weight
Chairman and Group CEO	Group EBIT	45%
	Group Net Financial Position	45%
	Objective ESG	10%

#### Executive Directors

Position	Target	Weight
Chief Finance and International Business Officer	Group EBIT	45%
	Group Net Financial Position	45%
	Objective ESG	10%
Chief Institutional Affairs Officer	Costs of Institutional Affairs Officer	90%
	Objective ESG	10%
Chief Operating and Human Resources Officer	Operating costs of the Operations Area	25%
	Cost of labour	25%
	Costs & investments of the Technology Dept.	20%
	Procurement savings	20%
	Objective ESG	10%
Chief Global Advertising Officer	Consolidated advertising revenues	75%
	Concessionaire costs	15%
	Objective ESG	10%

\* M. Giordani's objectives have been amended compared to the previous year, reflecting the assumption of his new role as Chief Finance and International Business Officer within MFE.

To each indicator, the performance-payout correlation scale is applied, which may cancel, reduce or increase by up to 125% the payout associated with the achievement of each objective.

The target performance objective of each economic - financial indicator is represented by the annual budget value, which is associated with a 100% payout. These values are not disclosed as they are price-sensitive information.

## Plan clauses

The Plan regulation provides for a **malus** clause that gives the Company the right not to award the bonus, in whole or in part, in the event of deterioration of the Group's financial position and/or if the performance objectives were determined based on data that have subsequently proved to be manifestly incorrect. In the latter case, a **claw-**

**back** clause is also provided, which also applies if it is found that performance targets have been achieved on the basis of fraudulently falsified data. Further to that effect, Dutch company law allows the Company to reclaim, in full or in part, any bonus where such bonus was paid based upon incorrect information about the achievement of the bonus's underlying goals.

Furthermore, if extraordinary circumstances occur that have a material impact on the importance and cohesion of the performance objectives, the Company's Board of Directors will be able to evaluate whether to make relevant adjustments to the final assessment of the correlation parameters and/or the performance objectives set, with the aim of keeping the substantive and economic content of the Plan unchanged.

### **Variable, long-term component**

On 19 June 2024, the Shareholders' Meeting approved a medium-long-term incentive plan whose main objectives are as follows:

- to ensure the growth of the value of the Company by aligning the interest of management with those of the shareholders;
- to motivate management to achieve results that can be sustained over time;
- to ensure the loyalty of key personnel so that they remain within the Group;
- to ensure an adequate level of competitiveness of the compensation in the employment market
- to support the Environmental, Social and Governance Group Strategy

With the aim of continuing the process of improving the remuneration policies and systems undertaken in recent years, the plan is designed to keep a constant alignment with the international best practices and with the recommendations introduced by the Dutch Corporate Governance Code.

The Plan is intended for the Chairman and Group CEO and other Executive Directors and first and second line managers who hold strategically important positions, with a major impact on value creation for the Group and shareholders. The Recipients, of which there have been 30 on average in recent years, are selected by the Board of Directors on the proposal of the Nomination and Remuneration Committee. Starting from June 2024, consequently to the enlargement of the group, it was decided to include Mediaset España Directors with strategic impact on the long term value creation.

The plan consists in granting rights to receive free common A shares of MFE (so-called performance shares) at the end of a three-year vesting period, on condition of achieving pre-determined performance levels. More specifically, the plan provides for the attribution of base rights and of matching rights.

Base rights are determined depending on the choice of each recipient to assign one quarter or one half of the target bonus of his/her short-term incentive plan to the medium-long-term incentive system.

The beneficiary receives one additional matching right for each share received for the deferral of the short-term bonus.

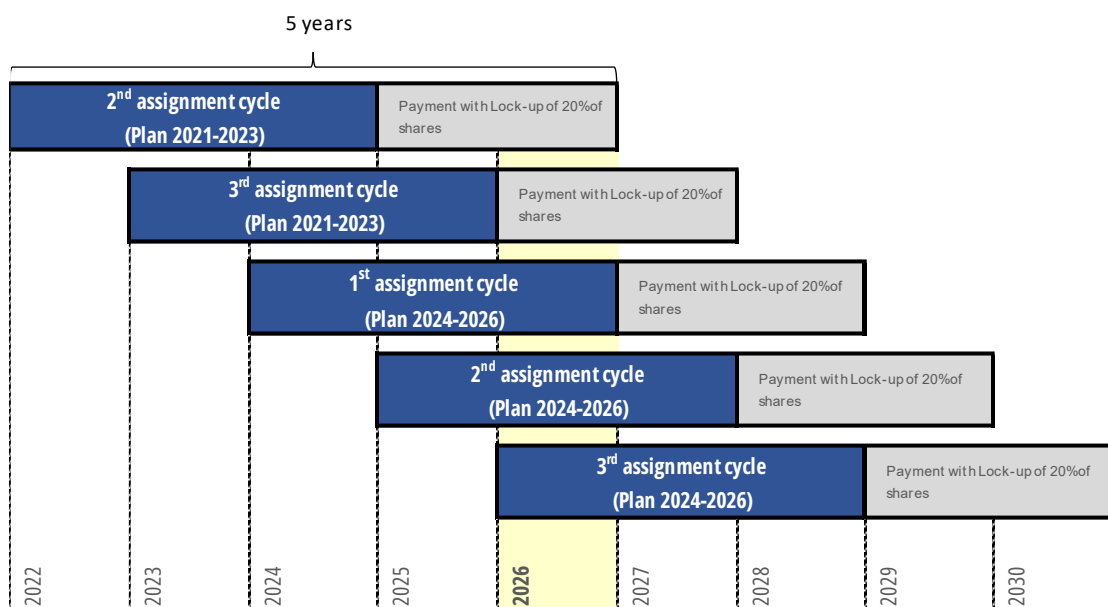
The actual vesting of performance shares and shares granted as a matching right is subject to:

- continuity of the employment relationship during the three-year vesting period
- degree of achievement of the performance objectives of the plan.

The plan operates over three three-year granting cycles with assignment of the rights in the years 2024, 2025, and 2026 and provides, at the end of the 36-month vesting period, for a 24-month lock-up period for 20% of shares.

This ensures that the interests of management are better aligned with the long-term interests of shareholders, as the total period for the vesting and holding of shares is five years.

The graph below shows the operating mechanism of the Plan.



In 2026, the rights relating to the third three-year cycle of the LTI 2024-2026 plan will be allocated. In addition, the shares related to the third cycle of the 2021-2023 plan will be attributed.

### Objectives set for the Chairman and Group CEO and for the other Executive Directors

For all recipients, the plan sets out the following performance objectives:

	Indicator	Weight
Performance objectives	Adjusted Three-year Group net profit <sup>41</sup>	40%
	Three-year Group Free Cash Flow	40%
	Relative TSR as compared to a reference panel of 4 other media companies	10%
	ESG objective: Managerial Gender Balance & CO2 Emissions	10% (5% Gender Balance, 5 % Co2 Emissions)

<sup>41</sup> "Adjusted Group Net Result" means the net profit of the Group, as potentially adjusted, on the basis of the application of the "dividend method" (instead of the "equity method") in reporting the accounting value of investee companies over which MFE exercises significant influence. Such adjustment can be made by the Board of Directors for the purposes of this Plan only and to substantially maintain the economic content and the incentivisation objectives of the Plan unchanged.

For economic and financial indicators, the performance achieved will be determined according to the three-year target defined by the multi-year plans approved by the Board of Directors.

As for the market-based indicator, the performance achieved will relate to the positioning of the Company's TSR compared to that of companies included in the sample of 4 other European media competitors, consisting of TF1, ProSiebenSat.1<sup>42</sup>, Metropole Television and iTV. In particular, the performance under this indicator will be calculated based on the positioning of MFE's TSR, as reported in the following table:

MFE's Positioning	Performance
Best TSR	125%
2 <sup>nd</sup> TSR	100%
3 <sup>rd</sup> TSR	85%
4 <sup>th</sup> TSR	60%
5 <sup>th</sup>	0%

The TSR is calculated with the weighted averages of the TSR of MFE A and MFE B shares, according to their weight on the composition of the share capital.

Regarding the Gender Balance objective, performances will be calculated as shown in the following table

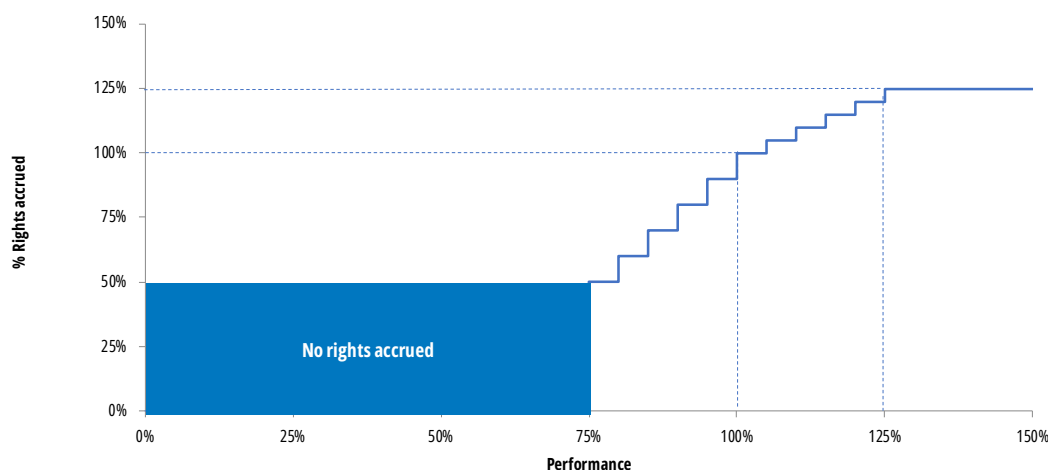
Performance	Performance
Gender Balance Target + 1%	125%
Gender Balance Target + 0.5%	115%
Gender Balance Target	100%
Gender Balance Target – 0.5%	85%
Gender Balance Target - 1%	60%
Gender Balance Target – 1.5%	0%

For the third three years cycle (2026-2028), the gender balance target is established as an incidence of the female gender on the management population equal to 33%.

With reference to CO2 Emissions, the performance achieved will be determined in reference to the three-year target defined by the Board of Directors, which for the third three years of the plan is confirmed as a 15% reduction in emissions.

The medium/long-term incentive system rewards a performance range (calculated as the average weighted performance of the objectives) between 75% and 125%, corresponding respectively to the vesting of 50% and 125% of the assigned rights. In the event of intermediate results, a share of the rights will vest.

<sup>42</sup> It should be noted that, upon taking on the role of CEO of ProSiebenSat.1, Marco Giordani, in order to avoid potential conflicts of interest, formally waived any benefit arising from the inclusion of the German company in MFE's TSR peer group.



## Plan clauses

The LTI regulation includes a **malus** clause that allows the Company not to award or pay out, in whole or in part, any shares that have not vested, if the financial or balance sheet situation of the Group deteriorates significantly. In addition, there are **claw-back** clauses in the event that the rights mature on the basis of data that turn out to be incorrect or forged. Further to that effect, Dutch company law allows the Company to reclaim, in full or in part, any bonus where such bonus was paid based upon incorrect information about the achievement of the bonus's underlying goals.

Furthermore, if extraordinary circumstances occur that have a material impact on the importance and cohesion of the performance objectives, the Company's Board of Directors will be able to evaluate whether to make relevant adjustments to the final assessment of the correlation parameters and/or the performance objectives set, with the aim of keeping the substantive and economic content of the Plan unchanged.

## Benefits

To complement the compensation package, MFE offers **non-monetary benefits** mostly in the area of social security and assistance and to supplement the provisions of national employment agreements: supplementary health care plan, insurance for accidents, life and permanent disability caused by illness, company vehicle. In keeping with best practices, a third-party civil liability insurance policy (D&O) is also offered to Executive Directors covering their duties in their capacity both as managers and Directors.

## Pension Schemes

The Executive Directors with an employment relationship receive the pension contribution in accordance with the provisions of the legislation in force in Italy, in proportion to their annual remuneration.

Contributions are paid to the National Institute of Social Security (INPS), that will pay a pension when the pension requirements are met. The Company integrates the legal treatment through the payment of € 7,200 per year to a private supplementary pension fund.

## Other payments

The Executive Directors, with the exception of the Chairman and Group CEO, are the beneficiaries of a non-compete agreement which provides for a consideration paid annually and based on the duration and scope of the obligation derived from the agreement. By this agreement, beneficiaries undertake not to perform their activity in competition with those carried out within the sphere of their responsibilities in the Group, in Italy and in foreign countries where the Group has operations, under penalty of returning what the director received under the non-compete agreement.

These agreements, that are entered into during the working relationship, have been in force for several years. The Company has established that starting from 2017 any new non-compete agreements signed will provide for the payment to be made at the end of the employment relationship, at which time the non-competition constraint will become effective.

In accordance with this principle, for the Executive Director M. Giordani, following the redefinition of his employment relationship from employee to self-employed after taking up his position at ProSiebenSat.1, the new consultancy contract stipulates the inclusion of a non-compete clause for the 24 months following the termination of his role at MFE, in return for the payment of 1 year of total remuneration, which will be made at the end of the contract.

No payment is envisaged of discretionary bonuses rewarding performance that refer to previously planned objectives, which will be managed through short and long-term incentive plans.

In the event an Executive Director has to be rewarded for the exceptional results obtained as part of extraordinary transactions (concerning for example revision of the Group's scope), such decision will be the subject of a specific resolution by the Board of Directors, without the participation of the Executive Directors themselves, after having received the opinion of the Nomination and Remuneration Committee. However, payments cannot exceed the annual target value under the short-term incentive system.

## Pay mix

The following graphs illustrate the overall pay mix, target and maximum, of the Chairman and Group CEO and of the other Executive Directors, determined by the remuneration components described in the previous paragraphs.

The pay mix composition is shown in the different scenarios that may occur:

- based on the individual choice of the short-term incentive share (SIA) to be allocated to the medium/long-term incentive system (LTI);
- based on the values that the short and medium-long-term incentive can take, based on the performance obtained.

For the purposes of the representation, full satisfaction of the conditions for access to the incentive system are assumed, excluding therefore any ex-ante penalties on the target.

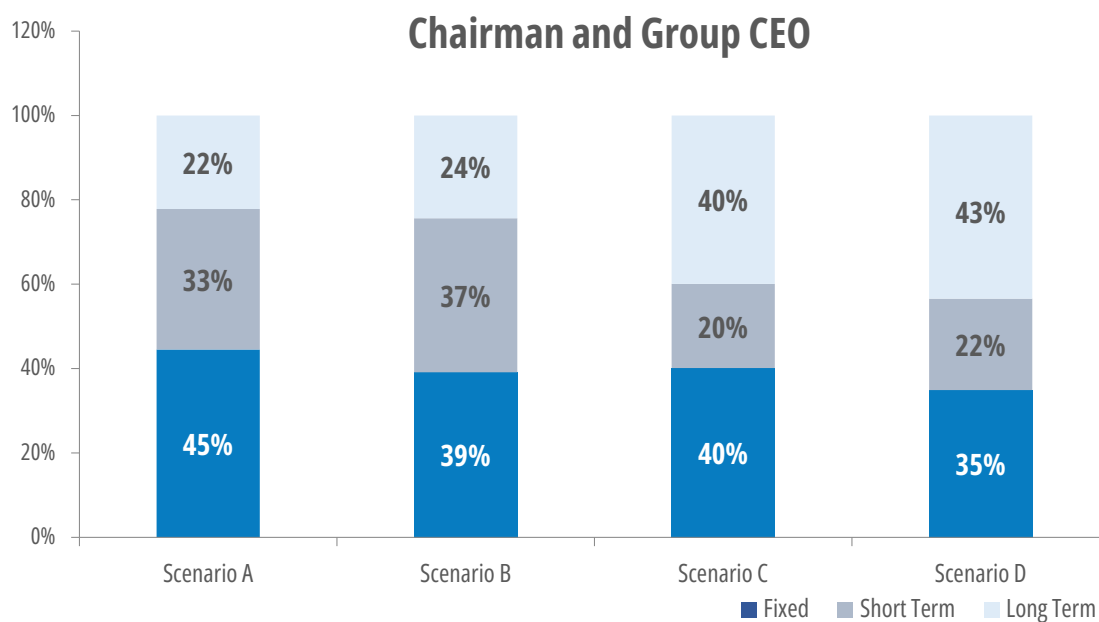
More specifically, the pay mix results of the following four cases are presented:

		Performance of Variable Incentive Systems	
		Target	Maximum
Share of SJA allocated to LTI	25%	Scenario A	Scenario B
	50%	Scenario C	Scenario D

If the company-wide or individual objectives are not met or are insufficiently met, both the short- and medium/long-term variable components can be completely cancelled, which means that remuneration will comprise the fixed components only.

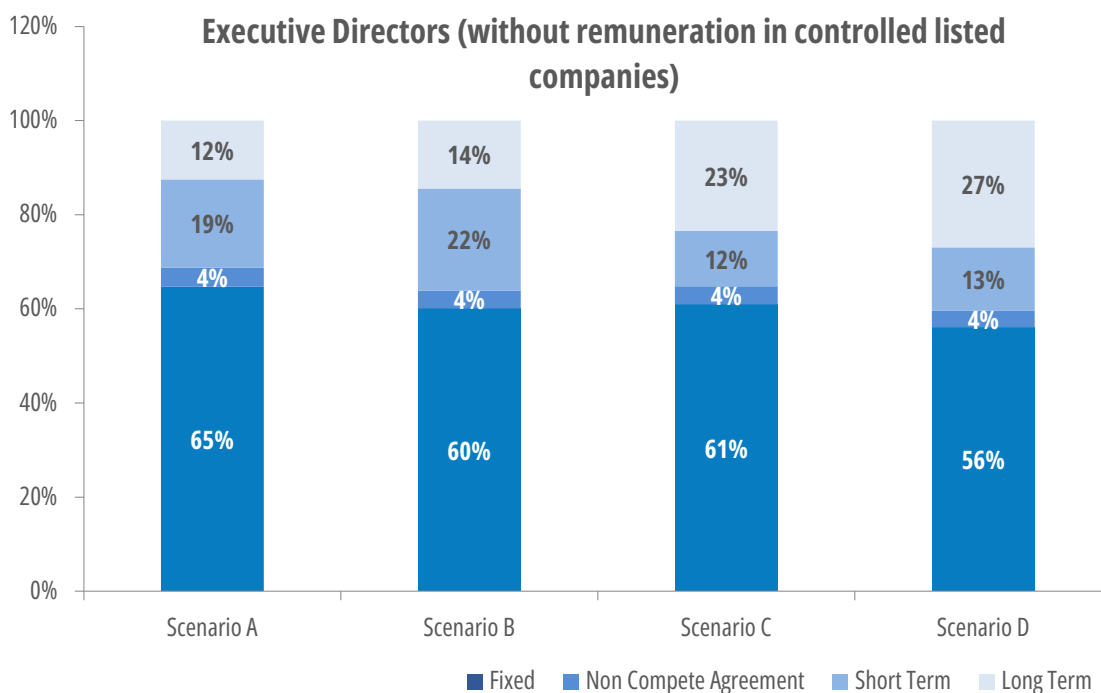
### Pay-mix of the Chairman and Group CEO

The following graphs show the overall pay-mix of the Chairman and Group CEO in the four scenarios examined.



### Pay-mix of other Executive Directors

As in the previous paragraph on delegated bodies, the following graphs show the overall pay-mix of the Executive Directors in the four scenarios examined.



### Pay in the event of the termination of a position or work relationship

As managers of the Company, the Executive Directors have a permanent contract related to their employment relationship in MFE's subsidiaries. The Company policy is to not set in advance the financial aspects of any early termination of the work relationship or mandate. However, consistently with market practice, it is provided that the compensation paid in case of termination/resolution of the work relationship does not exceed 12 months in relation to the fixed remuneration received as members of the Management Board, in addition, where applicable, to the amounts provided for by the legislation on termination of employment in case the respective member is an employee of the Company<sup>43</sup>. In this respect, the methods for determining the amount to be disbursed under the Medium/Long-Term Incentive Plan are described in the Plan Regulations. The Regulations determine that a terminated employee can be classed as a bad leaver or a good leaver depending on the reason that their employment was terminated, which then affects their payout levels<sup>44</sup>.

### Remuneration Policy of ProSiebenSat.1

The ProSiebenSat.1 Remuneration Policy, approved by the ProSiebenSat. 1 Supervisory Board on March 2026, provides for the components of the ProSiebenSat.1 Executive Board a structure that is strongly performance-oriented, consistent with the top role and the need to align with the long-term interests of the company and its shareholders. The pay mix combines a fixed component (base salary, fringe benefits, and a pension allowance in cash) with a significant variable component, such that STI and LTI together represent from 25% to 55% of total target remuneration, with a high incentive leverage. The structure of these systems is in line with those currently in place at MFE.

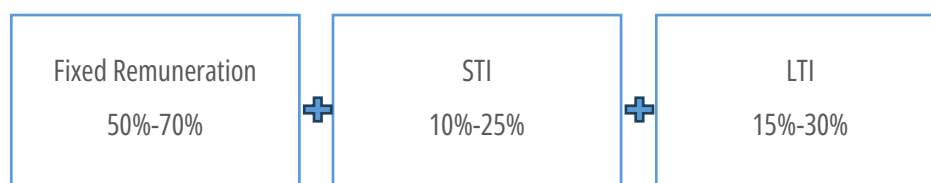
<sup>43</sup> This amount includes the indemnity related to the notice period which is from 6 to 12 months on the basis of the years of seniority in the Company, in addition to a supplementary indemnity up to 24 months. The notice period, set by Italian law, from 6 to 12 months applies in case of early termination both for the Company and the Individual.

<sup>44</sup> For more information on the classification of good and bad leavers, please refer to section 4.8 of the Explanatory Document on the Medium/Long-Term Incentive Plan, available here: [https://www.mfediaforeurope.com/binary/documentRepository/3/MFE%20-%202024-2026%20MLTIP%20Explanatory%20Document\\_2190.pdf](https://www.mfediaforeurope.com/binary/documentRepository/3/MFE%20-%202024-2026%20MLTIP%20Explanatory%20Document_2190.pdf)

<b>Fixed component</b>	<ul style="list-style-type: none"> <li>• Basic salary</li> <li>• Fringe benefits (Company car provision, group accident insurance, insurance subsidies)</li> <li>• Pension allowance (annual lump sum for private pension fund, up to 20% of gross annual basic compensation)</li> </ul>
<b>Variable short-term component</b>	<p><b>Duration:</b> annual</p> <p><b>Mechanism of correlation with corporate results:</b> EBIT and Net Income</p> <p><b>Objectives:</b> 45% EBITDA, 45% Free Cash Flow, 10% ESG</p> <p><b>Payout Range:</b> 0%-125%</p> <p><b>Claw-back and Malus Clause</b></p>
<b>Variable medium/long-term component</b>	<p>Cash based</p> <p><b>Duration/vesting:</b> three years</p> <p><b>Objectives:</b> 40% Cumulative Net Income, 40% Cumulative Free Cash Flow, 10% Entertainment segment's external revenues growth, 10% ESG</p> <p><b>Payout Range:</b> 0%-125%</p> <p><b>Claw-back and Malus Clause</b></p>

For further details regarding ProSiebenSat.1's Remuneration Policy, please refer to the official document available on the company's corporate website ([www.ProSiebenSat1.com](http://www.ProSiebenSat1.com)).

In particular, the pay mix of Mr. Giordani for the role of CEO of ProSiebenSat.1 is set as follows:



## Remuneration of the Statutory Chairperson and Non-Executive Directors

Currently, the Non-Executive Directors receive a fixed annual remuneration for the office of Non-Executive Directors and an additional remuneration for the participation in internal board committees.

There is no variable compensation component.

The fixed annual remuneration is equal to 40,000 euros, (raised to 60,000 for the Statutory Chairperson) to which a fee of 40,000 euros (raised to 50,000 for the Chairman) is added for the members of each internal board committee. The members of the Board of Directors are entitled, pursuant to the Articles of Association, to the reimbursement of expenses made for office reasons. With reference to the Statutory Chairperson, as part of the overall revision agreement of the form of the employment relationship reached in July 2018<sup>45</sup>, the current

<sup>45</sup> As announced to the market on 27 July 2018, as part of the agreement to terminate the executive employment contract of Fedele Confalonieri, an "end-of-office severance package" was agreed in advance and by exception, payable when the Statutory Chairperson should cease to hold or not be renewed in his current position. This amount, equal to € 8.5 million gross, was also set in recognition of the extraordinary contribution that the Statutory Chairperson has made to the Group since its foundation.

remuneration package was defined with the provision of an additional fixed component paid by Mediaset S.p.A. and some benefits<sup>46</sup>.

Pension contributions are recognized to Non-Executive Directors in accordance with the legislation in force in Italy. In the event of early termination of the mandate, no severance treatment is provided<sup>47</sup>.

A third-party civil liability insurance policy (D&O) is also offered to Non-Executive Directors covering their duties.

---

<sup>46</sup>The amount relating to this additional component is equal to € 1.8 million. Further information is available in the press release dated 27 July 2018, available on the MFE Corporate website.

<sup>47</sup> The mandate of Non-Executive Directors may be terminated early without any notice period.

# REMUNERATION REPORT

## Report on the Remuneration paid

The Remuneration Report provides a description of the implementation of the policy for 2025 for the Chairman<sup>48</sup>, the CEO<sup>49</sup> and the other Executive and Non-Executive Directors, considering transparency and compliance with the laws and regulations currently in force.

No deviations or derogation from the decision-making process for the implementation of the Remuneration Policy approved by the Shareholders' Meeting on 19 June 2025 has taken place in 2025. Therefore, the total remuneration paid has been consistent with the approved Remuneration Policy, which has contributed to the long-term performance of the Company. In particular, the use of a variable component of the remuneration, split into a short-term (which embodies also environmental, social and governance sustainability goals) and a medium-long-term (share-based) component, makes the Remuneration Policy consistent with the creation of sustainable value for its shareholders and the growth of the market price of MFE's shares. The remuneration paid to the Executive Directors was considered appropriate by the Non-Executive Directors, also on the basis of the scenario analyses performed. These analyses indicate that, under negative performance scenarios, remuneration levels decrease significantly, while under positive scenarios pay-outs remain within the limits set out in the Remuneration Policy. Considering also the impact of long-term and sustainability objectives, the application of the Remuneration Policy is aligned with the creation of sustainable long-term value. For the drafting of this Remuneration Report, in order to take into account the outcome of the 2025 meeting vote, characterized by a large consensus (94.54% of votes in favour), the methods of representation of the information were re-analysed and kept with the aim of always guaranteeing maximum transparency and communication. At present, the level of disclosure is the maximum possible which allows to balance a high level of information and transparency with the protection of price sensitive company information. The following paragraphs show the performance levels achieved with respect to the individual objectives of the short and medium-long-term variable components, identified in coherence with the group strategy. The paymix levels are presented in the following paragraph.

First and Last Name	Office	Fixed Compensation in MFE	Compensation form participation in Committees in MFE	Fixed Compensation from subsidiaries and associates	Variable Compensation	Pension <sup>(3)</sup>	Other <sup>(4)</sup>	Non-monetary benefits	Fixed Compensation in P7S	Non-monetary benefits in P7S	Total	Fair Value of equity compensation
F. Confalonieri	CH.	60,000		1,920,000		19,297		28,283			2,027,580	
P.S. Berlusconi	CEO	1,040,000		385,072 <sup>(1)</sup>	540,800	164,680		21,783			2,152,335	1,574,484
P. Arienti	NON EX. DIR.	40,000	40,000								80,000	
S. Bariatti	NON EX. DIR.	40,000	50,000			3,600					93,600	
M. Berlusconi	NON EX. DIR.	40,000									40,000	
M. Brogi	NON EX. DIR.	40,000	40,000			3,272					83,272	
C. Crespo Bofill	NON EX. DIR.	40,000	40,000			6,400					86,400	
J. Diez de Polanco	NON EX. DIR.	40,000	40,000			6,400					86,400	
G. Gallazzi	NON EX. DIR.	40,000	40,000			14,016					94,016	
M. A. Giordani	EX. DIR.	240,000		1,028,805 <sup>(1)</sup>	247,700	506,311	3,730,000	35,650	324,006	1,600	6,114,073	393,618
G. Nieri	EX. DIR.	40,000		1,121,485 <sup>(1)</sup>	158,775	453,653		10,325			1,784,238	295,216
D. Pellegrino <sup>(2)</sup>	NON EX. DIR.	40,000									40,000	
A. Piccinino	NON EX. DIR.	40,000	50,000			15,184					105,184	
N. Querci	EX. DIR.	40,000		1,219,388 <sup>(1)</sup>	270,200	520,859		18,788			2,069,235	159,906
S. G. Sala	EX. DIR.	40,000		2,371,107 <sup>(1)</sup>	952,650	1,057,641		23,065			4,444,463	590,433

Ch.=Chairman; Non Ex. Dir.=Non Executive Director; Ex. Dir.=Executive Director

<sup>48</sup> Now Statutory Chairperson

<sup>49</sup> Now Chairman and Group CEO

<sup>(1)</sup> It includes the Fixed Remuneration as an employee, the Non-Competition Agreement and the emoluments received in subsidiaries of MFE

<sup>(2)</sup> Payment order in favor of Fininvest Spa

<sup>(3)</sup> For employment relationships, it includes the portion relating to "TFR", equal to 6.90% of the overall remuneration, provided for by Italian law.

<sup>(4)</sup> As part of the termination of Marco Giordani's employment relationship, a severance payment of €3.73 million was paid, corresponding to approximately 25 monthly salaries. This amount is therefore lower than the provisions of MFE's Remuneration Policy, which stipulates that the compensation paid in case of termination/resolution of the work relationship does not exceed 12 months in relation to the fixed remuneration received as members of the Management Board, in addition, where applicable, to the amounts provided for by the legislation on termination of employment in case the respective member is an employee of the Company, which for M. Giordani corresponds to 36 months' salary.

## **Fixed component**

In the financial year 2025, a fixed remuneration consistent with the approved Remuneration Policy was paid to the Chairman, the CEO, the Executive Directors and the Non-Executive Directors.

## **Short-term variable component**

In 2025, the MFE Group confirms, on a like-for-like scope of consolidation, positive consolidated results in both Operating Profit and Net Profit terms, maintaining a high consolidated free cash flow generation despite an unstable international environment and an increasingly competitive and expanded landscape, with consumption habits and trends in constant evolution.

The application of the short-term incentive system for the CEO and the Executive Directors reflects the positive performance achieved: within the annual incentive system, the performance thresholds linked to the Group results were exceeded, resulting in full target achievement, and good results were recorded across all indicators, with the exception of Group EBIT which, while remaining positive, declined if compared with the previous year.

The ESG objectives introduced into the management incentive system were also fully achieved, demonstrating the Group's focus and growing sensitivity to these issues. The following table summarizes the performance and the payout achieved during the year for each objective assigned to the CEO and to each Executive Director.

Position	Target	Weight	Performance	Payout	
CEO	Group EBIT	45%	88%	0%	
	Group Net Financial Position	45%	110%	125%	
	Scorecard ESG:	Gender paygap	3%	100%	100%
		ESG Training Hours	3%	160%	125%
		Employees with ESG-related SIA targets	4%	103%	115%
Chief Financial Officer and CEO of RTI	Group Net Financial Position	30%	110%	125%	
	EBIT of Radio Business Unit	30%	121%	125%	
	EBIT of Digital Business Unit	30%	105%	125%	
	Scorecard ESG:	Gender paygap	3%	100%	100%
		ESG Training Hours	3%	160%	125%
Employees with ESG-related SIA targets		4%	103%	115%	
Director of Institutional and Legal Affairs and Strategic Analysis	Costs of the Institutional and Legal Affairs and Strategic Analysis Department	90%	101%	105%	
	Scorecard ESG:	Gender paygap	3%	100%	100%
		ESG Training Hours	3%	160%	125%
		Employees with ESG-related SIA targets	4%	103%	115%
Director of Human Resources, Operations, Technologies and Provisioning	Operating costs of the Operations Area	25%	102%	110%	
	Cost of labour Italy	25%	100%	100%	
	Costs & investments of the Technology Dept.	20%	102%	110%	
	Procurement savings	20%	124%	125%	
	Scorecard ESG:	Gender paygap	3%	100%	100%
		ESG Training Hours	3%	160%	125%
Employees with ESG-related SIA targets		4%	103%	115%	
CEO of Publitalia'80, Chairman of Digitalia'08, CEO and Chairman of MFE Advertising and Chairman of Publiespaña	Consolidated advertising revenues indexed to market	75%	101%	105%	
	Concessionaire costs	15%	101%	105%	
	Scorecard ESG:	Gender paygap	3%	100%	100%
		ESG Training Hours	3%	160%	125%
		Employees with ESG-related SIA targets	4%	103%	115%

We explain in the table below the level of achievement linked to the sustainability objectives:

	Objective	Actual
Gender Paygap	97%	97%
ESG Training Hours	1.00	1.60
Employees with ESG-related SIA targets	65	81

### Medium long-term variable component

During 2025, on 31 July, in implementation of the second cycle of the 2024-2026 Medium / Long Term Plan, whose conditions are described in the 2025 Remuneration Policy, the Company's Board of Directors assigned 1,085,142 A rights to the CEO and the Executive Directors, in addition to 929,916 A rights assigned to them in 2024 and 543,690 A rights and 389,247 B rights assigned in 2023. The rights assigned will vest at the end of the vesting period, only after verifying the persistence of the working relationship and depending on the achievement of the performance targets set in the regulation (3-year Group Net Profit, 3-year Group Free Cash Flow, TSR).

In 2025, the Company's Board of Directors assigned 617,316 A shares e 414,851 B shares to the CEO and the Executive Directors, related to the performance of the 2022-2024 plan, in addition to 513,623 A shares and 343,603 B shares attributed to the other managers of the Group who are beneficiaries of the Plan. In order to do so, 1,130,939 new MFE-A Shares were issued, while the MFE-B Shares were already available to the Group.

In particular, the performance of the three-year period 2022-2024 was equal to:

- Cumulative Group Net Result for the three-year period 2022-2024 performance 114%
- Cumulative Group Free Cash Flow for the three-year period 2022-2024: performance 94%
- Total Relative Shareholder Return (TSR): performance 75%

**Average Performance:** 101%, which determined the vesting of 100% of the rights assigned

The following table shows the details of the rights and financial instruments assigned under the medium-long term incentive system:

First and last name	Plan	Financial Instruments assigned during the preceding financial years not vested during the financial year			Financial Instruments assigned during the year				Financial Instruments vested during the financial year and that can be attributed		Financial Instruments for the financial year	
		Number and type	Vesting Period	Number and type	Fair value at the allotment date	Vesting Period	Allotment date	Market Price at the allotment date	Number and type *	Value at maturity date	Fair Value	
P. S. Berlusconi	24-26 2nd cycle			566,932	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			524,828
	24-26 1st cycle	485,834	A	31/07/2024-31/07/2027						-	-	516,490
	21-23 3rd cycle	196,811	A	01/08/2023 - 31/08/2026						-	-	156,694
	21-23 3rd cycle	140,904	B	01/08/2023 - 31/08/2026						-	-	162,627
	21-23 2nd cycle									223,463	A	760,467
	21-23 2nd cycle									150,172	B	708,722
	24-26 2nd cycle			141,732	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			131,206
M. Giordani	24-26 1st cycle	121,458	A	31/07/2024-31/07/2027						-	-	129,122
	21-23 3rd cycle	78,724	A	01/08/2023 - 31/08/2026						-	-	62,677
	21-23 3rd cycle	56,362	B	01/08/2023 - 31/08/2026						-	-	65,051
	21-23 2nd cycle									89,385	A	304,186
	21-23 2nd cycle									60,069	B	283,490
	24-26 2nd cycle			106,300	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			98,405
	24-26 1st cycle	91,094	A	31/07/2024-31/07/2027						-	-	96,842
G. Nieri	21-23 3rd cycle	59,043	A	01/08/2023 - 31/08/2026						-	-	47,008
	21-23 3rd cycle	42,271	B	01/08/2023 - 31/08/2026						-	-	48,788
	21-23 2nd cycle									67,039	A	228,140
	21-23 2nd cycle									45,052	B	212,618
	24-26 2nd cycle			57,578	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			53,302
	24-26 1st cycle	49,342	A	31/07/2024-31/07/2027						-	-	52,455
	21-23 3rd cycle	31,982	A	01/08/2023 - 31/08/2026						-	-	25,463
N. Querci	21-23 3rd cycle	22,896	B	01/08/2023 - 31/08/2026						-	-	26,426
	21-23 2nd cycle									36,312	A	123,573
	21-23 2nd cycle									24,403	B	115,168
	24-26 2nd cycle			212,600	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			196,811
	24-26 1st cycle	182,188	A	31/07/2024-31/07/2027						-	-	193,684
	21-23 3rd cycle	177,130	A	01/08/2023 - 31/08/2026						-	-	141,025
	21-23 3rd cycle	126,814	B	01/08/2023 - 31/08/2026						-	-	146,364
S. Sala	21-23 2nd cycle									201,117	A	684,421
	21-23 2nd cycle									135,155	B	637,851
	24-26 2nd cycle			1,250,924	A	2.7772	31/07/2025-31/07/2028	31/07/2025	2.8222			1,158,022
	24-26 1st cycle	817,304	A	31/07/2024-31/07/2027						-	-	868,876
	21-23 3rd cycle	439,871	A	01/08/2023 - 31/08/2026						-	-	350,211
	21-23 3rd cycle	314,923	B	01/08/2023 - 31/08/2026						-	-	363,474
	21-23 2nd cycle									513,623	A	1,747,910
Others	21-23 2nd cycle									343,603	B	1,621,600

## Other payments

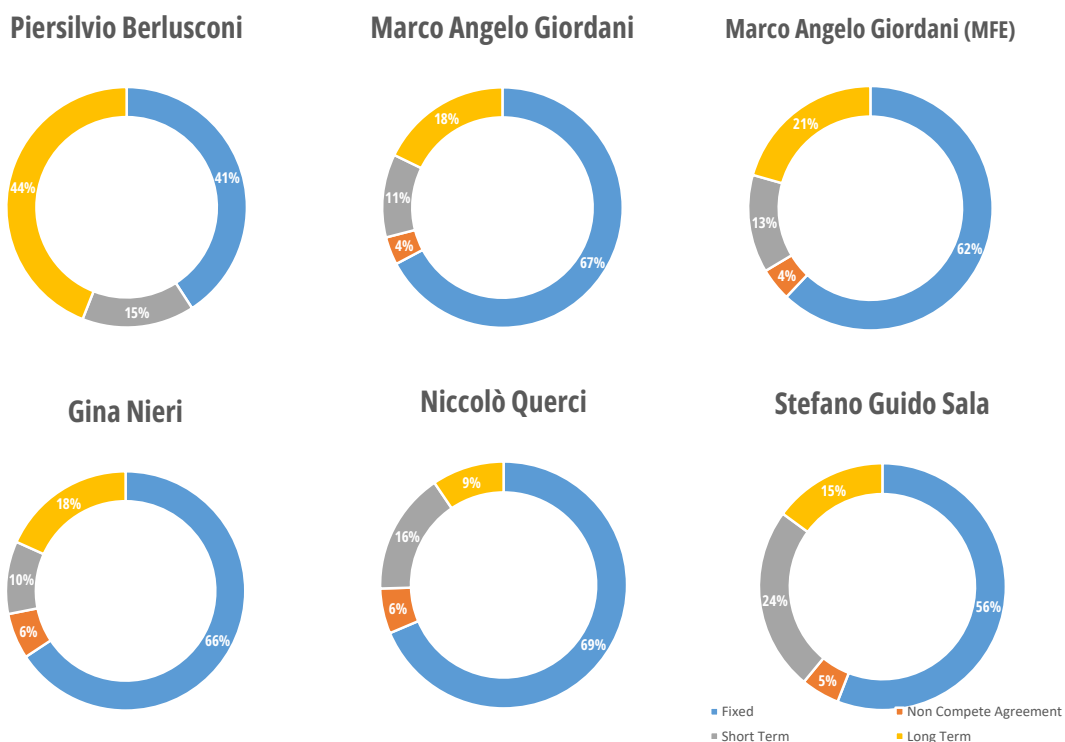
In the 2025 financial year, the amounts under the Non-Competition agreement were paid to the Executive Directors in accordance with the Remuneration Policy approved by the Shareholder's Meeting on 19 June 2025.

No one-off bonuses were paid during the year.

The company and the subsidiaries have not granted any loans, advances or guarantees to any board member of MFE. In addition to this, no claims for the repayment, wholly or in part, of a bonus have taken place.

## Pay mix

The final paymix levels are as follows:



## Comparison between the compensation of Directors, the results of the Group and the average compensation of employees

This paragraph draws a comparison between the compensation of the Directors of the Company, the economic and financial performance of the Group, the average compensation of the Group's employees and the pay ratio over the past 5 years.<sup>50</sup>

The compensation of the Executive Directors is confirmed to be consistent with the results achieved in 2025, rewarding the attainment of corporate objectives and maintaining a balanced relationship between remuneration and performance, primarily attributable to the short-term incentive system. The slight decline in margins compared with the previous year, which was characterized by an extraordinary revenue growth, mainly translates into a reduction in the CEO's compensation, while an increase is recorded in the total remuneration granted to M. Giordani, linked to his appointment as CEO of ProSiebenSat.1 since October 2025.

The pay ratio is lower than in previous years following the inclusion of the German Group's employees within the calculation perimeter.

---

<sup>50</sup>The pay ratio is calculated by comparing the remuneration components of the CEO (fixed remuneration, variable remuneration, medium-long term component paid during the year valued at fair value) compared to the average remuneration of the employees (calculated by adding the fixed remuneration, variable remuneration, medium/long term paid during the year valued at fair value).

	var %	2025	2024	2023	2022	2021
<b>Performance Gruppo Mediaset</b>						
Group Revenues	37%	4031.10 <sup>(a)</sup>	2949.50	2810.40	2801.20	2914.30
EBIT Itay	-71%	61.10	209.40	147.20	88.50	192.10
Group EBIT	-33%	238.60 <sup>(b)</sup>	355.80	302.30	280.10	418.00
Group Net Profit	118%	300.70 <sup>(c)</sup>	137.80	209.20	216.90	374.10
Group Free Cash Flow	45%	498.10 <sup>(d)</sup>	343.30	279.60	366.20	507.00
<b>Directors Remuneration</b>						
Pier Silvio Berlusconi	-11%	3,540,355	3,968,073	3,002,917	2,738,497	2,202,411
Marco Angelo Giordani	21%	2,234,130 <sup>(e)</sup>	1,849,547	1,823,757	1,775,484	2,005,892
Gina Nieri	0%	1,615,476	1,619,828	1,609,026	1,576,478	1,785,527
Niccolo' Querci	0%	1,689,493	1,689,007	1,667,795	1,645,145	1,836,832
Stefano Guido Sala	-1%	3,954,189	3,988,948	3,264,683	3,161,234	3,433,222
Fedele Confalonieri	0%	1,980,000	1,980,000	1,961,250	1,935,000	1,905,000
Patrizia Arienti	100%	40,000	20,000			
Marina Berlusconi	0%	40,000	40,000	40,000	40,000	40,000
Marina Brogi	0%	40,000	40,000	40,000	40,000	40,000
Stefania Bariatti	0%	40,000	40,000	40,000	40,000	40,000
Consuelo Crespo Bofill	-20%	40,000	50,000			
Javier Diez de Polanco	-20%	40,000	50,000			
Giulio Gallazzi	0%	40,000	40,000	40,000	40,000	40,000
Alessandra Piccinino	0%	40,000	40,000	40,000	40,000	20,000
Danilo Pellegrino	0%	40,000	40,000	40,000	40,000	40,000
<b>Average Employee Compensation</b>						
	9%	71,904 <sup>(a)</sup>	66,118	63,316 <sup>(b)</sup>	64,271	63,815
<b>Pay Ratio</b>						
		49	60	47	43	35

<sup>(a)</sup> At constant scope, 2024: 2,861.9 mln€

<sup>(b)</sup> At constant scope, 2024: 138.1 mln€

<sup>(c)</sup> At constant scope, 2024: 268.8 mln€

<sup>(d)</sup> At constant scope, 2024: 290.1 mln€

<sup>(1)</sup> From 2023 the average remuneration of employees includes in the calculation perimeter Grupo Audiovisual Mediaset España, following the integration into MFE.

<sup>(2)</sup> From 2025 the average remuneration of employees includes in the calculation perimeter ProSiebenSat.1, following the acquisition by MFE.

<sup>(3)</sup> The remuneration of M. Giordani does not include the severance paid in 2025, which is not linked to MFE performances.