



# **TERMS OF REFERENCE OF THE RELATED PARTIES TRANSACTIONS COMMITTEE MFE-MEDIAFOREUROPE N.V.**

Approved by Mediaset N.V.  
(now MFE-MEDIAFOREUROPE N.V.) B.o.D.  
on 28 September 2021, amended on 21<sup>st</sup> December 2021  
and, lastly, on 25<sup>th</sup> January 2024



# **TERMS OF REFERENCE OF THE RELATED PARTIES TRANSACTIONS COMMITTEE MFE-MEDIAFOREUROPE N.V.**

Approved by Mediaset N.V.  
(now MFE-MEDIAFOREUROPE N.V.) B.o.D.  
on 28 September 2021, amended on 21<sup>st</sup> December 2021  
and, lastly, on 25<sup>th</sup> January 2024

## SUMMARY

1.	Appointment	4
2.	Responsibilities	4
3.	Chairman of the Related Parties Transactions Committee	4
4.	Term of office and replacement	5
5.	Decision-making Process	7
6.	Meetings	7
7.	Secretary	8
8.	Minutes of the meetings	8
9.	Available funding	8
10.	Confidentiality	9
11.	Final Provisions	9

## 1. APPOINTMENT

The Board of Directors has set up a Related Parties Transactions Committee with advisory and recommendation functions referred to as the of the Related Parties Transactions Committee (hereinafter, the “**Related Parties Transactions Committee**”).

The Board of Directors shall appoint the Related Parties Transactions Committee, consisting of three non-executive directors, the majority of whom are independent, and shall be appointed from among the members of the Board of Directors.

These regulations govern the organization and functioning of the Related Parties Transactions Committee.

## 2. RESPONSIBILITIES

**2.1.** The Related Parties Transactions Committee shall periodically assess the Company’s Related Parties Transactions Policy and suggest to the Board of Directors any proposed amendment of the latter;

**2.2.** to the extent a transaction qualifies as a Material Related Party Transaction not concluded in the ordinary course of business of the Company or not concluded on normal market terms and is not considered to be an (envisaged) Excluded Transaction, the Related Parties Transactions Committee shall provide the Board of Directors with a non-binding opinion, before such transaction is entered into;

Where:

<b>Board of Directors</b>	The board of directors of the Company
<b>Company</b>	MFE-MEDIAFOREUROPE N.V.
<b>Related Parties Transactions Committee</b>	The Related Parties Transactions Committee that has advisory and recommendation functions with regard to envisaged Material Related Party Transactions that are not concluded in the ordinary course of business of the Company or not concluded on normal market terms
<b>DCC</b>	Dutch Civil Code
<b>Excluded Transactions</b>	Transactions as referred to in article 6 of the Related Parties Transactions Policy

<b>Material Related Party Transaction</b>	Transaction which: (a) regards information that qualifies as inside information as set out in article 7 (1) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse; and (b) is concluded between the Company and: 1) a Related Party; 2) one or more holders of shares and/or depositary receipts representing alone or jointly at least 10% of the shares and/or depositary receipts thereof in the issued share capital of the Company; or 3) a member of the Board of Directors
<b>Related Party</b>	Legal entities or individuals who are regarded as a related party in the International Accounting Standards (IAS) 24 (as it reads from time to time - the provision as its reads on the day of establishment of this Policy set out in Annex II for reference)
<b>Subsidiary</b>	A subsidiary within the meaning of article 2:24a of the DCC
<b>Transaction</b>	Any legal relationship (rechtsverhouding) of any nature, including but not limited to financial transactions, arrangements of any series of recurring transactions, indebtedness, guarantees, employment agreements and consultancy agreements as well as the termination or waiver of rights under, or amendment to, any transaction, agreement or arrangement, all in the broadest sense

### **3. CHAIRMAN OF THE RELATED PARTIES TRANSACTIONS COMMITTEE**

The Board of Directors shall appoint the Related Parties Transactions Committee's Chairman, who must be appointed from among the Independent Directors who are members of the Related Parties Transactions Committee.

## 4. TERM OF OFFICE AND REPLACEMENT

The Related Parties Transactions Committee's members shall remain in office until the end of the entire Board of Directors' term of office.

If, during the term of office, one (or more) of said Directors cease to hold office, the Board of Directors will replace such Directors, making sure that the majority of the Related Parties Transactions Committees' members are Independent Directors; the Director appointed as a replacement shall remain in office until the end of the entire Board of Directors' term of office.

## 5. DECISION-MAKING PROCESS

For the Related Parties Transactions Committee to be properly convened and its resolutions to be validly passed, it is necessary that the majority of its members in office are in attendance, and, failing the notice, that all of the Related Parties Transactions Committee's members in office are in attendance. The members of the Related Parties Transactions Committee shall act collectively and shall pass their resolutions by majority vote.

## 6. MEETINGS

The Related Parties Transactions Committee shall have periodic meetings as often as necessary to carry out its activities, normally on the dates set out in the meetings annual calendar or whenever the Chairman deems it necessary, or upon written request of the other two Directors.

Meetings of the Related Parties Transactions Committee are generally held at the offices of the Company, but may also take place elsewhere provided that the majority of the meetings during a financial year is held in Italy.

Meetings may be held also by conference call, video conference or by any other means of communication, using electronic platforms that guarantee the confidentiality of the information handled and the correct identification of the attendees and allow the members of the Related Parties Transactions Committee connected to follow the discussion, view the supporting documentation in real time and intervene in the discussion of the issues.

The Chairman of the Related Parties Transactions Committee may take security measures to protect the confidentiality of any arrangements, including blocking mobile phone signal.

The Related Parties Transactions Committee may also adopt resolutions without holding a meeting, provided that such resolutions are adopted in writing or in a reproducible manner by electronic means of communication, and all members of the Related Parties Transactions Committee who are entitled to vote consented to adopting such resolutions without holding a meeting.

Meetings are called by the Chairman of the Related Parties Transactions Committee or, upon authorisation from the Chairman, the Secretary, by means of a notice of call stating the relevant agenda, which is uploaded onto the document management IT platform “Portale CdA Mediaset” in the section specifically allocated to the Related Parties Transactions Committee, at least three days before the date scheduled for the meeting or, in case of urgency, at least one day prior to the meeting. The Secretary shall send a notice of call to the Chairman of the Related Parties Transactions Committee and, for information, any other persons invited by the Related Parties Transactions Committee’s Chairman to take part in the meeting.

The heads of specific company departments may be invited along for the purposes of illustrating specific issues. Such persons shall attend the Related Parties Transactions Committee’s meetings only to participate in the discussion of items falling within their remit and shall in any case be bound by the confidentiality obligations laid down in these rules.

Meetings are chaired by the Related Parties Transactions Committee’s Chairman or, if they are absent or prevented from acting, another independent member of the Related Parties Transactions Committee.

Any supporting documentation relating to the items on the agenda shall normally be provided in advance, where possible, by the fourth day prior to the day scheduled for the meeting, except in cases of urgency for which the Secretary will make the relevant documentation available to the Related Parties Transactions Committee’s members as soon as possible, and in any case prior to the beginning of the meeting, only via the “Portale CdA Mediaset” in the section specifically allocated to the Related Parties Transactions Committee. The supporting documentation made available to the members of the Related Parties Transactions Committee shall be kept in the Related Parties Transactions Committee’s file.

## **7. SECRETARY**

The Secretary of the Related Parties Transactions Committee or an authorised person to carry out the same functions thereof shall attend the meetings of the Related Parties Transactions Committee, acting as the Related Parties Transactions Committee's Secretary. The Secretary shall assist the Chairman of the Related Parties Transactions Committee in convening and conducting the Related Parties Transactions Committee's meetings, and shall provide the Related Parties Transactions Committee's members with legal assistance and advice to ensure the proper exercise of their powers.

## **8. MINUTES OF THE MEETINGS**

Minutes of the Related Parties Transactions Committee's meetings shall be taken by the Secretary of the Related Parties Transactions Committee and signed by both the Chairman of the Related Parties Transactions Committee and the Secretary. Summaries of the minutes shall be made available as soon as possible on the "Portale CdA Mediaset" in the section specifically allocated to the Related Parties Transactions Committee. For the sole purpose of taking minutes, meetings may be audio-recorded upon instructions of the Chairman, and subject to prior notice. The minutes, approved by the Chairman of the Related Parties Transactions Committee and the Secretary, will be recorded in a book by the Secretary.

The Related Parties Transactions Committee's Chairman shall report on the meetings held by the Related Parties Transactions Committee at the first available meeting of the Board of Directors.

## **9. AVAILABLE FUNDING**

The Related Parties Transactions Committee makes use of the funding that is available annually for any costs related to the fulfilment of its tasks as assigned by the Board of Directors; where situations requiring funding exceeding the availability of annual funding arise, the need for additional funding shall be communicated to the Board of Directors.





## 10. CONFIDENTIALITY

All the Directors who are members of the Related Parties Transactions Committee are required to keep confidential the documents and information acquired in the performance of their duties and to respect the adopted procedures for the internal management and external communication of such documents and information.

With particular regard to the handling of privileged information pursuant to Regulation (EU) no. 596/2014, the specific procedure “Management and Disclosure of Inside Information” approved by the Board of Directors shall apply.

Confidentiality is also a necessary element to ensure that information can be transmitted to the members of the Board in a timely manner and that it is complete with regards to all aspects important for decision-making. To this end, IT solutions have been adopted that ensure the confidentiality of the documentation transmitted to them.

## 11. FINAL PROVISIONS

The Related Parties Transactions Committee shall periodically check the adequacy of these Rules and submit any proposals for amendments or additions to the Board of Directors.