



MFE-MEDIAFOREUROPE N.V
NOTICE OF EXTRAORDINARY GENERAL MEETING

This is a notice for the extraordinary general meeting of shareholders (the **EGM**) of **MFE-MEDIAFOREUROPE N.V.**, having its official seat in Amsterdam, the Netherlands (the **Company**), which will be virtually held on **27 April 2022 at 11 a.m. CEST**.

AGENDA

The EGM agenda includes the following items:

1. Opening and announcements.
2. Explanation on the voluntary tender offer launched by the Company for the acquisition of the shares of Mediaset España Comunicación, S.A.
3. Amendment of the Company’s articles of association (*voting item*).
4. Authorization of the Company’s board of directors to issue ordinary shares A and exclude pre-emptive rights (*voting item*).
5. Questions.
6. Close.

All EGM documents, including the proposals to amend the Company’s articles of association and the proposals to authorization of the Company’s board of directors to issue ordinary shares A and exclude pre-emptive rights, 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. These documents are also available at <https://www.mfemediaforeurope.com/en/events/shareholders-meeting/>



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

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 EGM 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 EGM remotely as follows:

- Follow the EGM via an audio cast;
- Cast votes by written proxy to our Agent (as defined below); and/or
- Vote in advance of the EGM 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 EGM. The shareholders are urged to register their votes in advance on the resolutions to be put to the EGM 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 **30 March 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 EGM.

HOW TO REQUEST FOR ATTENDANCE

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the EGM 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 20 April 2022** to the Agent (as defined below).

AUDIO CAST

Shareholders will attend the EGM remotely via a live audio cast. The language of the EGM will be English. In order to attend the EGM remotely and get access to the audio cast of the EGM, shareholders must request their Intermediary to issue a statement that entitles the shareholder to participate in the EGM (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 20 April 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 EGM. 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 EGM remotely can submit questions in writing with respect to the items on the EGM agenda via email to the following e-mail address: direzione.affari.societari.mediaset@pec.mediaset.it

The questions must be received prior to **11 a.m. CEST on 24 April 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 EGM 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 EGM. The answers to the questions will be published with the minutes of the meeting after the EGM.

Only shareholders who have submitted questions in accordance with the procedures outlined above shall have the opportunity to ask follow-up questions during the EGM by sending an e-mail during the EGM 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

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.

Milan, Italy, 16 March 2022

MFE-MEDIAFOREUROPE N.V.
The Board of Directors