



PRESS RELEASE

THE GENERAL MEETING OF THE SHAREHOLDERS APPROVED:

- **THE CHANGE OF THE COMPANY'S NAME INTO MFE-MEDIAFOREUROPE N.V.**
- **THE INTRODUCTION OF A DUAL CLASS SHARE STRUCTURE**
 - **THE AUTHORIZATION OF THE BOARD TO ISSUE ORDINARY SHARES A**

**C.E.O. PIER SILVIO BERLUSCONI:
"WE CAN NOW LOOK TO THE FUTURE ALSO
WITH A VIEW TO INTERNATIONAL DEVELOPMENT"**

The General Meeting of the Shareholders, which took place today under the Chairmanship of Fedele Confalonieri, approved the change of the Company's name into MFE-MEDIAFOREUROPE N.V. The name change is effective from the date hereof.

INTRODUCTION OF A DUAL CLASS SHARE STRUCTURE: ORDINARY SHARES "A" AND ORDINARY SHARES "B"

The General Meeting also approved the introduction of a dual class share structure with different voting rights. The introduction of the new share structure represents a fundamental step to pursue the creation of a pan-European group in the entertainment and content sector as it will provide greater flexibility for financing possible future M&A transactions. As previously communicated on 1 October 2021, the introduced dual class share structure can be summarized as follows:

- The share capital will consist of ordinary shares A and ordinary shares B.
- Each existing share in issue will be converted into one ordinary share B.
- All existing Shareholders at a certain reference day (the "**Record Date**") will be entitled to one ordinary share A for each ordinary share B owned.
- Each ordinary share A will have a nominal value of 0,06 euro and each ordinary share B will have a nominal value of 0,60 euro (vs previous 0,52 euro). Both the issuance of the ordinary shares A and the nominal value adjustment for the ordinary shares B will be made using Company's distributable reserves.
- Consequently, each ordinary share A will confer the right to cast one vote and each ordinary share B will confer the right to cast ten votes.
- Both classes of shares will have the same economic rights (i.e. dividends).
- Both classes of shares will be listed on Euronext Milan (EXM) organised and managed by Borsa Italiana.
- All shareholders will be treated equally in case of possible future public voluntary or mandatory tender offer.

The implementation of the dual class share structure is subject to the admission to listing and trading on Euronext Milan (EXM) of the ordinary shares A, as well as obtaining the required approvals from competent authorities. The new dual class share structure is expected to become effective before 1 January 2022. Further information on the implementation of new dual class share structure will be made available by the Company through additional press releases in accordance with applicable provisions of law.

AUTHORIZATION OF THE BOARD TO ISSUE ORDINARY SHARES A

The General Meeting also approved the authorization of the Board to issue ordinary shares A up to 1,181,227,564 ordinary shares A within a period of eighteen (18) months from the date of the General Meeting. The authorization will be used to issue:

- the initial ordinary shares A to those who will be Shareholders on the Record Date, and
- to those persons who on the Record Date hold rights to acquire shares in the capital of the company under existing stock option/grant plans.

The summary report of the votes and the minutes of the General Meeting will be made available within the terms provided by the applicable laws and regulations.

Pier Silvio Berlusconi, chief executive of MFE-MEDIAFOREUROPE N.V.:

“We are extremely satisfied with these two important steps: the creation of MFE-MEDIAFOREUROPE N.V. in the Netherlands and the introduction of a two-tier shareholder structure.

These measures and our excellent business results give us the possibility of looking to the future also with a view to international development.”

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MFE-MEDIAFOREUROPE is an international holding company that brings together Europe's leading commercial broadcasters.

MFE-MEDIAFOREUROPE is based in Amsterdam, in the Netherlands, and controls Mediaset Italia and Mediaset España Comunicación – that are both tax-resident in their respective countries of operation – and the major shareholder of the German broadcaster ProSiebenSat1.

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