



PRESS RELEASE

THE SHAREHOLDERS' GENERAL MEETING APPROVED THE 2022 ANNUAL REPORT

APPROVED A DIVIDEND EQUAL TO EUR 0.05 FOR EACH ORDINARY SHARE A AND ORDINARY SHARE B

APPROVED ALL OTHER PROPOSALS

KEY FIGURES FOR MFE-MEDIAFOREUROPE N.V.:

Consolidated net revenues: EUR 2,801.2 million

EBIT adjusted: EUR 322.5 million

Net profit: EUR 216.9 million

The Shareholders' General Meeting of MFE-MEDIAFOREUROPE N.V. ("**MFE**" or the "**Company**"), held today under the chairmanship of Fedele Confalonieri, adopted the annual report for the financial year ending at December 31, 2022.

The excellent performance recorded by MFE in fiscal year 2022 makes it possible to significantly remunerate the shareholders of MFE: the Shareholders' General Meeting approved the distribution, in accordance with Articles 27 and 28 of the Articles of Association of MFE, of a gross ordinary dividend, relating to the fiscal year 2022, equal to EUR 0.05 (gross of applicable statutory withholding taxes) for each Ordinary Share A and each Ordinary Share B.

The dividend will be paid on 26 July, 2023 (with ex-dividend date – coupon no. 2 for Ordinary Shares A and coupon no. 3 for Ordinary Shares B - on 24 July, 2023 and record date on 25 July, 2023).

The Shareholders' General Meeting also voted in favour of the 2022 Remuneration Report and approved the Remuneration Policy.

Additionally, the Shareholders' General Meeting resolved to discharge the executive and non-executive directors of MFE who are in office during the financial year 2022 in respect of the performance of, respectively, their management duties and their non-executive duties.

Moreover, the Shareholders' General Meeting resolved to amend the Company's Articles of Association in order to

- (i) allow the Company to hold entirely virtual shareholders' general meetings, if and when possible, under applicable law (the "**AoA Amendment**"). The AoA Amendment is expected to be executed by the end of June 2023; and
- (ii) implement a reverse stock split of both classes of Ordinary Shares A and Ordinary Shares B - whereby (i) each five (5) Ordinary Shares A shall be combined into one (1) Ordinary Share A; and (ii) each five (5) Ordinary Shares B shall be combined into one (1) Ordinary Share B - (the "**Reverse Stock Split**") and, simultaneously with the Reverse Stock Split, a decrease of the nominal value of each combined Ordinary Share A and each combined Ordinary Share B back to EUR 0.06 and EUR 0.60, respectively (the "**Nominal Value Decrease**")⁽¹⁾. The Reverse Stock Split is aimed at reducing the number of outstanding Shares and simplifying the administrative management of the same, while at the same time improving the Share perception on the market.

⁽¹⁾ In connection with the Reverse Stock Split, the Company may need to repurchase up to 4 Ordinary Shares A and 4 Ordinary Shares B, in order to ensure that the number of issued Ordinary Shares A and the number of issued Ordinary Shares B at the time of the implementation of the Reverse Stock Split are each divisible by five (5). To the extent the Company does so, the resolution to amend the Articles of Association of the Company in connection with the Reverse Stock Split also constitutes the resolution to cancel such repurchased Ordinary Shares, which cancellation shall become effective immediately prior to the execution of the relevant deed of amendment of Article of Association of MFE and shall thus be implemented following the completion of the relevant legal procedure for a capital reduction.

As a result of the Reverse Stock Split and the simultaneous Nominal Value Decrease, the authorised share capital of the Company shall be reduced and become EUR 161,649,413.76, divided into 331,701,776 MFE Shares A, having a nominal value of EUR 0.06 each, and 236,245,512 MFE Shares B, having a nominal value of EUR 0.60 each.

The Reverse Stock Split and the concurrent Nominal Value Decrease are expected to be carried out by the Board of Directors in the fourth quarter of 2023 (and, therefore, after the payment of the dividend distribution relating to the fiscal year 2022 (referred to above) and, in any case, will be completed by 31 December 2023. MFE will inform the market about the execution of the Reverse Stock Split and the concurrent Nominal Value Decrease.

The Shareholders' General Meeting also resolved to authorize the Board of Directors for a period of 18 months from the date hereof, i.e. until 7 December 2024, to (a) issue Ordinary Shares A and grant rights to subscribe for Ordinary Shares A in the capital of the Company up to 3,000,000 Ordinary Shares A (corresponding to 600,000 Ordinary Shares A after the execution of the Reverse Stock Split); and in connection therewith (b) restrict or exclude the pre-emptive rights of all shareholders. The Board of Directors can make use of this authorization in one or more tranches and will only use the authorization to issue (i) the initial ordinary shares A to those who were shareholders on the record date of the shareholders' extraordinary general meeting held on 25 November 2021 (the "2021 EGM") (to the extent not yet issued), and to (ii) those persons who on the record date of the 2021 EGM held rights to acquire shares in the capital of the Company under existing stock option/grant plans.

Lastly, the Shareholders' General Meeting authorized the Board of Directors for a period of 18 months from the date hereof, i.e. until 7 December 2024, to acquire a maximum number of shares of the company up to 20% of the Company's issued share capital (represented by both Ordinary Shares A and Ordinary Shares B) at the time of the relevant transactions for the purposes of, *inter alia*, ensuring coverage of the compensation plans of the Company as well as any debt financial instruments exchangeable into equity instruments, allowing to service potential share capital decrease, enabling the Company to finance M&A transactions and, more in general, enabling the Board of Directors to carry out share buyback programs (of Ordinary Shares A and/or Ordinary Shares B) in the best interests of the Company and its shareholders. The authorization granted by the Shareholders' General Meeting held today replaces the authorization granted by the Shareholders' General Meeting held on June 29, 2022.

The repurchase can take place, by or on behalf of the Company, on the market, through a public tender offer (or exchange offer), or through any such other means, as determined by the Board of Directors, for a minimum price, excluding expenses, equal to the nominal value of the shares concerned (of the same category as those purchased) and a maximum price of an amount equal to 10% above the opening price on the day of acquisition of the relevant shares (of the same category as those purchased).

The summary of the voting results and the minutes of the Shareholders' General Meeting will be made available in accordance with the timing prescribed by the applicable rules and regulations.

Amsterdam – Cologno Monzese, 7 June 2023

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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 fiscal resident in Italy. It controls Mediaset S.p.A. and Grupo Audiovisual Mediaset España Comunicación (both fiscal resident in their respective countries) and is the main shareholder of the German broadcaster ProSiebenSat1

MFE-MEDIAFOREUROPE is listed on the Milan Stock Exchange (Ticker: MFEA, MFEB)
