

PRESS RELEASE

THE BOARD OF DIRECTORS OF MFE – MEDIAFOREUROPE N.V. APPROVES RESULTS TO 31 DECEMBER 2022

- **ADJUSTED NET PROFIT: €247.5 MILLION**
AN INCREASE OF 30.1% COMPARED WITH THE PRE-COVID 2019 LEVEL
REPORTED NET PROFIT: €216.9 MILLION
- **RATINGS: CONTINUOUS IMPROVEMENT FOR MEDIASET IN ITALY SINCE 2019**
IN 2022, +2.2 POINTS IN THE 24-HOURS AND +2.9 POINTS IN PRIME TIME
ADVERTISING MARKET SHARE: MAINTAINED AT 40.5%
DESPITE FIFA WORLD CUP, TV SHARE GROWS 1.2 POINTS
- **INTERNATIONAL DEVELOPMENT: SIGNIFICANT INVESTMENT MAINTAINING**
A STABLE FINANCIAL POSITION
 - **DIVIDEND: PROPOSAL TO AGM FOR GROSS DIVIDEND**
OF €0.05 PER CATEGORY ‘A’ AND ‘B’ SHARES
IN LINE WITH THE 2021 FIGURE, DESPITE THE DIFFICULT CONTEXT
 - **ADVERTISING 2023: GOOD FIRST QUARTER 2023 IN ITALY**
WITH ADVERTISING COLLECTION IN LINE WITH THE SAME PERIOD OF 2022

KEY FIGURES FOR MFE-MEDIAFOREUROPE N.V.:

Consolidated net revenues: €2,801.2 million
Adjusted Operating profit (EBIT): €322.5 million
Net profit: €216.9 million

The Board of Directors of the MFE-MEDIAFOREUROPE N.V. (MFE) Group, under the chairmanship of Fedele Confalonieri, have unanimously approved the company's 2022 figures. The economic and financial performance have been better than the company's expectations at the beginning of the year, even if such expectations were formulated before the significant economic uncertainty caused by the international crisis.

Consequently, the 2022 results show a significant improvement of the net profit (an increase of 30.1% considering the adjusted net profit) compared with the pre-pandemic level.

Thanks to this excellent performance, the Board of Directors resolved to propose to the Annual General Meeting, scheduled for 7 June 2023 - in compliance with articles 27 and 28 of the Articles of Association - the distribution of an ordinary gross dividend, pertaining to the year 2022, of €0.05 per share for all category A and B shares, in line with that of 2021.

Pier Silvio Berlusconi, CEO MFE-MEDIAFOREUROPE N.V.:

«We are extremely proud of the results achieved in 2022 by the Group. A commitment that has made it possible to achieve a higher-than-expected level of net profit, notwithstanding the deterioration of the macroeconomic context. But we began to rapidly restructure the Group's editorial and commercial activities, which led to a marked reduction of costs.

The result was very positive, also in a year in which we saw a fall in the economic results of the entire media sector, often requiring drastic reorganisations of personnel levels in other companies. MFE is particularly satisfied with the managerial response which - without any impact on personnel

numbers - led to the achievement of significant profit for the year, while still investing in the international development. In fact, with the cash flow generated we were able to support the takeover of Mediaset España, the share buy-back project and the increase of our stake in ProSiebenSat1. Our good television ratings - obtained despite a tight cost control - and the consequent advertising revenues performance higher than our addressable market, make it possible for us to propose to the Shareholders' Meeting a new dividend distribution, in line with 2021. We closed a great 2022, always oriented towards the interests of all stakeholders».

The key figures for the MFE- MEDIAFOREUROPE N.V. Group are as follows:

CONSOLIDATED MFE GROUP

- **Consolidated net revenues** amounted to **€2,801.2** million, compared with €2,914.3 million in 2021.
- **Operating profit (EBIT)** reached **€280.1** million, compared with €418.0 million in 2021.
Adjusted EBIT reached **€322.5 million**
- **Reported Net profit** came to **€216.9** million (€374.1 million in 2021) an increase of **+14.0%** on the €190.3 of pre-Covid 2019. Adjusted Net profit amounted to **€247.5 million**, an increase of 30.1% compared with pre-Covid 2019.
- **Net financial position** at 31/12/2022 was **-€873.3** million, in line with the -€869.2 million at 31 December 2021.
- **Free cash flow** was positive at **€366.2** million, (€507.3 million in 2021). Over the year the company sustained pay-outs of €184.2 million for the takeover of Mediaset España, €64.8 million related to the equity investment in ProSiebenSat.1 Media, €133.0 million for dividend payments and €32.6 million for the company's share buy-back scheme.

NET PROFIT OF THE PARENT COMPANY

The parent company MFE ended the financial year on 31 December 2022 with a net profit for the period of €27.4 million compared with a net profit of €214.1 million in 2021.

2022 DIVIDEND

The Board of Directors resolved to propose to the Shareholders' Meeting, scheduled for 7 June 2023, the distribution, in compliance with articles 27 and 28 of the Articles of Association, of a gross ordinary dividend, relating to the 2022 financial year, equal to 0.05 euro for each category A and category B ordinary share.

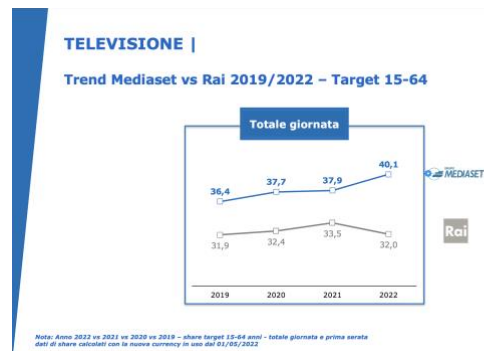
The total amount of the proposed dividend, and consequently the residual amount of profit to be allocated to the reserve, will vary according to the number of shares in circulation on the date of coupon detachment (thereby excluding treasury shares on that date).

On the basis of what is currently conceivable, and in the event of approval by the Shareholders, it is tentatively expected that payment of the dividend (with coupon detachment number 2 for ordinary shares of category A and number 3 for ordinary shares of category B) will take place on 26 July 2023 (with coupon detachment ex date on 24 July 2023 and record date on 25 July 2026).

TV RATINGS

In 2022, the MFE's Italian TV channels recorded an increase in ratings across all the main scheduling bands.

Mediaset's editorial work on scheduling led to a growth in audiences in all the main programme types: higher audiences for entertainment, higher audiences for drama, higher audiences for news and current affairs. Growth which, in the commercial target, reached +2.2 percentage points in the 24-hours and 2.9 in prime time, against a fall for the main competitor, despite the FIFA World Cup. Also of note was the trend in Mediaset ratings in the 24-hours that have been growing since 2019: in fact, viewing figures were up from 36.4% to 40.1% in 2022, a gap with the main competitor of more than eight points.



The first quarter of 2023 was also excellent, with Italian channels reaching 41.1% in the commercial target in the 24 hours.

The positive ratings performance has made it possible to maintain Mediaset's leadership in Italy in terms of advertising share, still at 40.5%, despite the FIFA World Cup. Indeed, the share of television advertising was up by 1.2 percentage points compared with 2021.

EXPECTATIONS FOR THE FULL YEAR

In the first part of the current year, the international geo-political situation remains extremely uncertain due to the ongoing conflict in Ukraine and high inflationary pressures.

Despite the slow but progressive normalisation of energy prices, high “core” inflation and the decision of central banks (in particular the ECB) to continue to raise interest rate, are contributing to ongoing weakness in demand both in Italy and in Spain.

In this context, advertising sales in the first quarter in Italy, supported by excellent ratings results, have been decidedly positive, in line with the same period of 2022, the only quarter that showed growth (+2%) in the entire year compared with 2021. In Spain, after the first two months which were marked by a still somewhat difficult market, sales recorded a progressive improvement both in March and, as far as is visible at this point, in April.

For the coming months, visibility on the evolution of the advertising market remains limited in both areas of the Group's activity. But a progressive comparison of sales should be made with quarters which last year recorded trends that were in decline. In particular, the second and third quarters of 2022 suffered from the outbreak of the conflict in Ukraine, while the final quarter was partially conditioned by the World Cup in Qatar, to which the Group did not have rights.

Regarding investment, continuing uncertainty in our sector of reference will not condition the Group's determination to support its commitments for the future, in particular those relating to local content, new digital advertising markets and investments linked to the stake in ProSiebenSat1, a company in which MFE confirms its role as a long-term shareholder. As of today, it is still not known what the proposed dividend distribution in 2023 will be, but in 2022, the MFE Group received €42.3 million in dividend payments from ProSiebenSat1.

Again, on the subject of investments, commitments in support of the Group's core business (i.e. the acquisition of free-to-air rights for films and TV series, mainly based on long-term agreements with the leading international content providers) are expected to be substantially in line with those of last year.

No significant changes are foreseen in terms of headcount, the trend of which will continue to be mainly influenced by factors such as the continuous rationalisation of the main company processes, physiological turnover determined by age and the onboarding of talent in the most innovative and dynamic areas of the company.

In the current year, the Group will remain focused, as always, on balancing operating cost controls, innovation and the digitalisation of processes and the effectiveness of its local broadcasting offer. The objective is to achieve, on an annual basis (even in an essentially flat advertising market compared with 2022) a positive consolidated operating profit, net profit and free cash flow.

Finally, the cross-border merger by incorporation of Mediaset España into MFE, approved by the respective Shareholders' Meetings on 15 March 2023, is expected to be completed during the second quarter.

SHAREHOLDERS' ANNUAL GENERAL MEETING

Finally, the Board of Directors resolved to call the Shareholders' Annual General Meeting on 7 June 2023, in a single call, during which shareholders will be asked to resolve on:

- (i) the approval of the 2022 Annual Report, as well as of the proposed distribution of dividends for the 2022 financial year amounting to €0.05 for each category A and category B ordinary share;
- (ii) the discharge of the executive and non-executive Directors in office in 2022 for the performance of their respective duties;
- (iii) the renewal of the authorisation for the Board of Directors to purchase treasury shares (category A and/or category B) for a period of 18 months, up to a maximum limit of 20% of the share capital (represented by category A and category B shares) issued by the Company, for the purpose, inter alia, of (a) serving any remuneration plans based on financial instruments, financial instruments convertible into shares, share capital reduction or M&A transactions as well as, more generally, (b) to allow the Board of Directors to carry out buy back programmes (also pursuant to Article 5 of EU Regulation 596/2014) if deemed in the best interests of the Company and its shareholders. The purchase of treasury shares may take place, by or on behalf of the Company, in any manner foreseen by applicable legislative and regulatory provisions, as determined by the Board of Directors, at a minimum price, excluding expenses, equal to the nominal value of the shares (of the same category as those being purchased) and a maximum price equal to 10% above the opening price on the day of acquisition of said shares (of the same category as those being purchased);
- (iv) the renewal, for a period of 18 months, of the authorisation to issue category A shares with the exclusion of option rights in the context of the introduction of the dual share category structure granted by the Shareholders' Meeting of 25 November 2021;
- (v) the approval of certain amendments to the Articles of Association of MFE; in particular:
 - (a) reverse split of category A and B shares, with a 1:5 ratio and the consequent reduction of the nominal value of the same, respectively to €0.06 and €0.60 ⁽¹⁾;
 - (b) the possibility of holding meetings via audio-video conference.

For further information regarding items on the agenda of the Shareholders Annual General Meeting, please refer to the explanatory report which will be made available to the public in line with current legislation and regulations.

Amsterdam – Cologno Monzese, 19 April 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 SpA and 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)

- (1) This resolution cannot be executed before the completion of the cross-border merger by incorporation of Mediaset España Comunicación, S.A. in MFE. as well as the completion of the procedure for the reduction of the share capital as a result of the reduction of the nominal value of the category A and B shares in the context of the reverse stock split. In particular, the Board of Directors is expected to implement the reverse stock split in the fourth quarter of 2023 (and, therefore, after the payment of dividends for the 2022 financial year) and, in any case, by 31 December 2023.

MFE GROUP - Condensed Income Statement

	2022	2021
Consolidated net revenues	2,801.2	2,914.3
Personnel expenses	(478.7)	(522.3)
Purchases, services, other costs	(1,518.9)	(1,492.7)
Operating costs	(1,997.6)	(2,015.0)
Gross Operating Result (EBITDA)	803.6	899.2
TV Rights amortisation	(412.2)	(386.7)
Other amortisation, depreciation and impairments	(111.3)	(94.5)
Amortisation, depreciation and impairments	(523.5)	(481.2)
Operating Result (EBIT)	280.1	418.0
Financial income/(losses)	31.6	22.6
Result from investments accounted for using the equity method	25.5	114.7
Profit Before Tax (EBT)	337.2	555.4
Income taxes	(62.2)	(100.6)
Non-controlling interests in net profit	(58.1)	(80.7)
Net profit	216.9	374.1

Condensed Statement of Financial Position

	31/12/2022	31/12/2021
TV and movie rights	775.3	844.9
Goodwill	804.2	803.2
Other tangible and intangible non current assets	785.1	879.4
Equity investments and other financial assets	956.4	1,248.2
Net working capital and other assets/liabilities	496.4	382.9
Post-employment benefit plans	(50.5)	(59.2)
Net invested capital	3,766.8	4,099.5
Group shareholders' equity	2,667.9	2,661.8
Non-controlling interests	225.7	568.5
Shareholders' equity	2,893.6	3,230.3
Net Financial Position Debt/(Liquidity)	873.3	869.2

Alternative Performance Measures (non-GAAP): definitions

These materials contain certain alternative performance measures (APMs) that are not defined in the IFRS (non-GAAP measures). These measures, which are described below, are used to analyse the Group's business performance and where applicable comply with the Guidelines on Alternative Performance Measures issued by the European Securities and Markets Authority ('ESMA') in its communication ESMA/2015/1415.

The alternative performance measures listed below should be used to supplement the information required under IFRS to help readers of annual financial statements to gain a better understanding of the Group's economic, financial and capital position.

Alternative performance measures can serve to facilitate comparison with groups operating in the same sector, although, in some cases, the calculation method may differ from those used by other companies. They should be viewed as complementary to, and not replacements for, the comparable GAAP measures and movements they reflect.

Consolidated net revenues determined as the sum of Revenues and Other Income to represent in an aggregate manner the positive components of income generated by the core business and have a reference measure for determining the main indicators of operating and net profitability.

Operating Result (EBIT) is the typical intermediate measure of economic performance reported in the Consolidated statement of income as an alternative to the IFRS performance measure represented by the Net Result for the year. EBIT shows the Group's ability to generate operating income without taking into account financial management, the valuation of shareholdings and any tax impact. This measure is obtained starting from the net result for the year, adding income taxes, subtracting or adding up the items Financial income, Financial expenses and the Income/(expenses) from equity investments.

Adjusted Operating profit (EBIT) is an alternative performance measure calculated by excluding from Operating Profit (EBIT) some items (mainly costs of the approved restructuring plans, lay-offs and any value adjustments of non-financial assets following the impairment test processes) in order to improve the interpretation of the Group's operating profitability.

Adjusted Net profit is calculated excluding from Net Profit the items not included in the Adjusted Operating Result net of related tax effects.

Net Financial Position represents the consolidated financial debt net of its cash, cash equivalents and other financial assets and it is the synthetic indicator used by management to measure the Group's ability to meet its financial obligations.

Free Cash Flow is a summary measure used by management to measure the net cash flow from operating activities. It is an indicator of the Group's organic financial performance and its ability to pay dividends to shareholders and support external growth and development operations.

IMPORTANT INFORMATION**Market Abuse Regulation**

This press release contains information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

Presentation

The consolidated financial statements of MFE are prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS). In preparing the financial information in these materials, except as otherwise described, the same accounting principles are applied as in the consolidated special purpose financial statements of the Group as of, and for, the year ended 31 December 2021 and the related notes thereto. In preparing the financial information included in these materials, most numerical figures are presented in millions of euros. Certain figures in these materials, including financial data, have been rounded. Some figures may have been rounded to the nearest million/billion. Changes have been calculated using figures in thousands and not the figures rounded nearest million as shown. In tables, negative amounts are shown in parentheses. Otherwise, negative amounts are shown by "-" or "negative" before the amount.

Forward-looking Statements

This document contains forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995 concerning the financial condition, results of operations and businesses of the Group. These forward-looking statements and other statements contained in this document materials regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved. Actual events or results may differ materially as a result of risks and uncertainties facing the Group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements.

There are a number of factors that could affect the Group's future operations and could cause those results to differ materially from those expressed in the forward-looking statements including (without limitation): (a) competitive pressures and changes in consumer trends and preferences as well as consumer perceptions of its brands; (b) global and regional economic and financial conditions, as well as political and business conditions or other developments; (c) interruption in the Group's manufacturing and distribution facilities; (d) its ability to successfully innovate, develop and launch new products and product extensions and on effectively marketing its existing products; (e) actual or alleged non-compliance with applicable laws or regulations and any legal claims or government investigations in respect of the Group's businesses; (f) difficulties associated with successfully completing acquisitions and integrating acquired businesses; (g) the loss of senior management and other key personnel; and (h) changes in applicable environmental laws or regulations.

The forward-looking statements contained in this document are valid only until the date of publication.

The Group is under no obligation (and expressly refutes any such obligation to) to revise or update any forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

The Group cannot give any assurance that forward-looking statements will prove correct, and investors are cautioned not to place undue reliance on any forward-looking statements. Further details of potential risks and uncertainties affecting the Group are described in the Company's filings with the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten)

Market and Industry Data

All references to industry forecasts, industry statistics, market data and market share in this document are based on estimates compiled by analysts, competitors, industry professionals and organisations in the sector, as well as publicly available information or of the Group's own assessment of its markets and sales. Rankings are based on revenue, unless otherwise stated.