



PRESS RELEASE

MFE-MEDIAFOREUROPE N.V.: REVERSE STOCK SPLIT OF ORDINARY SHARES A AND ORDINARY SHARES B AND SIMULTANEOUS REDUCTION OF SHARE CAPITAL

Implementing the resolution passed by the shareholders meeting of MFE-MEDIAFOREUROPE N.V. (the “**Company**” or “**MFE**”) held on 7 June 2023 (the “**Meeting**”), the Company hereby informs that on 23 October 2023 (the “**Effective Date**”) it will effect the reverse stock split of the “A”-class ordinary shares and the “B”-class ordinary shares (respectively, the “**Ordinary Shares A**” and the “**Ordinary Shares B**”, and jointly, the “**Ordinary Shares**”), pursuant to which:

- (i) every No. 5 Ordinary Shares A will be combined into No. 1 new Ordinary Share A, maintaining the same nominal value equal to EUR 0.06; and
- (ii) every No. 5 Ordinary Shares B will be combined into No. 1 new Ordinary Share B, maintaining the same nominal value equal to EUR 0.60

(as a whole, the “**Reverse Stock Split**”).

The Reverse Stock Split, which will be effected without any direct cost to be borne by the shareholders, is aimed at reducing the number of the outstanding Ordinary Shares, thus simplifying the administrative fulfilments related to them.

As a result of the Reverse Stock Split, the ISIN codes of the Ordinary Shares will change, and, in particular:

- Ordinary Shares A will change their ISIN code from NL0015000MZ1 to NL0015001OI1; and
- Ordinary Shares B will change their ISIN code from NL0015000N09 to NL0015001OJ9.

In addition, the number of the respective coupons will restart from No. 1.

Implementing the resolution passed by the Meeting:

- (a) to ensure that the number of Ordinary Shares before the Reverse Stock Split is divisible by 5 (i.e., the Reverse Stock Split ratio of 5:1), the Company will also purchase No. 4 Ordinary Shares A and No. 4 Ordinary Shares B and then cancel them on the Effective Date; and
- (b) to maintain the nominal values of the Ordinary Shares before the Reverse Stock Split, the Company will also reduce, at the Effective Date, its share capital to the extent strictly necessary to do so. As a result of such reduction and the cancellation under point (a) above, the (issued) share capital will be equal to EUR 161,649,413.76, divided into No. 331,701,776 Ordinary Shares A with nominal value per-share equal to EUR 0.06 and No. 236,245,512 Ordinary Shares B with nominal value per-share equal to EUR 0.60.

In addition, in order to enable MFE shareholders to hold a whole number of new Ordinary Shares, the Company entrusted Equita SIM S.p.A. (the “**Fraction Agent**”) with the handling of the fractional Ordinary Shares in the context of the Reverse Stock Split, i.e., to buy or sell, upon the depository intermediaries request, the fractional Ordinary Shares that are missing or exceed the minimum

amount required to obtain a whole number of new Ordinary Shares after the Reverse Stock Split (the “**Fractional Shares**”).

The Fractional Shares will be paid to the entitled shareholders, without incurring any expenses, stamp duty, or fees for them, based on the official stock market prices recorded on the regulated market Euronext Milan, managed and organized by Borsa Italiana S.p.A., of Ordinary Share A and Ordinary Share B, respectively, as at 20 October 2023, i.e., the open market day before the Effective Date (the “**Reference Values**”).

The Reference Values will be communicated by the Company to Monte Titoli S.p.A. (Euronext Securities Milan), to *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear), to the depository intermediaries, and, more generally, announced to the market on the Effective Date, also by issuing a specific press release in accordance with the procedures set forth in the applicable regulations.

As an alternative to the liquidation of the Fractional Shares, the depository intermediaries, at the request of the entitled shareholders and against payment of the accrual of the Reference Values, may apply to the Fraction Agent to request, as the case may be, an additional new Ordinary Share A or an additional new Ordinary Share B, subject to the availability of these (the “**Additional Ordinary Share**”).

In addition, subject to the availability, as the case may be, of new Ordinary Shares A or new Ordinary Shares B, the depository intermediaries may apply to the Fraction Agent to request, for the holders of fewer than No. 5 Ordinary Shares and against payment of the accrual of the Reference Values, to receive a new Ordinary Share A or a new Ordinary Share B (the “**Ordinary Share on Demand**”).

The depository intermediaries may apply to the Fraction Agent for the Additional Ordinary Share or the Ordinary Share on Demand during the period between the Effective Date and 27 October 2023, at the end of which the Fraction Agent will combine all the Fractional Shares belonging to the shareholders to which the consideration has been paid in cash and, where available, will thus assign to the applicant shareholders the Additional Ordinary Shares or the Ordinary Shares on Demand.

As for the shareholders holding any non-dematerialized Ordinary Shares, the availability of new Ordinary Shares after the Reverse Stock Split will only occur under the dematerialization regime. Therefore, the new Ordinary Shares may be granted to these shareholders only upon physical delivery of the shares to an authorized depository intermediary for their entry into the centralized management system at Monte Titoli S.p.A. (Euronext Securities Milan) under the dematerialization regime.

After the Effective Date, the Company will also amend the regulations of the management incentive plans at that time in place, to adjust all the relevant formulas provided therein in light of the number of the Ordinary Shares after the Reverse Stock Split.

A list of questions and answers on the Reverse Stock Split is also available on the MFE website (section “*Governance*” > “*Reverse stock split*”), in which, besides certain practical answers to the main questions related to the Reverse Stock Split, are exemplified all the possible scenarios under which shareholder may happen to be.

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Communication and Image Directorate

Tel. +39 022514.9301

e-mail: press@mfemediaforeurope.eu

<http://www.mfemediaforeurope.com>

Investor relations department

Tel. +39 022514.8200

e-mail: investor.relations@mfemediaforeurope.eu

<http://www.mfemediaforeurope.com>

MFE-MEDIAFOREUROPE is an international holding company, an aggregation pole of major European broadcasters.

MFE-MEDIAFOREUROPE has its registered office in Amsterdam, the Netherlands, and tax residence in Italy. It controls Mediaset S.p.A. and Grupo Audiovisual Mediaset España Comunicación SAU (with tax domicile in their respective countries of operation) and is the primary shareholder of German broadcaster ProSiebenSat1.

MFE-MEDIAFOREUROPE is listed on Euronext Milan of Borsa Italiana S.p.A. (Ticker: MFEA, MFEB) and on Spanish stock exchanges (Ticker MFEA).