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# REQUEST FOR AUTHORISATION OF THE MODIFICATION OF THE VOLUNTARY PUBLIC TENDER OFFER PROMOTED BY MFE-MEDIAFOREUROPE N.V. FOR ALL OF THE SHARES OF MEDIASET ESPAÑA COMUNICACIÓN, S.A.

This request for authorisation of the modification of the characteristics of the Offer (as defined below) is made public in accordance with Article 31 of Royal Decree 1066/2007, of 27 July, on the rules for public tender offers for securities ("Royal Decree 1066/2007") and it refers to the Offer that was authorised by the Board of the National Securities Market Commission (Comisión Nacional del Mercado de Valores or the "CNMV") on 26 May 2022.

The detailed terms and features of the modification to the Offer will be included in the supplement to the offer document, which will be published on the next business day after the authorisation of the modification to the characteristics of the Offer.

#### TO THE NATIONAL SECURITIES MARKET COMMISSION

MFE-MEDIAFOREUROPE N.V. (formerly Mediaset N.V.), a public limited company (naamloze vennootschap) incorporated under the laws of the Netherlands, with registered office in Amsterdam (the Netherlands) and principal place of business at Viale Europa 46, 20093 Cologno Monzese, Milan, Italy ("MFE"). MFE is resident for tax purposes in Italy and its Legal Entity Identifier (LEI) code is 213800DIFN7NR7B97A50. MFE is duly represented by Mr. Marco Giordani, of legal age and Italian nationality, authorised to act in the name of MFE by virtue of the resolutions passed by the Board of Directors of MFE on 14 March 2022.

### **INDICATES**

#### 1. CHARACTERISTICS OF THE MODIFICATION OF THE OFFER

On 26 May 2022, the CNMV authorised the voluntary tender offer launched by MFE-MEDIAFOREUROPE N.V. for the acquisition of the entire share capital of Mediaset España Comunicación, S.A. ("MES") excluding those shares that have been locked-up (the "Offer"). MFE launches the Offer with a mixed consideration consisting of the payment of EUR 3.72 in cash and 9 newly issued MFE Shares A per two MES shares to which the Offer is addressed.

On 6 June 2022, MFE and MES, following a constructive and friendly dialogue, entered into a cooperation agreement, which was publicly disclosed by means of the inside information notice published on 6 June 2022 on the website of the CNMV under number 1,471, by virtue of which MFE has committed to improve the consideration of the Offer on the terms described below.

As a consequence of the mentioned cooperation agreement and pursuant to the authorisation granted by the Board of Directors of MFE on 14 March 2022, Mr. Marco Giordani, in the name and on behalf of MFE, has decided to modify the Offer increasing the cash consideration of the Offer to the amount of EUR 4.32 for every 2 MES shares (EUR 2.16 per MES share) and

maintaining the same consideration in shares of MFE offered, i.e. 9 newly issued ordinary A shares of MFE for every 2 MES shares to which the Offer is addressed.

2. DOCUMENTS ATTACHED TO THIS REQUEST

For the purposes of Article 31 of Royal Decree 1066/2007, the following documents are

attached to this request for their consideration and analysis by the CNMV:

(i) a duly signed copy of the supplement to the offer document of the Offer over the shares

of MES launched by MFE;

(ii) copy of the cooperation agreement entered into by and between MFE and MES on 6 June

2022, together with its translation into Spanish;

(iii) complementary bank guarantees;

(iv) template of the announcement of the modification of the Offer to be published in the

Listing Bulletins of the Madrid, Barcelona, Bilbao and Valencia Stock Exchange Markets

and in a national daily newspaper; and

(v) letter from MFE-MEDIAFOREUROPE N.V. in connection with the publicity of the

modified Offer.

3. NOTIFICATIONS

MFE selects the following address for the notices relating to this request and the corresponding

file with the CNMV:

Pérez-Llorca Abogados, S.L.P.

Att. Mr. Javier Carvajal García-Valdecasas / Mr. Javier Gómez de Miguel

Paseo de la Castellana, 259 A

28046 Madrid

Tel.: +34 91 436 04 20

Fax: +34 91 436 04 30

Email: jcarvajal@perezllorca.com or jgomez@perezllorca.com

In light of the above,

## REQUESTS

The CNMV to consider this request, together with the supplement to the offer document and other documents attached, to have them validly filed, the statements made herein as duly made and declare them admissible, and to authorise the proposed modifications to the Offer.

Milan, 7 June 2022

MFE-MEDIAFOREUROPE N.V.

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Mr. Marco Giordani

Chief Financial Officer