

PRESS RELEASE

BOARD OF DIRECTORS RESOLVES TO CONVENE ANNUAL GENERAL MEETING

The Board of Directors has resolved to call the Shareholders' Annual General Meeting ("AGM") on 19 June 2024, in a single call, during which shareholders will be asked to resolve on:

- (i) the approval of the 2023 Annual Report, as well as of the proposed distribution of dividends for the 2023 financial year amounting to €0.25 for each category A and category B ordinary share;
- (ii) the Remuneration Policy and the 2023 Remuneration Report;
- (iii) the discharge of the executive and non-executive Directors in office in 2023 for the performance of their respective duties;
- (iv) the approval of a medium/long-term incentive and loyalty plan for the financial years 2024, 2025 and 2026 for directors, key management personnel and employees of the Company pursuant to articles 114-*bis* of the Consolidated Finance Law and 2:135, § 5, of the Civil Code of the Netherlands (the "Plan"). In the context of the approval of the Plan, it is also proposed that the Board of Directors be authorised: (a) to issue category A ordinary shares and to assign subscription rights to those shares for the purpose of implementing the Plan and in accordance with the terms set out therein; and (b) in connection therewith, to limit or exclude the option rights of all shareholders;
- (v) the appointment of Ernst & Young Accountants LLP to audit the Company's annual report and annual accounts and the Company's sustainability reporting, starting from the 2026 financial year and up to the year 2035 (inclusive);
- (vi) 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 ordinary category A and category B shares) issued by the Company, for the purpose, inter alia, of (a) using the shares thus purchased to service 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) where this is 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);
- (vii) the renewal, for a period of 18 months, of the authorisation to issue category A ordinary shares with the exclusion of option rights in the context of the introduction of the dual shareholder structure as approved by the Shareholders' Meeting of 25 November 2021 and for the benefit of those who, as at the record date of the AGM, hold the right to acquire shares under existing stock option/grant plans.

As communicated on 18 April 2024, the Board of Directors also approved the proposal that will be presented to the next AGM concerning the appointment of the following executive and non-executive directors for a three-year term expiring on the date of the Shareholders' Meeting called to approve the 2026 financial statements:

- Fedele Confalonieri (Non-Executive Director)
- Pier Silvio Berlusconi (Executive Director)
- Patrizia Arienti (Independent Non-Executive Director)

- Stefania Bariatti (Independent Non-Executive Director)
- Marina Berlusconi (Non-Executive Director)
- Marina Brogi (Independent Non-Executive Director)
- Consuelo Crespo Bofill (Independent Non-Executive Director)
- Francisco Javier Díez de Polanco (Independent Non-Executive Director)
- Giulio Gallazzi (Independent Non-Executive Director)
- Marco Giordani (Executive Director)
- Gina Nieri (Executive Director)
- Danilo Pellegrino (Non-Executive Director)
- Alessandra Piccinino (Independent Non-Executive Director)
- Niccolò Querci (Executive Director)
- Stefano Sala (Executive Director)

The curricula vitae of the candidates for the Board of Directors will be made available on the Company's website at the same time as the publication of the notice of call of the AGM scheduled for 19 June 2024, alongside the rest of the documentation for the Meeting.

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.

In particular, for a more detailed explanation of the Plan, please refer to the relevant illustrative document prepared by the Board of Directors pursuant to art. 114-*bis* of the Consolidated Finance Law, available at the Company's registered office, on the Company's website at <https://www.mfediaforeurope.com/en/events/shareholders-meeting/> and through the authorized eMarket Storage system (www.emarketstorage.com), as per the terms prescribed by law.

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

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