



AUTHORISATION OF THE VOLUNTARY TAKEOVER BID FOR MEDIASET ESPAÑA COMUNICACIÓN, S.A. LAUNCHED BY MFE-MEDIAFOREUROPE N.V.

Thursday, 26 May 2022

On 26 May 2022, the Board of the Spanish National Securities Market Commission (CNMV) adopted the following resolution:

“To authorise the share purchase and exchange voluntary takeover bid submitted by MFE-MEDIAFOREUROPE N.V. on 13 April 2022, and admitted for processing on 29 April 2022, aimed at 100% of the share capital of Mediaset España Comunicación, S.A., which is comprised by 313,166,144 shares, listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and traded on the Automated Quotation System, as it considers that its terms comply with applicable regulations and the content of the prospectus is sufficient following the latest information incorporated on 24 May 2022.

Excluded from the offer are 174,402,720 shares representing 55.69% of the capital, which belong directly and indirectly to the offeror, which are immobilized. Therefore, the bid covers the acquisition of 138,763,424 shares of Mediaset España Comunicación, S.A., representing 44.31% of its share capital.

The consideration is a mixture of shares and cash and consists in the exchange of 624,435,408 new issued A shares of MFE-MEDIAFOREUROPE N.V. and the payment of 258,099,968.64 euros for 138,763,424 shares of Mediaset España Comunicación, S.A., equivalent to nine new issued A shares of MFE-MEDIAFOREUROPE N.V. and 3.72 euros, for each two shares of Mediaset España Comunicación, S.A., under the terms contained in the prospectus. Said consideration has been set by the offeror in compliance with Articles 13(5) and 14 of Spanish Royal Decree 1066/2007, of 27 July 2007, on takeover bids and has not been submitted to be considered as an equitable price for the purposes of Article 130 of the Recast Text of the Spanish Securities Market Act and Article 9 of the aforementioned Royal Decree.”

The CNMV shall make the period for acceptance of the bid public once the offeror publishes the first of the announcements required under Article 22 of Spanish Royal Decree 1066/2007.

The above paragraphs are a translation of the original resolution in Spanish for information purposes only.