
PRESS RELEASE

MFE-MEDIAFOREUROPE N.V.:
2024 ANNUAL GENERAL MEETING: APPROVED THE 2023 ANNUAL
ACCOUNTS, APPROVED AN EUR 0.25 DIVIDEND FOR EACH “A”
AND “B” ORDINARY SHARE, AND APPROVED ALL OTHER
PROPOSALS

The 2024 shareholders’ annual general meeting of MFE-MEDIAFOREUROPE N.V. (“**MFE**” or the “**Company**”), held today under the chairmanship of Mr Fedele Confalonieri, chairman of the board of directors (the “**BoD**” and the “**AGM**”), approved the annual accounts for the financial year ending on 31 December 2023 recorded in the relevant section of the Company’s 2023 annual report (the “**2023 Annual Report**”).

The excellent performance recorded by MFE in 2023 makes it possible to significantly remunerate MFE’s shareholders: in compliance with Articles 27 and 28 of MFE’s articles of association and upon BoD’s proposal, the AGM approved the distribution of an ordinary dividend relating to the financial year 2023 equal to EUR 0.25 (gross of applicable statutory withholding taxes) for each “A” and “B” ordinary share.

The dividend will be paid on 24 July 2024, with ex-dividend date (coupon No. 1 for “A” ordinary shares and coupon No. 1 for “B” ordinary shares) on 22 July 2024 and record date on 23 July 2024.

The AGM also adopted the remuneration policy, while the 2023 remuneration report contained in the 2023 Annual Report received a positive advisory vote.

Additionally, the AGM resolved to discharge the executive and non-executive directors of MFE who have been in office during the financial year 2023 in respect of the performance of, respectively, their management duties and their non-executive duties.

Then, upon recommendation of the MFE’s nomination and remuneration committee, the AGM:

- (i) re-appointed Mr Fedele Confalonieri as non-executive director, Mr Pier Silvio Berlusconi as executive director, Mr Marco Giordani as executive director, Ms Gina Nieri as executive director, Mr Niccolo’ Querci as executive director, Mr Stefano Sala as executive director, Ms Stefania Bariatti as non-executive director, Ms Marina Berlusconi as non-executive director, Ms Marina Brogi as non-executive director, Mr Giulio Gallazzi as non-executive director, Mr Danilo Pellegrino as non-executive director, and Ms Alessandra Piccinino as non-executive director; and
- (ii) appointed Ms Patrizia Arienti as non-executive director, Ms Consuelo Crespo Bofill as non-executive director, and Mr Javier Diez de Polanco as non-executive director,

all for a three-year period expiring at the end of the MFE’s shareholders’ annual general meeting to be held in 2027.

The BoD proposed the above-mentioned (re-)appointments to the AGM believing that the directors for whom re-appointment has been proposed will continue to contribute significantly

to the Company and its business and perform their duties effectively, demonstrating commitment to their role in the Company, and being confident that the newly proposed directors, given their expertise and experience, will be valuable members for the board as well.

The AGM also approved a medium/long-term incentive and loyalty plan for the financial years 2024, 2025, and 2026 for directors, key officers, and employees of the Company, also in accordance with articles 114-*bis* of the Italian Consolidated Law on Finance and 2:135, § 5, of the Dutch Civil Code. Such approval included the authorization to the BoD to issue “A” ordinary shares and grant rights to subscribe for such shares as will be required for the implementation of the plan in accordance with its terms (and, in connection therewith, to restrict or exclude the pre-emptive rights of all MFE’s shareholders).

Then, the AGM appointed EY Netherlands (Ernst & Young Accountants LLP – Amsterdam office) for the audit of the Company’s statutory annual report and annual accounts and, to the extent relevant, the Company’s sustainability reporting, for the financial years 2026 up to and including 2035. The proposal for appointment by the BoD was based on the outcome of a selection procedure performed by the Company’s Audit Committee on the basis of both quantitative (e.g., auditing hours, fees, number of team members) and qualitative (e.g., specific skills and knowledge in relation to listed companies and MFE’s business areas) selection criteria.

To ensure coverage of the current and future compensation plans, as well as any debt financial instruments exchangeable into equity instruments and to enable the Company to finance (M&A) transactions and, more in general, to enable the BoD to carry out share buy-back programs, the AGM then authorized the BoD, for a period of 18 months from the AGM, i.e., until 19 December 2025, to re-purchase, in one or more tranches, a maximum number of shares (irrespective of the class of shares) up to 20% of the Company’s issued share capital at the time of the relevant transactions, replacing the authorization granted during the MFE’s shareholders’ annual general meeting held on 7 June 2023.

Finally, the AGM resolved to authorize the BoD, for a period of eighteen (18) months starting from the date of the AGM, to issue up to No. 600,000 “A” ordinary shares and grant rights to subscribe for “A” ordinary shares (and, in connection herewith, to restrict or exclude the pre-emptive rights of all MFE’s shareholders) in order to issue such shares to those who were shareholders on the record date of the 2021 EGM (to the extent not yet issued) and to those persons who on the record date of the 2024 AGM hold rights to acquire shares in the capital of the Company under existing stock option/grant plans.

The summary of the voting results and the minutes of the AGM will be made available in compliance with applicable laws and regulations.

Amsterdam-Cologno Monzese, 19 June 2024

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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 S.p.A. and Grupo Audiovisual Mediaset España Comunicación S.A. (both fiscal

resident in their respective countries) and is the main shareholder of the German broadcaster ProSiebenSat1.
MFE-MEDIAFOREUROPE is listed on Euronext Milan of Borsa Italiana S.p.A. (Ticker: MFEA, MFEB) and on the Spanish stock exchanges (Ticker: MFEA)
