



TO THE NATIONAL SECURITIES MARKET COMMISSION

In accordance with the provisions of Article 227 of Law 6/2023, of 17 March, on the Securities Market and Investment Services, and related provisions, MFE-MEDIAFOREUROPE N.V. hereby discloses the following

OTHER RELEVANT INFORMATION

In relation to the cross-border merger by absorption of Mediaset España Comunicación, S.A. (“**MES**”), as absorbed company, with and into MFE-MEDIAFOREUROPE N.V. (“**MFE**” and, together with MES, the “**Merging Companies**”), as absorbing company (the “**Merger**”), jointly announced to the market by MFE and MES by means of the inside information notices published on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* – the “**CNMV**”) on 30 January 2023, with register numbers 1,730 and 1,731, and in accordance with Section 4 of the common cross-border merger plan approved and signed by the Board of Directors of MFE and MES on 30 January 2023, and approved by the Extraordinary Shareholders’ Meetings of MFE and MES on 15 March 2023 (the “**Common Cross-Border Merger Plan**”), MFE and MES hereby provide further information on the procedure for the exchange of MES shares for newly allotted ordinary shares A of MFE (the “**MFE Shares A**”) in the context of the Merger.

Milan, 27 April 2023

MFE-MEDIAFOREUROPE N.V.

Mr. Marco Giordani
Chief Financial Officer



PROCEDURE FOR THE EXCHANGE OF MES SHARES FOR NEWLY ALLOTTED MFE SHARES A IN THE CONTEXT OF THE MERGER

1. MFE Shares A to be allotted by MFE

Subject to the completion of the pre-merger formalities and the satisfaction (or the waiver, as the case may be) of the conditions precedent to which the Merger is subject (as described in Section 20 of the Common Cross-Border Merger Plan), the Merger shall be implemented in accordance with Section 2:318 of the Dutch Civil Code (“**DCC**”) and, as such, will become effective at 00:00 a.m. CET (Central European Time) on the day following the day on which the Dutch deed of merger is executed before a civil law notary officiating in the Netherlands (the “**Merger Effective Date**”, expected to be on 3 May 2023). Prior to the execution of the aforementioned Dutch deed of merger, the issuance by the Commercial Registry of Madrid (*Registro Mercantil de Madrid*) (where MES is registered) of the pre-merger certificate referred to in Article 64 of the Law 3/2009 of 3 April on structural modifications of companies (the “**LME**”) will be necessary.

On the Merger Effective Date, each MES shareholder (other than with respect to MES shares held by MES itself or by MFE immediately prior to the effectiveness of the Merger) shall be allotted seven (7) newly allotted MFE Shares A, of the same characteristics and with the same rights as the existing MFE Shares A at the time of their allotment, for each share held in MES (i.e., one (1) share held in MES) immediately prior to the effectiveness of the Merger (the “**Exchange Ratio**”).

On the Merger Effective Date, each share of MES will be cancelled by operation of law and, also by operation of law, MFE will increase its share capital and allot the MFE Shares A to the shareholders of MES in accordance with the Exchange Ratio.

As an exception to the above, (i) MES shares held by MES at the Merger Effective Date and immediately prior to the effectiveness of the Merger in its treasury; and (ii) MES shares held by MFE at the Merger Effective Date and immediately prior to the effectiveness of the Merger will be cancelled by operation of law pursuant to Section 2:325(4) of the DCC and Article 26 of the LME, and shall not give any right to receive MFE Shares A.

Based upon the current number of MES shares and the Exchange Ratio, MFE shall allot 220,934,896 new MFE Shares A, with a nominal value of EUR 0.06 per share, resulting in a total nominal value of EUR 13,256,093.76, (i) taking into account that as of the date hereof, the number of treasury shares held by MES amounts to 2 shares and the number of MES shares held by MFE amounts to 264,455,306 shares, and therefore such shares will be cancelled upon the implementation of the Merger; (ii) taking into account that MES’ shareholders who have voted against the Merger in the Extraordinary Shareholders’ Meeting of MES held on 15 March 2023 and who have exercised their withdrawal rights (as described in Section 16 of the Common Cross-Border Merger Plan) represent 5.48% of the share capital of MES, which amounts to 17,148,708 MES shares; and (iii) assuming that no increase or decrease of the share capital of MES shall have occurred between the date hereof and the Merger Effective Date.

2. Procedure for the exchange of MES shares for newly allotted MFE Shares A

2.1. Allotment of MFE Shares A

MES shareholders will be entitled to the allotment of new MFE Shares A in accordance with the Exchange Ratio if they have acquired their MES shares prior to the Merger Effective Date.



The trading day (*día hábil bursátil*) prior to the Merger Effective Date shall be the last day on which the MES shares will be traded on the Spanish Stock Exchanges, expected to be on 2 May 2023 (*last trading date*).

2.2. Exchange agents

The Merging Companies have appointed Banco Santander, S.A. (“**Banco Santander**”) and Intesa Sanpaolo S.p.A. (“**Intesa**”) as the Spanish agent entity and the Italian agent entity, respectively, for the Merger and, in particular, for the exchange of the MES shares for newly allotted MFE Shares A (the “**Exchange Agents**”).

Through the Exchange Agents, and in accordance with the relevant operating instructions, the depositary entities of the MES shares will have to justify the ownership of the shares and carry out the necessary steps to complete the exchange in the most efficient way possible following the instructions that Banco Santander, acting as the Spanish agent entity, will communicate in advance.

2.3. Fractions

According to the agreed Exchange Ratio, all MES shareholders will be entitled to receive a whole number of MFE Shares A. Therefore, no fractions will be generated and no fractional MFE Shares A shall be allotted to any holder of shares of MES.

2.4. Delivery of the newly allotted MFE Shares A to MES shareholders

Upon the Merger being completed, the exchange of MES shares for MFE Shares A will take place.

The new MFE Shares A to be allotted upon completion of the Merger will be allotted with effect as of the Merger Effective Date in dematerialized form and delivered to the beneficiaries through the applicable centralised clearing systems organized by Euronext Securities Milan (Monte Titoli S.p.A.) and the relevant depositaries with which the shares of MFE and MES are held or deposited.

Therefore, the new MFE Shares A will be allotted, with effect as of the Merger Effective Date (expected to be on 3 May 2023), to those MES shareholders who have not exercised their withdrawal right, and the beneficiaries will be able to trade such MFE Shares A on the Italian regulated market Euronext Milan, organized and managed by Borsa Italiana S.p.A. (“**Euronext Milan**”) from such date. Consequently, according to the envisaged tentative timetable, those MES shareholders who have not exercised their withdrawal right and that will receive new MFE Shares A would not lose any liquidity, as they would be able to trade their MFE Shares A on Euronext Milan from 3 May 2023 onwards.

Intesa, acting as Italian agent entity, will carry out the delivery of the newly allotted MFE Shares A (expected to be on 5 May 2023) to those MES shareholders who have not exercised their withdrawal right.

For that purpose, MFE shall instruct Euronext Securities Milan, which on behalf and upon request of MFE, will materially allot (and record on MFE’s ledgers) the new MFE Shares A, to be credited to the account of Intesa, as determined by MFE, in order to provide its delivery to each relevant



MES shareholder's depository entity according to the information that Banco Santander, acting as Spanish agent entity, will communicate.

MFE will bear the costs of the exchange of MES shares for MES Shares A other than any costs charged to the holders of shares of MES by their respective custodians.

2.5. Listing

Listing and trading of the newly allotted MFE Shares A on Euronext Milan is envisaged to occur on the Merger Effective Date.

Additionally, MFE will apply for admission to listing of all the MFE Shares A on the Spanish Stock Exchanges for trading through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español*), as soon as possible within a period of three months from the completion of the Merger.

MFE will continue to do its best efforts to obtain the admission to listing of all the MFE Shares A on the Spanish Stock Exchanges as soon as possible after completing the Merger, complying with all the requirements set under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.