

“**MEDIASET ESPAÑA COMUNICACION, S.A.**”, in accordance with the provisions of Article 226 of the revised text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, hereby informs of the following

## **INSIDE INFORMATION**

In relation to the takeover bid for the shares of MEDIASET ESPAÑA COMUNICACIÓN, S.A. (“**MSE**” or the “**Company**”) made by MFE-MEDIAFOREUROPE N.V. (“**MFE**” or the “**Offeror**”) and authorised by the Comisión Nacional del Mercado de Valores (CNMV) on 26 May 2022 (the “**Offer**”), the ad-hoc committee of the Board of Directors (the “**Monitoring Committee**”) formed by the independent directors of the Company with the mandate to supervise the process of the Offer from the Company's point of view, has been evaluating and analysing, together with the external advisors, the fairness (*adecuación*) of the consideration offered by MFE and the possibility of improving it.

In this regard, it is reported that, following a constructive and friendly dialogue with the Offeror and after the approval of the Monitoring Committee assisted by its external advisors, the Board of Directors of the Company, at its meeting held today, 6 June 2022, has approved the signing of a collaboration agreement with MFE by virtue of which:

- (i) MFE undertakes to improve the consideration offered in the Offer, so that (a) it increases the cash portion of the consideration of the Offer to €4.32 per two MSE shares, that is, €2.16 per MSE share; and (b) it maintains the share portion of the consideration offered, i.e. 9 MFE A shares for every two MSE shares targeted by the Offer. Therefore, the new consideration of the Offer will consist in €4.32 in cash and the exchange of 9 newly issued MFE A shares for every two MSE shares to which the Offer relates. MFE has undertaken to file with the CNMV the application for authorisation of the improvement of the Offer (together with the relevant documentation) as soon as possible and in any event no later than 7 June 2022.
- (ii) The Board of Directors of MSE, subject to fiduciary duties, undertakes to recommend the improved Offer by issuing a favourable report confirming that the improved Offer is fair (*adecuada*).
- (iii) In addition, to the extent within its power, MSE has undertaken to take certain actions in order to enable as many MSE shareholders as possible to receive details of the improved Offer and the favourable report of the Board of Directors of the Company.

Given the circumstances, and in order to facilitate its understanding by the shareholders, it is the intention of the Board of Directors of the Company to issue the mandatory report on the Offer required by articles 134.4 of the Securities Market Act and 24 of Royal Decree 1066/2007, of 27 July, directly on the improved Offer in accordance with the above and once such improvement has been approved by the Comisión Nacional del Mercado de Valores.

The Board of Directors of MSE shall approve and publish the aforementioned report in the legally established manner within five calendar days from the date of publication of the improvement approved by the Comisión Nacional del Mercado de Valores, in accordance with the provisions of article 31.6 of Royal Decree 1066/2007, of 27 July.

In Madrid, 6 June 2022.

The Secretary  
Mario Rodríguez Valderas