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Oggetto : NOTICE OF ANNUAL GENERAL MEETING

Testo del comunicato

Vedi allegato



MFE-MEDIAFOREUROPE N.V.:
NOTICE OF ANNUAL GENERAL MEETING

This is a notice for the annual general meeting of shareholders (the “AGM”) of **MFE-MEDIAFOREUROPE N.V.**, with registered office in Amsterdam, the Netherlands (the “Company”), which will be held on **18 June 2025 at 2:00 p.m. CEST** at **Hilton Amsterdam Airport Schiphol**, Schiphol Boulevard No. 701, Schiphol Airport.

AGENDA

The AGM’s agenda includes the following items:

- 1** Opening and announcements

- 2** 2024 Annual report
 - (a) Report of the Board of Directors for the financial year 2024 (discussion)
 - (b) Adoption of the 2024 Annual Accounts (voting item)
 - (c) Remuneration Policy (voting item)
 - (d) 2024 Remuneration Report (advisory voting item)
 - (e) Policy on additions to reserves and dividends (discussion)
 - (f) Approval of the 2024 dividend (voting item)

- 3** Discharge of the executive and non-executive members of the Board of Directors (voting items)
 - (a) Fedele Confalonieri
 - (b) Pier Silvio Berlusconi
 - (c) Patrizia Arienti
 - (d) Stefania Bariatti
 - (e) Marina Berlusconi
 - (f) Marina Brogi
 - (g) Consuelo Crespo Bofill
 - (h) Javier Diez de Polanco
 - (i) Giulio Gallazzi
 - (j) Marco Giordani
 - (k) Gina Nieri
 - (l) Danilo Pellegrino
 - (m) Alessandra Piccinino
 - (n) Niccolo' Querci
 - (o) Stefano Sala
 - (p) Raffaele Cappiello
 - (q) Costanza Esclapon de Villeneuve
 - (r) Carlo Secchi

- 4 Appointment of the external auditor for the Company's sustainability reporting for the financial year 2025 (*voting item*)
- 5 Authorization of the Board of Directors to repurchase shares in the Company (voting item)
- 6 Authorization of the Board of Directors to issue Ordinary Shares A and restrict or exclude pre-emptive rights (voting item)
- 7 Close

Documents concerning the AGM are available for inspection at the offices of the Company (Viale Europa No. 46, Cologno Monzese, Milan, Italy). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting. These documents are also available at <https://www.mfemediaforeurope.com/en/events/shareholders-meeting/>.

Explanatory Notes to the Agenda

Item 2 – 2024 Annual report

(a) **Report of the Board of Directors for the financial year 2024** (discussion)

The report of the board of directors of the Company (the “**Board of Directors**”) is part of the Company’s 2024 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

(b) **Adoption of the 2024 Annual Accounts** (voting item)

Under this item, it is proposed to the AGM to adopt the annual accounts for the financial year 2024 which can be found in the relevant section of the Company’s 2024 Annual Report.

(c) **Remuneration Policy** (voting item)

It is proposed to the AGM to adopt the Remuneration Policy. The proposal includes the approval as referred to under article 2:135, § 5, of the Dutch Civil Code. The full text of the proposed Remuneration Policy is available on the Company’s website at <https://www.mfemediaforeurope.com/en/events/shareholders-meeting/>.

(d) **2024 Remuneration Report** (advisory voting item)

The 2024 Remuneration Report is submitted to the AGM for an advisory vote. For further details please refer to the Directors’ Remuneration Report which is set out in the “Remuneration Report” section of the Company’s 2024 Annual Report.

(e) **Policy on additions to reserves and dividends** (discussion)

In accordance with the Dutch Corporate Governance Code and the articles of association of the Company, the Company has adopted the Policy on additions to reserves and dividends. The Company’s dividend policy provides for an annual distribution of at least 50% of the consolidated ordinary net profit shown in the annual accounts for the relevant financial year. Every year, the Board of Directors will propose to the AGM a dividend distribution based on the stated dividend policy taking into consideration also several factors including, but not limited to: general economic conditions, the Company’s earnings, cash flow, financial condition, capital expenditure requirements and other factors deemed to be important by the Board of Directors.

(f) **Approval of the 2024 dividend** (voting item)

Under this item, it is proposed to the AGM to make a dividend distribution, relating to the fiscal year 2024, equal to EUR 0.27 for each “A” ordinary share (each an “**Ordinary Share A**”) and “B” ordinary share (each an “**Ordinary Share B**”). The aggregate amount of the proposed dividend and, consequently, the residual amount of the profits to be allocated to reserves, will vary depending on the actual number of outstanding shares on the ex-dividend date (thus excluding the treasury shares held at that date). In case of approval by the AGM, the dividend (with detachment of dividend No. 2 for the Ordinary Shares A

and No. 2 for the Ordinary Shares B) will be paid, on a date to be subsequently determined by the Board of Directors. Indicatively, based on what can be assumed to date, it is expected that the dividend will be paid on 25 June 2025 (with ex-dividend date on 23 June 2025 and record date on 24 June 2025).

Item 3 – Discharge of the executive and non-executive members of the Board of Directors (voting items)

The AGM is requested to grant discharge to the executive directors in respect of the performance of their duties as such performance is apparent from the financial statements or otherwise disclosed to the AGM prior to the adoption of the Company's 2024 Annual Accounts and to grant discharge to the non-executive directors in respect of the performance of their duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2024 Annual Accounts.

It is proposed to the AGM to resolve on the discharge of each member of the Board of Directors individually. The Company intends to enable each shareholder to assess and approve the work of executive board and non-executive board members severally. It is in the opinion of the Company that granting discharge of board members by several resolutions for each director stands for modern and transparent corporate governance.

Item 4 – Appointment of the external auditor for the Company's sustainability reporting for the financial year 2025 (voting item)

Under this item, it is proposed to the AGM to appoint Deloitte Accountants B.V. for the sustainability reporting for the financial year 2025.

This proposal is in anticipation of the transposition of the EU Corporate Sustainability Reporting Directive (“**CSRD**”) into Dutch law and assumes that the CSRD implementation bill takes effect for the reporting years 2025.

Item 5 – Authorization of the Board of Directors to repurchase shares in the Company (voting item)

The Board of Directors believes that it is advantageous for the Company to have the flexibility to acquire own shares (both Ordinary Shares A and/or Ordinary Shares B), *inter alia*, to ensure coverage, by the Company, of the current and future compensation plans as well as any debt financial instruments exchangeable into equity instruments, to service potential share capital decrease, to enable the Company to finance (M&A) transactions and, more in general, to enable the Board of Directors to carry out share buyback programs if the Board of Directors considers such buy-back would increase earnings per share or otherwise be in the best interests of the Company and its stakeholders.

After repurchase, the repurchased shares can either be canceled or held as treasury shares, so they are no longer publicly held; no votes may be cast and no dividend shall be paid on treasury shares.

Under this agenda item, it is proposed to the AGM to authorize the Board of Directors for a period of 18 months from the date of this annual meeting, i.e., until 18 December 2026, to acquire, in one or more transactions, a maximum number of shares (irrespective of the class of

shares) in the capital of the Company up to 20% of the Company's issued share capital at the time of the relevant transactions.

The repurchase can take place for a minimum price, excluding expenses, of the nominal value of the shares concerned and a maximum price of an amount equal to 10% above the opening price on the day the acquisition of the shares is agreed upon.

The proposed authorization will replace the authorization granted during the Annual General Meeting held on 19 June 2024.

Item 6 – Authorization of the Board of Directors to issue Ordinary Shares A and restrict or exclude pre-emptive rights (voting item)

By means of an amendment to the Company's articles of association and pursuant to a resolution to that effect as adopted during an extraordinary general meeting of the Company on 25 November 2021 (the "**2021 EGM**"), a dual class share structure with high and low voting shares was introduced.

It is proposed that, for a period of eighteen (18) months starting from the date of the AGM, the Board of Directors will be authorized:

- (a) to issue Ordinary Shares A and grant rights to subscribe for Ordinary Shares A in the capital of the Company up to No. 1,500,000 Ordinary Shares A; and
- (b) in connection herewith, to restrict or exclude the pre-emptive rights of all shareholders.

This authorization will only be used to issue: (i) the initial Ordinary Shares A to those who were shareholders on the record date of the 2021 EGM (to the extent not yet issued); and to (ii) those persons who on the record date of the AGM hold rights to acquire shares in the capital of the Company under existing stock option/grant plans.

The Board of Directors can exercise the powers under this authorization in one or more tranches.

This authorization is: (i) without prejudice to the authorization submitted to the extraordinary meeting of shareholders convened for 7 May 2025 (item No. 3) relating to the public takeover offer for the acquisition of the shares of ProSiebenSat.1 Media SE (the "**Offer**"); and (ii) may only be exercised after completion of the Offer.

Shareholders and Record Date

Only holders of shares in the share capital of the Company as of the close of business on **21 May 2025** (the "**Record Date**") and as such registered on the Record Date in a securities account with a bank, brokerage or other intermediary (each an "**Intermediary**") participating in the Monte Titoli system (the "**Monte Titoli Participant Account**") are entitled to take part in, and vote on the matters proposed to, the AGM.

Attendance in Person

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the AGM (either in person or by proxy) should request their Intermediary to issue a statement

confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit attendance requests no later than **5:00 p.m. CEST on 11 June 2025** to our Agent (Computershare S.p.A. with address: Via Lorenzo Mascheroni No. 19, 20145 Milano, Italy).

If these shareholders request to attend the AGM (either in person or by proxy), they will receive an attendance card issued in their name (the "**Attendance Card**"). This will serve as admission certificate and the shareholder (or their proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk. Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located on the Company's website (see instructions below).

Voting

Voting will only be possible for shareholders who physically attend the AGM or via an (electronic) proxy in advance. Shareholders can cast votes in the following manners:

- by attending the AGM in person; or
- by granting a written proxy to our Agent by using the proxy form on the Company's website.

Representation by Proxy

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy. In order to give proxy and voting instructions, the shareholder must: (a) have registered its shares as set out above; and (b) ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) by **5:00 p.m. CEST on 11 June 2025** in writing or electronically pursuant to instructions contained in the proxy forms and Company website.

Identification

Persons entitled to take part in the AGM may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document (such as a passport or driving license).

Audio / Video Cast

Shareholders will be able to attend the AGM remotely via a live audio / video cast. The language of the AGM will be English. In order to attend the AGM remotely and get access to the audio / video cast of the AGM shareholders must request their Intermediary to issue a statement that entitles the shareholder to participate in the AGM (the "**Notice of Participation**").

This statement must be submitted by the Intermediaries to our Agent no later than **5:00 p.m. CEST on 11 June 2025** according to the instruction provided by the Agent to Monte Titoli participants.

The Intermediary shall also send to the Agent the request for the “virtual attendance card” and the e-mail address of the requesting shareholders. The Agent will provide shareholders who have followed the participation procedure correctly with a “virtual attendance card” (which includes a username and password) that will enable a shareholder to log in to the audio / video cast. It is not possible for shareholders who attend the AGM virtually to ask questions or to vote (live) at the AGM.

To exercise their voting rights, shareholders attending the AGM virtually may grant a proxy as described below. Shareholders who wish to actively attend the AGM can only do so in person as per the instructions above.

Further Information

For further information, please contact: MFE-MEDIAFOREUROPE N.V., Corporate Affairs, Viale Europa No. 46, Cologno Monzese, Milan, Italy, or via e-mail: corporateaffairs@mfemediaforeurope.eu.

Contact details of the Agent are as follows: Computershare S.p.A., Via Lorenzo Mascheroni No. 19, 20145 Milan, Italy, e-mail: ufficiomi@computershare.it.

