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Societa' : MFE-MEDIAFOREUROPE N.V.

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Oggetto : NOTICE OF EXTRAORDINARY GENERAL
MEETING

Testo del comunicato

Vedi allegato



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

This is a notice for the extraordinary general meeting of shareholders (the “EGM”) of **MFE-MEDIAFOREUROPE N.V.**, having its official seat in Amsterdam, the Netherlands (the “Company”), which will be held on **31st July 2025 at 3:00 p.m. CEST** at **Sheraton Amsterdam Airport Schiphol boulevard 101 1118 BG Amsterdam**.

AGENDA

The EGM’s agenda includes the following items:

- 1** Opening and announcements
- 2** Amendment of the Company’s articles of association to increase the authorized share capital (*voting item*)
- 3** Authorization of the Company’s board of directors to issue ordinary shares A and restrict or exclude pre-emptive rights (*voting item*)
- 4** Close.

All EGM documents, including the proposal to amend the Company’s articles of association, are available for inspection at the offices of the Company (Viale Europa 46, 20093 – 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
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF MFE-MEDIAFOREUROPE N.V.**

Item 2 - Amendment of the Company's articles of association to increase the authorized share capital (*voting item*)

In order to create more headroom in the Company's articles of association for the issuance of additional ordinary shares A in the capital of the Company, it is proposed to amend the Company's articles of association in order to increase the authorized share capital of the Company, up to an amount of EUR 191,676,622.14, divided into 832,155,249 ordinary shares A in the capital of the Company, having a nominal value of EUR 0.06 each, and 236,245,512 ordinary shares B in the capital of the Company, having a nominal value of EUR 0.60 each.

For this purpose, it is intended to:

- (a) amend the articles of association of the Company in conformity with the draft deed of amendment to the articles of association prepared by NautaDutilh N.V. and made available on the Company's website (the "**Deed of Amendment**"); and
- (b) authorize each executive director of the Company and each civil law notary, candidate civil law notary, notarial assistant and lawyer of NautaDutilh N.V., each of them severally, to have the Deed of Amendment executed.

Item 3 - Authorization of the Company's board of directors to issue ordinary shares A and restrict or exclude pre-emptive rights (*voting item*)

In the context of the voluntary public takeover offer made by the Company to the shareholders of ProSiebenSat.1 Media SE ("**P7**") to acquire all shares in P7 not directly held by the Company, as announced on 26 March 2025 and as amended, as the case may be, from time to time (the "**VTO**"), it is proposed that the Company's board of directors (the "**Board of Directors**") be authorized to resolve:

- (a) to issue such number of MFE ordinary shares A as allowed under the Company's authorized share capital (as it may be increased from time to time, including pursuant to the Deed of Amendment) in order to settle any share component of any accelerated bookbuild offering, block trade, purchase, or other arrangement or transaction, in each case outside the settlement of the VTO; and
- (b) in connection therewith, to limit or exclude any pre-emption rights in relation to an issuance of MFE ordinary shares A pursuant to the authorization as referred to under letter (a) above.

The Board of Directors can make use of this authorization in one or more tranches and in connection with one or more transactions, provided that this authorization is limited to the number of ordinary shares A in the capital of the Company issuable pursuant to the authorized share capital included in the Company's articles of association from time to time.

This authorization shall expire on the fifth anniversary of the date of the EGM and will be in addition, and without prejudice, to the authorizations granted to the Board of Directors during

the annual general meeting of the Company held on 18 June 2025 and the extraordinary general meetings of the Company held on 7 May 2025.

SHAREHOLDERS AND RECORD DATE

Only holders of shares in the share capital of the Company as of the close of business on **3 July 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 EGM.

ATTENDANCE IN PERSON

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the EGM (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 **24 July 2025** to our Agent (Computershare S.p.A. with address: Via Lorenzo Mascheroni n. 19 20145 Milano, Italy).

If these shareholders request to attend the EGM (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 EGM to enter the EGM. For this purpose, the Attendance Card also contains a proxy form section. Prior to the EGM, 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 EGM or via an (electronic) proxy in advance. Shareholders can cast votes in the following manners:

- By attending the EGM 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 EGM in person or by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered its shares as set out above and (b) must 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 **24 July 2025** in writing or electronically pursuant to instructions contained in the proxy forms and Company website.

IDENTIFICATION

Persons entitled to take part in the EGM 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 EGM remotely via a live audio / video cast. The language of the EGM will be English. In order to attend the EGM remotely and get access to the audio / video cast of the EGM shareholders must request their Intermediary to issue a statement that entitles the shareholder to participate in the EGM (the “**Notice of Participation**”). This statement must be submitted by the Intermediaries to our Agent no later than **5:00 p.m. CEST on 24 July 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 EGM virtually to ask questions or to vote (live) at the EGM. To exercise their voting rights, shareholders attending the EGM virtually may grant a proxy as described below. Shareholders who wish to actively attend the EGM 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 46, 20093 – 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 n. 19, 20145 Milano (Italy), e-mail: ufficiomi@computershare.it.

Milan, Italy, 19 June 2025

MFE-MEDIAFOREUROPE N.V.
The Board of Directors

