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| Informazione<br>Regolamentata n.<br>0186-2-2023 | Data/Ora Ricezione<br>30 Gennaio 2023<br>21:16:09 | Euronext Milan |
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Societa' : MFE-MEDIAFOREUROPE N.V.

Identificativo : 172039

Informazione  
Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

Tipologia : 2.2

Data/Ora Ricezione : 30 Gennaio 2023 21:16:09

Data/Ora Inizio : 30 Gennaio 2023 21:16:14

Diffusione presunta

Oggetto : MFE-MEDIAFOREUROPE N.V.: MERGER  
BY INCORPORATION OF MEDIASET  
ESPAÑA COMUNICACIÓN, S.A. INTO  
MFE-MEDIAFOREUROPE N.V.

*Testo del comunicato*

Vedi allegato.



## PRESS RELEASE

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### MFE-MEDIAFOREUROPE N.V.:

#### MERGER BY INCORPORATION OF MEDIASET ESPAÑA COMUNICACIÓN, S.A. INTO MFE-MEDIAFOREUROPE N.V.

#### CANCELLATION OF ALL THE MFE ORDINARY SHARES “A” HELD BY MFE- MEDIAFOREUROPE N.V. IN TREASURY AND PURCHASED IN THE CONTEXT OF THE 2022 BUYBACK PROGRAMME

On the date hereof, MFE-MEDIAFOREUROPE N.V. (“**MFE**”) has communicated to the public – by means of the inside information notice (“*comunicación de información privilegiada*”), made available on the the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* – the “**CNMV**”) on the following link ([link](#)) – that the Boards of Directors of MFE and of its subsidiary Mediaset España Comunicación, S.A. (“**MES**”), approved, and agreed to sign, the common cross-border merger plan for the cross-border merger by absorption of MES (as absorbed company) with and into MFE (as absorbing company) (the “**Merger**”).

The General Shareholders’ Meetings of MFE and MES that should approve the Merger will be called in due course and are expected to be held during the month of March 2023.

Below, attached to this press release, is the English version of the above-mentioned notice published on the CNMV’s web site.

In addition to the above, MFE hereby informs that, on the date hereof, the Board of Directors of MFE approved the proposal, to be submitted to the MFE’s General Shareholders’ Meeting to be called to approve the Merger, to cancel all the no. 88,707,693 MFE ordinary shares “A” held by MFE in treasury (the “**Treasury MFE Shares A**”) - representing 0.66% of MFE’s aggregate nominal outstanding share capital of MFE and 5,81% of all the MFE ordinary shares “A” issued at the date hereof - and the concurrent reduction of the issued share capital of MFE for an amount equal to Euro 5,322,461.58.

The Treasury MFE Shares A have been acquired by MFE under the share buyback programme announced to the market on 20 July 2022, started on 25 July 2022, and completed on 30 November 2022. Such programme was aimed at reducing the share capital and has been carried out pursuant to Article 5 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014.

The activities and procedures for the cancellation of the 88,707,693 Treasury MFE Shares A (and the concurrent capital decrease) under applicable Dutch laws will be carried out simultaneously with the Merger and are envisaged to be completed prior to the date on which the Merger will be effective.

Amsterdam – Cologno Monzese, January 30, 2023



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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 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 the Milan Stock Exchange (Ticker: MFEA, MFEB)

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Fine Comunicato n.0186-2

Numero di Pagine: 4