

<p>Informazione Regolamentata n. 0186-10-2023</p>	<p>Data/Ora Ricezione 14 Marzo 2023 10:23:48</p>	<p>Euronext Milan</p>
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Societa' : MFE-MEDIAFOREUROPE N.V.

Identificativo : 173413

Informazione  
Regolamentata

Nome utilizzatore : MEDIASETN01 - BIANCHI

Tipologia : REGEM; 2.2

Data/Ora Ricezione : 14 Marzo 2023 10:23:48

Data/Ora Inizio : 14 Marzo 2023 10:23:50

Diffusione presunta

Oggetto : Share purchase agreements with some  
Mediaset España Comunicación, S.A.  
shareholders

*Testo del comunicato*

Vedi allegato.



## TO THE NATIONAL SECURITIES MARKET COMMISSION

In accordance with the provisions of Article 226 of the Consolidated Text of the Securities Market Act, approved by Royal Legislative Decree 4/2015 of 23 October, and enacting regulations, MFE-MEDIAFOREUROPE N.V. (“**MFE**”) hereby discloses the following

### INSIDE INFORMATION

On the date hereof, MFE has entered into, as purchaser, five separate share purchase agreements with some Mediaset España Comunicación, S.A. (“**MES**”) shareholders, as sellers, in particular: (i) one with Vivendi S.E. (“**Vivendi**”), in order to acquire 3,300,000 MES shares, representing approximately 1.05% of MES share capital, at a price of EUR 3.2450 per share, for a total consideration of EUR 10,708,500; and (ii) four with the following entities (a) Burren Global Arbitrage UCITS Fund, (b) Burren Global Arbitrage Master Fund, (c) Sinclair Capital Fund RAIF – Sinclair Capital M&A Opportunities, and (d) Prelude Opportunity Fund LP, in order to acquire 1,488,715 MES shares, representing approximately 0.48% of MES share capital, at a price of EUR 3.2450 per share, for a total consideration of EUR 4,830,880 (the “**Transaction**”). Settlement of the Transaction is expected to occur on 16 March 2023.

The Transaction price has been set with a 4.04% total annual discount rate from the withdrawal right price, which amounts to EUR 3.2687 per MES share (i.e., the amount that MES shareholders who vote against the cross-border merger by absorption of MES, as absorbed company, with and into MFE, as absorbing company (the “**Merger**”), in the extraordinary shareholders’ meeting of MES that will be held on 15 March 2023, and exercise their withdrawal rights (as described in Section 16 of the common cross-border merger plan) will be entitled to receive), as the Transaction has taken place before the expected payment date of the withdrawal rights.

The aforementioned sellers, which have indicated to MFE that they do not oppose to the Merger, have decided to divest their shareholding in MES and, therefore, to sell their shareholding in MES for the price described in the preceding paragraphs to MFE prior to the MES shareholders’ meeting that will be held on 15 March 2023, for a similar price to the consideration they would have received if they had exercised their withdrawal right after the aforementioned shareholders’ meeting.

Milan, 13 March 2023

**MFE-MEDIAFOREUROPE N.V.**

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Mr. Marco Giordani  
Chief Financial Officer



## Legal notice

The information contained in this communication may not be used as the basis to enter into any contract or agreement and nothing herein constitutes an offer, invitation or recommendation to engage in investment (or disinvestment) in the shares, or any other financial instrument, of MFE-MEDIAFOREUROPE N.V. (“**MFE**”) or Mediaset España Comunicación, S.A. (“**MES**”) in any country and especially in the United States, the United Kingdom, Canada, Japan, Australia or any other country where offers as well as purchase and sale of these shares is prohibited under applicable legislation (the “**Restricted Countries**”). The distribution of this communication in certain jurisdictions may be restricted by laws and regulations. Consequently, persons to which this communication is distributed must inform themselves about and observe such restrictions. By receiving this communication, the recipient agrees to observe any such restrictions.

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Neither this communication nor the historical performance of MFE’s management team or MES’ management team constitute a guarantee of the future performance of MFE or MES and there can be no assurance that MFE’s management team or MES’ management team will be successful in implementing the investment strategy of MFE or MES.

The proposed transaction relates to financial instruments of MFE (a Dutch company, resident in Italy for tax purposes and whose shares are listed on the Italian regulated market Euronext Milan of Borsa Italiana) and MES (a Spanish company and whose shares are listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges) are traded through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español*) and consists of the cross-border merger by absorption of MES (as absorbed company) with and into MFE (as absorbing company). The information distributed in connection with the proposed transaction and the related shareholder vote is subject to Dutch, Italian and Spanish reporting and transparency requirements, respectively, that are different from those in the Restricted Countries. The financial statements and financial information distribute in connection with the proposed transaction have been prepared in accordance with Dutch and Spanish accounting standards, respectively, which may not be comparable to the financial statements or financial information of companies incorporated under the laws of any Restricted Country.

It may be difficult for you to enforce your rights and any claims you may have under the U.S. federal securities laws (as well as the laws of any other Restricted Country) with respect to the proposed transaction, as the companies are located in the Netherlands and Spain. You may not be able to sue the companies or their officers or directors in a Dutch or Spanish court for violations of U.S. securities laws (as well as the laws of any other Restricted Country). Finally, it may be difficult to compel the companies and their subsidiaries to submit to the judgment of a U.S. court (as well as the court of any other Restricted Country).

It should be noted that MFE and/or MES may acquire shares outside the proposed transaction, such as through open market or privately negotiated purchases, at any time during the life of the proposed transaction.

The MFE Shares A and MFE Shares B and the MES shares have not been and are not intended to be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the United States Securities Act of 1933.

This communication has been prepared in English language and has been translated into Spanish and Italian languages for information purposes only. In the event of any discrepancy, the original English language version of this communication shall prevail.

Fine Comunicato n.0186-10

Numero di Pagine: 4