

Informazione Regolamentata n. 0186-8-2024	Data/Ora Inizio Diffusione 3 Maggio 2024 18:12:19	Euronext Milan
-------------------------------------------------	------------------------------------------------------	----------------

Societa' : MFE-MEDIAFOREUROPE N.V.  
Identificativo Informazione : 190049  
Regolamentata  
Utenza - Referente : MEDIASETN01 - BIANCHI  
Tipologia : REGEM; 3.1  
Data/Ora Ricezione : 3 Maggio 2024 18:12:19  
Data/Ora Inizio Diffusione : 3 Maggio 2024 18:12:19  
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 **19 June 2024 at 10:00 a.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** 2023 Annual report
  - (a) Report of the Board of Directors for the financial year 2023 (discussion)
  - (b) Adoption of the 2023 Annual Accounts (voting item)
  - (c) Remuneration Policy (voting item)
  - (d) 2023 Remuneration Report (advisory voting item)
  - (e) Policy on additions to reserves and dividends (discussion)
  - (f) Approval of the 2023 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) Stefania Bariatti
  - (d) Marina Berlusconi
  - (e) Marina Brogi
  - (f) Raffaele Cappiello
  - (g) Costanza Esclapon de Villeneuve
  - (h) Giulio Gallazzi
  - (i) Marco Giordani
  - (j) Gina Nieri
  - (k) Danilo Pellegrino
  - (l) Alessandra Piccinino
  - (m) Niccolo' Querci
  - (n) Stefano Sala
  - (o) Carlo Secchi
- 4** Re-appointment and appointment of the following executive and non-executive directors of the Company for a three-year period expiring at the end of the annual general meeting to be held in 2027
  - (a) Re-appointment of Fedele Confalonieri, as non-executive director of the Company (voting item)

- (b) Re-appointment of Pier Silvio Berlusconi, as executive director of the Company (voting item)
  - (c) Re-appointment of Marco Giordani, as executive director of the Company (voting item)
  - (d) Re-appointment of Gina Nieri, as executive director of the Company (voting item)
  - (e) Re-appointment of Niccolò Querci, as executive director of the Company (voting item)
  - (f) Re-appointment of Stefano Sala, as executive director of the Company (voting item)
  - (g) Re-appointment of Stefania Bariatti, as non-executive director of the Company (voting item)
  - (h) Re-appointment of Marina Berlusconi, as non-executive director of the Company (voting item)
  - (i) Re-appointment of Marina Brogi, as non-executive director of the Company (voting item)
  - (j) Re-appointment of Giulio Gallazzi, as non-executive director of the Company (voting item)
  - (k) Re-appointment of Danilo Pellegrino, as non-executive director of the Company (voting item)
  - (l) Re-appointment of Alessandra Piccinino, as non-executive director of the Company (voting item)
  - (m) Appointment of Patrizia Arienti, as non-executive director of the Company (voting item)
  - (n) Appointment of Consuelo Crespo Bofill, as non-executive director of the Company (voting item)
  - (o) Appointment of Javier Diez de Polanco, as non-executive director of the Company (voting item)
- 5 Approval of a compensation plan pursuant to articles 114-*bis* of the Italian Consolidated Law on Finance (TUF) and 2:135, § 5, of the Dutch Civil Code (voting item)
- 6 Appointment of the external auditor for the financial years 2026 up to and including 2035 (voting item)
- 7 Authorization of the Board of Directors to repurchase shares in the Company (voting item)
- 8 Authorization of the Board of Directors to issue Ordinary Shares A and restrict or exclude pre-emptive rights (voting item)
- 9 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 – 2023 Annual report

(a) **Report of the Board of Directors for the financial year 2023** (discussion)

The report of the board of directors of the Company (the “**Board of Directors**”) is part of the Company’s 2023 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

(b) **Adoption of the 2023 Annual Accounts** (voting item)

Under this item, it is proposed to the AGM to adopt the annual accounts for the financial year 2023 which can be found in the relevant section of the Company’s 2023 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) **2023 Remuneration Report** (advisory voting item)

The 2023 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 2023 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 general meeting 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 2023 dividend** (voting item)

Under this item, it is proposed to the AGM to make a dividend distribution, relating to the fiscal year 2023, equal to EUR 0.25 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. 1 for the Ordinary Shares A

and No. 1 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 24 July 2024 (with ex-dividend date on 22 July 2024 and record date on 23 July 2024).

**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 2023 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 2023 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 – Re-appointment and appointment of the following executive and non-executive directors of the Company for a three-year period expiring at the end of the annual general meeting to be held in 2027**

The term of each of the executive and non-executive directors of the Company (who have been appointed on 23 June 2021) will end at the end of the AGM. The Board of Directors believes that the directors for whom re-appointment at the AGM has been proposed continue to contribute significantly to the Company and its business and perform their duties effectively, demonstrating commitment to their role in the Company. In addition, the Board of Directors is confident that the newly proposed directors, given their expertise and experience, will be valuable members. Accordingly, upon recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends to the General Meeting:

- (a) re-appointment of Fedele Confalonieri, as non-executive director of the Company (voting item)
- (b) re-appointment of Pier Silvio Berlusconi, as executive director of the Company (voting item)
- (c) re-appointment of Marco Giordani, as executive director of the Company (voting item)
- (d) re-appointment of Gina Nieri, as executive director of the Company (voting item)
- (e) re-appointment of Niccolò Querci, as executive director of the Company (voting item)
- (f) re-appointment of Stefano Sala, as executive director of the Company (voting item)
- (g) re-appointment of Stefania Bariatti, as non-executive director of the Company (voting item)
- (h) re-appointment of Marina Berlusconi, as non-executive director of the Company (voting item)
- (i) re-appointment of Marina Brogi, as non-executive director of the Company (voting item)
- (j) re-appointment of Giulio Gallazzi, as non-executive director of the Company (voting item)
- (k) re-appointment of Danilo Pellegrino, as non-executive director of the Company (voting item)
- (l) re-appointment of Alessandra Piccinino, as non-executive director of the Company (voting item)

- item)
- (m) appointment of Patrizia Arienti, as non-executive director of the Company (voting item)
  - (n) appointment of Consuelo Crespo Bofill, as non-executive director of the Company (voting item)
  - (o) appointment of Javier Diez de Polanco, as non-executive director of the Company (voting item),

all for a three-year period expiring at the closure of the AGM to be held in 2027.

The relevant personal details of the nominees are available for inspection at the offices of the Company as well as on the Company's corporate website.

The Board of Directors assessed the following candidates as independent pursuant to the Dutch Corporate Governance Code Stefania Bariatti, Marina Brogi, Giulio Gallazzi, Alessandra Piccinino, Patrizia Arienti, Consuelo Crespo Bofill, and Javier Diez de Polanco.

The Board of Directors will establish the remuneration of the directors in accordance with the Remuneration Policy.

**Item 5 – Approval of a compensation plan pursuant to articles 114-bis of the Italian Consolidated Law on Finance (TUF) and 2:135, § 5, of the Dutch Civil Code (voting item)**

Under this agenda item, it is proposed to the AGM to adopt the medium/long-term incentive and loyalty plan for the fiscal years 2024, 2025, and 2026 for directors, key officers, and employees of the Company (the “Plan”).

The Plan is submitted for adoption by the AGM in accordance with articles 114-bis of the Italian Consolidated Law on Finance (TUF) and 2:135, § 5, of the Dutch Civil Code.

For a more detailed explanation of the Plan, please refer to the relevant explanatory document of the Board of Directors, which is available at the registered office of the Company, on the Company's website at <https://www.mfemediaforeurope.com/en/events/shareholders-meeting/> and through the authorized storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)), in accordance with the terms prescribed by law.

This proposal includes the authorization of the Board of Directors: (a) to issue Ordinary Shares A and grant rights to subscribe for Ordinary Shares A as will be required for the implementation of the Plan in accordance with its terms; and (b) in connection therewith, to restrict or exclude the pre-emptive rights of all shareholders. This authorization will be in addition, and without prejudice, to the authorization as proposed under agenda item 8.

**Item 6 – Appointment of the external auditor for the financial years 2026 up to and including 2035 (voting item)**

Under this item, it is proposed to the AGM to appoint EY Netherlands (Ernst & Young Accountants LLP – Amsterdam office) for the audit of the Company's statutory annual report and annual accounts and, to the extent relevant, the Company's sustainability reporting, for the financial years 2026 up to and including 2035.

This proposal is based on the outcome of a selection procedure performed by the Company's

audit committee on the basis of both quantitative (e.g., auditing hours, fees, number of team members) and qualitative (e.g., specific skills and knowledge in relation to listed companies and MFE's business areas) selection criteria, the audit committee's recommendations, and the approval by the Company's board of directors of the terms of engagement for the audit services (including the scope of the audit, the materiality to be used and compensation for the audit).

EY Netherlands is proposed for appointment because of its cross-border and world-wide organizational structure, its independence, highly expert professional composition of the audit team, and its auditing methodology and approach, which have been deemed adequate in relation to the size and complexity of MFE's business.

**Item 7 – 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 19 December 2025, 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 7 June 2023.

**Item 8 – 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 (the "**2021 Amendment**") 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.

During the 2021 EGM, the Board of Directors was authorized to: (a) issue Ordinary Shares A and grant rights to subscribe for Ordinary Shares A up to No. 1,181,227,564 Ordinary Shares A; and

(b) in connection therewith to restrict or exclude the pre-emptive rights of all shareholders.

Said authorization was subject to the 2021 Amendment becoming effective and would only be used to issue: (i) the initial Ordinary Shares A to those who will be shareholders on the record date of the 2021 EGM; and to (ii) those persons who on the record date of the 2021 EGM held rights to acquire shares in the capital of the Company under existing stock option/grant plans.

During the AGM on 7 June 2023 (the “**2023 AGM**”), the Board of Directors was authorized, for a period of eighteen (18) months starting from the date of the 2023 AGM: (x) to issue Ordinary Shares A and grant rights to subscribe for Ordinary Shares A up to No. 600,000 Ordinary Shares A; and (y) in connection herewith, to restrict or exclude the pre-emptive rights of all shareholders.

It is now 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. 600,000 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 2024 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.

As stated under item 5, this authorization will be in addition, and without prejudice, to the authorization as proposed under this item.

### **Shareholders and Record Date**

Only holders of shares in the share capital of the Company as of the close of business on **22 May 2024** (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 12 June 2024** to our Agent (Computershare S.p.A. with address: Via Lorenzo Mascheroni n. 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 12 June 2024** 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 12 June 2024** 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@mfediaforeurope.eu](mailto:corporateaffairs@mfediaforeurope.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](mailto:ufficiomi@computershare.it).

Fine Comunicato n.0186-8-2024

Numero di Pagine: 11