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**REQUEST FOR AUTHORISATION OF THE VOLUNTARY TENDER OFFER
PROMOTED BY MFE-MEDIAFOREUROPE N.V. FOR ALL OF THE SHARES OF
MEDIASET ESPAÑA COMUNICACIÓN, S.A.**

This request for authorisation is made public in accordance with Article 17 of Royal Decree 1066/2007, of 27 July, on the rules for public tender offers for securities (“**Royal Decree 1066/2007**”) and refers to an offer that is subject to the mandatory authorisation of the National Securities Market Commission (the *Comisión Nacional del Mercado de Valores* or “**CNMV**”).

The detailed terms and features of the offer will be included in the tender offer document that will be published after obtaining the aforesaid authorisation.

TO THE NATIONAL SECURITIES MARKET COMMISSION

MFE-MEDIAFOREUROPE N.V. (formerly Mediaset N.V.), a public limited company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, with registered office in Amsterdam (the Netherlands) and principal place of business at Viale Europa 46, 20093 Cologno Monzese, Milan, Italy (“**MFE**”). MFE is resident for tax purposes in Italy and its Legal Entity Identifier (LEI) code is 213800DIFN7NR7B97A50. MFE is duly represented by Mr. Marco Giordani, of legal age and Italian nationality, authorised to act in the name of MFE by virtue of the resolutions passed by the Board of Directors of MFE on 14 March 2022, which are attached to this request of authorisation.

INDICATES

1. DECISION TO PROMOTE THE OFFER

MFE has decided to promote a voluntary public tender offer for the acquisition of all the shares in which the share capital of Mediaset España Comunicación, S.A. (“**MES**”) is divided, except for the shares that have been locked-up, by offering a mixed consideration (the “**Offer**” or the “**Exchange Offer**”), under the terms and conditions described in this request for authorisation and in the attached tender offer document (the “**Offer Document**”). The decision to promote the Offer has been adopted by MFE on the basis of the resolutions approved by the Board of Directors of MFE on 14 March 2022.

The Extraordinary General Shareholders’ Meeting of MFE referred to in the initial announcement of the Offer published on 15 March 2022 on the website of the CNMV, which is expected to adopt the necessary resolutions for MFE to carry out the issuance of the Ordinary Shares A in an amount sufficient to cover the portion of the Offer consideration consisting of a share exchange, has been convened on 16 March 2022 to be held on 27 April 2022.

Pursuant to the authorisation granted by the Board of Directors of MFE on 14 March 2022, Mr. Marco Giordani, in the name and on behalf of MFE, has modified the Minimum Acceptance Condition of the Offer referred to in the initial announcement of the Offer, in the terms detailed in Section 2.1 below.

2. MAIN TERMS OF THE OFFER

On 15 March 2022, MFE filed the initial announcement of the Offer with the CNMV, which was published as an inside information notice (*comunicación de información privilegiada*) number 1,364 on the same date, in accordance with Article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), Article 226 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of October 23 (the “**Spanish Securities Market Act**”), Article 16 of Royal Decree 1066/2007 and Rule One of the Circular 8/2008, of 10 December, of the CNMV (the “**Initial Announcement**”).

MFE confirms the information and terms of the Offer included in the Initial Announcement and states that the essential variations with respect to the information contained therein are as follows:

2.1. OFFER CONDITIONS

The Initial Announcement indicated that the effectiveness of the Offer was conditional upon its acceptance by shareholders holding shares in MES representing, in aggregate, more than 90% of the voting rights to which the Offer is effectively addressed, this is 39.88% of the total voting rights, other than those voting rights already held by MFE in MES.

MFE has decided to reduce the threshold of the aforementioned minimum acceptance condition to 66.15%, so that the Offer is conditional on the irrevocable acceptance by such number of MES shareholders which would enable MFE to achieve a minimum stake of 85% of the share capital of MES instead of 95.6% of the condition of the Initial Announcement. This means that the effectiveness of the Offer is subject to the acceptance by at least 91,788,505 MES shares (66.15% of the shares to which the Offer is effectively addressed), representing approximately 29.31% of the share capital of MES, which together with the 55.69% already held by MFE, enables MFE to achieve the aforementioned minimum 85% stake in the share capital of MES (the “**Minimum Acceptance Condition**”).

The impact of such improvement of the Minimum Acceptance Condition on the Offer and its purpose are described in the Offer Document.

2.2. INTENTIONS REGARDING LISTING

With regards to the Ordinary Shares A to be issued by MFE to cover the portion of the Offer consideration consisting of a share exchange, in addition to their admission to trading on Euronext Milan, MFE contemplates their admission to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges in the circumstances detailed below.

The Minimum Acceptance Condition by itself does not allow the fulfilment of the requirements provided for in Article 136 of the Securities Market Act and Article 47 of Royal Decree 1066/2007 in order for MFE to exercise the squeeze-out right over the shares of the remaining shareholders of MES. Notwithstanding the foregoing, if as a result of the Offer, such requirements are fulfilled, MFE intends to exercise the squeeze-out right, which would entail the delisting of all MES shares from the Spanish Stock Exchanges. In this case, MFE will request the admission to listing of all the outstanding Ordinary Shares A of MFE on the Madrid, Barcelona, Bilbao and

Valencia Stock Exchange Markets as soon as possible within a maximum period of three months since the date of the squeeze-out transaction.

The shares of MES will continue to be listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchange Markets in the event that the aforementioned requirements to exercise the squeeze-out right are not fulfilled.

Notwithstanding the foregoing, if MFE decides to carry out an intra community cross border merger transaction whereby MES would be absorbed by MFE and MES shareholders would receive Ordinary Shares A of MFE listed on Euronext Milan, MFE would request the admission to listing of all the outstanding Ordinary Shares A of MFE on the Madrid, Barcelona, Bilbao and Valencia Stock Exchange Markets, so that the merger would not entail the prior launch of a delisting offer. The decision to carry out such merger may be taken not earlier than until at least a 6-month period since the settlement of the Offer has elapsed.

MFE has not contemplated to launch a delisting tender offer. In the event that MFE or MES were to promote the delisting of MES shares, the consideration shall be fully in cash and shall be justified by means of a valuation report applying the criteria foreseen in Article 10 of Royal Decree 1066/2007.

3. GUARANTEES OF THE OFFER

In accordance with Article 15 of Royal Decree 1066/2007, in order to guarantee (i) the payment of the cash portion of the offer consideration; and (ii) the payment in cash of the odd lots that may result from the acceptance of the Offer, MFE has filed with the CNMV, together with this request for authorisation, five bank guarantees (*avales bancarios*) for an aggregate amount of EUR 258,300,000:

Aval issuing banks	Amount (EUR)
UniCredit S.p.A.	51,660,000
Banco BPM S.p.A.	51,660,000
BNP Paribas S.A., Sucursal en Italia	51,660,000
Intesa Sanpaolo S.p.A, Sucursal en España	51,660,000
CaixaBank, S.A.	51,660,000
Total	258,300,000

With respect to the portion of the Offer consideration consisting of a share exchange, the Extraordinary General Shareholders' Meeting of MFE that should approve the amendment of the articles of association of MFE in order to reflect the necessary increase of the authorised share capital of MFE has been convened to be held on 27 April 2022.

The directors of MFE have acted and will continue to act in a manner not inconsistent with the decision to launch the Exchange Offer passed by the Board of Directors of MFE on 14 March 2022.

4. DOCUMENTS ATTACHED TO THIS REQUEST

For the purposes of Article 17.1 of Royal Decree 1066/2007, the following documents are attached to this request:

- (i) A duly signed copy of the Offer Document;
- (ii) Resolutions passed by the Board of Directors of MFE-MEDIAFOREUROPE N.V. for launching the Offer, together with its sworn translation into Spanish;
- (iii) Articles of association of MFE-MEDIAFOREUROPE N.V. and certificate issued by the Dutch Commercial Registry on the incorporation and existence of MFE-MEDIAFOREUROPE N.V., together with their sworn translations into Spanish;
- (iv) Treasury shares transactions of Mediaset España Comunicación, S.A. during the 12 months prior to the announcement of the Offer and up to the date of the Offer Document;
- (v) Consolidated and individual financial statements as of 31 December 2020 of Mediaset S.p.A., together with their sworn translations into Spanish;
- (vi) Interim consolidated financial statements of Mediaset N.V. as of 30 September 2021, together with their sworn translation into Spanish;
- (vii) Consolidated and individual financial statements as of 31 December 2020 of Fininvest S.p.A., together with their sworn translations into Spanish;
- (viii) Certificates evidencing the lock-up of the shares held by MFE-MEDIAFOREUROPE N.V. in Mediaset España Comunicación, S.A.;
- (ix) Certificate evidencing that the treasury shares held by Mediaset España Comunicación, S.A. have been locked-up;
- (x) Letters from MFE-MEDIAFOREUROPE N.V. and Mediaset España Comunicación, S.A. undertaking not to pledge their shares in Mediaset España Comunicación, S.A.;
- (xi) Certificate issued by Borsa Italiana S.p.A. on the weighted average trading price of the Ordinary Shares A of MFE-MEDIAFOREUROPE N.V. in the three months preceding the initial announcement of the Offer;

- (xii) Bank guarantees (*avales bancarios*);
- (xiii) Model announcement to be published by MFE-MEDIAFOREUROPE, N.V pursuant to Article 22 of Royal Decree 1066/2007;
- (xiv) Letter from MFE-MEDIAFOREUROPE N.V. in connection with the publicity of the Offer;
and
- (xv) Letters of acceptance from CaixaBank, S.A. and Intesa Sanpaolo S.p.A. as settlement agents acting on behalf of MFE-MEDIAFOREUROPE N.V. for the acceptance and settlement of the Offer and as agent entities of the Offer;

5. NOTIFICATIONS

MFE selects the following address for the notices relating to this document and the corresponding file with the CNMV:

Pérez-Llorca Abogados, S.L.P.

Att. Mr. Javier Carvajal García-Valdecasas / Mr. Javier Gómez de Miguel

Paseo de la Castellana, 259 A

28046 Madrid

Tel.: +34 91 436 04 20

Fax: +34 91 436 04 30

Email: jcarvajal@perezllorca.com or jgomez@perezllorca.com

In light of the above,

REQUESTS

The CNMV to consider this request, together with the Offer Document and other documents attached, to have them validly filed, the statements made herein as duly made and declare them admissible, admit them for processing and to authorise the launching of the Offer.

Milan, 13 April 2022

MFE-MEDIAFOREUROPE N.V.

Mr. Marco Giordani

Chief Financial Officer