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**REPORT OF THE BOARD OF DIRECTORS OF MEDIASET ESPAÑA
COMUNICACIÓN, S.A.**

on the

JOINT CROSS-BORDER MERGER PLAN

for the merger between

**MFE-MEDIAFOREUROPE N.V.
as absorbing company**

and

**MEDIASET ESPAÑA COMUNICACIÓN, S.A.
as absorbed company**

January 30, 2023

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**REPORT OF THE BOARD OF DIRECTORS OF MEDIASET ESPAÑA
COMUNICACIÓN, S.A. ON THE JOINT CROSS-BORDER MERGER PLAN
FOR THE MERGER BETWEEN MFE-MEDIAFOREUROPE N.V. (AS
ABSORBING COMPANY) AND MEDIASET ESPAÑA COMUNICACIÓN, S.A.
(AS ABSORBED COMPANY)**

January 30, 2023

The Board of Directors of Mediaset España Comunicación, S.A. (“**Mediaset España**”) issues this report to explain and provide detailed reasons concerning the joint cross-border merger plan for the merger between MFE-MEDIAFOREUROPE N.V. (“**MFE**”, as absorbing company) and Mediaset España (as absorbed company; jointly with MFE, the “**Merged Companies**”) as regards their legal and economic aspects, and with particular reference to the exchange ratio for the shares and any particular valuation difficulties that might exist, as well as the implications of the merger for shareholders, creditors and workers, all of the above pursuant to article 33 (read in conjunction with article 60) of Law 3/2009 of April 3, 2009 on structural modifications to commercial companies (“**Law 3/2009**”).

1. Introduction

1.1 General description

On the date hereof, the Boards of Directors of the Netherlands company MFE and of the Spanish company Mediaset España (82.917% of its share capital is owned by the former) have formalized a joint cross-border merger plan for the merger by absorption of Mediaset España by MFE (the “**Cross-Border Merger Plan**”).

As a result of the cross-border merger under the Cross-Border Merger Plan, Mediaset España will cease to exist as an independent company and MFE (as the company resulting from the merger) will acquire all the assets and assume all the liabilities and other legal relationships of Mediaset España (the “**Cross-Border Merger**”).

The Cross-Border Merger and the Cross-Border Merger Plan will be submitted for approval by the Shareholder's Meetings of MFE and of Mediaset España pursuant to the applicable legislation.

In view of the cross-border nature of the Cross-Border Merger, the Cross-Border Merger Plan has been prepared and drawn up in conformity with the applicable provisions in Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law, amended by Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019 amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions, (the “**EU**

Directive”), and with the relevant applicable provisions of Netherlands law (as set out, among others, in the Netherlands Civil Code) and Spanish law. In particular, with regard to Spanish law, the Cross-Border Merger Plan has been prepared pursuant to title II of Law 3/2009 to the extent it is applicable to intra-Community cross-border mergers.

1.2 Prior carve-out

As a preliminary transaction to the Cross-Border Merger, it is envisaged that Mediaset España will carry out a reorganization aimed at keeping in Spain all the transactions and business activities of Mediaset España. This reorganization consists of a carve-out pursuant to article 71 of Law 3/2009 according to which Mediaset España, as carved-out company, will carve out en bloc, to be transferred to its directly and wholly owned subsidiary Grupo Audiovisual Mediaset España Comunicación, S.A. (“**GA Mediaset**”) currently with no activity, all of its assets and liabilities, with the sole exception of the following assets and legal relationships owned by Mediaset España which are excluded from the carve-out (the “**Excluded Items**”):

- 60,000 shares of GA Mediaset of a par value of €1 each, representing 100% of its share capital;
- 30,717,500 shares in ProSiebenSat.1 Media SE representing 13.18% of its share capital, as well as (i) the debt to Crédit Suisse associated with the acquisition of these shares pursuant to a loan granted by Crédit Suisse to Mediset España under a collar agreement (*Confirmation of a Share Option Transaction*) signed with Crédit Suisse on 23 March 2020, and (ii) as the outstanding put and call options arising therefrom (corresponding to the second tranche of the collar agreement on 4,951,250 shares of ProSiebenSat.1 Media SE). Mediaset España will thus retain (and will not transfer to GA Mediaset) its rights and obligations under the aforementioned loan and collar agreement. As at 31 October 2022, such loan represented a liability in Mediaset España’s balance sheet of EUR 24,375,000, the put option an asset in the amount of EUR 4,093,000 and the call option a liability in the amount of EUR 7,706,000.
- A cash amount of EUR 249,872,000 (representing the cash of Mediaset España that is not necessary for the development of the business that is the object of the carve-out in the ordinary course of its activities).

Mediaset España will receive, in exchange, all of the new GA Mediaset shares that will be issued as a result of a capital increase arising from the Carve-Out (the “**Carve-Out**” or the “**Prior Reorganization**”).

Accordingly, as a result of the Carve-Out, Mediaset España will only own the Excluded Items and all of the shares in GA Mediaset (both the 60,000 shares with a par value of €1 each that currently represent 100% of its share capital and the new shares issued as a result of the Carve-Out), whereas GA Mediaset will acquire all of the carved-out assets and liabilities and will assume and be subrogated to all of the assets, liabilities, rights,

obligations and other legal relationships of Mediaset España that integrate the Carve-out Assets by way of universal succession.

The Carve-Out, which will be performed simultaneously with the Cross-Border Merger, will have to be completed before the Cross-Border Merger takes effect, and therefore, before the consummation of the Cross-Border Merger, Mediaset España will not have its own business activities other than those of a holding company, nor will it have any employees.

The Prior Reorganization, the consummation of which is a condition precedent for the Cross-Border Merger, will not have any impact on the exchange rate for the Cross-Border Merger.

The plan for the carve-out from Mediaset España for the purposes of the Prior Reorganization will be available on its corporate website (www.telecinco.es or also www.mediaset.es/inversores/es/).

1.3 Merger negotiations

On January 16, 2023, the Board of Directors of MFE sent a letter to the Board of Directors of Mediaset España proposing a merger between MFE and Mediaset España, on the understanding that the transaction is in the best interests of both companies, their respective shareholders, employees and other stakeholders, and the commencement of negotiations for this purpose.

With this aim, an *ad-hoc* committee (the “**Merger Committee**”) had been set up by the Board of Directors of Mediaset España, composed of the Company’s three independent directors (Consuelo Crespo Bofill, Javier Díez de Polanco and Cristina Garmendia Mendizábal) and its meetings were attended by the Chairman and Secretary of the Board of Directors, to facilitate the work of that Committee. This Committee was tasked by the Board of Directors with monitoring the potential merger process, from the standpoint of keeping that process free from conflicts of interest, with powers to inform, advise and steer the process and, in particular, with the essential function of conducting continued monitoring and oversight of the potential merger process, in its preliminary studies and analysis phase and, where applicable, with respect to fulfillment of the legal requirements laid down in the legislation, informing the Board of Directors of the progress of those studies and analysis and of the fulfillment of those legal requirements, with particular emphasis on overseeing the following elements and ensuring autonomy and independence throughout the merger process in both its preliminary phase, and, where appropriate, in the course of decision-making:

- (i) Safeguarding the interests of both the Company and its minority shareholders in the merger process, with the assistance of any external advisors appointed for this purpose.

- (ii) Giving consideration to the implications of the merger for the company's interest and the interests of the company's stakeholders.
- (iii) And overseeing the performance by the Company and by its Board of Directors and management of the obligations laid down in the corporate and securities market legislation applicable to a company involved in a merger process.

The Merger Committee validated the hiring of Deutsche Bank, S.A.E. as financial advisor to Mediaset España in relation to the Cross-Border Merger and for it to issue, in due course, a fairness opinion on the Cross-Border Merger Plan, and particularly, on the proposed exchange ratio. Furthermore, the Merger Committee also validated the appointment of J&A Garrigues, S.L.P. as legal advisor to Mediaset España and to its Board of Directors in relation to the Cross-Border Merger.

Accordingly, with financial advice from Deutsche Bank, S.A.E. and legal advice from J&A Garrigues, S.L.P., Mediaset España, under the oversight of the Merger Committee, commenced the necessary negotiations with MFE to reach an agreement on the terms of the Cross-Border Merger which are included in the Cross-Border Merger Plan to which this report relates.

Subsequently, at its meeting held on 23 January 2023, the Merger Committee agreed to hire a second well known investment bank, Banco Santander, S.A., to prepare and issue a second fairness opinion, from a financial point of view, on the Merger Plan and, in particular, on the proposed exchange ratio.

Lastly, the Merger Committee revised the final version of this report, according to the received advice, and the report was submitted to the Board of Directors for approval, as proposed and accepted by the Merger Committee.

In this regard, and under the best corporate governance practices pursuant to articles 228 and 229 of the Capital Companies Law, the proprietary directors (Mr. Fedele Confalonieri, Mr. Marco Gioardani, Mr. Niccolò Querci, Ms. Gina Nieri and Mr. Paolo Vasile) and the executive directors (Mr. Borja Prado Eulate, Mr. Alessandro Salem and Mr. Massimo Musolino) refrained from participating in the debate and in the vote on the drawing up of the Cross-Border Merger Plan although they agreed with its content and they supported the favorable vote expressed by the independent directors (Mr. Javier Díez de Polanco, Ms. Cristina Garmendia Mendizábal and Ms. Consuelo Crespo Bofill) and, consequently, they signed it for the appropriate purposes.

2. Purpose and reasons for the Cross-Border Merger

As mentioned in the Cross-Border Merger Plan, from a strategic, operational and business standpoint, the Cross-Border Merger is aimed at combining the Merged Companies strategically and operationally, which, to date, have been operating separately in their respective geographic areas, giving rise to the creation of a pan-European media and

entertainment group which will both remain a leader in its domestic markets and acquire a larger size to compete, as well as the potential to expand to certain countries throughout Europe.

The combination of a sustainable capital structure and a solid cash flow generation profile will provide MFE with the necessary capacity to fulfill a primary role in the context of a potential future scenario of mergers and acquisitions in the European audiovisual and media industry.

In the current context, highly competitive and continuously developing, international expansion, economies of scale and the capacity to supply tech enabled products as well as high quality content, are becoming critical factors in the strategies of modern media companies.

In particular, the Board of Directors of Mediaset España considers that the Cross-Border Merger provides the strategic and operational benefits explained below, by becoming part of a single joint entity (MFE) managed by a single management team who have their strategic priorities and value levers clearly defined:

- (i) **Size to compete:** creating a larger and more diversified media group, with access to a combined audience of over 100 million viewers, to be able to better compete with global operators, while generating economies of scale in such crucial areas as: (a) audience, by accessing a larger combined audience compared to standalone operators in national markets; (b) greater reach, through joint technology development; (c) access to audience data, thanks to technology integration, staff development and joint databases across countries; (d) development and implementation of AdTech and streaming platforms; (e) local content production and resale; (f) OTT service (AVODs); and (g) attraction of professional talent.

This is an essential strategic objective in the medium to long term, as scale is increasingly becoming a determining factor to be able to compete in the increasingly internationalised media environment. Growing in scale is the only way to strategically mitigate the progressive maturity of national TV operators.

- (ii) **New business opportunities:** the main players operating in the media space (US content producers, independent audiovisual content producers, pay-TV broadcasters, OTT operators, media and marketing agencies, TV manufacturers and technology providers) are betting heavily on, and benefiting from, their global or pan-European scope. This competitive advantage is reinforced by recent significant technological developments in terms of connectivity, smart TV and TV penetration and broadband infrastructure. Against them, the only notable exceptions in the media sector have been the free-to-air TV operators, which have traditionally been exclusively active in national markets. Therefore, the only way for these national operators to react is to embark on operational integration processes in order to achieve an international presence, thus gaining access to the same business opportunities enjoyed by the current global operators.

- (iii) **Protection of identity and pluralism:** it is crucial to maintain national cultural identity in all countries where MFE will operate. In addition, it is considered that by improving the viability of both MFE and Mediaset España as free-to-air television operators, news pluralism, transparency and accountability will be guaranteed.
- (iv) **More resources to invest in local content and technology:** the full alignment of interests between the shareholders of MFE and Mediaset España will allow a coordinated and consequently a more efficient approach to investments in local content and technology, reducing duplication of investments and enabling a more efficient use of financial resources. This will result in a greater financial capacity to increase investments in more and better content, a better viewing experience on all platforms (linear and non-linear) in both Italy and Spain, a greater ability to supply content to third parties, in particular OTT operators, and also higher savings margins.
- (v) **Operational synergies:** The merger between MFE and Mediaset España will achieve significant incremental revenue and cost synergies in which all MFE shareholders will participate considering a full alignment of their interests. These important value opportunities are the main strategic reasons for the creation of a pan-European media group in the entertainment and content sector.

In pursuit of all these advantages or objectives, the tax residence of MFE as parent company of the MFE Group will remain in Italy, while the registered office will remain in Amsterdam (The Netherlands). Production facilities and activities will remain local, in the countries where MFE and Mediaset España currently operate. The MFE Group will continue to focus on job preservation and talent development in both Spain and Italy.

3. Legal aspects of the Cross-Border Merger

3.1 General characteristics

According to the terms set out in the Cross-Border Merger Plan, which terms are deemed to be reproduced herein to the necessary extent, the planned Cross-Border Merger consists of the absorption of Mediaset España (following completion of the Carve-Out) by MFE with the cessation of existence of Mediaset España, through its winding up without liquidation, and the transfer en bloc of all of its assets and liabilities to MFE, which will acquire, by way of universal succession, the rights and obligations of the absorbed company, all of this subject to the terms and conditions set out in the Cross-Border Merger Plan.

That universal succession implies the acquisition in a single transaction of all the rights assets and liabilities and the legal relationships of Mediaset España: there will be transferred, therefore, all the assets, rights and obligations and, generally, all the legal relationships of the absorbed company which remain in force even if their owner changes,

and it must be taken into account that a Carve-Out will have previously been performed, therefore, at that point, Mediaset España will only own the Excluded Items and all the shares in GA Mediaset, and will not have any business activities of its own other than those of a holding company, nor will it have any employees.

Simultaneously and as a result of the Cross-Border Merger, the shareholders of Mediaset España (other than MFE) will receive newly issued common class A shares, with a par value of €0.06 each and granting one voting right per MFE share (the “**Class A MFE Shares**”), in proportion to their respective ownership interests in the share capital of the absorbed company, by reference to the exchange ratio determined in the Cross-Border Merger Plan and referred to below.

The identifying particulars of the Merged Companies are set out in section 1 of the Cross-Border Merger Plan.

3.2 Conditions precedent

Consummation of the Cross-Border Merger is subject to fulfillment (or the waiver) of the following conditions precedent:

- (i) Consummation of the Prior Reorganization, for which Mediaset España will need to obtain the express clearance of the competent audiovisual authority in relation to the transfer to GA Mediaset of the following audiovisual media licenses pursuant to article 32 of Law 13/2022 of July 7, 2022, the General Audiovisual Media Law:
 - a) License to provide the audiovisual media service awarded by a Council of Ministers decision on June 11, 2011, which converted into a license the concession originally awarded in a Council of Ministers decision on August 25, 1989.
 - b) Multiple digital license with nationwide coverage allocated by a Council of Ministers decision on July 16, 2010.
 - c) Multiplex licenses relating to Cuatro (the Cuatro channel and three additional channels) transferred to Mediaset España as a result of the acquisition of Sociedad General de Televisión Cuatro, S.A.U. in 2010.
 - d) License for the free-to-air broadcasting rights to operate the television audiovisual media service over hertzian waves with nationwide coverage, for a high definition (HD) television channel, awarded by a Council of Ministers decision on October 16, 2015, for a term of 15 years, with the right to an extension.
- (ii) Fulfillment of all the formalities (including the publication of the Exemption Document, as defined below) necessary for the start of trading on Euronext Milán

of the A Shares that will be allocated to the shareholders of Mediaset España after the Cross-Border Merger has been brought into effect.

- (iii) No governmental entity in a competent jurisdiction must have decreed, issued, published, implemented or delivered an order prohibiting the performance of the Cross-Border Merger or rendering the Cross-Border Merger null and void or extremely onerous.
- (iv) There shall not have been nor occurred at any time before the date of execution of the merger deed, at a national or international level, any extraordinary external event or circumstance involving material and significant changes in the legal, political, economic, financial, currency exchange or in the capital markets conditions.

MFE and Mediaset España will notify the market of the fulfillment (or waiver, if applicable) or non-fulfillment of the foregoing conditions precedent.

3.3 Main milestones in the Cross-Border Merger process

3.3.1 *Merger Plan and exchange ratio*

For the performance of a cross-border merger such as that planned, the applicable legislation (the EU Directive, the Netherlands Civil Code and Law 3/2009) requires the managing bodies of the merging companies to prepare a joint cross-border merger plan.

For these purposes, on date hereof (January 30, 2023), the Boards of Directors of MFE and Mediaset España have drawn up the necessary Cross-Border Merger Plan to which this report relates and which is deemed to be reproduced herein to necessary extent.

In particular, the Cross-Border Merger Plan includes the proposed exchange ratio equal to seven (7) class A common shares, with a par value of €0.06 each and which grant one voting right per share, in MFE, for each (1) common share in Mediaset España, with a par value of €0.5 each.

On the date hereof, the managing bodies of Mediaset España and GA Mediaset also approved the relevant plan for the Carve-Out, pursuant to title III of Law 3/2009. That transaction is a special carve-out on account of the recipient company (GA Mediaset) being wholly owned, directly, by the carved-out company (Mediaset España), for which reason the simplified procedure envisaged in article 49.1 of Law 3/2009, read in conjunction with article 52.1 and article 73.1 of the same law will be applicable (in a way that, in particular, that it will not be necessary to prepare reports by the directors on the Carve-Out Plan and the independent expert's report will only have the subject-matter and effects determined in article 67 of the Capital Companies Law).

3.3.2 Public disclosure of the Cross-Border Merger Plan

The Cross-Border Merger Plan will be made publicly available pursuant to the applicable legislation. In particular, it will be placed on the corporate websites of Mediaset España (www.telecinco.es or also www.mediaset.es/inversores/es/) and of MFE (www.mfemediaforeurope.com) and made available at the registered office of Mediaset España and at the head office of MFE.

Pursuant to Spanish legislation, the fact that the Cross-Border Merger Plan has been placed on the corporate website of Mediaset España will be published in the Official Commercial Registry Gazette. Moreover, the Cross-Border Merger Plan will be filed for registration at the Netherlands Commercial Registry.

3.3.3 Independent expert's report

As set out in the Cross-Border Merger Plan and pursuant to the applicable legislation, the Merged Companies have requested the appointment of, or each of them has appointed directly, a separate independent expert to issue the required expert report on the Cross-Border Merger Plan.

Namely, pursuant to article 34.1 of Law 3/2009, Mediaset España submitted a request to Madrid Commercial Registry for it to appoint an independent expert to prepare a report on the Cross-Border Merger Plan, in the terms and for the purposes set out in the law.

In this respect, Grant Thornton, S.L.P., an independent expert appointed by Madrid Commercial Registry, has issued on the date hereof the mandatory report on the Cross-Border Merger Plan. In that report, Grant Thornton, S.L.P. concludes as follows:

“In accordance with the work carried out, described in section 4 above, for the sole purpose of complying with the provisions of articles 34, 54 et seq. of the LME and in accordance with the provisions of articles 340 and 349.1 of the Commercial Registry Regulations and other applicable legislation, and taking into account the characteristics of the proposed Cross-Border Merger transaction as well as that described in sections 2, 3 and 4 above, and subject to the relevant aspects described in section 5 above, we consider that:

- The Exchange Ratio set out in the Cross-Border Merger Plan is adequately justified.*
- We have set out the methods followed by the directors to establish the share exchange ratio. The methods followed to establish the Share Exchange Ratio are considered adequate.*
- The real value of the assets contributed by Mediaset España Comunicación, S.A., which is being extinguished, is at least equal to the amount of the share capital increase that the absorbing company, MFE-MediaforEurope NV,*

intends to carry out, which amounts to 22,469,811.42 euros, under the conditions detailed in section 2 of this Report (Capital Increase of MFE-MediaforEurope NV) and provided that (i) MFE-MediaforEurope NV's stake in Mediaset España Comunicación, S.A. remains unchanged, and the number of shares held in treasury by Mediaset España Comunicación, S.A. as at the date of the Joint Cross-Border Merger Plan remain in treasury and, therefore, such shares are cancelled with the effectiveness of the Merger; (ii) no MES shareholder exercises its right of withdrawal; and (iii) no other increase or decrease in the share capital of Mediaset España occurs.

This report has been prepared solely for the purpose of complying with Articles 34, 54 et seq. of the LME and Articles 340 and 349.1 of the Commercial Registry Regulations and does not serve and should not be used for any other purpose. Our conclusion should be interpreted in the context of the scope of our verifications, in the sense that it does not include any responsibilities other than those referring to the description and reasonableness of the methods used and the fairness and homogeneity with which they have been applied, since the responsibilities for the projections and elements used in the assumptions and the conclusions drawn from them are assumed by the Directors of the companies participating in the Merger.”

This report will be made publicly available pursuant to the applicable legislation.

In turn, pursuant to the Netherlands legislation, MFE made a request to Endymion Audit & Assurance B.V. for it to prepare a report pursuant to section 2:328, paragraph 1, of the Netherlands Civil Code. Additionally, Endymion Audit & Assurance B.V. will issue a second report pursuant to section 2:328, paragraph 2, of the Netherlands Civil Code. These reports will also be made publicly available pursuant to the applicable legislation.

3.3.4 Report by the Board of Directors

The Board of Directors of Mediaset España following a proposal by the Merger Committee and a prior favorable report by the Audit and Compliance Committee, has drawn up as of the stated date this report explaining and giving detailed reasons for the Cross-Border Merger Plan with respect to its legal and economic aspects, with particular reference to the share exchange ratio, and to any particular valuation difficulties which may exist, as well as the implications of the merger for the shareholders, creditors and workers, all of this, to comply with article 33 of Law 3/2009.

Pursuant to article 60.1 of Law 3/2009, if the directors of Mediaset España receive an opinion from the workers' representatives in time, that report will be attached to the report.

It is also envisaged that the Board of Directors of MFE will also issue a report explaining and giving detailed reasons for the Cross-Border Merger Plan with respect to its legal and economic aspects, all of this in compliance with sections 2:313 and 2:327 of the Netherlands Civil Code.

3.3.5 *Calling of shareholders' meetings to deliberate on and, if appropriate, approve the Cross-Border Merger*

The Cross-Border Merger will be submitted for approval by the Shareholders' Meetings of Mediaset España and MFE pursuant to the applicable legislation.

For these purposes, the Board of Directors of Mediaset España, on the date hereof, has resolved to call an extraordinary shareholders' meeting of Mediaset España to be held during March, to deliberate on and, if appropriate, approve the planned Cross-Border Merger.

The call notice for the Extraordinary Shareholders' Meeting of Mediaset España will be published in due course, in the manner set out in the law, in the bylaws and in the regulations, after it has been published in the Official Commercial Registry Gazette that the Cross-Border Merger Plan and the Carve-Out plan have been published on the corporate website of Mediaset España.

In turn, it is envisaged that the Board of Directors of MFE will also call a Shareholders' Meeting to be held on the same date of the Extraordinary Shareholders Meeting of Mediaset España.

Pursuant to article 39 of Law 3/2009, before publication of the call notice, the following documents related to the Cross-Border Merger will be placed on the corporate website of Mediaset España, and will be able to be downloaded and printed:

- (i) The Cross-Border Merger Plan.
- (ii) This report of the Board of Directors of Mediaset España on the Cross-Border Merger Plan.
- (iii) The report of the Board of Directors of MFE on the Cross-Border Merger Plan.
- (iv) The reports prepared by Grant Thornton, S.L.P. and Endymion Audit & Assurance B.V. on the Cross-Border Merger Plan.
- (v) The audited separate merger balance sheet of Mediaset España as of October 31, 2022.
- (vi) The interim company-only financial statements of MFE as of September 30, 2022 which were used to determine the terms and conditions of the Cross-Border Merger.
- (vii) The financial statements and directors' report for the last three years, as well as the relevant auditors' reports for each of the Merged Companies.
- (viii) The bylaws in force of Mediaset España and MFE.

- (ix) The proposed bylaws of MFE after the Cross-Border Merger has been brought into effect.
- (x) The names and other particulars of the directors of Mediaset España and of MFE (no changes are envisaged to the Board of Directors of MFE as a result of the Cross-Border Merger).

It is moreover is placed on record that the mandatory documents relating to the Carve-Out will also be published pursuant to Law 3/2009.

3.3.6 Submission of the application for clearance for transfer of the audiovisual media licenses as a result of the Carve-Out

Mediaset España will immediately submit the necessary applications to obtain express or implied clearance from the competent audiovisual authority in relation to the transfer to GA Mediaset of the relevant audiovisual media licenses pursuant to article 32 of General Audiovisual Media Law 13/2022 of July 7, 2022.

3.3.7 Resolutions of the Shareholders' Meetings and publication of notices

Once the Cross-Border Merger and the Cross-Border Merger Plan have been approved, as the case may be, by the Extraordinary Shareholders' Meeting of Mediaset España and the Shareholders' Meeting of MFE, pursuant to article 43 of Law 3/2009, the adopted merger resolution by the Extraordinary Shareholders' Meeting of Mediaset España will be published in the Commercial Registry Official Gazette and in one of the large-circulation newspapers in the province of Madrid, the place where Mediaset España has its registered office.

The notice will state the rights of the shareholders and creditors to obtain the full wording of the adopted resolutions and the merger balance sheet, as well as the right to object held by the authorized creditors, all in accordance with article 43 of Law 3/2009. The notice will also make reference to the Right of Withdrawal of any of the shareholders of Mediaset España that voted against the Cross-Border Merger (see section 3.5 below).

The planned Cross-Border Merger cannot not be carried out until one month has passed from the publication date of the last notice relating to the approved resolutions, during which period the creditors are authorized to object to the Cross-Border Merger pursuant to article 44.3 of Law 3/2009, as described in greater detail in section 4.2 below.

3.3.8 Pre-Merger formalities

In addition to fulfillment of the conditions precedent mentioned in section 3.2 of this report, prior to the performance of the Cross-Border Merger, the following formalities must be fulfilled:

- (i) The local district court in Amsterdam (The Netherlands) must have issued the necessary court ruling (and MFE must have received it) specifying that no creditor

has objected to the Cross-Border Merger pursuant to section 2:316 of the Netherlands Civil Code or, if an objection has been made pursuant to section 2:316 of the Netherlands Civil Code, that objection must have been withdrawn or its removal must have become enforceable.

- (ii) The one month period from publication of the resolution of the Shareholders' Meeting of Mediaset España approving the Cross-Border Merger must have run and no creditor of Mediaset España (whose unsecured claims arose prior to the publication of the Cross-Border Merger Plan on the Mediaset España website and were not due and payable before that date) must have objected to the Cross-Border Merger pursuant to article 44 of Law 3/2009 or, if they have objected to the Cross-Border Merger, that objection must have been waived, resolved or denied, and/or Mediaset España must have secured the claims sufficiently (directly or through a strict suretyship (*fianza solidaria*) from a credit institution).
- (iii) All pre-Merger formalities must have been fulfilled, including the delivery by the Madrid Commercial Registry to the Netherlands notary public of the necessary certificate pursuant to article 127 of the 2019 Directive that conclusively attests to the correct completion of the pre-Merger procedures and formalities.

3.3.9 Date of legal effects of the Merger

Subject to fulfillment of the pre-Merger formalities indicated above and to the fulfillment (or waiver, if applicable) of the conditions precedent described in section 3.2 above, the Cross-Border Merger will be consummated pursuant to section 2:318 of the Netherlands Civil Code and, as such, will be effective at 00:00 hours Central European Time (CET) on the day following that on which the deed of Cross-Border Merger is executed before a notary public practicing in The Netherlands (the “**Effective Date**”).

3.3.10 Performance of the Cross-Border Merger exchange

Once the Cross-Border Merger has been consummated as described above, the shares in Mediaset España (owned by shareholders that have not exercised the Right of Withdrawal) will be exchanged for newly issued Class A MFE Shares, on the terms established in the Cross-Border Merger Plan, as explained in section 3.6.2 below.

3.4 Impact of the Cross-Border Merger on the incentive plans of Mediaset España

Mediaset España has the following incentive plan in force for the award of Mediaset España shares to certain executive directors and managers of the Mediaset España group:

2021-2023 Mediaset España Share Plan: the 2021 Ordinary Shareholders' Meeting of Mediaset España, held on April 14, 2021, authorized the Board of Directors to approve an incentive plan consisting of the award of Mediaset España shares to certain executive directors and managers of the Mediaset España group subject to certain terms and conditions (the “**2021-2023 Share Plan**”).

MFE intends to terminate the 2021-2023 Share Plan (which will vest and be settled, as the case may be, by way of the award of Mediaset España shares) after the Cross-Border Merger and, in its place, to award the relevant beneficiaries the same rights as were established in the existing MFE incentive plan, that is, the 2021-2023 medium/long term incentive and loyalty plan (the “**2021-2023 MFE Plan**”).

Accordingly, the executive directors and managers of the Mediaset España group who are beneficiaries of the 2021-2023 Share Plan would alternatively benefit from the 2021-2023 MFE Plan or other instruments in order to retain the same level of compensation as that to which they are entitled under the 2021-2023 Share Plan.

3.5 Right of withdrawal of the shareholders of Mediaset España

Given the cross-border nature of the Cross-Border Merger, any shareholders of Mediaset España that vote against the Merger will have a right of withdrawal pursuant to article 62 of Law 3/2009 (the “**Right of Withdrawal**”). The main characteristics of the Right of Withdrawal, as well as the procedure for exercising it, are set out in section 16.A of the Cross-Border Merger Plan, in the following terms.

Pursuant to article 348 of the Capital Companies Law, the shareholders of Mediaset España may exercise a Right of Withdrawal in relation to some or all of their shares, within one month running from the publication in the Official Commercial Registry Gazette of the resolution for approval of the Cross-Border Merger by the Shareholders’ Meeting of Mediaset España, by means of a written notification sent to the custodians with which the shareholders have deposited their shares.

Given the exceptional nature of the Right of Withdrawal, the Mediaset España shares with respect to which the right is exercised will be blocked by the custodians from the exercise date until the redemption price is paid and the transaction is settled (or until it has been verified that the conditions precedent for the Cross-Border Merger have not been fulfilled and have not been waived). The document under which each shareholder exercises their Right of Withdrawal must contain an instruction to the relevant custodian to block the shares so that the Right of Withdrawal is deemed validly exercised.

Pursuant to article 353.2 of the Capital Companies Law, in relation to the applicable securities market legislation, the redemption price payable to shareholders who exercise their Right of Withdrawal will be €3.2687 per Mediaset España share, which relates to the average listed price of the Mediaset España shares in the three months prior to (and not including) the signature date of the Cross-Border Merger Plan and the Cross-Border Merger notice. Mediaset España will pay such redemption price to the shareholders exercising the Right of Withdrawal.

Mediaset España has designated Banco Santander, S.A. as the agent for management of the withdrawal procedure (the “**Agent**”). The Agent will:

- (i) receive applications to exercise the Right of Withdrawal submitted through the relevant custodians;
- (ii) check each application against the minutes of the Extraordinary Shareholders' Meeting of Mediaset España approving the Cross-Border Merger in order to verify the authority of the shareholder to exercise their Right of Withdrawal and whether it is being exercised with regard to a number of shares that does not exceed the total with respect to which they are entitled to exercise the Right of Withdrawal;
- (iii) notify Mediaset España of the total number of shares with respect to which the Right of Withdrawal has been duly exercised.

Any shareholders who have exercised the Right of Withdrawal will receive the redemption price through the relevant custodians, following the fulfillment (or waiver) of all of the conditions precedent for the Cross-Border Merger and the fulfillment of all the pre-Merger formalities (section 3.3.8 above).

If it is verified that the conditions precedent for the Cross-Border Merger have not been fulfilled or waived, and provided that the redemption price has not yet been paid, the shares of Mediaset España with respect to which the Right of Withdrawal has been exercised will continue to be owned by the relevant shareholders, will cease to be blocked and will continue to be admitted to trading on the Spanish stock exchanges. Consequently, in this case, the redemption price will not be paid.

The Cross-Border Merger will not give rise to any Right of Withdrawal for the shareholders of MFE.

3.6 Issuance of new Class A MFE Shares and the Cross-Border Merger exchange

3.6.1 Issuance of new Class A MFE Shares

On the Effective Date of the Cross-Border Merger, MFE will issue the number of Class A MFE Shares that is necessary to cover the Cross-Border Merger exchange.

Having regard to the exchange ratio for the Cross-Border Merger, if MFE's ownership interest in Mediaset España and Mediaset España's treasury stock remain unchanged, no Mediaset España shareholder exercises its Right of Withdrawal, and no capital increase or reduction is carried out at Mediaset España, MFE will have to issue 374,496,857 A Shares, with a par value of €0.06 each, to cover the Cross-Border Merger exchange.

In any case, the exact amount of the capital increase at MFE through the issuance of new Class A MFE Shares to cover the Cross-Border Merger exchange will depend on MFE's ownership interest in Mediaset España and the treasury stock of Mediaset España, the Rights of Withdrawal that have been exercised and the potential performance of other capital increases or reductions at Mediaset España.

As a result of the Cross-Border Merger, unrestricted reserves (*vrij uitkeerbare reserves*) at MFE will be increased by an amount equal to the difference between

- (i) the value of Mediaset España's assets, liabilities and other legal relationships acquired and assumed by MFE as a result of the Cross-Border Merger (as reflected in MFE's company-only financial statements); and
- (ii) the sum of the aggregate par value of the Class A MFE Shares issued to cover the Cross-Border Merger exchange and the reserves that MFE must hold pursuant to Netherlands law following the Cross-Border Merger.

As a result of the merger, all the Mediaset España shares will be redeemed and cancelled.

As stated in section 10 of the Cross-Border Merger Plan, the A Shares that are allotted to the Mediaset España shareholders to cover the Cross-Border Merger exchange will, as from the Effective Date, entitle those shareholders to a share in MFE's corporate income subject to the same terms and conditions as those of the existing Class A MFE Shares.

No particular right to dividends will be granted in relation to the Cross-Border Merger.

The Mediaset España shareholders who exercise their Right of Withdrawal in relation to the Cross-Border Merger will not be entitled to any MFE dividends that may be distributed after the Effective Date.

3.6.2 Procedure for exchanging Mediaset España shares for Class A MFE Shares

The procedure for exchanging Mediaset España shares for Class A MFE Shares is described in section 4 of the Cross-Border Merger Plan.

In this respect, on the Effective Date of the Cross-Border Merger, each Mediaset España share will be canceled by operation of law and thereafter will only represent the right to receive the number of Class A MFE Shares resulting from the exchange ratio. Also by operation of law, MFE will increase its share capital and will allot the Class A MFE Shares to the Mediaset España shareholders.

As an exception to the foregoing, the Mediaset España shares held as treasury stock and the Mediaset España shares held by MFE on the Effective Date will be redeemed by operation of law pursuant to section 2:325(4) of the Netherlands Civil Code and article 26 of Law 3/2009, and will not give entitlement to receive Class A MFE Shares in the Cross-Border Merger exchange.

Pursuant to the exchange ratio set out in the Cross-Border Merger Plan, no odd lots will be generated and, therefore, no Mediaset España shareholder will be allocated odd lots of MFE A Shares.

The procedure for exchanging the Mediaset España shares for Class A MFE Shares will be as follows:

- (i) Upon consummation of the Cross-Border Merger, the Mediaset España shares will be exchanged for Class A MFE Shares.
- (ii) The Class A MFE Shares to be allotted as a result of the consummation of the Cross-Border Merger will be allotted with effect from the Effective Date in electronic format and will be delivered to the recipients through the relevant centralized clearing and settlement systems organized by Euronext Securities Milan (Monte Titoli S.p.A.) and the relevant custodians with whom the MFE shares and the Mediaset España shares are deposited.
- (iii) MFE and Mediaset España will provide additional information on the procedure for allotting the Class A MFE Shares in a statement that will be published on the corporate websites of MFE (www.mfemediaforeurope.com) and Mediaset España (www.telecinco.es or also www.mediaset.es/inversores/es/).
- (iv) MFE will bear all costs relating to the exchange of the Mediaset España shares for Class A MFE Shares, except for any expenses that are charged to the holders of Mediaset España shares by their respective custodians.
- (v) Mediaset España has no outstanding shares that are non-voting shares or shares without economic rights. Therefore, section 2:326 subsection (d) to (f) of the Netherlands Civil Code and the special settlement agreement (*bijzondere schadeloosstellingsregeling*) referred to in section 2:330a of that Code do not apply in the context of the Cross-Border Merger.

3.7 Listing of the Class A MFE Shares

3.7.1 Admission to trading of the new Class A MFE Shares on Euronext Milan

The effectiveness of the Cross-Border Merger is subject, among other conditions, to the fulfillment of all the formalities (including the publication of the Exemption Document, as defined below) required for the start of trading of the new Class A MFE Shares to be allotted to the Mediaset España shareholders once the Cross-Border Merger is effective, on the Italian regulated market Euronext Milan, managed by Borsa Italiana S.p.A. (“**Euronext Milan**”). It is envisaged that the Class A MFE Shares will be listed and admitted for trading on Euronext Milan on the Effective Date or a date close to it.

Following the fulfillment of the formalities required by Borsa Italiana S.p.A. and the publication of the Exemption Document, the new Class A MFE Shares will be listed and tradable on Euronext Milan following their issuance as a result of the Cross-Border Merger.

MFE will not issue any prospectus for the purposes of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) in respect of the new

MFE Shares A to be issued as part of the Merger, nor for their admission to trading (nor for the start of trading of the new MFE Shares A) on Euronext Milan, as MFE has opted to make use of the exemptions for the mergers or divisions set out in Article 1, Sections 4.g) and 5.f) of the Prospectus Regulation. To this end, MFE will publish separately on its website (www.mfediaforeurope.com) an exemption document (the “**Exemption Document**”) in accordance with the requirements of Delegated Regulation 2021/528 of 16 December 2020 supplementing Regulation 2017/1129 of the European Parliament and of the Council as regards the minimum information content of the document to be published for a prospectus exemption in connection with a takeover by means of an exchange offer, a merger or a division (“**Delegated Regulation 2021/528**”). Specifically, the Exemption Document will be drawn up by MFE in accordance with the provisions of annex 1 to Delegated Regulation 2021/528.

In accordance with the provisions of section 1(5) of annex I to Delegated Regulation 2021/528, this Exemption Document does not constitute a prospectus for the purposes of the Prospectus Regulation. The Exemption Document need not be reviewed or approved by any authority and, specifically, it will not be approved or registered by the authority of the Netherlands securities market (*Autoriteit Financiële Markten*, the AFM), the Italian authority (*Commissione Nazionale per le Società e la Borsa*, the CONSOB) or the CNMV (*Comisión Nacional del Mercado de Valores*).

MFE will advertise the date of publication of the Exemption Document by (i) a disclosure of other relevant information addressed to the CNMV, for publication on its website (www.cnmv.es), and (ii) a press release to be submitted to the AFM, which will be published on the AFM website (www.afm.nl) and on MFE’s corporate website (www.mfediaforeurope.com), and will be disseminated by E-Market SDIR & STORAGE, the regulated information storage and disclosure system authorized by CONSOB and designated by MFE (www.emarketstorage.it). The press release will also be distributed simultaneously to media outlets that can reasonably be trusted to effectively disseminate the information. The above-mentioned disclosure of other relevant information and the press release will contain a link to the MFE website containing the Exemption Document and which will indicate that the Exemption document has not been analyzed or authorized by the AFM, CONSOB or the CNMV.

3.7.2 Admission to trading of all the Class A MFE Shares on the Spanish stock exchanges through the SIBE

MFE will apply for the admission to trading of all the Class A MFE Shares on the Spanish stock exchanges for trading through the SIBE (i.e. the Spanish electronic trading system), as soon as possible within a period of three months from the consummation of the Merger.

To ensure that all the Class A MFE Shares are admitted to trading on the Spanish stock exchanges for trading on the SIBE, MFE will submit the relevant applications for admission to listing and trading to the companies governing the Spanish stock exchanges, to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de

Valores, S.A.U. (Iberclear) and to the Spanish National Securities Market Commission, respectively.

3.8 Corporate governance

Following the Merger, it is envisaged that the Board of Directors of MFE (company resulting from the Merger) will continue to be composed of executive and non-executive directors and that its current composition does not change on the Effective Date. Accordingly, it will continue to be the following:

- (i) Mr. Fedele Confalonieri (Chairman);
- (ii) Mr. Pier Silvio Berlusconi (Chief Executive Officer);
- (iii) Mr. Marco Giordani (member and Chief Financial Officer);
- (iv) Ms. Gina Nieri (member);
- (v) Mr. Niccoló Querci (member);
- (vi) Mr. Stefano Sala (member);
- (vii) Ms. Marina Berlusconi (member);
- (viii) Mr. Danilo Pellegrino (member);
- (ix) Ms. Marina Brogi (member);
- (x) Ms. Alessandra Piccinino (member);
- (xi) Mr. Carlo Secchi (member);
- (xii) Ms. Stefania Bariatti (member);
- (xiii) Ms. Costanza Esclapon de Villeneuve (member);
- (xiv) Mr. Giulio Gallazzi (member); and
- (xv) Mr. Raffaele Cappiello (member).

3.9 Tax regime

The planned Cross-Border Merger will be subject to the tax regime established in chapter VII of title VII and in additional provision two of Corporate Income Tax Law 27/2014, of November 27, 2014, as well as in article 45, paragraph I.B.10 of the revised Transfer and Stamp Tax Law, approved by Legislative Royal Decree 1/1993, of September 24, 1993.

This regime allows corporate restructuring transactions to be carried out on a tax neutral basis, provided that they are performed on valid economic grounds, such as those set out in the Cross-Border Merger Plan.

For these purposes, simultaneously with the Cross-Border Merger, a portion of Mediaset España's assets and liabilities transferred to MFE under the merger (that is, the GA Mediaset shares and the Mediaset España ownership interest in ProSiebenSat.1 Media SE) – will remain assigned to an MFE branch located in Spain and registered at the Madrid Commercial Registry (the “**Branch in Spain**”). The Branch in Spain is necessary

to apply the tax neutrality regime established and permitted under Spanish law to the Cross-Border Merger as described above.

Within the three-month period following the registration of the merger deed, the transaction will be notified to the State Tax Agency on the terms set out in articles 48 and 49 of the Corporate Income Tax Regulations approved by Royal Decree 634/2015, of July 10, 2015.

4. Implications of the Cross-Border Merger for shareholders, creditors and workers

4.1 Implications for shareholders

As a result of the absorption of Mediaset España by MFE, the shareholders at that time of the absorbed company (other than MFE itself) will become MFE shareholders, a public limited company (*naamloze vennootschap*) existing under Dutch law, with registered office in Amsterdam (the Netherlands) and tax domicile in Cologno Monzese, Milan (Italy). The principal place of business of MFE is at Viale Europa 46, 20093 Cologno Monzese, Milan, (Italy).

This will be implemented through the allotment of Class A MFE Shares to the Mediaset España shareholders in proportion to their respective ownership interests in the capital of the absorbed company, according to the exchange ratio established in section 3.1 of the Cross-Border Merger Plan.

Accordingly, as a result of the Cross-Border Merger the shareholders of Mediaset España will be allotted the rights and duties that, on an equal footing with the current holders of Class A MFE Shares, belong to them, by law and the bylaws, as a result of their status as shareholders upon receiving the Class A MFE Shares as a result of the Cross-Border Merger exchange.

On the Effective Date, Mediaset España will cease to exist and the bylaws governing the company resulting from the transaction (i.e., MFE) will be those attached to the Cross-Border Merger Plan in Schedule 2.

The new Class A MFE Shares to be issued by MFE as a result of the Cross-Border Merger will give entitlement to a share in the company's income starting on the Effective Date.

4.2 Implications for creditors

The merger will entail the transfer en bloc to MFE, on a universal basis and in one and the same act, of the assets and liabilities of Mediaset España, with all of its property, rights and obligations.

4.2.1 *Right of Mediaset España's creditors to object.*

In accordance with article 44 of Law 3/2009, the creditors of Mediaset España with unsecured claims that have arisen and not fallen due before the publication of the Cross-Border Merger Plan on the Mediaset España website may object to the Cross-Border Merger within a period of one month from the date of the publication of the resolution of the Extraordinary Shareholders' Meeting of Mediaset España in which the Cross-Border Merger is approved. Creditors whose claims are sufficiently secured will not be entitled to object to the Cross-Border Merger.

If creditors whose claims meet the above criteria object to the Cross-Border Merger, Mediaset España must, before consummating the Merger, submit a guarantee to the satisfaction of the creditor or, otherwise, notify the creditor of the posting of a strict suretyship (*fianza solidaria*) in favor of the company by a credit institution duly authorized to post such a suretyship, for the amount of the creditor's claim and until such time as the statute of limitations period for the action to enforce the claim has expired.

4.2.2 *MFE's creditors' right to object*

Under Netherlands law, the creditors of the Merging Companies, including holders of a pledge, have the rights to object set out in article 2:316 of the Netherlands Civil Code. If the act implementing the 2019 Directive enters into force in the Netherlands between the date of registration of this Cross-Border Merger Plan and the Effective Date of the Cross-Border Merger, the period referred to in section 2:316 of the Netherlands Civil Code may be extended and in such a case may also apply with respect to the Cross-Border Merger. If an objection is lodged in a timely and proper manner, the merger deed may only be executed once that objection has been withdrawn or removal of the objection is enforceable. Once the objection period has concluded, a declaration will be requested from Amsterdam Local District Court (Netherlands) indicating whether a creditor has objected to the Cross-Border Merger.

4.2.3 *Offer of security*

On the date of this Cross-Border Merger Plan, neither of the Merging Companies has offered security, such as guarantees or pledges, in anticipation of the performance of the Cross-Border Merger.

4.3 *Implications for workers; gender-related impact on the managing bodies and impact, if applicable, on corporate social responsibility*

As explained above, the Cross-Border Merger will only be executed following the consummation of the Prior Reorganization, which is aimed, among other things, at enabling GA Mediaset to continue managing Mediaset España's business once the Cross-Border Merger has been consummated within the same legal and business framework as that regulated by the laws currently applicable to Mediaset España's activities, without prejudice to the efficiencies in costs and savings that may be achieved within the context

of the Cross-Border Merger. Accordingly, the Cross-Border Merger will not give rise to the cessation of any of the business activities currently conducted by Mediaset España (which will continue to be conducted on the same terms by GA Mediaset pursuant to the Carve-Out) or MFE. As a result of the Carve-Out, before the consummation of the Cross-Border Merger, Mediaset España will not have its own business activities other than those of a holding company, nor will it have employees.

Following the mandate in article 31.11 of Law 3/2009, section 12 of the Cross-Border Merger Plan includes a description of the effects that the Cross-Border Merger is expected to have on employment, the gender-related impact on the managing bodies and the impact, if applicable, on corporate social responsibility at the company.

In essence, the Cross-Border Merger is not expected to have any significant impact on Mediaset España's employees given that, pursuant to the Carve-Out, GA Mediaset will assume, by operation of law, the organization and structure of the business at Mediaset España in terms of working conditions, human resources, policies and procedures that have been in force in the area of personnel management. In other words, at the time of execution of the Cross-Border Merger deed, Mediaset España will not have any employees since all of them will have been transferred to GA Mediaset pursuant to the Carve-Out.

Accordingly, at present the Cross-Border Merger is not expected to have any significant impact on Mediaset España's employees or on the working conditions and rights that they have before the Prior Reorganization (since it is currently envisaged that those employees will continue to be employees of GA Mediaset after the Carve-Out is consummated).

In any event, the Merging Companies will perform their respective obligations to inform and, as the case may be, consult with the workers' representatives – or, in the absence thereof, with the affected workers – in accordance with the applicable labor legislation.

The Cross-Border Merger, together with the Carve-Out, will be notified by Mediaset España to the necessary labor authorities and to the Social Security General Treasury.

The information referred to in article 39 of Law 3/2009 and article 44.6 of the Workers' Statute in relation to the Cross-Border Merger and the Carve-Out, will be made available to the representatives of Mediaset España's workers before the call notice for the Extraordinary Shareholders' Meeting of Mediaset España is published and, at least, one month before that Shareholders' Meeting is held.

Nor is the Cross-Border Merger expected to have any significant impact on corporate social responsibility at the Merging Companies.

As regards the distribution of directors by gender at the company resulting from the Cross-Border Merger (MFE), when the Cross-Border Merger is consummated it is envisaged that MFE will act in accordance with the quotas referred to in section 2:142b of the Netherlands Civil Code (that is, a balanced membership in which at least a third of

the non-executive directors are men and at least a third are women). The Cross-Border Merger is not expected to have a significant impact on the distribution of directors by gender as compared with the current managing body of Mediaset España.

Lastly, it is placed on record that MFE may approve new share-based incentive plans for MFE's directors and/or employees. Class A MFE Shares, newly issued Class B MFE Shares and/or MFE treasury stock may be used to implement the provisions of those plans.

5. Economic aspects of the Cross-Border Merger

5.1 Merger balance sheet

In the case of Mediaset España, the Cross-Border Merger balance sheet will, for the purposes of article 36.1 of Law 3/2009, be deemed to be the audited separate balance sheet as of October 31, 2022, which has also been used for the purposes of establishing the Cross-Border Merger conditions in accordance with article 31.10 of Law 3/2009 and section 2:333d, subsection (e) of the Netherlands Civil Code.

As regards MFE, since it is a Netherlands entity that complies with the half-yearly financial reporting requirements set out in article 5:25d of the Netherlands Financial Supervision Law (*Wft*), MFE is exempt from the obligation to prepare interim financial statements (*tussentijdse vermogensopstelling*) within the context of the Cross-Border Merger process according to the Netherlands legislation. The MFE company-only interim financial statements for the period ended September 30, 2022 have been used for the purposes of establishing the Cross-Border Merger conditions in accordance with article 31.10 of the LME and section 2:333d, subsection (e) of the Netherlands Civil Code, and shall be considered for these purposes as a merger balance sheet.

5.2 Exchange ratio

As indicated in section 3.1 of the Cross-Border Merger Plan, the exchange ratio of Mediaset España shares for Class A MFE Shares that is proposed, without any supplementary cash consideration whatsoever, is as follows:

Seven (7) class A common shares, with a par value of €0.06 each and which grant one voting right per share, in MFE, for each one (1) common share in Mediaset España, with a par value of €0.5 each.

In accordance with the provisions of article 25 of Law 3/2009, this exchange ratio has been determined on the basis of the actual value of the corporate assets and liabilities of MFE and Mediaset España.

5.3 Reasons for the exchange ratio. Valuation methods used

As noted above, the proposed exchange ratio has been determined on the basis of the actual value of the corporate assets and liabilities of MFE and Mediaset España.

In order to determine the economic value of the ordinary shares of MFE and Mediaset España for the purposes of calculating the exchange ratio, generally accepted valuation methodologies have been followed, with special attention to those most widely used at national and international level in similar transactions, giving priority to the principle of consistency and comparability of the valuation criteria, applied in a manner compatible with the distinctive elements of each of the two Merged Companies.

In particular, best practice requires that companies operating in a similar business and involved in a merger be valued on the basis of consistent criteria, so that the results of the relative valuation analysis are fully comparable. The definition of any exchange ratio is the quantification of the relative value (and not the absolute value) of each of the companies involved in the transaction, bearing in mind that the ultimate objective is not to calculate an economic value in absolute terms for each of the companies involved in the transaction, but to determine homogeneous and comparable values in relative terms.

The valuation has been carried out considering MFE and Mediaset España as independent entities (but taking into account, due to its relevance, that MFE currently holds 82.917% of the share capital of Mediaset España), reflecting financial and economic assumptions based on the information available at September 30, 2022, which may vary or be affected by market conditions, as well as by exogenous and/or endogenous events affecting the current and future performance and/or economic and financial prospects of MFE and Mediaset España.

In addition, for the determination of the exchange ratio, a 30% discount in the value of the MFE A Shares with respect to the MFE B Shares has been considered, which is the average market discount evidenced between these two classes of shares since the MFE shares were split into A Shares and B Shares in December 2021. While MFE A Shares have the same economic rights as B Shares, the discount assigned by the market, which has been relatively stable since the share split, derives from the reduced political rights of the A Shares, which are one tenth of those of the B Shares. In addition, the valuations of the Merging Companies have been carried out without taking into account the potential economic and financial impacts of the Cross-border Merger, including cost efficiencies and savings.

In view of the above, and for the purposes of the analysis, the Board of Directors of Mediaset España does not present absolute values attributed to MFE and Mediaset España, but only the exchange ratio resulting from the estimation of the relative values with respect to both companies.

(A) Discounted Cash Flow ("DCF")

DCF has been considered as the main valuation methodology for estimating the intrinsic value of both businesses ("**Enterprise Value**"). The DCF methodology takes into account the specific characteristics of the merging companies, reflects a dynamic conception of the company's activity, is based on the idea that the value of the business is determined by its ability to generate cash flows in the future and assumes that the companies being valued do not have a finite life, but are permanent going concerns. Furthermore, this method reflects, among other things, the medium and long-term business potential in terms of profitability, growth, level of risk, capital structure and expected level of investments. Finally, the DCF valuation is a methodology unaffected by distortions that may exist in the share price at specific moments in time for exceptional reasons unrelated to the fundamental values of the merging companies.

The basis of the DCF has been the set of projections validated by the management teams of both companies and combining the market (financial analysts covering the two companies that published results after Q3 2022 until January 20, 2023) and the long-term internal perspective of their respective businesses (the "**Projection Set**"). The Projection Set for both Merging Companies has followed a consistent approach:

- Period 2023 to 2024: the spectrum of financial analysts covering both companies has been considered to build the base case (base case).
- Period 2025 to 2027: starting from the base year 2024, the extrapolations for both Projection Sets adopt the same approach with regard to the forecasting methodology.

To obtain the equity value of each Merged Company, the Enterprise Value ranges obtained through the DCF method have been adjusted considering the unaudited consolidated balance sheet as at September 30, 2022 (financial liabilities and derivatives, cash and cash equivalents, associates and minority interests). In addition, the shares of ProSiebenSat.1 Media SE held by each of the companies, i.e. 24.26% of the share capital of ProSiebenSat.1 Media SE in the case of MFE and 13.18% of the share capital of ProSiebenSat.1 Media SE in the case of Mediaset España, have been considered as financial assets. In addition, the two treasury shares held by MFE at September 30, 2022 have been considered, which have been adjusted in the total number of shares considered for the establishment of the exchange ratios of the Cross-border Merger.

The DCF methodology has been carried out on the basis of the following estimates:

- (i) Estimation of the free cash flows of the business of both Merging Companies based on the Projection Set.

The free cash flows are an estimate of the cash generation of the business before financial income and expenses, but after applying the corporate tax rate and taking into account capital expenditure (capex) and changes in working capital.

(ii) Estimation of the present value of projected free cash flows

This estimate is made using a discount rate that takes into account the implicit risk of both businesses and the countries where both companies operate as well as the time value of money.

(iii) Estimating the terminal value of both businesses

The terminal value of both businesses is determined under a perpetual growth assumption at a certain growth rate at the end of the annual projection period for the free cash flows.

The Enterprise Value has been calculated on the basis of the estimates of the present value of the projected free cash flows (i.e. point (ii) above) and the terminal value (i.e. point (iii) above). The stand-alone equity benchmark has been calculated using the adjustments mentioned earlier in this section (including, but not limited to, net debt, minority interests, investments in associates and other companies and pension liabilities). The implied value per share has been calculated by dividing such value by the number of outstanding ordinary shares of MFE and Mediaset España (i.e. net of the respective number of treasury shares as at September 30, 2022 in the case of MFE).

For more information on the approach and relevant projections used for the purposes of this valuation methodology, see section (C) below (*Specific features of the valuation exercise*).

(B) Other valuation references

Notwithstanding the foregoing, three other valuation benchmarks have been considered, although, not as key factors to effectively determine the Enterprise Value of Mediaset España in the context of establishing the exchange ratio, but rather as additional valuation benchmarks to ensure that the results obtained using method (A) (Discounted Cash Flow (DCF)) above are reasonable and fair. In particular, the Enterprise Value of MFE and Mediaset España (and, by extension, the exchange ratio) has been compared with the following methods:

(i) Market benchmarks / historical trading prices

Under normal conditions, these market references would be relevant for the determination of the exchange ratio. However, in this case, the low liquidity of Mediaset España's shares as a result of the voluntary tender offer for its shares carried out by MFE in 2022 and settled on July 15 of that year, means that the values of these market references may be distorted with respect to the intrinsic value of Mediaset España.

This being the case, these market benchmarks have been considered as a contrast, but taking into consideration the limitations they offer for the purposes of determining the exchange ratio.

The time frame for the calculation of the price must balance any short-term volatility caused by exceptional events, short-term fluctuations (i.e., the voluntary tender offer) and speculative tensions (expectations on a possible merger or other transactions). Therefore, a longer time horizon is preferable, as well as the need to reflect the most recent market and company conditions. Thus, share prices/volume-weighted average share prices (the “VWAP”) of the Merging Companies' shares for the one-month, three-month and six-month periods up to and including January 27, 2023 have been taken into account and compared on a comparable basis.

Precisely in order to eliminate special market conditions or situations that may distort the quoted prices, distancing them from their fundamental values or increasing the relative volatilities of the securities involved in the transaction, it is considered relevant to show the weighted average prices for those same periods taken from the close of the day prior to the announcement by MFE of its voluntary tender offer for Mediaset España (March 14, 2022) since, from that moment, the Mediaset España share price became inextricably linked to the voluntary tender offer by the majority shareholder and, once the bid was concluded, to the eventuality that the majority shareholder would promote a merger with Mediaset España as mentioned in the prospectus for the 2022 voluntary tender offer.

The exchange values of these VWAPs (which are not affected by special corporate operations and are therefore much more in line with the fundamentals of both companies) show ratios that are not only fully in line with the exchange ratio now proposed, but are even lower for all the time horizons considered, as shown in the table below:

			Mediaset	MFE Class A	MFE Class B	Exchange Rate
Hoy	27-Jan-23	Días atrás	VWAP	VWAP	VWAP	
1 mes	28-Dec-22	30	3.41	0.39	0.59	8,74
3 meses	29-Oct-22	90	3.27	0.38	0.55	8,61
6 meses	31-Jul-22	180	3.03	0.35	0.51	8,66
12 meses	27-Jan-22	365	4.02	0.40	0.66	10,05
Referencia anuncio OPA	11-Mar-22	Días atrás	VWAP	VWAP	VWAP	
1 mes	9-Feb-22	30	4.47	0.70	0.98	6,38
3 meses	11-Dec-21	90	4.31	0.73	1.03	5,90
6 meses	12-Sep-21	180	4.43	0.73	1.17	6,06
12 meses	11-Mar-21	365	4.79	0.73	1.24	6,56

(ii) Analysts' target price

The target price derived from financial analysts' reports covering both Merged Companies has also been considered as an additional valuation benchmark. This

method provides a useful indication to determine the value of companies whose shares are listed on the stock exchange, completing the framework of valuation benchmarks. These market benchmarks can be considered as the view of the investment community on both companies.

For both MFE and Mediaset España, only analysts' reports published after the publication of the third quarter 2022 results have been considered.

As in the case of the valuation by market references/historical share price, it is important to note that for the analysts' target price methodology there has been a progressive decrease in the monitoring of Mediaset España by financial analysts after the settlement of MFE's voluntary tender offer for Mediaset España in 2022, given the aforementioned low liquidity of Mediaset España's shares, as well as the already announced possibility that MFE would promote a possible merger with Mediaset España once the 6-month period from the settlement of the aforementioned voluntary tender offer had expired.

(iii) Market multiples of comparable companies

This valuation methodology is based on the implied multiples at which other relevant companies in this sector are currently trading. The main valuation multiple considered is enterprise value/ebitda (EV/EBITDA).

(C) Specific features of the valuation

The main characteristics of the valuation references considered in the determination of the exchange ratio were as follows:

Given that there is no updated business plan for MFE and Mediaset España available for the purposes of determining the exchange ratio and the respective managements of the Merged Companies agreed that such valuation analysis would be based on the Set of Projections resulting from the application of the following approach under the Discounted Cash Flow (DCF) methodology:

- For the period 2022-2024: projections derived from a high number of financial analyst reports representing all analyst reports on MFE and Mediaset España published by analysts after the publication of the third quarter 2022 results and before January 20, 2023.
- For the period 2025-2027: extrapolations in line with the long-term expectations that the management of MFE and Mediaset España have for their respective businesses.
- The approach described above is the same for both MFE and Mediaset España and has been agreed and validated by the respective management teams of both Merged Companies, which have confirmed, respectively, that the Projections Set and

extrapolations are broadly in line with their current long-term expectations and visibility about the respective businesses. However, these forecasts are by their very nature subject to substantial uncertainty.

Taking into account the expected mechanics and timing of the exercise of the separation rights and creditor opposition rights, and given that it is not possible to quantify their future impact in terms of cash outflows, the effects of the (potential) exercise of such rights by Mediaset España shareholders voting against the Cross-border Merger have not been taken into account, considering also that their impact has been estimated as not material in the context of the overall valuations leading to the determination of the exchange ratio.

The market prices of the shares of MFE and Mediaset España have been and are subject to volatility and fluctuations as a consequence, also, of the general trend of the capital markets and, in the case of Mediaset España, due to the illiquidity of its shares. Therefore, it cannot be ruled out that, even if the exchange ratio remains consistent with the methodologies used for its determination, the market value of the MFE A-Shares to be attributed in the exchange on the Effective Date of the Cross-Border Merger may be lower or higher than that expected on the date on which the exchange ratio was set.

Different methodologies, both analytical and market-based, have been applied, requiring the use of different data, parameters and assumptions. In applying these methodologies, the Boards of Directors of MFE and Mediaset España have taken into account not only the characteristics and limitations inherent to each of them, but also their applicability to the transaction, taking into account the characteristics of the securities affected by the transaction, in accordance with the professional valuation practice followed at national and international level.

Previous transactions and historical control acquisition premiums in Spain have not been taken into account on the basis that the shareholders of Mediaset España would receive shares in MFE, and would therefore participate in the value potentially created by the Cross-border Merger through the shares they would receive as consideration. Moreover, MFE is already the controlling shareholder of Mediaset España, so no control premium would apply to the change of ownership.

The DCF valuation methodology takes into account the tax loss carryforwards and tax credits of MFE and Mediaset España.

5.4 Fairness opinions

Deutsche Bank, S.A.E., financial adviser to Mediaset España on the Cross-Border Merger, has issued on the date hereof (January 30, 2023) its fairness opinion for the Board of Directors of Mediaset España concluding that, on the date of the opinion and based on the assumptions, limitations and breakdowns contained in the opinion, and that they should be entirely read, the proposed exchange ratio is fair from a financial standpoint for the Mediaset España shareholders other than MFE.

A copy of the above-mentioned fairness opinion of Deutsche Bank, S.A.E. is attached as a **Schedule 1** to this report. This opinion should be read entirety, taking into account its scope, assumptions and limitations, the information and experience on which it is based, the procedures applied and the matters considered, in order to properly assess the conclusions expressed therein.

On the other hand, Banco Santander, S.A. has issued a second fairness opinion for the Board of Directors of Mediaset España, also dated 30 January 2023, concluding that, at the date of issue of the opinion and based on, and subject to, the assumptions, limitations and disclosures set out therein, which should be read in full, the proposed exchange ratio is fair, from a financial point of view, to the shareholders of Mediaset España.

A copy of the fairness opinion of Banco Santander, S.A. is attached as **Schedule 2** to this report. This opinion should be read entirety, taking into account its scope, assumptions and limitations, the information and experience on which it is based, the procedures applied and the matters considered, in order to properly assess the conclusions expressed therein.

5.5 Date of financial effects and accounting aspects

As established in section 8 of the Cross-Border Merger Plan, according to the applicable accounting standards and policies, the assets, liabilities and other legal relationships of Mediaset España will be reflected in the company-only accounts and other financial reports of MFE as of the first day of MFE's financial year in which the Effective Date of the Cross-Border Merger has occurred, and, therefore, the accounting effects of the Cross-Border Merger will be recorded in MFE's financial statements from that date

Furthermore, according to the applicable Spanish accounting legislation (National Chart of Accounts), the accounting effects of the Cross-Border Merger in Spain as regards Mediaset España will be backdated to the first day of MFE's fiscal year in which the shareholders' meeting of Mediaset España approved the Cross-Border Merger.

Therefore, the accounting effects of the Cross-Border Merger in the Netherlands and Spain will be backdated to January 1, 2023.

Given that the Cross-Border Merger accounted measuring the transferred assets and liabilities within the limits of the related carrying amounts included in the consolidated financial statements of MFE, no further goodwill will arise as a result of the Cross-Border Merger.

* * *

In accordance with the provisions of article 33 (read in conjunction with article 60) of Law 3/2009, this report on the joint Cross-Border Merger Plan between MFE (as absorbing company) and Mediaset España (as absorbed company) is signed on the above-mentioned date by all the directors of Mediaset España, it being placed on record that the

nominee directors (Mr. Fedele Confalonieri, Mr. Marco Gioardani, Mr. Niccolò Querci, Ms. Gina Nieri and Mr. Paolo Vasile) and the executive directors (Mr. Borja Prado Eulate, Mr. Alessandro Salem and Mr. Massimo Musolino) have refrained from participating in the deliberation and vote on this report pursuant to article 228 of the Capital Companies Law, although because they agree with its contents and conclusions, they have endorsed the affirmative vote cast by the independent directors (Mr. Javier Díez de Polanco, Ms. Cristina Garmendia Mendizábal and Ms. Consuelo Crespo Bofill) and, consequently, they sign it for the appropriate purposes.

[Signature page follows]

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Borja Prado Eulate
Chairman

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Fedele Confalonieri
Deputy Chairman

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Paolo Vasile
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Alessandro Salem
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Massimo Musolino
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Ms. Gina Nieri
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Niccoló Querci
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Marco Giordani
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Mr. Javier Díez de Polanco
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Ms. Cristina Garmendia Mendizábal
Director

Mediaset España Comunicación, S.A.
Board of Directors

Signed: Ms. Consuelo Crespo Bofill
Director

Loose English translation for informative purposes only

Annex 1
Copy of the fairness opinion of Deutsche Bank, S.A.E.



Deutsche Bank S.A.E.
Paseo de la Castellana 18 – 1º
28046 Madrid, Spain

30 January 2023

The Board of Directors
Mediaset España Comunicación, S.A.
Carretera de Fuencarral a Alcobendas, 4
28049 Madrid, Spain

Dear Sir or Madam,

Deutsche Bank S.A.E. Unipersonal ("**Deutsche Bank**") has been engaged by Mediaset España Comunicación, S.A. (the "**Client**") to act as its financial adviser in connection with the proposed cross-border merger (the "**Transaction**") of the Client with MFE-MEDIAFOREUROPE N.V. (the "**Counterparty**") upon the terms and subject to the conditions of the cross-border common merger plan (*Proyecto Común de Fusión*) to be entered into between the Client and the Counterparty (the "**Common Merger Plan**"), a draft of which dated 23 January 2023 has been provided to Deutsche Bank.

Pursuant to the Common Merger Plan, the Counterparty will assume all of the assets and liabilities of the Client, and each holder of one or more ordinary shares in the share capital of the Client from time to time, with a nominal value of EUR 0.50 (each, a "**Client Shareholder**" and each such share, a "**Client Share**"), will, upon the completion of the Transaction, exchange each such Client Share for 7.00 ordinary A class shares in the share capital of the Counterparty, with a nominal value of EUR 0.06 (each, a "**Counterparty Share**" and such exchange ratio, the "**Exchange Ratio**").

The Client Shares are currently listed on the Spanish stock exchanges of Barcelona, Bilbao, Madrid and Valencia, and are traded through the Spanish stock market interconnection system, SIBE (Mercado Continuo).

As of the date of this letter, the Counterparty directly owns 259,666,591 Client Shares (representing, in aggregate, 82.917% of the share capital of the Client), and the Client does not own any Counterparty Shares.

The Client has requested that Deutsche Bank provides an opinion addressed to the board of directors of the Client (the "**Board**") as to whether the proposed Exchange Ratio is fair, from a financial point of view, to the Client Shareholders (other than the Counterparty).

For the purposes of this letter: "**Client Group**" means the Client and any entity which belongs, from time to time, to the Client's group (as defined in article 42 of the Spanish Commercial Code); "**DB Group**" means Deutsche Bank AG and any entity which belongs, from time to time, to Deutsche Bank AG's group (as defined in article 42 of the Spanish Commercial Code); and "**person**" shall include a reference to an individual, body corporate, association or any form of partnership (including a limited partnership). Whenever the words "include" or "including" are used, they are deemed to be followed by the words "without limitation".

In connection with Deutsche Bank's role as financial adviser to the Client, and in arriving at the opinion contained in this letter, Deutsche Bank has:

- (i) reviewed the draft Common Merger Plan;
- (ii) reviewed certain publicly available financial and other information concerning the Client and the Counterparty, certain internal analyses, financial forecasts based on broker consensus, and other information furnished to it by the Client, or as the case may be, the Counterparty, or which the Client has agreed to be used by Deutsche Bank in conducting its analyses and arriving at the opinion contained in this letter;
- (iii) held discussions with members of the senior management of the Client and the Counterparty regarding the businesses and prospects of the Client and the Counterparty, respectively, after giving effect to the Transaction;
- (iv) reviewed the audited individual and consolidated financial statements of the Client and the Counterparty for the fiscal years ended December 31, 2021 and 2020, as well as the unaudited consolidated interim financial statements of the Client and the Counterparty as of September 30, 2022;
- (v) reviewed the reported prices and trading activity for the Client Shares and for the Counterparty Shares;
- (vi) to the extent publicly available, compared certain financial information for the Client and the Counterparty with similar financial and stock market information for certain selected companies which Deutsche Bank has considered comparable to the Client or, as the case may be, the Counterparty and whose securities are publicly traded;
- (vii) reviewed the financial aspects of certain selected merger and acquisition transactions which Deutsche Bank has considered comparable to the Transaction; and
- (viii) performed such other studies and analyses, and considered such other factors as it deemed appropriate.

In conducting its analyses and arriving at the opinion contained in this letter, Deutsche Bank utilized a variety of generally accepted valuation methods commonly used for these types of analyses. The analyses conducted by Deutsche Bank were prepared solely for the purpose of enabling Deutsche Bank to provide the opinion contained in this letter to the Board as to the fairness, from a financial point of view, to the Client Shareholders (other than the Counterparty) of the Exchange Ratio and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities may actually be sold, which are inherently subject to uncertainty.

In fact, as of the date of this letter, the aggregate market value of the Counterparty Shares which a Client Shareholder would receive pursuant to the Exchange Ratio is lower than (i) the aggregate market value of the Client Shares calculated on the basis of the trading price per Client Share as at close of business on the business day immediately preceding the date of this letter and (ii) the aggregate market value of the Client Shares calculated on the basis of the redemption price, which, in accordance with the provisions of the Common Merger Plan, will be payable in cash to any Client Shareholder which exercises its withdrawal rights, in respect of which aggregate market values (for the avoidance of doubt, in the case of both (i) and (ii)) Deutsche Bank does not express or provide any opinion.

Deutsche Bank has not assumed responsibility for, and has not independently verified, any

information, whether publicly available or furnished to it, concerning the Client or the Counterparty, including any financial information, forecasts or projections considered in connection with the rendering of the opinion contained in this letter. Accordingly, for the purposes of rendering the opinion contained in this letter, Deutsche Bank has, with the Client's permission, assumed and relied upon the accuracy and completeness of all such information. Deutsche Bank has not conducted a physical inspection of any of the properties or assets, and has not prepared or obtained any independent valuation or appraisal of any of the assets or liabilities (including any contingent, derivative, or off-balance sheet assets and liabilities), of the Client or the Counterparty or any of their respective affiliates, nor has Deutsche Bank evaluated the solvency or fair value of the Client or the Counterparty under any applicable law relating to bankruptcy, insolvency or similar matters.

With respect to the financial forecasts and projections in relation to the Client and the Counterparty made available to Deutsche Bank and used in its analyses, Deutsche Bank has, with the Client's permission, relied upon the consensus estimates in the reports prepared by the equity research analysts which follow both the Client and the Counterparty (the "Analyst Estimates" and such reports, the "Analyst Reports"), as well as the assumptions and estimates furnished by the management of the Client and the Counterparty to Deutsche Bank in relation to the years referred to in such financial forecasts and projections which are not covered by such equity research analysts in their respective Analyst Reports (the "Management Estimates"). Deutsche Bank does not assume any responsibility for the independent verification of any such Analyst Estimates or Management Estimates. Deutsche Bank assumes that the aforementioned forecasts and projections provided by the Client and the Counterparty have been reasonably prepared on bases reflecting the best currently available estimates of the management of the Client and the Counterparty as to the matters covered thereby. In rendering the opinion contained in this letter, Deutsche Bank expresses no view as to the reasonableness of any such financial information, forecasts and projections in relation to the Client or the Counterparty, or the assumptions on which they are based.

For the purposes of rendering the opinion contained in this letter, Deutsche Bank has assumed, with the Client's permission, that the Transaction will, in all respects material to its analysis, be consummated in accordance with its terms, without any material waiver, modification or amendment of any term, condition or agreement. Deutsche Bank has also assumed, with the Client's permission, that all material governmental, regulatory or other approvals and consents required in connection with the completion of Transaction will be obtained and that, in connection with obtaining any necessary governmental, regulatory or other approvals and consents, no material restrictions will be imposed. Representatives of the Client have informed Deutsche Bank, and Deutsche Bank has further assumed, with the Client's permission, that all the material terms of the Transaction are set out in the draft Common Merger Plan which Deutsche Bank has reviewed.

Deutsche Bank is not a legal, regulatory, accounting, actuarial or taxation expert, and it has relied on the assessments made by the Client and its professional advisers with respect to such issues.

The opinion contained in this letter is: (i) limited to the fairness, from a financial point of view, of the Exchange Ratio to the Client Shareholders (other than the Counterparty); (ii) subject to the assumptions, limitations, qualifications and other conditions contained in this letter; and (iii) necessarily based on financial, economic, market and other conditions, and the

information made available to Deutsche Bank, as of the date of this letter.

The Client has not asked Deutsche Bank to, and the opinion contained in this letter does not, address the fairness of the Exchange Ratio, or any consideration received in connection with the Transaction, to the holders of any class of securities, creditors or other constituencies of the Client (save for the Client Shareholders other than the Counterparty), nor does it address the fairness of the contemplated benefits of the Transaction (other than the Exchange Ratio). Deutsche Bank expressly disclaims any undertaking or obligation to advise any person of any change in any fact or matter affecting this letter or the opinion contained in this letter of which it or any other member of the DB Group becomes aware after the date of this letter. Deutsche Bank expresses no opinion as to the merits of the underlying decision of the Client to engage in the Transaction. In addition, Deutsche Bank does not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to, or to be received as a result of the Transaction by, any of the officers, directors, or employees of any of the Client Shareholders, or any class of such persons. The opinion contained in this letter does not address the prices at which the Client Shares or, as the case may be, any other securities will trade following announcement or completion of the Transaction.

It has not been requested that Deutsche Bank considers or will consider, and the opinion contained in this letter does not address, the relative merits of the Transaction as compared to any alternative business strategies.

In consideration for the performance by Deutsche Bank of its services as a financial adviser to the Client in connection with the Transaction, Deutsche Bank will be paid a fee, a portion of which is contingent upon the delivery of this letter and a portion of which is contingent upon the completion of the Transaction. The Client has also agreed to indemnify Deutsche Bank and, *inter alia*, each other member of the DB Group against, and, at all times, hold Deutsche Bank and, *inter alia*, each other member of the DB Group harmless from and against, certain liabilities in connection with the engagement of Deutsche Bank as a financial adviser to the Client in connection with the Transaction.

One or more members of the DB Group may have, from time to time, provided investment banking, commercial banking (including extension of credit) and other financial services to the Client, the Counterparty or its or their respective affiliates for which it may have received compensation. In the ordinary course of its business, one or more members of the DB Group may actively trade in the ordinary shares in the share capital of, or in any other securities of, and other instruments and obligations of, the Client or the Counterparty for its own account and/or for the account of its respective customers. Accordingly, one or more members of the DB Group may, at any time, hold a long or short position in any such ordinary shares, securities, instruments and obligations (including the Client Shares and the Counterparty Shares). For the purposes of rendering the opinion contained in this letter, Deutsche Bank has not considered any information that may have been provided to it in any such capacity, or in any capacity other than fairness opinion provider.

Based upon, and subject to, the foregoing, it is Deutsche Bank's opinion as investment bankers that, as of the date of this letter, the Exchange Ratio is fair, from a financial point of view, to the Client Shareholders (other than the Counterparty).

This letter has been approved and authorized for issuance by a fairness opinion review panel, is addressed to, and is for the use and benefit of, the Board, and is not a recommendation to any of the Client Shareholders to approve the Transaction. This letter, and the opinion

contained in this letter, is intended solely for the use of the Board in considering the Exchange Ratio. This letter and its contents, including the opinion contained in this letter, shall not be used or relied upon by any other person or for any other purpose.

Without the prior written consent of Deutsche Bank, this letter shall not, in whole or in part, be disclosed, reproduced, disseminated, summarised, quoted or referred to at any time, in any manner or for any purpose to any other person or in any public report, public document, press release, public statement or other public communication (each, a "Public Disclosure"), *provided, however, that*, the Client shall be entitled to disclose this letter and its contents, including the opinion contained in this letter: (i) as expressly required by applicable law or regulation (including in any disclosure document expressly required by applicable law or regulation to be filed by the Client with any applicable securities regulatory authorities with respect to the Transaction); or (ii) on a non-reliance basis in the report issued by the Board in relation to the Transaction (including, without limitation, as an appendix to such report), which is to be made available to the Client Shareholders and any other person on the Client's corporate website; or (iii) on a confidential and non-reliance basis to the professional advisers of the Client in relation to the Transaction, *provided, further, that* this letter is disclosed in full, and that any description of, or reference to, Deutsche Bank or any other member of the DB Group in such Public Disclosure is in a form acceptable to Deutsche Bank and its professional advisers.

This letter is issued in the English and Spanish languages. In the event of any discrepancy between the English and the Spanish versions of this letter, the English version shall prevail.

Yours faithfully,

DEUTSCHE BANK S.A.E.

DEUTSCHE BANK S.A.E. Unipersonal

Loose English translation for informative purposes only

Annex 2
Copy of the fairness opinion of Banco Santander, S.A.

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30th January 2023

Mediaset España Comunicación, S.A.
Carretera Fuencarral Alcobendas (M-603), 4
CP 28049 Madrid

Members of the Board of Directors:

You have engaged Banco Santander, S.A. ("Santander", "we", "us" or "our") pursuant to and subject to the conditions set forth in the Santander Engagement Letter dated 23rd January 2023 ("Santander Engagement Letter"), to serve as an independent financial advisor to the board of directors (the "Board") of Mediaset España Comunicación S.A. (the "Company" or "Mediaset España") in relation to the Transaction (as defined herein) with MFE- Media For Europe N.V. ("MFE"). Mediaset España and MFE together the "Parties".

The parties intend to carry out a transaction ("The Transaction") defined as the merger between the Parties, in which the shareholders of Mediaset España (equivalent to 53,499,551 shares) will be able to receive newly issued MFE A shares, based on the Exchange ratio of seven MFE A shares per each Mediaset España share (rounded) (the "Exchange Ratio").

In this sense, Santander has been engaged to issue an opinion as to the fairness, from a financial point of view, of the Exchange ratio to be used in the Transaction (the "Opinion").

As a way background of the Transaction, a Voluntary tender offer over the shares of Mediaset España Comunicación, S.A. was launched by MFE and authorized by the CNMV on 26th May 2022 ("the Offer"). In this regard, in the Offer document for the voluntary tender offer, it was announced that:

- i. Once, the period of six months from the settlement of the Offer (12th July 2022), has elapsed, MFE do not rule out to carry out an intra-community cross-border merger by virtue of which MES would be absorbed by MFE, in which MES shareholders would receive MFE Shares A listed on Euronext Milan
- ii. And that, if approved by the corresponding general shareholders' meetings, would entail the extinction of MES and its delisting from the Spanish Stock Exchanges.

The Fairness Opinion will not address any related transaction other than the Transaction described above. The consideration that the minority shareholders could be entitled to receive because of the cross border nature of the Transaction (the *withdrawal right*), has not been subject to analysis in this Opinion.

In connection with preparing this Opinion, we have, among other things:

- i. reviewed certain publicly available historical financial information relating to the parties, including audited financial statements available as of this date;
- ii. compared the financial and operating performance of the Parties with publicly available information concerning certain other companies we deemed relevant;
- iii. reviewed the current and historical market prices of certain publicly traded securities of such other companies;
- iv. reviewed the financial analyses and forecasts provided by the management of the Companies ("Management") relating to the Parties (the "Management Projections"), the aforementioned projections have been prepared based on research analysts' consensus,
- v. participated in discussions with, and relied on statements by, senior officers, directors of the parties with respect to the business and financial prospects of the parties provided,

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- vi. reviewed the publicly available information with regards of the Voluntary tender offer over the shares of Mediaset España Comunicación, S.A. launched by MFE on 2022
- vii. reviewed public information with respect to certain other companies Santander believes to be relevant and comparable to the parties, analyzing among other issues the multiples implied in their current share prices
- viii. reviewed the current and historical analysis by equity research analysts regarding the parties;
- ix. reviewed current and historical trading prices and trading volume for the shares of the Parties; and
- x. performed such other financial studies and analyses and considered such other information as we deemed appropriate for the purposes of this Opinion

In addition, we have held discussions with certain members of Management with respect to certain aspects of the Transaction, and the past and current business operations of the Parties, the financial condition and future prospects and operations of the Parties, and certain other matters we believed necessary or appropriate to our inquiry.

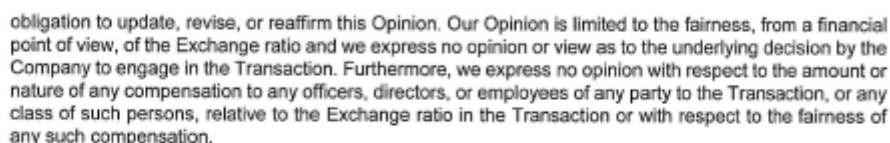
In arriving at our Opinion, we have relied upon and assumed the accuracy and completeness of all information that was publicly available or was furnished to or discussed with us by the Company or otherwise reviewed by or for us. We have not independently verified any such information or its accuracy or completeness and, pursuant to our engagement letter with the Company, we did not assume any obligation to undertake any such independent verification. In particular, no audit or due diligence was performed by us. In relying on financial analyses and forecasts provided to us or derived therefrom, including the Management Projections, we have been advised by the Company, and have assumed, at the direction of the Board, that they have been reasonably prepared on bases reflecting the best currently available estimates of the future financial performance of the Parties. We express no view as to such analyses or forecasts or the assumptions on which they were based. We have not conducted or been provided with any valuation or appraisal of any assets or liabilities (contingent or otherwise) of the Parties, nor have we made any physical inspection of the properties or assets of the Parties. We have not evaluated the solvency or fair value of the Parties under any applicable laws relating to bankruptcy, insolvency or similar matters. In providing this Opinion, we have assumed, at the direction of the Board, that the Transaction will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary governmental, regulatory and other approvals, consents, releases and waivers for the Transaction, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, will be imposed that would have an adverse effect on the Parties or the contemplated benefits of the Transaction. In addition, we have assumed, at the direction of the Board that the final executed agreement will not differ in any material respect from the Draft Agreement reviewed by us.

In our opinion the Exchange ratio in the Transaction is fair from a financial point of view. We do not express any view on, and this Opinion does not address, any other term or aspect of the Transaction or the transactions contemplated thereby or any term or aspect of any agreement or instrument contemplated by the Transaction or entered into or amended in connection therewith, including, without limitation, the form or structure of the Transaction. Furthermore, no opinion or view is expressed as to the relative merits of the Transaction in comparison to other strategies or transactions that might be available to the Company or in which the Company might engage or as to the underlying business decision of the Company to proceed with or effect the Transaction.

We are not legal, tax or regulatory advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of the Company and its legal, tax, and regulatory advisors with respect to legal, tax, and regulatory matters. The assessment of this Opinion does not consider tax, legal and other issues which are specific to each shareholder of the Company and/or Mediaset España. Our Opinion is necessarily based on economic, market, tax and other conditions as in effect on, and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect this Opinion and the assumptions used in preparing it, and we do not have any

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A blue ink signature.



The issuance of this Opinion has been approved by an opinion committee of Santander. This letter is provided to the Board in connection with and solely for the purposes of its financial evaluation of the Transaction and consequently may be used only for the financial assessment of the Exchange ratio by the Board. The use for any purpose other than assessing the financial fairness of the Exchange ratio by the Board is excluded. In particular, this Opinion does not constitute a recommendation to any shareholder of the Company as to how such shareholder should vote with respect to the Transaction or any other matter and to the shareholders of Mediaset España to accept or reject the offer. This Opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party for any purpose whatsoever except with our explicit prior written approval and no such third party may in any way rely upon our Opinion unless explicitly approved by us in writing.

This Opinion and any other documents provided to you shall be governed and construed according to Spanish Law. It is our understanding that any dispute or controversy arising in connection with the s of this letter will be submitted to the jurisdiction of the courts of the city of Madrid.

On the basis of and subject to the foregoing, it is our opinion as of the date hereof that the Exchange Ratio in the Transaction is fair to the shareholders of Mediaset España, from a financial point of view.

Very truly yours,

BANCO SANTANDER, S.A.

Name: Iñigo Gaytán de Ayala
Title: Global Head of Equity Capital Markets
Date: 30th January 2023

Name: Verónica Guerrikabeitia Huerga
Title: Executive Director
Date: 30th January 2023