

ProSiebenSat.1 Media SE

ProSiebenSat.1 Media SE: Release according to Sections 43 para. 2, 40 para. 1 of the WpHG [the German Securities Trading Act] with the objective of Europe-wide distribution

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Dissemination of a Voting Rights Announcement transmitted by EQS News - a service of EQS Group AG.

The issuer is solely responsible for the content of this announcement.

Silvio Berlusconi notified us of the following on May 31, 2023 pursuant to Sec. 43 para. 1 of the German Securities Trading Act:

“Reference is made to my voting rights notifications pursuant to sections 33 et seqq. of the German Securities Trading Act (Wertpapierhandelsgesetz - WpHG) dated 9 May 2023 concerning ProSiebenSat.1 Media SE.

On 3 May 2023, Mediaset España Comunicación, S.A. (Madrid, Spain) was merged with and into its holding company MFE-MEDIAFOREUROPE N.V. (Cologno Monzese, Italy - hereinafter MFE) and MFE acquired by way of universal succession all shares and instruments relating to the issuer previously held by Mediaset España Comunicación, S.A. As a result, the threshold of 15% and 20% of the voting rights resulting from shares in ProSiebenSat.1 Media SE directly held by MFE was exceeded.

In connection with the exercise and settlement of instruments held, the threshold of 25% of the voting rights resulting from shares in the issuer directly held by MFE was exceeded.

Therefore, I hereby, making this notification also on behalf of the controlled undertakings each as referred to under section 8 of the voting rights notifications dated 9 May 2023

- Finanziaria d'investimento Fininvest S.p.A. (Milan, Italy) and

- MFE-MEDIAFOREUROPE N.V. (Cologno Monzese, Italy),

notify you pursuant to section 43 para. 1 WpHG of the objectives pursued with the acquisition of voting rights and the origin of the funds used to make the acquisition as follows:

I. Objectives pursued with the acquisition:

1. The acquisition of the voting rights in ProSiebenSat.1 Media SE serves to implement long-term strategic objectives.
2. Depending on market conditions, the share price and possible strategic options and subject to regulatory approvals, if any, it is intended to acquire further voting rights in ProSiebenSat.1 Media SE within the next twelve months by purchase or otherwise, including voting rights subject to instruments already held.
3. It is intended to hold, in the interest of ProSiebenSat.1 Media SE and reflecting MFE's participation in the issuer, discussions with the company on the potential consideration of candidate proposals by MFE for the composition of the supervisory board in the course of the succession planning of the supervisory board. Further, it is currently not intended to exercise influence on the appointment or removal of members of the administrative, managing and supervisory bodies of ProSiebenSat.1 Media SE, other than by the exercise of voting rights in the general meeting of the issuer. Depending on future voting proposals by the supervisory board of ProSiebenSat.1 Media SE for the election of supervisory board members, it may be decided to make use of the possibility of each shareholder under the stock corporation law to submit own election proposals.
4. It is currently not intended to materially change the capital structure of ProSiebenSat.1 Media SE, in particular regarding the ratio of equity and debt and the dividend policy.

II. Pursuant to section 43 para. 1 sent. 4 WpHG, I hereby notify you that MFE neither used equity nor debt capital to finance the acquisition of the voting rights in the issuer on 3 May 2023, which was effected by way of universal succession following the merger of Mediaset España Comunicación, S.A. with and into MFE. To finance the further acquisition of the voting rights in the issuer on 9 May 2023, MFE used debt capital.

Regarding my person and Finanziaria d'investimento Fininvest S.p.A., the acquisition occurred due to the attribution of voting rights in accordance with section 34 para. 1 sent. 1 no. 1 WpHG. Therefore, neither equity nor debt capital has been used.”

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