



**MFE-MEDIAFOREUROPE N.V:
PROFILE OF THE NEXT BOARD OF DIRECTORS AHEAD OF
ITS RENEWAL AT THE 2024 ANNUAL GENERAL MEETING**

Article 1 – INTRODUCTION

- 1.1** MFE-MEDIAFOREUROPE N.V. (“**MFE**” or the “**Company**”), through its subsidiaries, is a European leader in advertising sales and operates in the integrated media space, consisting of content production, FTA commercial television, radio, OTT services, and digital publishing activities. MFE produces and distributes through different platforms a broad range of content.
- 1.2** The board of directors of MFE (the “**BoD**”) is responsible for the management and the general course of affairs of MFE and the business carried out by the latter. In addition, the BoD is responsible for creating long-term value in a sustainable manner for MFE stakeholders. Pursuant to articles 13 and subsequent of MFE’s articles of association (the “**AoA**”), MFE has a “one-tier” BoD, consisting of at least one (1) executive member (an “**Executive Director**”) and at least one (1) non-executive member (a “**Non-Executive Director**”), provided that the majority of the BoD members shall be Non-Executive Directors.
- 1.3** The term of office of all incumbent BoD members (in office as at the date of this profile) will expire as at date of MFE’s annual general meeting to be called to approve the 2023 financial statements (the “**2024 AGM**”). Therefore, the 2024 AGM will vote upon, *inter alia*, the renewal of the members of the BoD for a period ending as at the date of approval of the 2026 financial statements (which period shall be proposed by the incumbent BoD).
- 1.4** Ahead of the 2024 AGM, pursuant to articles 13.3 of the AoA and 2.1.1 of the Dutch Corporate Governance Code (2022 edition, the “**Code**”), the current BoD adopted on 14 February 2024 this profile (the “**Profile**”), favourably examined by the Non-Executive Directors and upon BoD nomination and remuneration committee proposal and also considering the outcome of the BoD evaluation activities for the fiscal year 2023 carried out by a specialised independent firm appointed by the Company (the “**2023 BoD Evaluation**”).
- 1.5** According to the above-mentioned articles 13.3 of the AoA and 2.1.1 of the Code, this Profile sets out and indicates a profile for the size and composition of the next BoD to be appointed by the 2024 AGM for the 2024-2026 period, considering the nature and the peculiarities of the business carried out by MFE, and addresses:
- (i) the size of the BoD (determined by the incumbent BoD pursuant to article 13.2 of the AoA);
 - (ii) the desired expertise, experience, skills, and background of the BoD members;
 - (iii) the desired diversity within the BoD; and
 - (iv) the independence of the Non-Executive Directors.

- 1.6 This Profile shall be posted on MFE's website.

Article 2 – SIZE OF THE BoD

- 2.1 Pursuant to article 13.2 of the AoA, and in furtherance of the provisions of article 13.3.(iii) of the AoA, the incumbent BoD determined that the next BoD to be appointed by 2024 AGM for the 2024-2026 period shall consist, in continuity with the incumbent BoD and in light of the 2023 BoD Evaluation, of fifteen (15) members.
- 2.2 Among the overall number of BoD members contemplated in Article 2.1 above, five (5) BoD members shall be Executive Directors and ten (10) BoD members shall be Non-Executive Directors.

Article 3 – EXPERTISE AND BACKGROUND OF THE BoD MEMBERS

- 3.1 In order to ensure that the BoD is properly composed, potential recommendations by eligible persons pursuant to article 14.2 of the AoA (in relation to the Non-Executive Directors), proposals, and nomination for the appointment shall be made taking into account the provisions contemplated below in this Article 3.
- 3.2 In general, BoD members shall be capable of assessing the broad outline of MFE overall management. In particular, in furtherance of the provisions of article 13.3.(i) of the AoA, the BoD shall be composed of individuals who are knowledgeable and have relevant experience and expertise preferably in listed companies – with international backgrounds and a specific focus in the geographical areas and industries in which MFE operates – in one or more of the following fields:
- (i) general management;
 - (ii) finance and administration;
 - (iii) marketing and sales;
 - (iv) innovation, research, and development;
 - (v) safety, environment, and sustainability;
 - (vi) human resources, personnel, and organisation;
 - (vii) information technology;
 - (viii) legal and regulatory affairs.
- 3.3 Pursuant to articles 2(3) of the Dutch decree of 26 July 2008 and 2.1.4 of the Code, at least one (1) Non-Executive Director shall have competence in accounting and/or auditing.

Article 4 – INDEPENDENCE OF THE NON-EXECUTIVE DIRECTORS

- 4.1 In addition to what provided by Article 3 above, and in furtherance of the provisions of article 13.3.(iv) of the AoA, each Non-Executive Director shall be expected to have all the following skills, inclinations, and qualities:
- (i) integrity;
 - (ii) the ability to act, *vis-à-vis* one other, critically and independently, and to promote the diversity of opinions;
 - (iii) the ability to promote and protect the interests of the Company, its business, and its stakeholders;
 - (iv) awareness of international trends in society, economy, and politics;
 - (v) a track record of proven success;

- (vi) analytical, critical, and solution-oriented;
- (vii) having sufficient time at his/her disposal to perform his/her duties properly;
- (viii) willingness to follow induction and training programmes and to be periodically evaluated;
- (ix) ambition for continuous improvement; and
- (x) willingness to be appointed as a member of one or more BoD committees.

4.2 Without prejudice to any binding independence requirements under applicable law, the BoD shall consider the independence recommendations of the Code when making a proposal for the appointment of a Non-Executive Director. In this respect, without prejudice to any further deviation, in light of the history of the ownership structure of MFE, the incumbent BoD deems fit that MFE may deviate from articles 2.1.7.(iii) and 5.1.3 of the Code, and will provide an explanation for such deviations in MFE's annual report.

Article 5 – DIVERSITY TARGETS

Consistently to the current composition of the incumbent BoD, and also in light of article 13.3.(ii) of the AoA, at least 50% (fifty per cent) of the Non-Executive Directors shall be women.

Article 6 – AMENDMENTS AND DEVIATIONS

The incumbent BoD may amend or supplement this Profile and allow temporary deviations from this Profile, subject to ongoing compliance with applicable law or stock exchange requirements.

Article 7 – GOVERNING LAW AND JURISDICTION

This Profile shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this Profile shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.