



MFE-MEDIAFOREUROPE N.V.:
NOTICE REGARDING THE NEXT RENEWAL OF THE BOARD OF DIRECTORS

MFE-MEDIAFOREUROPE N.V. (“**MFE**” or the “**Company**”) hereby informs its shareholders and other persons with Meeting Rights (as defined in MFE’s articles of association (the “**AoA**”)), in accordance with article 14.2 of the AoA, that the term of office of all incumbent directors of the Company, and so of all incumbent non-executive directors (the “**Non-Executive Directors**”), will expire as at the date of MFE’s annual general meeting to be called to approve the 2023 financial statements (the “**2024 AGM**”). The 2024 AGM will thus vote upon, *inter alia*, the renewal of the members of the board of directors for a period ending as at the date of approval of the 2026 financial statements (which period shall be proposed by the incumbent board to the 2024 AGM).

Pursuant to the above-mentioned article 14.2 of the AoA, ahead of the 2024 AGM, shareholders and/or persons with Meeting Rights (as defined in the AoA) who, individually or jointly, represent at least three per cent (3%) of MFE’s issued share capital (the “**Eligible Persons**”) may recommend candidates to be appointed as a Non-Executive Director with respect to one-third of the total number of Non-Executive Directors.

Pursuant to article 13.2 of the AoA, the incumbent board of directors determined that MFE’s board of directors for the 2024-2026 period shall consist, in continuity with the incumbent board, of five (5) executive directors and ten (10) Non-Executive Directors. As a result, pursuant to article 14.2 of the AoA, Eligible Persons may recommend up to four (4) candidates for appointment as Non-Executive Director.

The vacancies in the board of directors have to be filled in accordance with the profile that has been posted together with this notice on MFE’s website, prepared by the incumbent board of directors in accordance with article 13.3 of the AoA. In addition, the Company set gender diversity target for the board of directors, based on which, consistently to the current composition of the incumbent board of directors, at least 50% (fifty per cent) of the Non-Executive Directors shall be women.

A recommendation shall be accompanied with: (i) a proof of the shareholding in the Company held by the Eligible Person as at the date of the recommendation; (ii) a resumé of the candidate(s), containing exhaustive information on the relevant personal and professional qualifications; (iii) a certification whether the candidate(s) qualify(ies) as independent or not under the Dutch Corporate Governance Code (2022 edition); (iv) a declaration of the candidate(s) stating the acceptance of the candidacy and declaring that there are no grounds for ineligibility or incompatibility as provided for by law, and that the requirements prescribed by law and the regulations of the board of directors are met; and (v) any additional information required by applicable law in force at the time and by the AoA.

Eligible Persons can submit recommendations by 4 March 2024, 10 a.m. (CET), via e-mail corporateaffairs@mfemediaforeurope.eu.

The incumbent board of directors will consider candidate(s) proposed by Eligible Persons when

making a selection for the Non-Executive Directors to be proposed for appointment at the 2024 AGM. In this respect, the incumbent board of directors may: *(i)* reject the candidate(s) proposed by Eligible Persons if the recommendation fails to be accompanied with the above supporting documentation or if the incumbent board of directors, based on the opinion of the nomination and remuneration committee of the Company, deems a candidate unfit for the office; and/or *(ii)* elect two persons for one and the same vacant seat and allow the 2024 AGM to decide which candidate will be appointed.