

Inter Media and Communication S.p.A.

Società per azioni

Registered office: Via della Liberazione 16/18, 20124 Milan, Italy

Tax Code and VAT No.: 08651600960

**CONDITIONAL NOTICE OF FULL REDEMPTION OF INTER MEDIA AND
COMMUNICATION S.P.A.**

June 13, 2025

€415,000,000

6.750% Senior Secured Notes due 2027

RULE 144A – ISIN: XS2439249017; Common Code: 243924901

REG S – ISIN: XS2439248472; Common Code: 243924847

This Notice of Redemption is Conditional

NOTICE IS HEREBY GIVEN in accordance with Section 3.03 of the indenture dated as of February 9, 2022 (the “**Indenture**”) by and among, *inter alios*, Inter Media and Communication S.p.A. (the “**Issuer**”), The Law Debenture Trust Corporation p.l.c. as trustee and security representative (*rappresentante*) of the Holders (the “**Trustee**”), Intesa Sanpaolo S.p.A. as security agent (the “**Security Agent**”), The Bank of New York Mellon, London Branch, as principal paying agent (the “**Paying Agent**”) and The Bank of New York Mellon SA/NV, Luxembourg Branch, as registrar and transfer agent, pursuant to which the Issuer issued its €415,000,000 6.750% Senior Secured Notes due 2027 (the “**Notes**”) to the holders of the Notes that, in accordance with paragraph 5 thereof and Section 3.03 of the Indenture, the Issuer has exercised its right to redeem, and does hereby call for redemption and will redeem on June 26, 2025 (the “**Redemption Date**”) (subject to the conditionality in paragraph 1 below), all Notes not previously delivered to the Paying Agent for cancellation at a redemption price of 101.6875% of the principal amount of such Notes, plus accrued and unpaid interest to, but not including, the Redemption Date.

The terms and conditions of the redemption are as follows:

1. The Issuer hereby gives notice that the entire outstanding aggregate principal amount of the Notes on the Redemption Date will be redeemed in accordance with paragraph 5 of the Notes and Section 3.03 of the Indenture. The redemption of the Notes is conditional upon the availability of funds obtained from the proceeds of a debt financing transaction on the Business Day immediately prior to the Redemption Date sufficient, together with cash on hand, to pay the Redemption Price (as defined herein) (the “**Condition**”). In the event that the Condition shall not have been satisfied (or waived by the Issuer in its sole discretion) on or by the Redemption Date, the redemption may not occur and this Notice of Redemption may be rescinded. Additionally, the Issuer may, in its sole discretion, delay the Redemption Date until such time as the Condition is satisfied. Accordingly, none of the Notes shall be deemed due and payable on the Redemption Date unless and until the Condition is satisfied or waived by the Issuer in its sole discretion. If the Condition is not satisfied or waived, any Notes previously surrendered to the Paying Agent shall be returned to the Holders thereof. The Issuer will provide notice to the Trustee and the Paying Agent of any such revocation of this Notice of Redemption on or before the Redemption Date. Subject to the satisfaction or waiver of the Condition, the redemption date for the Notes will be the later of (i) June 26, 2025 and, (ii) if the Condition has not been satisfied or waived on or by June 26, 2025, one business day following the satisfaction or waiver of the Condition and notified to the Holders by the Issuer.
2. The redemption payments will be made on the same day as the Redemption Date. The record date will be June 25, 2025.
3. The redemption price of the Notes will comprise (i) 101.6875% of the principal amount of the Notes to be redeemed, amounting to €399,491,644.89 and (ii) accrued and unpaid interest

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and Additional Amounts, if any, from December 30, 2024 to, but not including, the Redemption Date, amounting to €12,964,449.20 (items (i) and (ii) above, in aggregate, the “**Redemption Price**”).

4. The Notes called for redemption must be surrendered to The Bank of New York Mellon, London Branch, as Paying Agent, at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom, Attention: Corporate Trust Administration, to collect the Redemption Price.
5. Unless the Issuer defaults in making the redemption payment, (i) the Notes will become due and payable on the Redemption Date and interest on the Notes and Additional Amounts, if any, will cease to accrue on and after the Redemption Date, and (ii) the only right of the holders of the Notes is to receive payment of the Redemption Price, upon surrender to the Paying Agent of the Notes to be redeemed.
6. The ISIN and Common Code numbers, as applicable, in relation to the Notes being redeemed are as set forth above. No representation is made as to the correctness or accuracy of such numbers listed in this Notice of Redemption or printed on the Notes.
7. This Notice of Redemption has been also published on the official website of the Luxembourg Stock Exchange (www.luxse.com) pursuant to Section 3.03 of the Indenture and in accordance with the rules of the Luxembourg Stock Exchange.

All capitalized terms used and not otherwise defined in this Notice of Redemption have the meaning given to them in the Indenture.

This Notice is given by:

Inter Media and Communication S.p.A., the Issuer.

Enquiries about the above notice should be directed to the Issuer as set out below:

Inter Media and Communication S.p.A.
Via della Liberazione 16/18
20124 Milan
Italy