

**CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY.**

**Joint report of the Executive Board of ProSiebenSat.1 Media SE, Unterföhring,  
and the management of Seven.One Entertainment Group GmbH, Unterföhring,  
pursuant to section 293a AktG**

The Executive Board of ProSiebenSat.1 Media SE and the management of Seven.One Entertainment Group GmbH submit the following joint report on the intended domination agreement (*Beherrschungsvertrag*) between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH in accordance with section 293a of the German Stock Corporation Act (*Aktiengesetz*, “**AktG**”):

**1. Background of the intended conclusion of the domination agreement**

ProSiebenSat.1 Media SE with its registered office in Unterföhring, district of Munich, as controlling company (*herrschende Gesellschaft*), intends to enter into a domination agreement with Seven.One Entertainment Group GmbH with its registered office in Unterföhring, district of Munich, as controlled company (*abhängige Gesellschaft*), pursuant to section 291 para. 1 AktG (the “**Domination Agreement**”).

ProSiebenSat.1 Media SE is currently the sole shareholder of Seven.One Entertainment Group GmbH. It is also, *inter alia*, the sole shareholder of ProSiebenSat.1 Fünfzehnte Verwaltungsgesellschaft mbH with its registered office in Unterföhring.

Seven.One Entertainment Group GmbH currently holds, *inter alia*, all shares in Joyn GmbH with its registered office in Munich.

As explained in more detail in the invitation to the annual shareholders’ meeting of ProSiebenSat.1 Media SE on April 30, 2024 (the “**AGM 2024**”) under agenda item 9, ProSiebenSat.1 Media SE plans, in the context of the group internal reorganization described therein, *inter alia*, to (i) acquire all shares in Joyn GmbH from Seven.One Entertainment Group GmbH, (ii) shorten the financial year of Seven.One Entertainment Group GmbH to June 30, 2024, or a subsequent month-end to be determined (the “**Shortening of the Financial Year**” or the “**Shortened Financial Year**”) and then, with effect as of the end of the Shortened Financial Year, contribute and assign all shares in Seven.One Entertainment Group GmbH to Joyn GmbH (together, the

“**Share Contribution I**”) and (iii) subsequently contribute and assign all shares in Joyn GmbH to ProSiebenSat.1 Fünfzehnte Verwaltungsgesellschaft mbH (together, the “**Reorganization**”).

ProSiebenSat.1 Media SE as the controlling company and Seven.One Entertainment Group GmbH as the controlled company entered into a domination and profit and loss transfer agreement (*Beherrschungs- und Gewinnabführungsvertrag*) pursuant to section 291 para. 1 AktG in 2007 (the “**Existing DPLTA**”). The Existing DPLTA and the consolidated tax group for corporate income and trade tax purposes established thereby between ProSiebenSat.1 Media SE as controlling company and Seven.One Entertainment Group GmbH as controlled company shall be terminated in connection with the Share Contribution I at the end of the Shortened Financial Year of Seven.One Entertainment Group GmbH and subsequently a consolidated tax group for corporate income and trade tax purposes shall be established between Joyn GmbH as controlling company and Seven.One Entertainment Group GmbH as controlled company.

For further details on the planned Reorganization and the related measures, reference is made to the explanations under agenda item 9 of the convocation of the AGM 2024 and the corresponding report of the Executive Board of ProSiebenSat.1 Media SE, which are available on the website of ProSiebenSat.1 Media SE at <https://www.prosiebensat1.com/en/annual-general-meeting>.

Irrespective of the Share Contribution I and the termination of the Existing DPLTA planned in connection therewith, the corporate law and value-added tax (VAT) effects of a domination agreement (see in detail section 4 of this report below) between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH shall be maintained and, for this purpose, a new Domination Agreement between ProSiebenSat.1 Media SE as controlling company and Seven.One Entertainment Group GmbH as controlled company shall be concluded.

## **2. Conclusion and effectiveness of the Domination Agreement**

At the time of this report, a draft of the Domination Agreement dated March 13, 2024 is available (the “**Draft Domination Agreement dated March 13, 2024**”). All substantive referrals and references to the Domination Agreement in this report refer to the Draft Domination Agreement dated March 13, 2024.

The Domination Agreement shall be concluded before the effective date of the Share Contribution I.

The effectiveness of the Domination Agreement requires, on the one hand, the approval of the shareholders' meeting of ProSiebenSat.1 Media SE, which is requested under agenda item 10 of the AGM 2024. Furthermore, the approval of ProSiebenSat.1 Media SE as the sole shareholder of Seven.One Entertainment Group GmbH is required at a shareholders' meeting of this company. If approved by the shareholders' meeting of ProSiebenSat.1 Media SE and the shareholders' meeting of Seven.One Entertainment Group GmbH, the Domination Agreement will take effect upon its registration with the commercial register of Seven.One Entertainment Group GmbH, however, not earlier than with the beginning of the financial year of Seven.One Entertainment Group GmbH following its conclusion.

### **3. Parties to the Domination Agreement**

#### **3.1 ProSiebenSat.1 Media SE**

##### **3.1.1 Corporate purpose and financial year**

ProSiebenSat.1 Media SE is a European stock corporation (*Societas Europaea*) with its registered office in Unterföhring, district of Munich, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 219439. The object and purpose of ProSiebenSat.1 Media SE according to its Articles of Incorporation is

- the organization of broadcasting programs;
- the production, procurement and sale as well as marketing and distribution of audiovisual and text-based contents and products of any kind and of other intellectual property rights;
- the performance, arrangement and marketing of services and products in the area of communication and electronic media;
- the further activity in the area of e-commerce, electronic media, digital services and digital technologies;
- the merchandising, live entertainment and event business as well as the personality marketing;
- the development and implementation of new business concepts in the aforementioned and related areas as well as the (direct and indirect) investment in and establishment of

companies with activities in the aforementioned and related areas, including the rendering of services and consulting in the aforementioned and related areas.

ProSiebenSat.1 Media SE is entitled to carry out its activities in whole or in part indirectly through subsidiaries, associated companies and joint ventures.

ProSiebenSat.1 Media SE's financial year corresponds to the calendar year.

### 3.1.2 Holding structure

The group of companies consisting of ProSiebenSat.1 Media SE and its directly and indirectly held subsidiaries and affiliates (the "**ProSiebenSat.1 Group**") is managed by ProSiebenSat.1 Media SE as the group holding company. As the group holding company, ProSiebenSat.1 Media SE centrally manages cross-divisional key functions such as license purchasing, accounting, controlling, corporate planning, human resources, finance, investor relations, legal affairs, compliance and corporate communications.

### 3.1.3 Business activities

ProSiebenSat.1 Group is one of the largest independent media companies in Europe, whose core business is advertising-financed free TV. Further, ProSiebenSat.1 Group includes a diverse digital entertainment, commerce & ventures and dating & video portfolio as well as an international production network.

ProSiebenSat.1 Group's operating activities are divided into three segments that are strategically, economically and technically interrelated and are managed by ProSiebenSat.1 Media SE: "Entertainment", "Commerce & Ventures" and "Dating & Video".

In the Entertainment segment, ProSiebenSat.1 Group combines linear and digital entertainment platforms with the production, distribution and marketing business. The programming strategy focuses on local content that is played out live and on-demand and monetized across all platforms. In the Commerce & Ventures segment, ProSiebenSat.1 Group bundles its investment activities. Digital consumer brands are established here via media services and the reach of the ProSiebenSat.1 Group's entertainment offerings. The Dating & Video segment offers a broad range of dating platforms and video-based social entertainment services. Here, ProSiebenSat.1 Group focusses on building a complementary platform ecosystem.

### 3.1.4 Corporate bodies and employees

The **Executive Board** currently has the following three members:

- Bert Habets, Chairman of the Executive Board and Group Chief Executive Officer
- Martin Mildner, Member of the Executive Board and Group Chief Financial Officer
- Christine Scheffler, Member of the Executive Board and Chief Human Resources Officer

In accordance with the Articles of Incorporation, the **Supervisory Board** of ProSiebenSat.1 Media SE consists of nine members, all of whom are elected by the shareholders' meeting without being bound by election proposals. The chairman of the Supervisory Board is Dr. Andreas Wiele.

As of December 31, 2023, ProSiebenSat.1 Group employed 7,188 employees group-wide (based on full-time equivalents).

### 3.1.5 Capital structure and shareholders

The share capital of ProSiebenSat.1 Media SE amounts to EUR 233,000,000.00 and is divided into 233,000,000 registered no-par value shares with a pro rata amount of the share capital of EUR 1.00 per share. Each share grants one vote at the shareholders' meeting of ProSiebenSat.1 Media SE.

The shares of ProSiebenSat.1 Media SE are admitted to trading in the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (*Prime Standard*); furthermore, the shares of ProSiebenSat.1 Media SE are also admitted to trading on the regulated market of the Luxembourg Stock Exchange (*Bourse de Luxembourg*). The shares of ProSiebenSat.1 Media SE are currently included, *inter alia*, in the SDAX, an index of shares of certain issuers whose shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange, calculated by Deutsche Börse on the basis of market capitalization and trading volume.

Pursuant to section 4 para. 4 of the Articles of Incorporation of ProSiebenSat.1 Media SE, the Executive Board is authorized, subject to the consent of the Supervisory Board, to increase the share capital of ProSiebenSat.1 Media SE on one or more occasions on or before May 31, 2026

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(inclusive), by not more than in total EUR 46,600,000.00, in return for contributions in cash and/or in kind, by issuing new registered no-par value shares (Authorized Capital 2021). Under certain conditions described in more detail in the authorization, shareholders' preemptive rights may also be excluded when using the Authorized Capital 2021. ProSiebenSat.1 Media SE has not yet made use of the Authorized Capital 2021.

Pursuant to section 4 para. 6 of the Articles of Incorporation of ProSiebenSat.1 Media SE, the share capital is further contingently increased by in total up to EUR 23,300,000.00 by issuing up to 23,300,000 new registered no-par value shares (Contingent Capital 2021). The Contingent Capital 2021 serves to grant shares to holders or creditors, respectively, of convertible bonds as well as to holders of option rights attached to option bonds that are issued on or before May 31, 2026, based on the authorization granted by resolution of the ordinary meeting of shareholders on June 1, 2021, by ProSiebenSat.1 Media SE or a national or foreign subsidiary in which ProSiebenSat.1 Media SE either directly or indirectly holds a majority of voting rights and capital. ProSiebenSat.1 Media SE has not yet made use of this authorization to issue convertible bonds and/or option bonds.

Pursuant to the resolutions of the shareholders' meeting on June 12, 2019, the ProSiebenSat.1 Media SE is authorized, with the approval of the Supervisory Board, to acquire treasury shares in ProSiebenSat.1 Media SE until June 11, 2024 (inclusive), in an amount of up to 10 % of the share capital of ProSiebenSat.1 Media SE existing at the time the authorization is granted or – if this value is lower – at the time the authorization is exercised and to also use derivatives for the acquisition in accordance with the more detailed provisions of the authorization. When using treasury shares acquired on this basis or based on a previous authorization, shareholders' preemptive rights are excluded in the cases specified in the authorization. Furthermore, the acquired shares can also be redeemed by ProSiebenSat.1 Media SE without a further resolution by the shareholders' meeting. ProSiebenSat.1 Media SE has not yet acquired any treasury shares on the basis of this authorization.

At the time of the announcement of the convocation of the present shareholders' meeting in the Federal Gazette (*Bundesanzeiger*), ProSiebenSat.1 Media SE holds a total of 6,299,657 treasury shares (corresponding to approximately 2.7 % of the share capital), which were acquired on the basis of an earlier authorization to acquire treasury shares. Treasury shares held by ProSiebenSat.1 Media SE do not carry voting or dividend rights pursuant to section 71b AktG.

Apart from this, to the knowledge of ProSiebenSat.1 Media SE, the shareholder structure of ProSiebenSat.1 Media SE is as follows:

According to a voting rights notification received by ProSiebenSat.1 Media SE on September 21, 2023, in accordance with sections 33 et seq. of the German Securities Trading Act (*Wertpapierhandelsgesetz*, "**WpHG**"), MFE-MEDIAFOREUROPE N.V., with its registered office in Amsterdam, Netherlands, held a direct stake of 26.58 % of the voting rights and share capital as of June 12, 2023. This shareholding was attributable in full to Marina Elvira Berlusconi and Pier Silvio Berlusconi through various subsidiaries.

Furthermore, according to a voting rights notification received by ProSiebenSat.1 Media SE on June 1, 2023, in accordance with sections 33 et seq. WpHG, PPF IM LTD (formerly: Acolendo Limited), with its registered office in Nicosia, Cyprus, held a direct stake of 11.60 % of the voting rights and share capital as of May 31, 2023. This shareholding was fully attributed to Renáta Kellnerová through various subsidiaries.

The remaining shares of ProSiebenSat.1 Media SE are in free float.

Up to the reporting date, ProSiebenSat.1 Media SE had not received any voting rights notifications in which a change in the above shareholdings was reported.

### 3.1.6 Subsidiaries

A list of the subsidiaries of ProSiebenSat.1 Media SE (list of shareholdings) is included in the annual financial statements of ProSiebenSat.1 Media SE for the 2023 financial year; reference is made to this.

### 3.1.7 Earnings situation

In the financial year 2023, ProSiebenSat.1 Media SE generated revenues of EUR 95 million (2022: EUR 123 million) and a net loss (*Jahresfehlbetrag*) of EUR 54 million (2022: net loss of EUR 123 million) as well as consolidated revenues of EUR 3,852 million (2022: EUR 4,163 million) and consolidated earnings before taxes of minus EUR 164 million (2022: EUR 97 million).

For further details on the business development and earnings situation of ProSiebenSat.1 Media SE, please refer to the annual and consolidated financial statements as well as the management and group management report of ProSiebenSat.1 Media SE for the financial year 2023.

## **3.2 Seven.One Entertainment Group GmbH**

### **3.2.1 Corporate purpose and financial year**

Seven.One Entertainment Group GmbH is a limited liability company with its registered office in Unterföhring, district of Munich, registered with the commercial register of the local court of Munich under HRB 168016. The object and purpose of Seven.One Entertainment Group GmbH according to its Articles of Incorporation is the organization and processing of television broadcasts, the acquisition, holding and management of investments in companies that are active in the area of German-language, free-to-air television, in particular as organizers of television broadcasts, as well as in the area of German-language broadcast, the management of other own assets, the acquisition, production and sale of film and television productions and the acquisition and granting of rights of all kinds, as well as the merchandising and multimedia business.

Seven.One Entertainment Group GmbH may establish, acquire or invest in other companies of the same or a similar nature.

The financial year of Seven.One Entertainment Group GmbH corresponds to the calendar year.

### **3.2.2 Business activities**

Seven.One Entertainment Group GmbH bundles, amongst others, ProSiebenSat.1 Group's TV stations - comprising a total of 15 free and pay TV channels - and entertainment platforms as well as the associated marketing and distribution business. Seven.One Entertainment Group GmbH and its subsidiaries – together with the production and program distribution business, which is bundled in another direct subsidiary of ProSiebenSat.1 Media SE – thus form the core of ProSiebenSat.1 Group's entertainment segment. Thereby, Seven.One Entertainment Group GmbH focuses on the core markets of Germany, Austria and Switzerland. As a platform-independent entertainment company, Seven.One Entertainment Group GmbH thus combines station brands and platforms with the content, distribution and marketing business under one roof. In addition to traditional TV and premium video marketing, the distribution and marketing area includes live events, podcast marketing and the largest influencer network in Germany. In the content area, Seven.One Entertainment Group GmbH focuses on its own local programs and live events, infotainment formats, sports and its own newsroom.

As part of the digital transformation of ProSiebenSat.1 Group's entertainment segment, the streaming platform JOYN, operated by Joyn GmbH, shall become the center of ProSiebenSat.1 Group's digital entertainment presence. In order to appropriately reflect this transformation in the group structure, Seven.One Entertainment Group GmbH and its subsidiaries shall be placed under Joyn GmbH – which is currently a direct subsidiary of Seven.One Entertainment Group GmbH – as the new center of ProSiebenSat.1 Group's entertainment business. The relevant measures are subject of the Reorganization described above, which will be proposed for approval at the AGM 2024. For further details, reference is made to the explanations under agenda item 9 of the convocation of the AGM 2024 and the corresponding report of the Executive Board of ProSiebenSat.1 Media SE.

### 3.2.3 Corporate bodies and employees

The managing directors of Seven.One Entertainment Group GmbH are currently Dr. Stefan Endriß, Bert Habets and Henrik Pabst. There is no supervisory board.

As of December 31, 2023, Seven.One Entertainment Group GmbH and its subsidiaries employed a total of 3,867 employees (based on full-time equivalents).

### 3.2.4 Capital structure and shareholders

The share capital of Seven.One Entertainment Group GmbH amounts to EUR 6,000,251.00. At the time of this report, ProSiebenSat.1 Media SE is the sole shareholder of Seven.One Entertainment Group GmbH.

### 3.2.5 Subsidiaries

Seven.One Entertainment Group GmbH has approximately 70 subsidiaries in Germany and abroad at the time of this report.

### 3.2.6 Consolidated tax group for income tax purposes

The Existing DPLTA is in place between ProSiebenSat.1 Media SE as the controlling company and Seven.One Entertainment Group GmbH as the controlled company. This establishes a consolidated tax group for income tax purposes (*ertragsteuerliche Organschaft*) between ProSiebenSat.1 Media SE as the controlling company and Seven.One Entertainment Group GmbH as the controlled company, on the basis of which the tax result of Seven.One Entertainment Group GmbH and its subsidiaries included in the consolidated tax group is allocated to ProSie-

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benSat.1 Media SE for corporate income and trade tax purposes (*für Zwecke der Körperschaft- und Gewerbesteuer*).

This consolidated tax group currently includes the following subsidiaries of Seven.One Entertainment Group GmbH, with each of which Seven.One Entertainment Group GmbH, as the controlling company, has concluded a profit and loss transfer agreement (*Gewinnabführungsvertrag*) or a domination and profit and loss transfer agreement as dependent companies:

- Joyn GmbH
- Seven.One Production GmbH
- SevenPictures Film GmbH
- Seven.One Media GmbH
- Seven.One AdFactory GmbH
- ProSiebenSat.1 Tech & Services GmbH
- SevenVentures GmbH
- SevenOne Capital (Holding) GmbH
- Glomex GmbH
- Sat.1 Norddeutschland GmbH
- tv weiß-blau Rundfunkprogrammmanbieter GmbH
- ProSiebenSat.1 Entertainment Investment GmbH

As mentioned in section 1 of this report, the Existing DPLTA and the resulting consolidated tax group for corporate income and trade tax purposes between ProSiebenSat.1 Media SE as the controlling company and Seven.One Entertainment Group GmbH as the controlled company shall be terminated in connection with the Share Contribution I at the end of the Shortened Financial Year of Seven.One Entertainment Group GmbH and, subsequently, a consolidated tax group for corporate income and trade tax purposes shall be established between Joyn GmbH as the controlling company and Seven.One Entertainment Group GmbH as the controlled company.

### 3.2.7 Earnings situation

In financial year 2023, Seven.One Entertainment Group GmbH generated revenues of EUR 1,809 million (2022: EUR 1,936 million) and a result after taxes of minus EUR 29 million (2022: EUR 432 million). This result after taxes is the result before the loss compensation by ProSiebenSat.1 Media SE under the Existing DPLTA. However, this result already takes into account in each case the profit and loss transfer of the subsidiaries of Seven.One Entertainment Group GmbH with which a profit and loss transfer agreement or a domination and profit and loss transfer agreement exists.

The decline in earnings before taxes at Seven.One Entertainment Group GmbH in 2023 compared to the previous year is mainly due to special effects in connection with a revaluation of programming assets and also reflects the compensation of the current losses of Joyn GmbH due to the domination and profit and loss transfer agreement concluded with Joyn GmbH in 2023.

For further details on business development and the earnings situation, please refer to the annual financial statements and management report of Seven.One Entertainment Group GmbH for the 2023 financial year.

## **4. Reasons for the conclusion of the Domination Agreement**

Irrespective of the Share Contribution I and the termination of the Existing DPLTA planned in connection therewith, the corporate law and value-added tax (VAT) effects of a domination agreement between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH shall be maintained by concluding the Domination Agreement for the reasons explained in more detail below:

### **4.1 Corporate law reasons**

ProSiebenSat.1 Group has a holding structure on the basis of which the operating activities are carried out by legally independent group companies. These are managed by ProSiebenSat.1 Media SE as the group's managing holding company (see section 3.1.2 above). The purpose of the Domination Agreement between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH is to facilitate a uniform group management by ProSiebenSat.1 Media SE from a

corporate law perspective also in the period after the planned termination of the Existing DPLTA.

The contractual group of companies (*Vertragskonzern*) ensures that ProSiebenSat.1 Media SE can successfully fulfill its tasks as the group's managing holding company. These tasks include the strategic management by stipulating overarching objectives of the group, the further development, the control of results, the utilization of synergy potentials between and within the individual business areas as far as possible as well as the optimal use of financial resources within the group. The provision in section 1 of the Draft Domination Agreement dated March 13, 2024, according to which Seven.One Entertainment Group GmbH is subject to the management of ProSiebenSat.1 Media SE, serves this purpose. The contractual group of companies creates the possibility – with Seven.One Entertainment Group GmbH otherwise being responsible for the results – to align the interests of Seven.One Entertainment Group GmbH with the interests of the group as a whole.

Furthermore, the conclusion of the Domination Agreement is intended to facilitate the handling of the bank account clearing system existing within the ProSiebenSat.1 Group. Thus, if a domination agreement exists, the legal restrictions resulting from the capital maintenance provisions of the subsidiaries on the organization of a bank account clearing system for liquidity management within the group will no longer apply; they will be replaced by the controlling company's duty to compensate losses as a protective mechanism. This leads to a significant simplification of the control and implementation of the group-wide bank account clearing system.

#### **4.2 Tax reasons**

The domination agreement is intended to ensure the organizational integration of Seven.One Entertainment Group GmbH required for the purposes of a consolidated VAT group with ProSiebenSat.1 Media SE – even in the period after the planned termination of the Existing DPLTA. In this regard, the Federal Fiscal Court (*Bundesfinanzhof*) ruled that the conclusion of a domination agreement ensures the necessary organizational integration of the controlled company regardless of the composition of the management. As a result of the consolidated VAT group, only ProSiebenSat.1 Media SE is considered an entrepreneur within the meaning of the German Value Added Tax Act (*UStG*); therefore, in particular, all services provided by and to Seven.One Entertainment Group GmbH are attributed to ProSiebenSat.1 Media SE for VAT purposes, while services between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH are

considered internal services not subject to VAT.

The conclusion of the Domination Agreement eliminates the risk that an unintentional but de facto cancellation of the organizational integration could cause the consolidated VAT group between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH to fail and thus lead to subsequent VAT payments by the companies.

In the opinion of the Executive Board of ProSiebenSat.1 Media SE and the management of Seven.One Entertainment Group GmbH, there is no economically reasonable alternative to the conclusion of a Domination Agreement between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH. In particular, the conclusion of another intercompany agreement within the meaning of sections 292 et seq. AktG (operating lease agreement (*Betriebspachtvertrag*), operating transfer agreement (*Betriebsüberlassungsvertrag*), profit pooling agreement (*Gewinn-gemeinschaft*) or partial profit transfer agreement (*Teilgewinnabführungsvertrag*)) or an operating agreement (*Betriebsführungsvertrag*) can neither ensure the management power of ProSiebenSat.1 Media SE over Seven.One Entertainment Group GmbH nor the organizational integration for a consolidated VAT group in the same way as the Domination Agreement.

## **5. Explanation of the Draft Domination Agreement**

The Draft Domination Agreement dated March 13, 2024 (hereinafter also the “**Agreement**”) between ProSiebenSat.1 Media SE as the controlling company (hereinafter also the “**Controlling Company**”) and Seven.One Entertainment Group GmbH as the controlled company (hereinafter also the “**Controlled Company**”) is an intercompany agreement within the meaning of sections 291 et seq. AktG.

The Agreement and its individual provisions are explained as follows:

### **5.1 Management authority and instructions (section 1 of the Agreement)**

The provision in section 1 para. 1 of the Agreement places the Controlled Company under the management of the Controlling Company, irrespective of its legal independence.

Section 1 para. 2 of the Agreement grants the Controlling Company the right to make decisions on business policies, issue general guidelines and issue instructions in individual cases in the exercise of its management authority and within the statutory limits for the business activities of the Controlled Company.

Section 1 para. 3 of the Agreement clarifies that this obligation does not affect the individual responsibility of the managing directors of the Controlled Company for compliance with the statutory provisions.

## **5.2 Loss absorption (section 2 of the Agreement)**

The Agreement provides for the Controlling Company's obligation to compensate losses in accordance with the provisions of section 302 para. 1 AktG as amended. The Controlling Company is therefore obliged to compensate any net loss for the year that would otherwise arise during the term of the Agreement – *i.e.*, without taking into account the obligation to compensate losses – insofar as such loss is not compensated by drawing amounts from other revenue reserves that have been allocated to them during the term of the Agreement.

Also apart from this, the provisions of section 302 AktG, as amended, apply *mutatis mutandis* to the Controlled Company's claim to loss compensation. The claim to loss compensation therefore only expires ten years after the announcement of the registration of the termination of the Agreement with the commercial register. Furthermore, the Controlled Company can generally only waive its claim to loss compensation or settle this claim three years after the date of this announcement.

## **5.3 Effective date and term (section 3 of the Agreement)**

Section 3 of the Agreement regulates its effective date, the term of the Agreement and the termination options.

In accordance with the statutory provisions, section 3 para. 1 of the Agreement stipulates that the Domination Agreement requires the approval of the shareholders' meeting of the Controlled Company as well as the approval of the shareholders' meeting of the Controlling Company and generally becomes effective upon its subsequent registration with the commercial register of the Controlled Company.

By a respective instruction of the AGM 2024 to the Executive Board of ProSiebenSat.1 Media SE, it is intended to ensure that the registration with the commercial register – and thus the effectiveness of the Agreement – only takes place after completion of the planned Share Contribution I (see section 6 of this report for details).

In addition, section 3 para. 1 of the Agreement stipulates that the Agreement shall take effect at the earliest with the beginning of the first financial year of the Controlled Company commencing

after the conclusion of the Agreement. This will be the financial year immediately following the Shortened Financial Year of Seven. One Entertainment Group GmbH, which shall be formed as part of the planned Share Contribution I. As the Existing DPLTA is to be terminated only as of the end of this Shortened Financial Year (see section 1 of this report), the determination of the earliest commencement of the Domination Agreement in section 3 para. 1 ensures that the two intercompany agreements do not apply in parallel.

Pursuant to section 3 para. 2 of the Agreement, the loss absorption obligation pursuant to section 2 of the Agreement shall apply for the first time – and therefore retroactively – from the beginning of the financial year of the Controlled Company in which the Agreement becomes effective pursuant to section 3 para. 1. In all other respects, the Agreement shall apply from the date on which the Agreement becomes effective pursuant to section 3 para. 1. This applies in particular to the right to issue instructions pursuant to section 1 of the Agreement, as this right cannot be established retroactively.

Section 3 para. 3 of the Agreement stipulates that the Agreement is concluded for an indefinite period and may be terminated by each party with a notice period of four weeks to the end of a month.

Section 3 para. 4 of the Agreement clarifies that the right to terminate the Agreement for good cause (*wichtiger Grund*) without prior notice remains unaffected.

The written form for termination provided for in section 3 para. 5 of the Agreement corresponds to the statutory provision in section 297 para. 3 AktG.

#### **5.4 Final provisions (section 4 of the Agreement)**

Section 4 para. 1 of the Agreement clarifies that the Agreement contains all provisions that the Controlling Company and the Controlled Company have agreed with regard to domination and the absorption of losses. It is also clarified that there are no ancillary agreements between the parties in this regard and that they shall not be valid.

Section 4 para. 2 of the Agreement stipulates that amendments and supplements to the Agreement must be made in writing unless a stricter form is required by law.

Section 4 para. 3 of the Agreement stipulates that references to statutory provisions refer to the respective statutory provisions in the respective applicable version.

Section 4 para. 4 of the Agreement contains a severability clause. Accordingly, the full or partial invalidity and/or unenforceability of a provision of the Agreement shall not affect the validity or enforceability of the remaining provisions. Any invalid or unenforceable provision shall be replaced by a valid and enforceable provision that comes as close as possible to the economic content of the invalid or unenforceable provision. The same applies to any gaps in the Agreement. This provision corresponds to standard contractual practice and is included for reasons of legal precaution. There are no indications that any of the provisions could be invalid.

Finally, Section 4 para. 5 of the Agreement stipulates that the costs of the Agreement shall be borne by the Controlling Company.

### **5.5 Compensation and settlement regulations**

As all shares in Seven.One Entertainment Group GmbH are held by ProSiebenSat.1 Media SE both at the time of the planned conclusion of the Domination Agreement and at the time of the planned resolutions of the shareholders' meeting of ProSiebenSat.1 Media SE and the shareholders' meeting of Seven.One Entertainment Group GmbH on the approval of the conclusion of the Domination Agreement, no compensation and settlement provisions (sections 304, 305 AktG) are required in the Domination Agreement. Therefore, no comments on the valuation are required. For the same reason, there is also no requirement for an audit of the Domination Agreement by an expert auditor (section 293b para. 1 AktG).

## **6. Implementation of the resolution of the AGM 2024 on the Domination Agreement**

As described above in section 1 of this report, the planned Domination Agreement serves to maintain, irrespective of the intended termination of the Existing DPLTA in connection with the Share Contribution I, the desired effects of a domination agreement between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH for corporate law and tax purposes (see section 4 of this report for further details) even after completion of the planned Share Contribution I. Accordingly, the planned Domination Agreement is only required and shall only become effective by registration with the commercial register of Seven.One Entertainment Group GmbH if the Share Contribution I is completed.

Therefore, according to the resolution proposed by the Executive Board and Supervisory Board under agenda item 10 of the AGM 2024, the shareholders' meeting should instruct the Executive Board to ensure that the Domination Agreement is only registered with the commercial reg-

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ister of Seven.One Entertainment Group GmbH after the Share Contribution I has become effective.

*[Signature page follows]*

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Unterföhring, March 18, 2024

Unterföhring, March 18, 2024

**ProSiebenSat.1 Media SE**

**Seven.One Entertainment Group GmbH**

The Executive Board

The Management

*[signed]*

*[signed]*

Bert Habets

Bert Habets

Chairman of the Executive Board

Managing Director

*[signed]*

*[signed]*

Martin Mildner

Henrik Pabst

Member of the Executive Board

Managing Director

*[signed]*

*[signed]*

Christine Scheffler

Dr. Stefan Endriß

Member of the Executive Board

Managing Director