



**ProSiebenSat.1 Media SE**  
**Unterföhring**

**Annual General Meeting of ProSiebenSat.1 Media SE on April 30, 2024**

**Report of the Executive Board pursuant to sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG on agenda item 12 of the Annual General Meeting supplemented at the request of the shareholder MFE-MEDIAFOREUROPE N.V.**

***Preliminary remark:***

The convocation of the Annual General Meeting 2024 of ProSiebenSat.1 Media SE (hereinafter also the "**Company**") was published in the Federal Gazette (Bundesanzeiger) on March 20, 2024. Following the publication of the aforementioned convocation of the Annual General Meeting, **MFE-MEDIAFOREUROPE N.V.** with its registered seat in Amsterdam, The Netherlands (hereinafter also "**MFE**"), whose shares reach the pro rata amount of the share capital of ProSiebenSat.1 Media SE of EUR 500,000, requested pursuant to section 122 para. 2 of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**") in conjunction with Art. 56 sentence 2 and 3 of the SE-Regulation and section 50 para. 2 of the German SE Implementation Act (*SEAG*), inter alia, to add to the agenda of this Annual General Meeting, and publish, a resolution on (i) the cancellation of the existing authorized capital with the authorization to exclude preemptive rights (Authorized Capital 2021) and corresponding amendment of section 4 of the Articles of Incorporation and (ii) the creation of new authorized capital together with an authorization to exclude preemptive rights (Authorized Capital 2024) (hereinafter also the "**Agenda Supplement Request**").

While the Authorized Capital 2021 contains usual authorizations to exclude preemptive rights of the shareholders, the new Authorized Capital 2024 proposed for resolution in MFE's Agenda Supplement Request only permits the exclusion of preemptive rights for a few of the purposes provided for in the Authorized Capital 2021. In particular, the possibility of the so-called simplified

exclusion of preemptive rights pursuant to section 186 para. 3 sentence 4 AktG when issuing new shares against contribution in cash at a price that does not substantially fall below the stock market price and the possibility of excluding preemptive rights when issuing new shares against contributions in kind shall no longer apply. MFE's resolution proposals are, therefore, intended to limit the authorizations to exclude the shareholders' preemptive rights previously contained in the Authorized Capital 2021 to only a few of the purposes provided for therein.

The agenda of this Annual General Meeting, which has been supplemented in accordance with the Agenda Supplement Request, inter alia, by adding a new agenda item 12 regarding the cancellation and new creation of authorized capital, is available on the website at

<https://www.prosiebensat1.com/en/annual-general-meeting>.

The **Statement of the Executive Board and the Supervisory Board** on the Agenda Supplement Request of MFE is also available on the aforementioned website. As explained in more detail therein, the Executive Board and the Supervisory Board are convinced that the cancellation of the Authorized Capital 2021 proposed by MFE, combined with its replacement by a new, significantly restricted Authorized Capital 2024, is not in the interest of the Company and its shareholders.

The Executive Board and the Supervisory Board therefore propose and recommend voting against the respective resolution proposals of MFE on agenda item 12.

However, pursuant to sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG, the Executive Board is obliged to prepare a written report if an exclusion of preemptive rights is provided for or permitted in an authorized capital proposed for resolution. While the corresponding resolution proposal at hand is not an own resolution proposal of the Company's Executive Board and Supervisory Board but a resolution proposal of MFE, the content of which the Company's Executive Board and Supervisory Board could not influence, nevertheless, as a precautionary measure, the Executive Board hereby submits the following report on agenda item 12 of the Annual General Meeting, which has been supplemented at the request of the shareholder MFE, concerning, inter alia, the creation of new authorized capital with authorization to exclude preemptive rights:

***Report pursuant to sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG***

MFE's resolution proposal on the supplemented agenda item 12 of the present Annual General Meeting is intended to cancel and replace the existing Authorized Capital 2021, which would expire on May 31, 2026, with a new authorized capital with authorization to exclude preemptive rights (Authorized Capital 2024).

The Authorized Capital 2024 proposed by MFE is intended to authorize the Executive Board – as in the existing Authorized Capital 2021 –, subject to the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before May 31, 2026 (inclusive), by not more than EUR 46,600,000.00 in total, in return for contributions in cash and/or in kind, by issuing new registered no-par value shares. This corresponds to in total 20% of the Company's current registered share capital. The Authorized Capital 2024 thus has the same term and amount as the previous Authorized Capital 2021. In particular, the creation of the new Authorized Capital 2024 proposed by MFE will not lead to an extension of the remaining term of the existing Authorized Capital 2021 of approximately two years.

When issuing new shares on the basis of the Authorized Capital 2024, as a rule, the statutory preemptive rights must be granted to the shareholders. To simplify the procedure, the preemptive rights can, in each case, also be granted completely or partially by way of indirect preemptive rights within the meaning of section 186 para. 5 sentence 1 AktG. In this case the new shares are assumed by one or more credit institutions (or companies equivalent pursuant to Section 186 para. 5 sentence 1 AktG) subject to an obligation to offer them to the shareholders for subscription in accordance with their preemptive rights. This does not involve a restriction of the preemptive rights in a substantive manner.

However, the new Authorized Capital 2024 proposed by MFE under agenda item 12 only provides for the possibility to exclude the shareholders' preemptive rights to the new shares for a few of the purposes currently provided for in the Authorized Capital 2021. This concerns the following cases:

- The Executive Board shall be authorized by the Authorized Capital 2024, as currently in the Authorized Capital 2021, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights regarding fractional amounts and also to exclude the shareholders' preemptive rights to the extent this is required in order to grant to holders or creditors, respectively, of conversion or option rights attached to convertible or option bonds that

are or were issued by the Company or a national or foreign subsidiary in which ProSiebenSat.1 Media SE either directly or indirectly holds a majority stake in terms of voting rights and capital, or, in case of an own conversion right of the Company, to holders or creditors, respectively, being obligated hereby, preemptive rights to the extent they would be entitled to such rights after exercising the conversion or option rights or after fulfilling a conversion or option obligation, respectively.

Fractional amounts develop if, in case of a capital increase with preemptive rights, the amount by which the share capital is increased is adequately rounded up as compared to the amount of the share capital which represents the shares issued when granting preemptive rights in order to achieve an even amount of the capital increase. In this case, the amount by which it is rounded up (rounding amount) is called fractional amount and the relating shares that are exempted from the preemptive rights are called fractional shares. To achieve an even amount of the capital increase without such rounding-up, it is possible – depending on the number of preemptive rights – that a less practical subscription ratio (number of existing shares that are required to obtain a new share) would have to be set. In contrast, the authorization to exclude preemptive rights for fractional amounts allows for even amounts of the capital increase when using the Authorized Capital 2024 as well as, simultaneously, the determination of a practical subscription ratio. The new shares that are excluded from the shareholders' preemptive rights as fractional shares will in this case be utilized in the best possible way for the Company. In each case, the fractional amount is only a rounding amount; therefore, it is low compared to the total amount of the capital increase. Also, the amount of the fractional shares is low compared to the total number of the new shares, and thus, any dilutive effect resulting from the exclusion of the preemptive rights for fractional amounts would be low. Therefore, this means at the most a minimal restriction of the shareholders' preemptive rights that does not substantially affect their interests and that is generally justified by the interest of the Company in a practicable implementation of the capital increase.

The authorization to exclude the preemptive rights to the extent it is required in order to grant to holders or creditors, respectively, of conversion or option rights attached to convertible or option bonds, that are or were issued by the Company or a national or foreign subsidiary in which ProSiebenSat.1 Media SE either directly or indirectly holds a majority in terms of voting rights and capital, or, in case of an own conversion right of the Company, to holders or creditors, respectively, being obligated hereby, preemptive rights to the extent they would be entitled to after exercising the conversion or option rights or after fulfilling a conversion or option obligation, respectively, has the following background: The economic value of the mentioned conversion

and option rights and of the convertible or option bonds with conversion or option obligations, respectively, is dependent not only on the conversion and option price, respectively, but also, in particular, on the value of the Company' shares to which the conversion or option rights and obligations, respectively, relate. To ensure a successful placement of the respective bonds and to avoid a corresponding markdown, respectively, it is common practice to include in the bond or option conditions, respectively, so-called dilution protection provisions protecting the beneficiaries from a loss in value of their conversion and option rights, respectively, due to a dilution in value of the underlying shares. Without a protection against dilution, the issuance of new shares with preemptive rights for the shareholders would typically lead to such a dilution in value. This is because, in order to shape the preemptive right in an attractive way for the shareholders and to ensure the subscription of the new shares, the new shares in the context of a capital increase with preemptive rights are usually offered for an issue price that contains an adequate markdown compared to the actual stock market price of the existing shares. This has the effect that the Company receives less funds from the issuance of the shares than it would if the new shares were evaluated with the current value of the existing shares and that, thereby, the value of the Company' shares is diluted. For this case, the mentioned dilution protection provisions included in the bond or option conditions, respectively, usually provide for a respective reduction of the conversion and option price, respectively, with the consequence that, in case of a later conversion or option exercise or the fulfillment of a conversion or option obligation, respectively, the Company receives less funds or the number of shares to be issued by the Company increases, respectively. However, as an alternative to avoid the reduction of the conversion and option price, respectively, the dilution protection provisions usually allow that the holders or creditors, respectively, of such conversion or option rights or of such convertible or option bonds with conversion or option obligations, respectively, are entitled to subscribe for the new shares to the extent they would be entitled to after exercising the conversion or option rights or after fulfilling a conversion or option obligation, respectively. This means that they are put in a position as if they had become a shareholder by exercising the conversion or option rights or by fulfillment of possible conversion or option obligations, respectively, already prior to the subscription offer and as if they were also entitled to subscription to this extent; hence, they are compensated for the dilution in value with the value of the preemptive rights – as all already existing shareholders. For the Company, this alternative of protection against dilution has the advantage that the conversion and option price, respectively, does not have to be reduced; thus, in the case of a later conversion or option exercise or of a later fulfillment of a conversion or option obligation, respectively, it ensures an inflow of funds as high as possible and reduces the number of shares to be issued in this case, respectively. This is also to the benefit of the existing shareholders so that this includes, at the same time, a compensation for the restriction of their

preemptive rights. Their preemptive rights remain as such and are only reduced proportionately to the extent holders of the conversion or option rights and of convertible or option bonds with conversion or option obligations, respectively, are granted preemptive rights in addition to the existing shareholders. The proposed authorization enables the Executive Board and the Supervisory Board in case of a capital increase with preemptive rights to choose between the two alternatives described above of granting protection against dilution after exercising its due discretion.

- Further, the Executive Board shall be authorized by the Authorized Capital 2024, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights for the purpose of issuing the new shares within the scope of a participation program and/or as share-based remuneration. The issuance may only be made to persons participating in the participation program as a member of the Executive Board of the Company, as a member of the management board of a controlled company or as an employee of the Company or of a controlled company or who are or have been granted a share-based remuneration as a member of the Executive Board of the Company, as a member of the management board of a controlled company or as an employee of the Company or of a controlled company (or to third parties who grant to these persons the economic ownership of the shares and/or the economic fruits from the shares). To the extent it is intended to grant shares to members of the Company's Executive Board in the scope of this authorization, the Company's Supervisory Board will decide on the respective allotment in accordance with the allocation of responsibilities under German Stock Corporation law. The new shares may also be issued through a credit institution or a company operating in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or (7) of the German Banking Act (KWG) which assumes these shares subject to an obligation to offer them to the persons mentioned above. Hereby, the procedure of granting new shares to the persons mentioned above can be simplified. In total, the shares that are issued when this authorization for the exclusion of preemptive rights is used must not exceed 2% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is used.

Participation programs and share-based remuneration serve the strengthening of the motivation of employees and managers as well as their identification with the Company; through a shareholding, they can participate in the Company's development. By way of suitable holding and waiting periods, in particular, the objective of enhancing a sustainable development of the Company and a participation of the beneficiaries in share price gains as well as in share price losses can be taken into account appropriately. Using shares for those purposes is only possible if the shareholders' preemptive rights can be excluded insofar. By way of the proposed

authorization to exclude preemptive rights, it is therefore intended to extend the Company's possibilities to offer participation programs and performance-related remuneration packages to employees and managers which can enhance the sustainable development of the Company and, at the same time, attract qualified employees and managers and tie them to the Company. The limitation of the authorization to in total 2% of the registered share capital serves the interest of the shareholders to keep the dilution of their shareholding as low as possible. Due to the above-mentioned reasons, an exclusion of the shareholders' preemptive rights for the purposes mentioned above is in the interests of the Company and its shareholders and is objectively justified – subject to a review based on the details of a respective program when using the authorization. Currently, specific plans for which this authorization can be used do not exist. The existing share-based remuneration program of the Company ("MyShares") will be served with the Company's treasury shares; the use of new shares stemming from authorized capital is currently not intended for this purpose. Currently, it is also not intended to use new shares from authorized capital to serve entitlements under the Performance Share Plan, a share-based remuneration program of the Company. However, the Company can be enabled by the present authorization to serve these or any future share-based programs, as the case may be, with shares stemming from authorized capital instead of servicing them with treasury shares. In each case, the Executive Board would carefully consider whether the authorization to exclude preemptive rights should be made use of for these purposes. The Executive Board would only do so if the form of the respective program appropriately takes into account the interests of the Company and its shareholders.

Currently, same as for the existing Authorized Capital 2021, there are no concrete plans to make use of the new Authorized Capital 2024 proposed by MFE.

The Executive Board would, in each case, carefully consider whether using the Authorized Capital 2024 would be in the interest of the Company and its shareholders; thereby, the Executive Board would in particular consider whether an exclusion of preemptive rights is justified in the particular case and appropriate for the shareholders. The Executive Board would report on every use of the Authorized Capital 2024 in the respective next shareholders' meeting.

*[Signature page follows]*

Unterföhring, March 26, 2024

**ProSiebenSat.1 Media SE**  
**The Executive Board**

*[signed]*

Bert Habets

Chairman of the Executive Board

*[signed]*

Martin Mildner

Member of the Executive Board

*[signed]*

Christine Scheffler

Member of the Executive Board