

**Voting results of the
Annual General Meeting of Shareholders of ProSiebenSat.1 Media AG
on May 21, 2015, Munich**

Agenda Item	Presence	in % of the total nominal capital	Valid votes	Valid votes in % of the present capital	Valid votes in % of the nominal capital	Yes- votes	Yes- votes in % of the valid votes	No-votes	No- votes in % of the valid votes	Result
Agenda Item 2 Use of distributable net income	91,859,173	41.98	91,688,180	99.81	41.91	91,560,713	99.86	127,467	0.14	adopted
Agenda Item 3 Formal approval of acts of the Executive Board	91,859,173	41.98	91,679,363	99.80	41.90	91,284,463	99.57	394,900	0.43	adopted
Agenda Item 4 Formal approval of acts of the Supervisory Board	91,859,173	41.98	87,258,082	94.99	39.88	86,779,885	99.45	478,197	0.55	adopted
Agenda Item 5 Appointment of auditor	91,859,173	41.98	91,681,665	99.81	41.90	89,677,501	97.81	2,004,164	2.19	adopted
Agenda Item 6 By-election of the Supervisory Board (Mrs. Angelika Gifford)	91,859,173	41.98	90,226,715	98.22	41.24	89,960,821	99.71	265,894	0.29	adopted
Agenda Item 7.1 Approval of a domination and profit and loss transfer agreement between ProSiebenSat.1 Media AG and Sev- enOne Investment (Holding) GmbH	91,859,173	41.98	91,674,972	99.80	41.90	91,671,170	99.99	3,802	0.01	adopted
Agenda Item 7.2 Approval of a domination and profit and loss transfer agreement between ProSiebenSat.1 Media AG and ProSi- ebenSat.1 Siebzehnte Verwaltungsgesellschaft mbH	91,859,173	41.98	91,674,601	99.80	41.90	91,670,389	99.99	4,212	0.01	adopted
Agenda Item 7.3 Approval of a domination and profit and loss transfer agreement between ProSiebenSat.1 Media AG and ProSi- ebenSat.1 Achtzehnte Verwaltungsgesellschaft mbH	91,859,173	41.98	91,674,631	99.80	41.90	91,670,197	99.99	4,434	0.01	adopted
Agenda Item 7.4 Approval of a domination and profit and loss transfer agreement between ProSiebenSat.1 Media AG and ProSi- ebenSat.1 Neunzehnte Verwaltungsgesellschaft mbH	91,859,173	41.98	91,675,281	99.80	41.90	91,670,617	99.99	4,664	0.01	adopted
Agenda Item 8 Conversion with change of legal form of ProSiebenSat.1	91,859,173	41.98	91,674,161	99.80	41.90	91,649,556	99.97	24,605	0.03	adopted

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Media AG into a European Company (SE)										
Agenda Item 9 Elections of members to the first Supervisory Board of ProSiebenSat.1 Media SE										
a) Mr. Lawrence Aidem	91,859,173	41.98	91,523,402	99.63	41.83	91,361,782	99.82	161,620	0.18	adopted
b) Mrs. Antoinette (Annet) P. Aris	91,859,173	41.98	91,404,774	99.50	41.78	90,322,259	98.82	1,082,515	1.18	adopted
c) Dr. Werner Brandt	91,859,173	41.98	88,598,199	96.45	40.49	85,617,956	96.64	2,980,243	3.36	adopted
d) Mr. Adam Cahan	91,859,173	41.98	87,280,064	95.01	39.89	79,991,659	91.65	7,288,405	8.35	adopted
e) Mr. Philipp Freise	91,859,173	41.98	91,403,085	99.50	41.78	91,065,613	99.63	337,472	0.37	adopted
f) Dr. Marion Helmes	91,859,173	41.98	91,525,156	99.64	41.83	91,372,576	99.83	152,580	0.17	adopted
g) Mr. Erik Adrianus Hubertus Huggers	91,859,173	41.98	91,521,608	99.63	41.83	91,349,653	99.81	171,955	0.19	adopted
h) Prof. Dr. Rolf Nonnenmacher	91,859,173	41.98	91,522,592	99.63	41.83	91,338,731	99.80	183,861	0.20	adopted
i) Mrs. Angelika Gifford	91,859,173	41.98	90,219,733	98.21	41.23	88,338,636	97.92	1,881,097	2.08	adopted
Agenda Item 10 Authorization for the acquisition and the use of treasury stock	91,859,173	41.98	91,671,527	99.80	41.90	89,158,810	97.26	2,512,717	2.74	adopted
Agenda Item 11 Authorization for the use of derivatives	91,859,173	41.98	81,409,510	88.62	37.21	79,615,940	97.80	1,793,570	2.20	adopted