

CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY!



**Annual Meeting of Shareholders of ProSiebenSat.1 Media AG
on June 26, 2014**

Total number of shares and voting rights at the time of the publication of convocation of the shareholders' meeting pursuant to section 124a sentence 1 No. 4 of the German Stock Corporation Act

The Company's share capital at the time of the publication of convocation of the shareholders' meeting in the Federal Gazette (*Bundesanzeiger*) amounts to EUR 218,797,200.00 and is divided into 218,797,200 registered common shares of no-par value. The total number of voting rights in the Company equals the total number of registered common shares and, therefore, amounts to 218,797,200 at the time of the publication of convocation of this year's shareholders' meeting in the Federal Gazette (*Bundesanzeiger*).

At the time of the publication of convocation of this year's shareholders' meeting in the Federal Gazette (*Bundesanzeiger*), the Company holds a total number of 5,583,900 own registered common shares. Treasury shares do not convey rights to the Company in the shareholders' meeting.