

### Shareholdings of the Executive Board and Supervisory Board

As of December 31, 2007, members of the Executive Board held a total of 13,000 shares of preferred stock of ProSiebenSat.1 Media AG, and a total of 665,000 options under the ProSiebenSat.1 Media AG stock option plan (the Long-Term Incentive Plan), each of which confers the right to purchase one share of preferred stock of ProSiebenSat.1 Media AG if the exercise conditions are satisfied.

As of December 31, 2007, members of the Supervisory Board held 2,500 shares of preferred stock of ProSiebenSat.1 Media AG.

### Declaration of Compliance of the Executive Board and Supervisory Board of ProSiebenSat.1 Media AG in accordance of Section 161 of the German Stock Corporations Act (AktG)

The Executive Board and Supervisory Board declare that with the following exceptions, during fiscal year 2007 ProSiebenSat.1 Media AG complied, and continues to comply, with the recommendations of the Government Commission on the German Corporate Governance Code in the version of June 12, 2006, and, as of its date of validity, the version of June 14, 2007:

- The Executive Board decided that not all documents that were to be made available at the annual shareholders' meeting of the Company in July 2007 would be published on the Company's Web site as well (Item 2.3.1). Because of the volume of the documents and reports in connection with various inter-company agreements with subsidiaries, only the invitation to the annual shareholders' meeting and the Annual Report, including the documentation it contains regarding the annual financial statements, were made available on the Company's Web site. All documents made available at the shareholders' meeting were sent to the shareholders on request, promptly and at no charge.
- The Executive Board of the Company has not appointed a proxy to exercise the shareholders' voting rights as directed (Item 2.3.3). There is no need for such a proxy at present because of the current shareholder structure and the limited number of voting shareholders.
- The D&O insurance policies the Company has taken for the Executive Board and the Supervisory Board do not provide for a deductible (Item 3.8), since agreeing to a deductible would not materially reduce the insurance premiums. Furthermore, by virtue of their offices, the Executive Board and the Supervisory Board are already acting responsibly and in the Company's best interest. They do not regard a deductible as an effective way of enhancing board members' motivation or sense of responsibility.
- The stock option plan first approved at the annual shareholders' meeting in May 2005, as part of the authorization to acquire treasury stock, and most recently renewed by resolution of the meeting of July 2007, provides only for incentive targets relating to the trading price of the Company's stock. Additional comparison parameters relating to corporate key figures (Item 4.2.3) were not included, since due to the particular conditions of the German TV advertising market no comparable German or foreign companies can be identified.
- As in previous years, during fiscal 2007 there was no age limit for nominees proposed by the Supervisory Board for seats on that board (Item 5.4.1). However, the Supervisory Board has implemented an age limit of 70 years from 2008 onwards.

- Under an amendment made to the articles of incorporation under a resolution of the shareholders' meeting on July 17, 2007, members of the Supervisory Board will no longer receive a results-based component of their compensation, beginning with fiscal year 2007 (Item 5.4.7). The variable component of compensation, which lapses as of fiscal year 2007, will be replaced by a higher fixed compensation. The Company believes a fair fixed compensation is better suited to the function of the Supervisory Board, which is to provide oversight irrespective of profit to the Company.
- Because of the extensive accounting work to be done for the first consolidation of the SBS Group, which was acquired in July 2007, by exception to the Company's usual practice the semiannual report for 2007 and the report on the third quarter of 2007 were not released until after the time limits recommended in the Corporate Governance Code (Item 7.1.2). However, the releases did comply with the time limits required by law.

Subject to the exceptions stated above, ProSiebenSat.1 Media AG intends in the future to continue complying with the recommendations of the Government Commission on the German Corporate Governance Code in the version of June 14, 2007.

March 2008

The Executive Board and Supervisory Board of ProSiebenSat.1 Media AG