

**DECLARATION OF COMPLIANCE OF THE EXECUTIVE BOARD AND SUPERVISORY BOARD OF PROSIEBENSAT.1 MEDIA AG IN ACCORDANCE WITH SECTION 161 OF THE GERMAN STOCK CORPORATIONS ACT (AKTG)**

The Executive Board and Supervisory Board declare that with the following exceptions, during fiscal 2008 ProSiebenSat.1 Media AG complied, and will continue to comply, with the recommendations of the Government Commission on the German Corporate Governance Code in the version of June 14, 2007, and, as of its date of validity, the version of June 6, 2008:

- 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 out 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 June 2008, 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.
- Under an amendment made to the articles of incorporation by a resolution of the shareholders' meeting on July 17, 2007, members of the Supervisory Board don't receive a results-based component of their compensation (Item 5.4.7). The variable component of compensation 2007, has been replaced by a higher fixed compensation.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.

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 6, 2008.

March 2009

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