



**ProSiebenSat.1** Media SE

**Additional Information  
regarding Organization  
of the Annual  
General Meeting**

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the Annual General Meeting of**

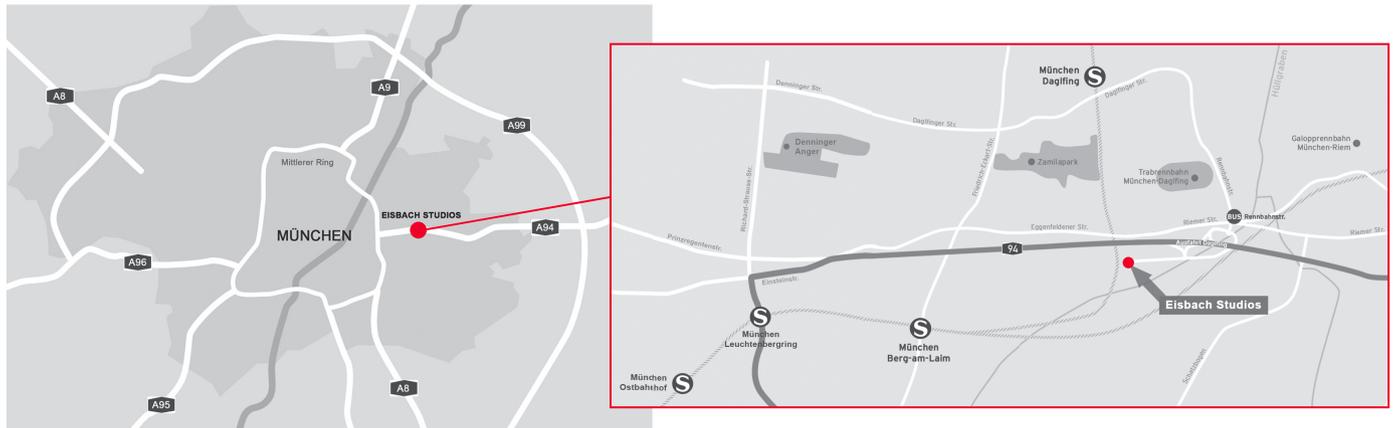
**ProSiebenSat.1 Media SE**

**May 12, 2017, 10:00**

Dear Shareholders,

We are pleased that you are interested in our Annual General Meeting for this year and ask that you note the following organizational information.

## 1. MEETING LOCATION/DIRECTIONS TO THE ANNUAL GENERAL MEETING



The Annual General Meeting of ProSiebenSat.1 Media SE will take place on May 12, 2017, starting at 10:00 on the premises of Eisbach Studios, Grasbrunner Str. 20, 81677 Munich.

### By public transportation and shuttle service

**S-Bahn (urban rail):** Take any “S-Bahn” line to the Ostbahnhof station, where you can board a free shuttle bus. At Ostbahnhof, follow the signs to Orleansplatz/Reisezentrum (Travel Center).

**U-Bahn (subway) (U5):** Take the U5 to the Ostbahnhof station. Take the subway station exit toward Sozialreferat and DBReisezentrum.

**Bus (X30, 54, 55, 62, 100, 145, 148, 155):** Take the bus to the Ostbahnhof station and follow the signs and hostesses to the shuttle service.

**Tram (19):** Take the tram to the Ostbahnhof station and follow the signs and the hostesses to the shuttle service.

**Shuttle bus service ProSiebenSat.1 at Ostbahnhof:** At Orleansplatz – across from the DB Reisezentrum (Travel Center), please follow the signs and the hostesses to the free shuttle bus service. It will run every 15 minutes between 8:00 a.m. and 10:00 a.m. to the Annual General Meeting. The bus will travel every half hour between 10:00 a.m. and 1:00 p.m., then every 15 minutes again after 1:00 p.m.

**Bus 190:** Take the bus to the Ostbahnhof station, Friedenstraße (across from the S-Bahn stairwell at Ostbahnhof). This bus will drive to the shuttle stop in Daglfing. Exit at the Rennbahnstraße stop. From there, a free shuttle bus service will run every ten minutes to the Annual General Meeting.

### By car

**From Nuremberg & the airport (A9):** Take the A9 toward Munich, exit on the right to the A99 and follow the signs for Salzburg/Innsbruck.

At the München-Ost motorway junction, exit on the right to the A94 toward Munich. Take exit 3 – München Daglfing and follow the street until the roundabout, where you will take the second exit. Go straight through the intersection to Rennbahnstraße.

**From Stuttgart (A8):** Take the A8 toward Munich, exit on the right to the A99 and follow the signs for Salzburg/A8/MünchenOst/Messe.

At the München-Ost motorway junction, exit on the right to the A94 toward Munich. Take exit 3 – München Daglfing and follow the street until the roundabout, where you will take the second exit. Go straight through the intersection to Rennbahnstraße.

**From Salzburg (A8):** Take the A8 toward Munich, exit on the right to the A99 and follow the signs for Nürnberg/Stuttgart/Messe/München Flughafen.

At the München-Ost motorway junction, exit on the right to the A94 toward Munich. Take exit 3 – München Daglfing and follow the street until the roundabout, where you will take the second exit. Go straight through the intersection to Rennbahnstraße.

**Parking lot (Rennbahnstraße 7, 81929 Munich) for the Annual General Meeting of ProSiebenSat.1 Media SE:** The free parking lot is conveniently located on the right-hand side of Rennbahnstraße, across from Poseidon restaurant. From there, a shuttle service will run every ten minutes to the Annual General Meeting of ProSiebenSat.1 Media SE.

## 2. REGISTRATION FOR THE ANNUAL GENERAL MEETING

As well as being entered in the share register, attending the Annual General Meeting and exercising voting rights require timely registration. The last day for the receipt of the registration for the Annual General Meeting is

**Friday, May 5, 2017, 24:00 (registration deadline).**

The registration must be made in text form in German or English and must be received by the company by this date either at the following address:

**ProSiebenSat.1 Media SE**  
c/o Computershare Operations Center  
80249 Munich  
Germany

Or by **fax** or **email**

Fax: +49 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Or from April 13, 2017, using the password-protected **online service** at the following website of the company:

<http://www.prosiebensat1.com/investor-relations/hauptversammlung-2017>

A registration form and the personal login credentials required to use the online service will be sent by mail along with the invitation to the Annual General Meeting to the shareholders who are entered in the company's share register no later than at the beginning of the 14th day prior to the Annual General Meeting, i.e. on April 28, 2017, 00:00 CEST (known as the "record stop"). Any shareholders entered in the company's share register after the record stop are not automatically included in the company's distribution list for invitations and must instead contact the company directly in order to receive an invitation. If this applies to you, please use one of the contact methods mentioned above to request an invitation to the Annual General Meeting from the company.

You can also view your shareholder data via the **online service** and update your email address, telephone number, or fax number. In addition, you can use the online service starting on April 13, 2017, to register to have future Annual General Meeting invitations and documents sent by email.

You were entered on the share register by your depositary bank with the address indicated in our online service. Please check this information. If the information is incorrect, please notify your principal/depositary bank of your change of address in writing and ask them to forward and correct this information.

If you have registered in time (last day for the receipt of registration: May 5, 2017, 24:00) but **have not received a ticket**, you can still attend the Annual General Meeting. If the ticket was issued and simply did not reach the recipient (on time), you will still be registered on the registration list. This can be checked at the special counter on-site, and a replacement ticket entitling you to attend can be issued. Please have your ID ready at the registration counter.

For **questions concerning registration** for the Annual General Meeting, you can reach our AGM hotline Monday through Friday, except holidays, from 9:00 a.m. to 5:00 p.m. at **+49 89-309 036 355**.

## 3. ENTITLEMENT TO ATTEND AND ENTITLEMENT TO VOTE

Every shareholder entered in the company's share register on the day of the Annual General Meeting who has also registered in time is entitled to attend and vote. Attendance and the exercise of voting rights is governed by the number of shares entered on the company's share register at the end of the last day of the registration deadline, i.e. 24:00 on Friday, May 5, 2017 (known at the "technical record date").

For technical reasons, no changes of ownership, e.g. due to share purchases and/or sales, will be entered in the share register between 00:00 on Saturday, May 6, 2017, and the day of the Annual General Meeting on May 12, 2017 (both dates inclusive). The shares are not blocked. However, only shareholders who are correctly registered and are also entered in the company's share register on the day of the Annual General Meeting are entitled to attend and vote. Those acquiring shares who are not entered in the share register for the acquired shares by the registration deadline are therefore unable to exercise any attendance or voting rights from these shares in their own right. In these cases, participation and voting rights remain with the shareholder entered in the share register for the relevant shares until the re-entry in the share register.

## 4. ISSUING POWERS OF ATTORNEY

### Issuing powers of attorney prior to the Annual General Meeting

If you have registered for the Annual General Meeting on time but are unable to attend in person, you have the option of authorizing a bank, a shareholder association, or another person of your choice to exercise your voting rights. In addition, we offer you the possibility of being represented at the Annual General Meeting by company-appointed proxies.

If you issue powers of attorney to company-appointed proxies, you must give them instructions on how to exercise your voting right. Company-appointed proxies are obligated to vote in accordance with your instructions. Without instructions, the power of attorney is invalid. You can use the registration form sent with the invitation or the ticket sent on request to issue powers of attorney and instructions. These forms also include directions on how to do this.

Details on issuing powers of attorney and instructions are included in the section "Procedure for voting by proxy" in the invitation sent to you and in the registration form. The invitation can also be retrieved from the following website of the company:

<http://www.prosiebensat1.com/investor-relations/hauptversammlung-2017>

For issuing power of attorney or issuing power of attorney and instructions to company-appointed proxies, you can also use our password-protected online service, which you can also find through the website mentioned above starting on April 13, 2017. Your personal login credentials, which are required to use the online service, will be sent by mail along with the invitation to the Annual General Meeting to

the shareholders who are entered in the company's share register no later than at the beginning of the 14th day prior to the Annual General Meeting, i.e. on April 28, 2017, 00:00 CEST (known as the "record stop").

Even if you have already issued powers of attorney and instructions to the proxies prior to the Annual General Meeting, you can still attend the Annual General Meeting in person. The power of attorney you have already issued and the accompanying instructions will be revoked if you check in at the registration counters at the premises of Eisbach Studios by the end of the general debate at the Annual General Meeting on May 12, 2017.

#### **Issuing powers of attorney during the Annual General Meeting**

If you would like to leave the Annual General Meeting early, but still be represented, you can still issue powers of attorney during the course of the Annual General Meeting, as well. To do so, you can use the form marked "Power of attorney" found in your pad of voting cards. You will receive the pad of voting cards at the entrance checkpoint in exchange for your ticket. In such cases, please turn in the completed power of attorney form at the exit checkpoint; the authorized person will receive the pad of voting cards.

Instead of this, you can also use the power of attorney form "Power of attorney with instructions for proxies" – which can also be found in your pad of voting cards – to authorize company-appointed proxies to exercise your voting right according to your instructions. If you do, please remember to issue the corresponding instructions. You can find more detailed instructions on this in your pad of voting cards. Please return the pad of voting cards with the completed power of attorney and instructions at the exit checkpoint.

Company proxies can only be authorized and the corresponding instructions given for votes on resolutions proposed by management for items on the agenda. Instructions to exercise voting rights regarding other proposed resolutions or to exercise other shareholder rights at the Annual General Meeting will not be accepted by company proxies.

For **questions concerning proxying**, you can reach our AGM hotline Monday through Friday, except holidays, from 9:00 a.m. to 5:00 p.m. at **+49 89-309 036 355**.

### **5. LEAVING THE ANNUAL GENERAL MEETING TEMPORARILY OR EARLY**

If you only need to leave the Annual General Meeting temporarily and want to return later on, please sign out at the exit checkpoint. You can leave the Annual General Meeting temporarily through the exit counter. When you re-enter, please sign in again so that the attendance register can be updated accordingly.

You can also leave the Annual General Meeting early, of course. In order for your voting right to still be represented after you leave the Annual General Meeting, you can instruct the proxies appointed by ProSiebenSat.1 Media SE or another attendee to cast your vote for you. You will find the forms required for this and additional information in your pad of voting cards. You can also find more detailed information on this on the information sheet in the section "Issuing powers of attorney in the course of the Annual General Meeting."

### **6. DOCUMENTS RELEVANT TO THE AGENDA**

Prior to the Annual General Meeting, the documents relevant to the agenda – which are listed on the invitation to the Annual General Meeting in the section with the same title – can be found on the company's website at <http://www.prosiebensat1.com/investor-relations/hauptversammlung-2017>. Once the Annual General Meeting is convened, they will also be on display at the company's business premises (Medienalle 7, 85774 Unterföhring) and will be sent to you immediately at no cost upon request.

During the Annual General Meeting, they are also available at the desk where requests to speak are submitted and at computer terminals located nearby

### **7. ATTENDANCE AREA**

The Annual General Meeting is also broadcast in the foyer, the catering area, and the restrooms located inside the area delimited by the exit checkpoint so that you can follow the Annual General Meeting there, as well, and can continue to attend the Annual General Meeting. We would like to point out to you, however, that votes are only held in the hall itself. So, please return to the assembly hall on time when voting starts.

### **8. REQUESTS TO SPEAK AND DISCUSSION**

We ask shareholders and shareholder representatives who would like to speak to report their contribution to the discussion to the desk marked "Wortmeldungen" (requests to speak). Please have your pad of voting cards ready for this.

We ask that you speak at the lectern, once called upon by the chair of the meeting, so that all the attendees of the meeting can hear the speakers' comments.

### **9. VOTING PROCEDURE**

Voting cards, which are included in your pad of voting cards, are used to vote at the Annual General Meeting. You will receive the pad of voting cards at the entrance checkpoint in exchange for your ticket.

**If you were given multiple tickets, please check whether you have turned in all of them for a pad of voting cards.**

The number of votes is registered on the respective voting cards by a barcode. They are counted using an electronic document reader. The attending notary will monitor correctness and the counting of the votes.

Cumulative voting cards are provided in your pad of voting cards for voting on agenda items 2–7, and the headings "M1" and "M2" are written at the top of them. These cumulative voting cards are gathered in a single round of collection after voting has begun. No resolution is being adopted for agenda item 1.

The votes will be counted in full, unless the chair of the meeting arranges for a different form of voting. This means that the yes votes and the no votes are counted. The number of votes counted is calculated by adding the valid yes and no votes cast. Abstentions are not counted and are regarded as non-participation in the votes. The ratio of yes votes to no votes determines the result of the vote.

If you would like to vote “yes” or “no” for agenda items 2–7, please draw an “x” in the yes/no box for the respective agenda item on the cumulative voting cards mentioned above. Please use the ballpoint pen you received at the entrance checkpoint or a different ballpoint pen with blue or black ink to mark an “x” on your voting cards. Please do not use a red or green pen under any circumstances, since the data processor cannot interpret such marks reliably.

Please separate the cumulative voting cards from the pad of voting cards along the perforated line prior to voting.

Once voting has begun, voting aides will pass through the assembly hall and collect the voting cards. **Please note that your voting cards are only collected in the assembly hall.**

Votes that are cast by the company-appointed proxies based on the powers of attorney and instructions issued to them by shareholders will be entered by data processing prior to the vote itself and approved by the proxies during voting. The same applies for credit institutions and shareholder associations that represent a large number of shareholders and have requested that such special cumulative voting cards be issued. All other proxies must submit completed voting cards.

Once the result of the vote is determined, the result is disclosed to the Annual General Meeting and the adopted resolutions are announced and established.

The voting results are published on the company’s website following the Annual General Meeting.

## 10. DIVIDEND

A dividend of EUR 1.90 per dividend-bearing share will be proposed to the Annual General Meeting of ProSiebenSat.1 Media SE. This equates to an expected distribution of EUR 435 million (based on the number of treasury shares as of March 30, 2017, of 4,169,872).

If you hold shares in ProSiebenSat.1 on the dividend record date, these shares are entitled to the dividend. The dividend record date is the day of the Annual General Meeting, i.e. May 12, 2017.

Due to changes in the legal framework, the dividend will be paid out slightly later this year than last. Subject to approval by the Annual General Meeting, the ex-dividend date will be May 15, 2017 and the dividend will then be paid out starting on May 17, 2017.

Of the proposed dividend per dividend-bearing share of EUR 1.90, there will be no payment out of the tax contribution account (steuerliches Einlagekonto). Thus, the total dividend amount is generally subject to withholding tax at a rate of 25%, plus solidarity surcharge of 5.5% thereon, resulting in a total tax rate of 26.375% (plus any church tax). If you have any additional questions regarding dividend taxation, please consult your tax advisor.

## 11. ADDITIONAL INFORMATION FOR NATURAL PERSONS REGARDING TAX ON DIVIDEND DISTRIBUTIONS

The information provided below does not constitute tax advice but only describes certain general principles of German taxation, which might be relevant in connection with the dividend distribution. Shareholders should seek advice from their own tax advisor regarding the tax implications of the distribution.

The sections below only apply to individual shareholders who hold their shares as private assets. Whether such shareholders are to be considered resident taxpayers for the purposes of the summary below depends upon whether they are subject to unlimited taxation in Germany (e.g., due to their residence or usual place of abode).

### Resident taxpayers

The tax liability applicable to dividend payments is generally satisfied by withholding a flat tax (Abgeltungsteuer) of 25%, plus a solidarity surcharge of 5.5% thereon, resulting in a total tax rate of 26.375% (plus any church tax). Under certain circumstances, however, no withholding will be made, e.g. if shareholders have given their bank a certificate from the German tax authorities stating that the shareholder is not subject to an assessment procedure (Nichtveranlagungsbescheinigung). The same applies to such shareholders who have submitted a German application for exemption (Freistellungsauftrag) from withholding tax with sufficient exemption volume that has not been used in connection with other income from capital investment.

The withholding will be made irrespective of the individual tax rate and generally satisfies the personal income tax liability of the shareholders in respect of the dividend. However, certain exemptions apply. For instance, shareholders may request that a tax assessment be carried out on their income from the dividend and all other capital investments if this results in less tax liability (e.g., due to a lower individual tax rate, an unused lump-sum saving allowance (Sparer-Pauschbetrag) or allowances for losses). However, expenses actually incurred in connection with the dividend are not tax deductible within the scope of the flat rate withholding tax (Abgeltungssteuer).

The above principles do not apply to the extent funds from the tax contribution account (steuerliches Einlagekonto) are deemed to be used for the distribution. In this case, the respective amounts are generally tax exempt (at least, if the amounts from the tax contribution account do not exceed the acquisition cost/tax basis of the shares) and are not subject to withholding. However, the German tax authorities assume that amounts distributed from the tax contribution account result in a reduction of the acquisition cost/tax basis for the shares. Shareholders should consult their tax advisor for more details.

Based on the proposed dividend of EUR 1.90 per dividend-bearing share, the company expects that there will be no payment out of the tax contribution account.

### Non-resident taxpayers

Non-resident taxpayers are subject to limited taxation in Germany with respect to the dividend, i.e., the flat withholding tax (Abgeltungsteuer) also applies to them in principle. As a consequence, the dividend will be subject to a withholding tax at a rate of 25%, plus a

solidarity surcharge of 5.5% thereon, i.e., in total 26.375% to the extent that no amounts from the tax contribution account (steuerliches Einlagekonto) are deemed to be used for the distribution (please see "Dividend" section above).

For dividend payments to non-resident taxpayers, a reduced withholding tax rate may apply if there is a respective double-taxation treaty in place between Germany and the country in which the shareholder resides for tax purposes. The discount, if any, is granted by crediting the difference between the withheld tax and the tax liability arising under the respective treaty. The shareholder must file a corresponding request with the Federal Central Tax Office (Bundeszentralamt für Steuern, An der Kuppe 1, 53225 Bonn, Germany or the German website <http://www.bzst.bund.de>) in compliance with certain formalities and deadlines.

If and to what extent non-resident taxpayers are liable to taxes on the dividend in the country of their tax residence is to be determined on the basis of the tax laws applicable in such country.

## 12. GENERAL INFORMATION

### Start and length of the Annual General Meeting

The Annual General Meeting begins at 10:00 a.m. The building and the assembly hall are open as of 8:30 a.m. The length of the Annual General Meeting cannot be predicted.

### Reserved seating and handicapped-accessible seats

Seats cannot be reserved, since there are no assigned seats. Handicapped-accessible seats are provided in the front rows.

### Hospitality

We will serve a small breakfast as well as a snack buffet. Non-alcoholic drinks will be available until the end of the Annual General Meeting. The Annual General Meeting will not be adjourned during the snack buffet. Those visiting the buffet are still in attendance at the Annual General Meeting.

### Audio and video broadcast

A video of the Executive Board speech will be broadcast online at <http://www.prosiebensat1.com/investor-relations/hauptversammlung-2017>. If you cannot watch the Annual General Meeting live, you will be able to view the archived recording of the CEO's speech at a later date. Aside from this, the Annual General Meeting will not be recorded on audio tape or video.

The camera that remains in the assembly hall after the CEO's speech is only used to transmit the Annual General Meeting to the back office. The Annual General Meeting is not recorded using this camera.

Audio and video recordings of the meeting by attendees are not permitted. We ask you for your compliance in this matter.

### Attendance register

A copy of the attendance register will be displayed for inspection at the desk where requests to speak are submitted after the first statement of attendance. Changes in attendance will be documented in supplements and also displayed for inspection in duplicate form.

### Certificate of attendance

A certificate of attendance at the Annual General Meeting can be found on the back of your pad of voting cards.

### Cell phones / non-smokers

So as not to disturb the proceedings of the Annual General Meeting, we kindly ask you to avoid using cell phones in the hall and to refrain from smoking in the assembly hall. Due to the characteristics of the site, you will need to sign out temporarily at the exit checkpoint in order to leave the building if you would like to smoke.

### Verbal instructions from the chair of the meeting

Please obey additional instructions and any different instructions from the chair of the meeting during the Annual General Meeting.

**NOTES**

**ProSiebenSat.1** Media SE

Medienallee 7  
85774 Unterföhring

Tel. + 49 (0) 89 9507-10  
Fax + 49 (0) 89 9507-1122

[www.ProSiebenSat1.com](http://www.ProSiebenSat1.com)  
[info@ProSiebenSat1.com](mailto:info@ProSiebenSat1.com)