Investor Relations Release

Follow-up statement by ProSiebenSat.1 Media SE on short-selling attack by Viceroy Research Group

Munich, March 7, 2018. Yesterday, Viceroy Research Group has initiated a false and self-interested short attack on ProSiebenSat.1 Media SE.

We note that the allegations made are unfounded and any conclusions drawn by Viceroy are incorrect and extremely misleading. Furthermore, Viceroy has at no point in time contacted ProSiebenSat.1 to discuss their views.

Below, we focus on the main allegations as set out particularly in the conclusion on page 36 of the Viceroy report.

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Regarding the Etraveli disposal gain:

- We were able to sell Etraveli 18 months after its acquisition whilst more than doubling the enterprise value. The resulting disposal gain of c. EUR 300m did not relate to ProSiebenSat.1's operating performance; thus, this gain has been eliminated in adjusted EBITDA.
- In Q3 2017, ProSiebenSat.1 had to recognize an exceptional programming asset impairment in the amount of c. EUR 170 million driven by a strategic re-evaluation of certain US content. Due to this exceptional nature, this effect also has been eliminated in adjusted EBITDA.
- These adjustments are in line with all applicable accounting regulations, have been properly disclosed by ProSiebenSat.1 and confirmed by independent auditors.

Regarding Media for Revenue (M4R) and Media for Equity (M4E) revenues:

- Starting with the quantification of these revenues, M4R revenues slightly exceeded EUR 100m in 2017 and, thus, are by far more relevant for the Group than M4E revenues, which are in the low double digit million Euro range per year.
- M4R revenues are fully cash relevant as we directly collect the accounts receivable, whereas M4E revenues are non-cash in the first step, as explained consistently by ProSiebenSat.1. However, M4E revenues are transferred to cash flow when we dispose and monetize the respective minority shareholding. This strategy has been proven with the sale of

minority participations (including both cash and M4E participations) in the amount of around EUR 40m last year.
- Furthermore, the innovative M4R/M4E approach allows us to build up know-how and expertise about commerce models in the context of ProSiebenSat.1's diversification and transformation.

Regarding put option liabilities:

- Put options are an essential element of our M&A strategy as they allow us to adjust payment obligations which relate to additional equity stakes in companies we typically already majority-own for asset performance. Therefore, any increase in put option liabilities is a reflection of an asset that has grown in value.
- Together with other types of deferred consideration, put option liabilities are recognized in accordance with IFRS, in most cases against the respective share in equity entitled to (anticipated acquisition method); where deferred consideration is assessed to be remuneration of management, it is expensed through the P&L over the respective term.

Regarding other intangible assets:

- ProSiebenSat.1 is required to capitalize internally generated intangible assets if the applicable strict capitalization criteria according to IAS 38 are fulfilled. For example, intangible assets such as self-developed software are capitalized if they represent a marketable or usable product. Following capitalization, these assets are amortized over their useful life.
- Over the past years, ProSiebenSat.1 has spent on average a low double-digit million Euro amount in cash per year for internally generated intangible assets which had to be capitalized.
- ProSiebenSat.1 could also have acquired these assets from third party providers, although potentially at higher costs, which would have led to the same accounting treatment. Instead, for our digital activities, we are leveraging internal technology capabilities and skills.

Regarding business fundamentals, strategy and outlook:

- We continue our successful transformation & diversification strategy with the objective to become more independent from advertising revenues as a Group, leveraging our strong Entertainment brands and products to further accelerate diversification. Over 50% of the Group's revenues are already generated outside of the traditional TV advertising business. As persistently communicated, M&A is and will remain an integral part to enable this transformation.
- We have a clear strategy with a strong Entertainment core business, an attractive global Content Production business, and a dynamically growing

Commerce business; we have adjusted our segment structure along this strategy effective from Jan 1, 2018 onwards.

- In our Entertainment segment, we believe in a solid growth outlook for our core advertising business, also helped by new products such as Addressable TV. We expect television to remain the key entertainment medium in terms of reach and usage, and the most relevant medium for advertisers to generate reach and build brands.
- As part of the diversification of our Group, we have successfully built up a portfolio of dynamically growing Commerce assets and bundled these within our recently founded NuCom Group; this portfolio has been recently valued at EUR 1.8bn or 15x 2018E EBITDA by General Atlantic (GA) who acquired a 25.1% stake in NuCom Group. The transaction thereby confirmed the attractive value potential of the portfolio overall and of the assets where we increased our stake by buying-out previous minority investors. We see this co-investment of General Atlantic as a proof point for our successful diversification strategy, and are confident that we will successfully further drive the value of this portfolio jointly with GA.
- We further confirm our strong full year results 2017 and our 2018 outlook and financial policy as communicated on February 22, 2018.

In summary, ProSiebenSat.1 completely rejects the false and misleading presentation made by Viceroy Research Group and will remain focused on continuing to deliver value for all shareholders.

Legal actions against Viceroy and its representatives are being assessed.