

**CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY!**

**Counterproposal of the shareholder Peter Dietrich regarding agenda item 2 of the Annual General Meeting of ProSiebenSat.1 Media SE on June 12, 2019**

Bad Nauheim, March 22, 2019

Dear Sir or Madam,

At present, **I do not agree** with the proposal to distribute **1.19 €** per share for the fiscal year 2018 as a dividend.

The price development of ProSiebenSat.1 Media SE's securities in the last years has been very disappointing so far.

According to the figures of the financial statements 2018 available to me, only earned profits corresponding to 1.09 € per share are available for distribution. A part of the distribution would hence have a negative effect on the corporate substance.

However, money which is not freely available should not be spent.

Even taking into account the improved business performance in the current year, I consider a **distribution** in the amount of **1.00 € substantially more reasonable**.

The proposed distribution of 1.19 € should be retained for the following fiscal year 2019 for purposes of planning reliability.

In order to protect small shareholders and strengthen the foundation of ProSiebenSat.1 Media SE I ask you to reconsider your proposal and instead support my alternative proposal regarding a slightly lower distribution ratio.

A postponement of the higher distribution already announced until the following fiscal year would furthermore lead to more secure jobs of the employees.

You should not let yourself be manipulated by greedy dividend chasers who are not able to get enough but rather keep an eye on the interests of the business.

On this occasion, I would like to offer my thanks to the employees and those responsible for their work.

Kind regards,

*(Signature)*  
Peter Dietrich