

ELECTIONS OF MEMBERS TO THE SUPERVISORY BOARD

ANNUAL GENERAL MEETING
MAY 5, 2022



In accordance with the Company's articles of incorporation, the Supervisory Board of ProSiebenSat.1 Media SE consists of nine members, who are elected by the Annual General Meeting. The Executive Board of the Company is supervised and advised by the Supervisory Board of ProSiebenSat.1 Media SE in its management of the Company. All transactions and decisions of fundamental importance to the Company are handled in close consultation between the Executive Board and the Supervisory Board. To this end, open communication and close cooperation between the executive bodies are of particular importance.

At the Annual General Meeting on May 5, 2022, the term of office of three elected members will end. The Supervisory Board of ProSiebenSat.1 Media SE therefore proposes the following persons for election at the Annual General Meeting:

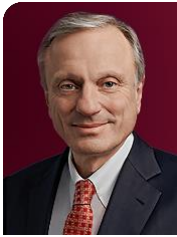
- Dr Andreas Wiele, formerly a member of the Executive Board of Axel Springer SE, was appointed by court order to the Supervisory Board with effect from 13 February 2022 as successor to Adam Cahan, who resigned from the Supervisory Board with effect from 12 November 2021. The Supervisory Board intends to elect Dr Wiele as the new Chairman following the Annual General Meeting. The Chairman of the Supervisory Board, Dr Werner Brandt, whose mandate ends with the Annual General Meeting 2022, will not stand for re-election.
- Bert Habets, former CEO of RTL Group, is proposed for election as another new member of the Supervisory Board.
- Prof. Dr Rolf Nonnenmacher, member of the Supervisory Board since 2015, will stand for re-election at the Annual General Meeting on May 5, 2022.

It is planned to elect the new members by individual vote in accordance with the recommendation of the German Corporate Governance Code. The Annual General Meeting is not bound by the election proposals. In the opinion of the Supervisory Board, all persons proposed for election are independent within the meaning of the recommendations C.7 of the German Corporate Governance Code in the version of December 16, 2019.

ACTING SUPERVISORY BOARD

SINCE FEBRUARY 13, 2022





DR WERNER BRANDT
Chairman of the Supervisory Board

Appointed until close of the 2022 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Chairman)
- Presiding and Nomination Committee (Co-Chairman)
- Capital Markets Committee (Chairman)

FURTHER NON-EXECUTIVE ROLES

- **RWE AG**, Essen/Germany, listed – Chairman of the Supervisory Board
- **Siemens AG, Berlin/Germany, listed** – Member of the Supervisory Board and Chairman of the Audit Committee



DR MARION HELMES
Vice Chairwoman of the Supervisory Board

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Presiding and Nomination Committee (Co-Chairwoman)
- Audit and Finance Committee (Member)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **Until April 28, 2022: British American Tobacco plc**, London, listed – non-Executive Member of the Main Board
- **Heineken N.V.**, Amsterdam/The Netherlands, listed – Member of the Supervisory Board
- **Siemens Healthineers AG**, Munich/Germany, listed – Member of the Supervisory Board and Chairwoman of the Audit Committee
- **As of May 5, 2022: LONZA Group Ltd**, Basel/Switzerland, listed – Member of the Supervisory Board



LAWRENCE A. AIDEM

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Presiding and Nomination Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- None



ERIK HUGGERS

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- None

FURTHER NON-EXECUTIVE ROLES

- **Until April 1, 2022: WeTransfer B.V.**, Amsterdam/Netherlands – Member of the Supervisory Board and Chairman of the Remuneration Committee
- **As of April 1, 2022: Freepik Company S.L.**, Malaga/Spain – Chairman (non-executive)
- **Hexagon AB**, Stockholm/Sweden, listed – Member of the Supervisory Board



MARJORIE KAPLAN

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since May 16, 2018

COMMITTEES

- Presiding and Nomination Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **ArtBnK LLC**, Newmarket, New Hampshire/USA – Member of the Advisory Board



DR ANTONELLA MEI-POCHTLER

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since April 13, 2020

COMMITTEES

- Presiding and Nomination Committee (Member)
- Audit and Finance Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **Publicis Groupe S.A.**, Paris/France, listed – Member of the Supervisory Board and Member of the Remuneration Committee and Member of the Governance & Sustainability Committee
- **Assicurazioni Generali SpA**, Milano/Italy – Member of the Supervisory Board and Member of the Committees for Sustainability and Governance and Conflicts of Interest
- **Westwing Group AG**, Munich/Germany, listed – Vice Chairwoman of the Supervisory Board
- **La Société Ivoirienne de Productions Animales (SIPRA)**, Côte d'Ivoire/West Africa – Member of the Supervisory Board



KETAN MEHTA

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since November 24, 2015

COMMITTEES

- Presiding and Nomination Committee (Member)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- None



PROF. DR ROLF NONNENMACHER

Appointed until close of the 2022 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Audit and Finance Committee (Chairman and independent financial expert)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **Continental AG**, Hannover/Germany, listed – Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Nomination Committee
- **Until April 21, 2022: Covestro AG**, Leverkusen/Germany, listed – Member of the Supervisory Board, Chairman of the Audit Committee
- **Until April 21, 2022: Covestro Deutschland AG** (wholly owned by Covestro AG), Leverkusen/Germany – Member of the Supervisory Board



DR ANDREAS WIELE

Court-Appointed until close of the 2022 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since February 13, 2022

COMMITTEES

- None

FURTHER NON-EXECUTIVE ROLES

- **Giano Capital Management S.à r.l.** (belongs to Giano Capital S.à r.l.), Luxembourg/Luxembourg, private – Member of the Supervisory Board
- **Giano Capital Sàrl**, Geneva/Switzerland, private – Member of the Advisory Board
- **OakTree Power Ltd**, London/UK, private – Member of the Board of Directors

THE CANDIDATES



BERT HABETS

PROFESSIONAL CAREER

SINCE 2021	Antenna Group B.V., Athens/Greece, Amsterdam/Netherlands Chief Executive Officer (CEO)
2020 – 2021	Advisor and investor in Media & Tech: OSN, Dubai/United Arab Emirates Member of the Supervisory Board M7 Group, Luxembourg/Luxembourg Member of the Supervisory Board OUR House, Amsterdam/Netherlands Founding Partner
2018 – 2019	RTL Group, Luxembourg/Luxembourg Chief Executive Officer (CEO)
2017 – 2018	RTL Group, Luxembourg/Luxembourg Co-Chief Executive Officer (Co-CEO)
2008 – 2017	RTL Nederland, Hilversum/Netherlands Chief Executive Officer (CEO)
2001 – 2008	RTL Nederland, Hilversum/Netherlands Chief Financial Officer (CFO)
2000 – 2001	RTL Group, Luxembourg/Luxembourg Vice President Controlling
1999 – 2000	RTL Group, Luxembourg/Luxembourg Project Manager Business Development TV
1996 – 1999	NIBC Bank, The Hague/Netherlands Vice President Media & Entertainment Finance
1995 – 1996	NIBC Bank, The Hague/Netherlands Trainee

EDUCATION/EXPERTISE

The former CEO of RTL Group has profound experience in leading global media companies as well as extensive know-how in launching and expanding streaming video services across multiple countries. In his role as CEO of RTL Group, Bert Habets was responsible for the strategic direction and operational excellence of the Broadcast, TV Production (Fremantle) and Digital Business divisions. In the Netherlands, he launched the streaming video service Videoland, followed by the roll-out of streaming services across RTL Group. He accelerated the growth of Fremantle's scripted content division and built a portfolio of ad tech investments. Mr. Habets was CEO of RTL Nederland from 2008 to 2017. During that time, he transformed the company from a traditional television broadcaster into an omnichannel media and entertainment company while maintaining its market leadership. He has served on a number of boards of directors and supervisory boards in the international media landscape and has diverse entrepreneurial interests ranging from digital innovation to software and new technologies. Mr. Habets holds a Master's degree in Economics and Law from Maastricht University.



PERSONAL DATA

YEAR OF BIRTH

1971

NATIONALITY

Dutch

RESIDENCE

Blaricum/Netherlands

GENDER

Male

BERT HABETS**MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)**

- (i) None
- (ii) None

OTHER EXPLANATORY NOTES

The Supervisory Board has satisfied itself that Bert Habets is in a position to perform his duties for the Company without restriction.

In the opinion of the Supervisory Board, Mr. Habets' many years of experience in the business with media and brands, his focus on digital issues, and his international background make him a particularly suitable Supervisory Board candidate who ideally rounds off the competence profile of the Company's Supervisory Board. Mr. Habets has profound experience in the management of global media companies as well as extensive know-how in the launch and expansion of streaming video services.

DR. ANDREAS WIELE

PROFESSIONAL CAREER

SINCE 2021	Giano Capital Management S.à r.l., Luxembourg/ Luxembourg General Partner
SINCE 2020	OakTree Power Ltd., London/UK Member of the Board of Directors
2020–2021	KKR & Co. Inc., New York/USA, London/UK Senior Advisor Global TMT Business
2000–2020	Axel Springer SE, Berlin/Germany Member of the Executive Board
1994–2000	Gruner + Jahr USA Publishing, Inc., New York/USA Chief Operating Officer (COO)
1990–1994	Prisma Presse SNC, Paris/France Publishing Director
1988–1990	Gruner + Jahr AG & Co. KG, Hamburg/Germany Assistant to the CEO
1987–1988	Hamburger Morgenpost, Hamburg/Germany Editor

EDUCATION/EXPERTISE

Dr. Andreas Wiele has unique experience from a 30-year international media career. After studying law at the universities of Dijon, Salzburg and Munich, his career began as a journalist and, following various management positions for Gruner + Jahr AG & Co. KG in Paris and New York, Dr. Wiele joined the Executive Board of Axel Springer SE in 2000, where for 20 years he successfully shaped the transformation of a national print publishing house into a European digital champion, including the development and implementation of a moving image strategy. Since leaving Axel Springer, he has been a company founder and angel investor. He was also a Senior Advisor to the global tech/media and telecoms business of the global investment company KKR and Co. Inc. until the end of October 2021.

MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)

- (i) None
- (ii) **Giano Capital Management S.à r.l.** (belongs to Giano Capital Sàrl), Luxembourg/Luxembourg, private – Member of the Supervisory Board
- Giano Capital S.à r.l.**, Geneva/Switzerland, private – Member of the Advisory Board
- OakTree Power Ltd.**, London/UK, private – Member of the Board of Directors



PERSONAL DATA

YEAR OF BIRTH

1962

NATIONALITY

German

RESIDENCE

London/UK

GENDER

Male

Member of the Supervisory Board from February 13, 2022

Appointed until close of the 2022 Annual General Meeting

**DR. ANDREAS
WIELE****OTHER EXPLANATORY NOTES**

The Supervisory Board has satisfied itself that Dr. Wiele is in a position to perform his duties for the Company without restriction in addition to the mandates listed above. His mandate at Giano Capital Management S.a. r.l. takes up a time allotment of one day per week.

In the opinion of the Supervisory Board, Mr. Wiele's many years of experience in the business with media and brands, his focus on digital issues and his international background make him a particularly suitable Supervisory Board candidate who ideally rounds off the competence profile of the Company's Supervisory Board. Dr. Wiele is a very high-profile transformation expert in the media industry and has already been successfully responsible for numerous change processes. During his time at Axel Springer, Mr. Wiele was also able to gain considerable experience in the TV market (negotiations for the takeover of ProSiebenSat.1 Media SE, acquisition of N24, responsibility for TV production business and TV marketing, etc.).

PROF. DR. ROLF NONNENMACHER

PROFESSIONAL CAREER

SINCE 2014 Member of various Supervisory Boards

1981–2013 **KPMG AG**
Various positions, most recently Spokesman of the Executive Board

OTHER ACTIVITIES

SINCE 2016 Member of the Government Commission on the German Corporate Governance Code and its Chairman since March 2017

EDUCATION/EXPERTISE

Prof. Dr. Rolf Nonnenmacher holds a degree in business administration from the University of Regensburg, a doctorate from the University of Hohenheim, Stuttgart and is a certified public accountant. He was a member of the Board of the International Federation of Accountants (2003 – 2006), of the Government Commission on Corporate Governance (2000/2001), of the Board of the Institute of Public Auditors in Germany (2002 – 2007) and of the Board of the German Accounting Standards Committee e.V. (2005 – 2011). Rolf Nonnenmacher is an expert in corporate governance, accounting, control systems and auditing and has many years of experience in leading audit committees of German listed companies.

MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)

(i) **Continental AG**, Hanover/Germany, listed – Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Nomination Committee

Until April 21, 2022: Covestro AG, Leverkusen/Germany, listed – Member of the Supervisory Board and Chairman of the Audit Committee

Until April 21, 2022: Covestro Deutschland AG (100%-subsidiary of Covestro AG), Leverkusen/Germany – Member of the Supervisory Board

(ii) None

OTHER EXPLANATORY NOTES

The Supervisory Board has satisfied itself that Prof. Dr. Nonnenmacher is in a position to perform his duties for the Company without restriction in addition to the mandates listed above. In the opinion of the Supervisory Board, Prof. Dr. Nonnenmacher's professional background and his special knowledge and many years of experience in auditing make him a particularly suitable candidate for the Supervisory Board who ideally complements the competence profile of the Company's Supervisory Board. Prof. Dr. Nonnenmacher intends to stand again for the office of Chairman of the Audit Committee in the event of his re-election.



PERSONAL DATA

YEAR OF BIRTH
1954

NATIONALITY
German

RESIDENCE
Berg/Germany

GENDER
Male

Member of the Supervisory Board since May 21, 2015

Appointed until close of the 2022 Annual General Meeting