

# Additional Information regarding Organization of the Annual General Meeting of

## ProSiebenSat.1 Media SE

June 30, 2023, 10:00 a.m.

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.

Pursuant to section 118a of the German Stock Corporation Act (*Aktiengesetz*, "AktG") in conjunction with section 26n para. 1 of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz*), we decided to hold our Annual General Meeting also this year as **virtual shareholders' meeting** without physical attendance of our shareholders and their representatives.

**As the conduct of the shareholders' meeting as virtual shareholders' meeting based on new legal basis results in modifications to the meeting procedure and the exercise of shareholders' rights compared to the last virtual meeting of shareholders of the Company, we ask shareholders to pay particular attention to the following information.**

For shareholders entitled to attend and their representatives, the entire shareholders' meeting will be broadcast live over the password-protected online service, accessible via link on the website of the Company at

**<https://www.prosiebensat1.com/en/annual-general-meeting>**

(hereinafter: "**Shareholders' Portal**") by way of live audio and video transmission.

***Thus, a physical attendance of the shareholders or their representatives at the Annual General Meeting is not possible.***

Shareholders entitled to attend and their representatives may connect to the meeting of shareholders electronically via the Shareholders' Portal and follow the entire meeting of shareholders live in video and audio as well as exercise shareholders' rights in accordance with the following provisions. Via the Shareholders' Portal, shareholders entitled to attend and their representatives may, among other things and in accordance with the procedure set out for this purpose, exercise their voting rights, make use of their right to speak and to request information, declare objections for the record and submit statements prior to the meeting.

For the relevant legal information in this regard, please refer to the invitation to the Annual General Meeting.

## 1. 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, June 23, 2023, 24:00 hrs. (registration deadline).**

The registration must be made in writing 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 **email**

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

or, within the above-mentioned registration deadline, by using the Shareholders' Portal at the following website of the Company:

<https://www.prosiebensat1.com/en/annual-general-meeting>

A registration form and the personal login credentials required to use the Shareholders' Portal will be sent without request to the shareholders who are entered in the Company's share register no later than at the beginning of the 21st day prior to the Annual General Meeting, i.e. on Friday, June 9, 2023, 00:00 CEST (known as the "record stop"). In the case of shareholders who have registered for electronic delivery of the Annual General Meeting documents, the form will be sent in the form of an electronic link.

Any shareholders who are entered in the Company's share register after the record stop are not automatically included in the Company's distribution list and must instead contact the Company directly in order to receive the registration documents. If this applies to you, please use one of the contact methods mentioned above to request the registration documents regarding the Annual General Meeting from the Company.

If you are already registered for our Shareholders' Portal, you can log into our Shareholders' Portal with your personal login credentials and can view your shareholder data and update your email address, telephone number, or fax number. In addition, you can use the Shareholders' Portal to register to have future Annual General Meeting invitations and documents sent by email:

<https://www.prosiebensat1.com/en/investor-relations/service-for-shareholders/shareholder-portal>

Registering for the Annual General Meeting via the Shareholders' Portal is expected to be possible as from June 1, 2023.

You were entered on the share register by your depositary bank with the address indicated in our Shareholders' Portal. 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.

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**.

## **2. Entitlement to attend and entitlement to vote**

Shareholders who are entered in the Company's share register and have also registered in time prior to the meeting are entitled to attend the virtual shareholders' meeting and to exercise their voting rights. Attendance and the exercise of voting rights is governed by the number of shares entered in the Company's share register at the end of the last day of the registration deadline, i.e. 24:00 on Friday, June 23, 2023 (known as 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, June 24, 2023, and the day of the Annual General Meeting on Friday, June 30, 2023 (both dates inclusive). However, 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 virtual shareholders' 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.

## **3. Exercise of voting rights at the virtual shareholders' meeting**

### **Absentee voting**

Shareholders entitled to attend or their representatives may exercise their voting rights in writing or via electronic communication by absentee voting.

The Company must receive such absentee votes (as well as any amendments or revocations thereof) as follows:

- either, no later than by Thursday, June 29, 2023, 6:00 p.m., at the following address:

**ProSiebenSat.1 Media SE**

c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: anmeldestelle@computershare.de

- or, no later than by the time announced for the respective vote during the virtual shareholders' meeting by the chairman of the meeting on Friday, June 30, 2023, via the Shareholders' Portal at <https://www.prosiebensat1.com/en/annual-general-meeting>.

A form for the absentee voting will be sent to the shareholders who are registered in the share register at the relevant time without request together with the registration documents. This also applies for the personal access data which are necessary for the use of the Shareholders' Portal, unless the relevant shareholders already possess access data for the Shareholders' Portal due to a prior registration. In the case of shareholders who have registered for electronic delivery of the Annual General Meeting documents, the form will be sent in the form of an electronic link.

#### **Procedure for voting by proxy representatives appointed by the Company**

To exercise their voting rights in the course of the virtual shareholders' meeting, the Company furthermore offers its shareholders entitled to attend and their representatives the possibility to authorize proxy representatives appointed by the Company who are bound by instructions.

The Company must receive such proxies and instructions to the proxy representatives appointed by the Company (as well as any amendments or revocations of such proxies and instructions) as follows:

- either, no later than by Thursday, June 29, 2023, 6:00 p.m., at the following address:

**ProSiebenSat.1 Media SE**  
c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: anmeldestelle@computershare.de

- or, no later than by the applicable time announced during the virtual shareholders' meeting by the chairman of the meeting on Friday, June 30, 2023, via the Shareholders' Portal at <https://www.prosiebensat1.com/en/annual-general-meeting>.

A form for granting proxy and instructions to the proxy representatives appointed by the Company will be sent to the shareholders who are registered in the share register at the relevant time without request together with the registration documents. This also applies for the personal access data which are necessary for the use of the Shareholders' Portal, unless the relevant shareholders already possess access data for the Shareholders' Portal due to a

prior registration. In the case of shareholders who have registered for electronic delivery of the Annual General Meeting documents, the form will be sent in the form of an electronic link.

For **questions concerning absentee voting and proxy voting** 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**.

### **Procedure for voting by other representatives**

Furthermore, shareholders entitled to attend have the option to grant proxy to another representative, also a bank or another intermediary or a shareholders' association, to exercise their voting right.

***However, due to the holding of the shareholders' meeting as virtual shareholders' meeting, a physical attendance of such representatives is not possible; therefore, such representatives may only exercise the voting right in the shareholders' meeting if they use absentee voting or grant (sub)proxy to the proxy representatives appointed by the Company.***

When granting a proxy to a bank or another intermediary, a shareholders' association, a proxy advisor or any other person or association of individuals which is, pursuant to section 135 para. 8 AktG, treated like an intermediary, the specific provisions of section 135 AktG apply which require, besides others, that the authorization shall be kept verifiable. Therefore, exceptions from the – otherwise applying – general text form requirement may apply. However, if applicable, the respective proxy recipients might determine their own requirements for the form; therefore, shareholders are asked to coordinate the respective form and proxy proceeding with the respective proxy recipients.

If the shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Proxy forms which can be used for granting a proxy will be sent to the shareholders who are registered in the share register at the relevant time without request together with the registration documents. In the case of shareholders who have registered for electronic delivery of the Annual General Meeting documents, the form will be sent in the form of an electronic link.

The proxy can be granted and revoked by declaration vis-à-vis the Company as well as by declaration vis-à-vis the proxy recipient. For granting and revoking the proxy by declaration vis-à-vis the Company as well as for the transmission of the proof of a proxy which was granted by declaration vis-à-vis the proxy recipient or its revocation, respectively, the address mentioned below can be used to which, in particular, also electronic transmission by email is possible:

**ProSiebenSat.1 Media SE**  
c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The declaration or proof must be received by the Company at the above address by no later than 6:00 p.m. on Thursday, June 29, 2023.

A proxy which is granted by declaration vis-à-vis the Company (except for a proxy to a bank or another intermediary, a shareholders' association, a proxy advisor or any other person or association of individuals which, pursuant to section 135 para. 8 AktG, is treated like an intermediary) can moreover also be granted and revoked, by the applicable time announced during the virtual shareholders' meeting by the chairman of the meeting on Friday, June 30, 2023, electronically by using the Shareholders' Portal at <https://www.prosiebensat1.com/en/annual-general-meeting>.

The personal access data which are necessary for the use of the Shareholders' Portal will be sent to the shareholders who are registered in the share register at the relevant time without request together with the registration documents, unless the relevant shareholders already possess access data for the Shareholders' Portal due to a prior registration. For **questions concerning granting proxy**, 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**.

#### **4. Documents regarding the agenda**

Already prior to the Annual General Meeting, the documents regarding the agenda – which are listed in the invitation to the Annual General Meeting under the section with the same title – can be found on the Company's website at <https://www.prosiebensat1.com/en/annual-general-meeting>.

#### **5. Opportunity to submit statements prior to the shareholders' meeting**

Shareholders who have duly registered for the shareholders' meeting or their representatives have the right to submit statements on items on the agenda prior to the shareholders' meeting by means of electronic communication (section 130a para. 1 to 4 AktG).

Statements can be submitted in text form or in video format using the Shareholder's Portal at

<https://www.prosiebensat1.com/en/annual-general-meeting>

no later than five days prior to the virtual shareholders' meeting, i.e. no later than Saturday, June 24, 2023, 24:00 hrs.

A statement in text form may include a maximum of 20,000 characters (including spaces).

The duration of a statement in video format shall not exceed five minutes. Only statements in video format in which the shareholder or his/her representative appears in person to make the statement are permissible.

Further details on the technical requirements for submitting statements are presented in the Shareholders' Portal.

The Company will publish statements that meet the above requirements, are submitted in German or English language and are to be made accessible in accordance with the statutory provisions, along with the names of the shareholders or their representatives submitting them in the Shareholders' Portal no later than four days prior to the virtual shareholders' meeting, i.e. no later than Sunday, June 25, 2023, 24:00 hrs. Any statements by the boards will also be published in the Shareholders' Portal.

The opportunity to submit statements does not constitute an opportunity to pre-submission of questions pursuant to section 131 para. 1a AktG. Any motions, election proposals, questions and objections to resolutions of the shareholders' meeting included in the statements will not be considered at the virtual shareholders' meeting. These are to be submitted separately and exclusively by the means and in the form as described in this convocation.

## **6. Right to speak at the virtual shareholders' meeting by way of video communication**

Shareholders or their representatives who are electronically connected to the meeting, have the right to speak at the meeting by way of video communication. Motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG as well as any types of requests for information pursuant to section 131 AktG may be part of the speech.

From the beginning of the meeting, a virtual registration table will be operated via the Shareholders' Portal at <https://www.prosiebensat1.com/en/annual-general-meeting>, through which shareholders or their representatives may register to speak. As regards the speech, a camera and a microphone, accessible via the browser, must be available on the end devices. The chairman of the meeting will explain the procedure for requesting and speaking at the virtual meeting in more detail.

Pursuant to section 130a para. 6 AktG, the Company reserves the right to examine the operability of the video communication between the shareholder or representative and the Company during the meeting and prior to the speech and to reject the speech if the operability is not ensured.

## **7. Questions and information at the virtual shareholders' meeting**

Pursuant to section 131 para. 1 AktG, shareholders or their representatives may request information from the Executive Board during the shareholders' meeting about matters pertaining to the Company, to the extent that such information is necessary to permit proper evaluation of an item on the agenda. The obligation to provide information also relates to the Company's legal and

business relations with its affiliates, the situation of the group and any companies included in the consolidated financial statements.

Pursuant to section 131 para. 1d AktG, shareholders or their representatives have a right at the virtual meeting to ask follow-up questions on all answers given by the Executive Board.

The Executive Board may refuse to provide information under certain conditions set out in section 131 para. 3 AktG. Furthermore, the chairman of the meeting is authorized pursuant to section 17 para. 3 of the Articles of Incorporation of the Company, to establish reasonable time limits for the shareholders' right to ask questions and address the shareholders' meeting.

The right to obtain information pursuant to section 131 AktG may be exercised in the virtual meeting only by means of video communication via the Shareholders' Portal, provided that the chairman of the meeting determines such procedure in accordance with section 131 para. 1f AktG. It is intended that such a determination will be made by the chairman of the meeting during the virtual meeting.

Questions cannot be submitted prior to the virtual shareholders' meeting.

## **8. Broadcasting of the shareholders' meeting on the Shareholders' Portal and on the internet**

Shareholders of the Company have the opportunity to view the entire shareholders' meeting via the Shareholders' Portal at

<https://www.prosiebensat1.com/en/annual-general-meeting>.

by audio and video transmission live over the internet. This possibility is also available to shareholders who have not or have not duly registered for the meeting. However, such shareholders may follow the meeting as spectators only and may not join the meeting as electronically connected participants (and thus may not exercise any shareholder rights during the meeting).

The additional information required for the use of the Shareholders' Portal will be sent to those shareholders registered in the Company's share register at the relevant time without request. In the case of shareholders who have registered for the electronic delivery of the shareholders' meeting-related documents, the documents will be sent in the form of an electronic link. Representatives will receive their own access data to the Shareholders' Portal.

The broadcasting of the shareholders' meeting described above will not enable the shareholders to participate online in the shareholders' meeting within the meaning of section 118 para. 1 sentence 2 AktG in conjunction with section 16 para. 5 of the Articles of Incorporation of the Company nor to exercise the voting right via electronic participation within the meaning of section 118a para. 1 sentence 2 no. 2 AktG.



Subject to a permission by the chairman of the meeting and technical availability, it is further intended to offer to the interested public the opportunity to view the shareholders' meeting via audio and video transmission on the internet at

<https://www.prosiebensat1.com/en/annual-general-meeting>

until the general debate commences. Furthermore, it is intended to enable certain selected media representatives to view the entire shareholders' meeting via audio and video transmission.

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