

ProSiebenSat.1 Media SE



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## ProSiebenSat.1 Media SE: Release of a capital market information

ProSiebenSat.1 Media SE / Share buy-back

08.11.2018 / 16:49

Dissemination of a Post-admission Duties announcement transmitted by DGAP - a service of EQS Group AG.

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ProSiebenSat.1 Media SE

Announcement of a share buy-back

Unterföhring, 8 November 2018

On 7 November 2018, the Executive Board and Supervisory Board of ProSiebenSat.1 Media SE ('Company') with seat in Unterföhring resolved on a program for the buy-back of own shares by the Company ('Framework Program') with a total volume of up to EUR 250 million and an overall period of 12 to 24 months.

On that basis, the Executive Board of ProSiebenSat.1 Media SE resolved upon a first tranche of such a buy-back of own shares of the Company through the stock exchange. The buy-back in the context of the first tranche ('Buy-back') includes the acquisition of own registered (auf den Namen lautender) shares of the Company with a value of in total up to EUR 50,000,000.00 (purchase price on the stock exchange not including costs of acquisition). The acquisition is further limited to a maximum of up to 4,000,000 own shares of the Company; this corresponds to approx. 1.7% of the Company's share capital. The acquisition of the shares will be made exclusively in the XETRA trading on the Frankfurt Stock Exchange. The Executive Board will, at the appropriate point in time, resolve on any further tranches of the Framework Program and their details and will announce them by separate disclosures.

The Buy-back will be executed on the basis of the authorization of the meeting of shareholders of the Company of 21 May 2015 pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG). Accordingly, the purchase price paid for each share (not including costs of acquisition) may not be more than 5% above or more than 5% below the trading price. The defining trading price for this purpose shall be the opening auction trading price of the shares of the Company in the XETRA trading (or a comparable successor system) on the respective day.

The Buy-back is made without any restrictions on the use of the acquired own shares which, as a result, may be used by the Company for all legally permitted purposes or may be redeemed.

The Buy-back is managed by a credit institution which will decide on the time of the share acquisitions independently from, and uninfluenced by, the Company. The assigned credit institution has undertaken vis-à-vis the Company to manage the Buy-back in accordance with the so-called safe harbor provisions pursuant to Art. 5 para. 1 and 3 MAR in connection with Art. 2 to Art. 4 of the Delegated Regulation (EU) 2016/1052 of 8 March 2016 ('Delegated Regulation').

The Buy-back will be executed in the period from 9 November 2018 (first

possible day of acquisition) until at the latest 17 January 2019 (last possible day of acquisition).

Information on the transactions relating to the Buy-back will be disclosed publicly in an adequate manner pursuant to Art. 2 para. 2 and 3 of the Delegated Regulation at the latest at the end of the seventh trading day following the date of the execution of such transaction. Additionally, the Company will publish the disclosed transactions pursuant to Art. 2 para. 3 of the Delegated Regulation on its website <https://www.prosiebensat1.de/en/investor-relations> in the section 'Share' under the link 'Share Buy-back' and ensure that the information is kept available to the public for at least a five-year period from the date of the public disclosure.

ProSiebenSat.1 Media SE

Executive Board

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