

MANAGEMENT DECLARATION

In this Management Declaration pursuant to Sections 289f and 315d of the German Commercial Code (HGB), the Executive Board and Supervisory Board report on the annual Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG), information on relevant corporate governance practices, and other aspects of corporate governance. The Executive Board and Supervisory Board regard good corporate governance as an essential component of responsible, transparent management geared toward long-term value creation. With the German Corporate Governance Code (GCGC), in the version dated April 28, 2022, a standard for transparent control and management of companies was established. In line with Principle 23 of the GCGC, in the present Management Declaration the Executive Board and Supervisory Board report on the Company's corporate governance and give their views on the Code's recommendations and proposals. Information on Executive Board and Supervisory Board compensation can be found in the Compensation Report. The Compensation Report for the last financial year and the auditor's report pursuant to Section 162 AktG, the applicable compensation system pursuant to Sections 87a (1) and (2) Sentence 1 AktG and the last compensation resolution of the Annual General Meeting pursuant to Section 113 (3) AktG are made publicly available on the following website of the Company:

→ www.prosiebensat1.com/en/investor-relations/corporate-governance/remuneration-reportable-securities

In addition to the current Management Declaration and the current Declaration of Compliance, the declarations of the last at least five years are available on the Company's website.

DECLARATION OF COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE PURSUANT TO SECTION 161 OF THE GERMAN STOCK CORPORATION ACT

The Executive Board and the Supervisory Board of ProSiebenSat.1 Media SE declare that the Company will in future comply with the recommendations of the “Government Commission on the German Corporate Governance Code” in the version of April 28, 2022 as published in the official section of the Federal Gazette (*Bundesanzeiger*) on June 27, 2022 (CGGC) and has complied with these recommendations also in the period since the issuance of the last declaration of compliance in the version of April 2023, with only one exception stated below:

Due to the postponement of the publication of the annual and consolidated financial statements for the financial year 2022 as announced by ad hoc publication on 28 February 2023 and the circumstances underlying such postponement, in deviation from recommendation F.2 of the CGGC, the consolidated financial statements and the group management report for the financial year 2022 could not be made publicly available within 90 days of the end of the financial year and also the quarterly statement for the first quarter 2023 could not be made publicly available within 45 days from the end of the reporting period.

March 2024

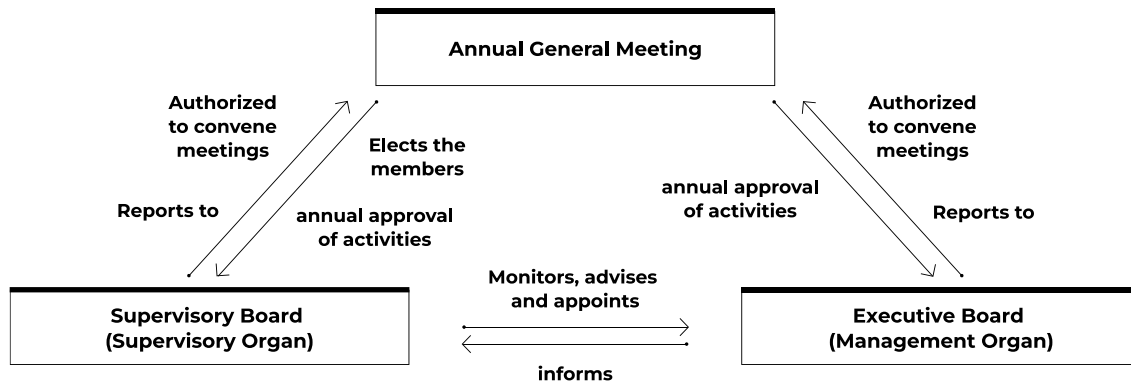
Executive Board and Supervisory Board of ProSiebenSat.1 Media SE

CORPORATE GOVERNANCE AND THE COMPANY'S GOVERNING BODIES

ProSiebenSat.1 Media SE is a listed European Company (Societas Europaea, SE), with its registered office located in Germany. Thus, in addition to the German Corporate Governance Code (CGGC), the formal structure for corporate governance is derived from German and European law, notably the law governing European Companies (SEs), stock corporation and capital markets law, and the articles of incorporation of ProSiebenSat.1 Media SE.

As a European Company, ProSiebenSat.1 Media SE operates under a dual system via its three governing bodies: the Annual General Meeting, the Supervisory Board (supervisory organ) and the Executive Board (management organ). Those bodies' duties and powers are governed by Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company (SE Regulation), the SE Regulation Implementation Act (Gesetz zur Ausführung der SE-VO – SEAG), the German Stock Corporation Act (Aktiengesetz – AktG) and the articles of incorporation of ProSiebenSat.1 Media SE.

CORPORATE GOVERNANCE STRUCTURE OF PROSIEBENSAT.1 MEDIA SE



A clear separation of personnel between the management organ and the supervisory organ: The managing body is the Executive Board, which is overseen and advised by the Supervisory Board on management of the Company. All transactions and decisions of fundamental significance for the Company are undertaken by the Executive Board in close consultation with the Supervisory Board. Therefore, open communication and close cooperation between the two bodies are of particular importance.

MANAGEMENT AND MONITORING

Executive Board

The Executive Board is convinced that sustainable economic success in a competitive environment can be achieved only on the basis of integrity and lawful business practices. Therefore, preventing corruption and anticompetitive behavior is highly relevant to business and represents an important success factor for achieving corporate goals. In addition to preventing corruption, ProSiebenSat.1 Group particularly focuses on the issues of money laundering prevention, sanctions and embargoes, as well as data protection, in the Group Compliance department. An appropriate and effective internal control system and risk management system, including an effective compliance management system (CMS), are the foundation of good corporate governance. The main objective of the CMS is to ensure that all employees consistently think and act with integrity and in accordance with company policies and the law in order to avoid and help prevent violations of laws and regulations.

The Executive Board also sees the effective monitoring of compliance with sustainability standards as a significant aim. This applies to both regulatory and internal standards. In this regard, the Executive Board systematically assesses and identifies the opportunities and risks for the Company associated with social and environmental factors as well as the social and ecological impacts of the Company’s operations. ProSiebenSat.1 Group’s strategy resulting on the basis of this evaluation therefore also covers social and ecological targets to the due extent. It is also important to the Executive Board to account for the relevant issues besides financial aspects in the corporate planning.

In view of its Group structure, ProSiebenSat.1 Group has established both a central and a decentralized compliance organization. The central organization is made up of the Compliance Committee and the Group Compliance department, which are assisted in the performance of their duties by experts from other areas, such as the Legal department. The Compliance Committee is made up of the Executive Board member responsible for compliance, the Senior Vice President

Internal Audit and the head of the Group Compliance department, as well as the Group function Legal, the Unit Compliance Officers (UCO) of the different segments and the Group Data Protection Officer. The Compliance Committee and Group Compliance support and advise the Executive Board with the implementation, monitoring and development of the CMS. The Group Compliance department was part of the Executive Board department covering HR, Compliance & Sustainability until July 2023, and it now reports to the Group CFO. It is entrusted with implementing the CMS in the Group, carries out risk analyses and training, and advises the Executive Board on the development and implementation of appropriate measures to minimize risk. In addition, the Group Compliance department monitors legal developments and makes proposals for updating the CMS. Since January 2024, the Group Compliance department has been part of the newly created Governance, Risk & Compliance unit, which combines the three functions Compliance, Risk Management, and Internal Control System.

The decentralized compliance organization is represented by UCO, who are appointed in Group entities and in the individual business areas across the Group. Overall responsibility for the CMS lies with the Executive Board of ProSiebenSat.1 Media SE as the parent company of ProSiebenSat.1 Group.

ProSiebenSat.1 Group has laid down basic guidelines and policies in its Code of Conduct. These define the general standards for conduct in business, legal and ethical matters and also govern how employees can report misconduct in the Company. They serve all members of the Executive Board, the management of subsidiaries of ProSiebenSat.1 Group, and the employees of ProSiebenSat.1 Group as a binding reference and regulatory framework for dealing with each other and with business partners, customers, suppliers, and other third parties. The Code of Conduct serves as a unifying element across all segments of ProSiebenSat.1 Group, is continually refined and was last updated in 2023. The Code of Conduct can be viewed online at:

→ www.prosiebensat1.com/en/investor-relations/corporate-governance/compliance

Another central compliance instrument for ProSiebenSat.1 Group is the whistleblower system. In addition to internal reporting channels, since December 2022 it has also been possible to report legal violations anonymously via an electronic whistleblower system. This also covers the complaints procedure under the German Supply Chain Act (Lieferkettensorgfaltspflichtengesetz, LKSG) and thus meets the requirements of the German Whistleblower Protection Act. For all reports, regardless of the chosen reporting channel, Group Compliance promptly informs the management about reports of serious suspicions that following preliminary internal evaluation prove to be potentially justified or have particularly high potential for damage.

ProSiebenSat.1 Group values the diversity of individual characteristics, experience, and expertise that its employees and managers contribute to the Company and regards diversity as an important success factor for the Group's development. In particular, the proportion of women in management positions is a key diversity aspect for ProSiebenSat.1 Group. In a resolution dated June 30, 2022, with reference to Section 76 (4) of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) lit. c) ii) of the SE Regulation (SE-VO), the Executive Board of ProSiebenSat.1 Media SE established the following targets – to be reached by June 30, 2027 – for the proportion of women at the two management levels below Executive Board level:

- First management level: 15%
- Second management level: 30%

Based on the number of employees at the time of the resolution, this corresponds to a total number of at least four women for the first management level and a total number of at least nine women for the second management level.

The targets with regard to the proportion of women in the two management levels below the Executive Board were achieved in the reporting period: The proportion of women in the first management level of ProSiebenSat.1 Media SE was 30.4% or seven women at the end of the past financial year (previous year: 33.3%). The proportion of women in the second management level increased to 41.7% or ten women (previous year: 40.0%).

Supervisory Board

The Supervisory Board appoints and dismisses the members of the Executive Board, monitors, and advises the Executive Board in managing the Company and is to be involved in all decisions of fundamental importance for the Company. The subjects of the monitoring and advice are particularly the strategy and planning of ProSiebenSat.1 Group, which also cover social and ecological targets. The Chairman of the Supervisory Board is elected by the Supervisory Board from among its members. He coordinates the work in the Supervisory Board and represents the Supervisory Board's interests externally. In this context, the Chairman of the Supervisory Board talks to investors where reasonable about topics specific to the Supervisory Board, although not in connection with the Company's strategy or management.

Annual General Meeting

The Company's shareholders exercise their rights of co-administration and control at the Annual General Meeting, which is conducted rapidly by the chair of the meeting and should be finished after four to six hours at the latest. Parts of the Annual General Meeting are also broadcast online. Each no-par value share confers one vote at the Annual General Meeting. Among other things, the shareholders of the Company are notified of the items on the agenda of the Annual General Meeting and the resolutions proposed by the Executive Board and the Supervisory Board in due time in the meeting invitation. The Executive Board ensures that a proxy is appointed to exercise shareholders' voting rights as per their instructions and thus make it easier for shareholders to exercise their rights. The proxy is present and available at the Annual General Meeting, and furthermore shareholders or their representatives who are not attending the Annual General Meeting in person or virtually are able to authorize and issue instructions to the proxy up until the day before or, if the online shareholder portal is being used, up until the end of the general debate of the respective Annual General Meeting.

The Annual General Meeting on June 30, 2023, authorized the Executive Board to arrange that Annual General Meetings of the Company held on or before June 30, 2025, may be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting as a virtual Annual General Meeting (Section 118a (1) Sentence 1 AktG) in accordance with the legal requirements. For future Annual General Meetings, the Executive Board will decide separately whether this authorization shall be utilized, taking into account the circumstances of each individual case.

The Annual General Meeting on June 30, 2023 was held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies on the basis of Section 118a AktG in conjunction with Section 26n (1) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz – EGAktG). There was a live sound and video broadcast of the entire virtual Annual General Meeting via the online shareholder portal. Shareholders or their proxies were able to join the Annual General Meeting electronically and submit their votes either in writing or on the basis of electronic communication (postal vote) as well as by authorizing a shareholder representative named by the Company. It was also possible to submit statements on the agenda in text or video format prior to the Annual General Meeting. At the beginning of the Annual General Meeting, a virtual speaker registration desk was provided via the shareholder portal, which allowed shareholders or their proxies joining electronically to register their spoken contributions and to make these contributions live during the Annual General Meeting. It was not possible to submit questions in advance of the virtual Annual General Meeting. Shareholders or

their proxies joining electronically were able to submit objections to the resolutions of the Annual General Meeting on the basis of electronic communication via the online shareholder portal from the start of the virtual Annual General Meeting until its end.

COMPOSITION OF THE EXECUTIVE BOARD

According to the Company's articles of incorporation, the Executive Board must be composed of one or more members. The number of Executive Board members is determined by the Supervisory Board. In financial year 2023, there were the following personnel changes in the composition of the Executive Board: Martin Mildner took over the role of Chief Financial Officer (Group CFO) as of May 1, 2023. Ralf Peter Gierig, formerly a member of the Executive Board and Group CFO of ProSiebenSat.1 Media SE, resigned from his office on April 27, 2023, by mutual agreement with the Supervisory Board of ProSiebenSat.1 Media SE, prior to the resolution on the preparation of the Annual and Consolidated Financial Statements for the financial year 2022. In addition, Wolfgang Link, former Chief Entertainment Officer and CEO of Seven.One Entertainment Group GmbH, decided to leave the Group by mutual agreement as of July 15, 2023. Bert Habets, Group CEO of ProSiebenSat.1 Media SE, took over the management of the Entertainment segment as part of the strategic realignment. As of December 31, 2023, the Executive Board therefore comprised three members (previous year: four members): Bert Habets (Group CEO), Martin Mildner (Group CFO) and Christine Scheffler (Chief Human Resources Officer, CHRO).

Members of the Executive Board are in principle appointed and removed by the Supervisory Board in accordance with Article 39 (2) SE Regulation. In doing so, the Supervisory Board is mindful of the integrity and management experience required for such a role in an international group and of personal aptitude and individual professional qualification for the Executive Board position. Diversity is also considered when filling Executive Board positions.

In accordance with Article 7 (2) Sentence 1 of the articles of incorporation in conjunction with Article 46 SE Regulation, Executive Board members can be appointed for a maximum period of five years. Initial appointments are generally not made for this maximum period, but for a maximum of three years. Reappointments are permitted for a maximum of five years. The Supervisory Board has set an age limit for members of the Executive Board, as recommended by the GCGC. Persons who would turn 65 years before the expiration of their intended term of office shall not be appointed to the Executive Board. In the past year, the Supervisory Board and the Presiding and Nominating Committee again discussed issues of the short-, medium- and long-term succession planning for the Executive Board, discussed the topic with the Executive Board and analyzed both the key focuses for future Executive Board work and the executives currently available in the Company. The criteria that could be crucial for possible succession candidates include requirements regarding both personal and professional aptitude. In the event of a specific succession decision, a structured interview process is conducted. If necessary, the Supervisory Board is supported by external consultants in the development of requirement profiles and the selection of candidates.

→ **Members of the Executive Board**

Targets for Executive Board Composition

The Supervisory Board of ProSiebenSat.1 Media SE has established a target for the composition of the Executive Board with regard to the equal participation of women in accordance with Section 111 (5) of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) lit. c) ii) of the SE Regulation as well as deadlines for the respective target achievement:

In accordance with the current target for the equal participation of women in the Executive Board set by the Supervisory Board, the Executive Board must have at least one female member. The deadline for implementing this target expires on December 31, 2024. With the appointment of Christine Scheffler as a member of the Executive Board of ProSiebenSat.1 Media SE in March 2020,

this target for the equal participation of women on the Executive Board is already met during the reporting period. Besides the proportion of women, no further diversity aspects have yet been defined as targets for the Executive Board, as the Supervisory Board does not currently deem it a requirement for the purposes of appointing suitable candidates to the Executive Board.

WORKING PROCEDURES OF THE EXECUTIVE BOARD

The Executive Board manages the Company's businesses on its own authority in accordance with the applicable laws, the articles of incorporation, its rules of procedure and the allocation of duties. It ensures that the statutory, regulatory, and internal provisions are complied with and endeavors to achieve their compliance throughout the Group.

Each member of the Executive Board is assigned an area of responsibility, regarding which that member keeps his or her colleagues on the Executive Board continuously updated. Rules of procedure enacted by the Supervisory Board for the Executive Board and updated as necessary govern the cooperation between the Executive Board members and the Executive Board members' areas of responsibility. The rules of procedure also govern in particular the allocation of responsibilities and matters reserved for the full Executive Board. The Executive Board has not formed any committees.

Meetings of the full Executive Board generally took place on a weekly basis and are chaired by the Group CEO. One of the functions of the meetings is to adopt resolutions on measures and transactions that require the consent of the full Executive Board under the Executive Board's rules of procedure. In order to adopt resolutions at least half of the Executive Board members must participate in the voting. Resolutions of the full Executive Board are adopted by simple majority. In the event of a tie, the Group CEO casts the deciding vote. When significant events occur, any Executive Board member may call an extraordinary meeting of the full Executive Board.

Resolution of the Executive Board may also be adopted outside of meetings by oral, telephone or written vote as well as by voting in text form.

Written minutes of every meeting of the full Executive Board and of every resolution adopted outside of meetings are prepared and signed by the Group CEO or the chairman of the meeting. The minutes are then promptly forwarded to each member of the Executive Board in writing or in text form and presented for approval at the next Executive Board meeting. If none of the individuals who attended the meeting or took part in the resolution object to the content or the wording of the minutes, the minutes shall be deemed approved.

In addition to the regular Executive Board meetings, a strategy workshop is held at least once a year. Such workshops serve to prioritize strategic targets across the Group and to develop the strategy for the current financial year in cooperation with senior executives from the various business units.

→ **Management Declaration, Management and Monitoring**

COMPOSITION OF THE SUPERVISORY BOARD

In accordance with the Company's articles of association, the Supervisory Board comprises nine members, all of whom are elected by the Annual General Meeting. After Erik Huggers resigned from his office after nine years on June 30, 2023, the Munich Local Court (Amtsgericht München) appointed Klára Brachtlová as a member of the Supervisory Board of ProSiebenSat.1 Media SE by resolution dated October 6, 2023. The appointment became effective on October 16, 2023, and is initially valid until the end of the next Annual General Meeting.

The Supervisory Board of ProSiebenSat.1 Media SE therefore had nine members as of December 31, 2023. As of the end of 2022, the Supervisory Board had comprised eight members following the resignation of Bert Habets effective as of October 31, 2022.

All new Supervisory Board members take part in a structured onboarding process, in which they are familiarized with the Company and their tasks.

→ **Members of the Supervisory Board**

Targets for the Composition of the Supervisory Board

Having thoroughly reviewed the recommendations of GCCG regarding the specific targets for its composition, the Supervisory Board set targets for its composition that take account of the specifics of the Company pursuant to Section 111 (5) of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) lit. c) ii) of the SE Regulation. The Supervisory Board has accordingly set the following targets:

- the Supervisory Board should include an appropriate number of independent members, whereby more than half of Supervisory Board members should be independent of the Company and the Executive Board;
- the share of women should be at least 1/3 (one third), to be attained by no later than March 31, 2024;
- the members of the Supervisory Board should have specific international expertise and experience in the areas of broadcasting, media, and communication;
- the international activities of the Company should be taken into account. The Supervisory Board should be filled with members who, based on their origin or professional activities, represent regions or cultures in which the Company has significant business operations. In this context, diversity should also be taken into account when appointing members to the Supervisory Board, and the current level of diversity should be maintained. The Supervisory Board should be filled with members who, based on their origin, their personal background, their education, or professional activities, are able to contribute a wide range of experience and specific expertise;
- the Supervisory Board will continue to assess how it intends to handle potential or actual conflicts of interest in order to continue to guarantee unbiased monitoring of and provision of advice to the Executive Board of the Company in the Company's best interests in each individual case within the legal framework and taking into account the GCCG;
- the age limit of no older than 70 years at the time of appointment to the Supervisory Board, as stipulated in the rules of procedure adopted by the Supervisory Board, should continue to apply;
- individuals who have been members of the Company's Supervisory Board for three full consecutive terms, and thus generally for fifteen years, should generally no longer be nominated for re-election to the Supervisory Board.

In its current composition and its composition as of December 31, 2023, the Supervisory Board already meets the aforementioned targets it has set for its composition pursuant to the GCCG and the German Stock Corporation Act. The Supervisory Board considers all Supervisory Board members independent for the financial year 2023 as defined by the relevant recommendations of the German Corporate Governance Code in its applicable version.

The following table provides an overview of the terms of office of all members of the Supervisory Board in the financial year 2023:

OVERVIEW OF THE TERMS OF OFFICE OF THE MEMBERS OF THE SUPERVISORY BOARD

Name	Date of initial appointment/ Date of re-appointment	End of the term of office [as of the end of the AGM of the year or resignation]
Dr. Andreas Wiele (Chairman)	02/13/2022 (appointed by court) 05/05/2022	AGM 2025 [3 years]
Prof. Dr. Rolf Nonnenmacher (Vice Chairman since June 30, 2023)	05/21/2015 06/12/2019 05/05/2022	AGM 2025 [3 years]
Katharina Behrends	06/30/2023	AGM 2026 [3 years]
Klára Brachtlová	10/16/2023 (appointed by court for Erik Huggers)	AGM 2024 [5 years]
Dr. Katrin Burkhardt	06/30/2023 (supplementary election for Bert Habets)	AGM 2025 [3 years]
Thomas Ingelfinger	06/30/2023	AGM 2026 [3 years]
Marjorie Kaplan	05/16/2018 06/12/2019	AGM 2024 [5 years]
Ketan Mehta	11/24/2015 06/12/2019	AGM 2024 [5 years]
Prof. Dr. Cai-Nicolas Ziegler	06/30/2023	AGM 2026 [3 years]
Lawrence A. Aidem	06/26/2014 06/12/2019	AGM 2023 [4 years] Term of office expired at the end of the Annual General Meeting on June 30, 2023
Dr. Marion Helmes (Vice Chairwoman)	06/26/2014 06/12/2019	AGM 2023 [4 years] Term of office expired at the end of the Annual General Meeting on June 30, 2023
Erik Huggers	06/26/2014 06/12/2019	AGM 2024 [5 years] Resignation from office at the end of the Annual General Meeting on June 30, 2023
Dr. Antonella Mei-Pochtler	04/13/2020 (appointed by court) 06/10/2020	AGM 2023 [3 years] Term of office expired at the end of the Annual General Meeting on June 30, 2023

The described targets for the Supervisory Board's composition and stipulations concerning the equal participation of women on the Supervisory Board in accordance with Section 111 (5) of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) lit. c) ii) of the SE Regulation form part of the diversity concept for the Supervisory Board in accordance with Sections 289f (2) No. 6 and 315d of the German Commercial Code (HGB). Another element of the Supervisory Board diversity concept is the skills profile for the Supervisory Board, which is described below.

Skills Profile for the Supervisory Board

In light of the recommendation of the GCGC under item C.1 (Composition of the Supervisory Board), the Supervisory Board of ProSiebenSat.1 Media SE developed the skills profile described below for the Supervisory Board as a whole, so as to ensure qualified control and monitoring of the Company by the Supervisory Board. The Supervisory Board as a whole already satisfies the requirements in its current composition.

According to the skills profile, each member of the Supervisory Board should contribute essential general expertise, with the effect that the corresponding candidates are able to perform the tasks of the Supervisory Board in an international media/digital group based on their personality, independence, motivation, and integrity. In addition, it should be ensured that the subject of diversity is taken into account in the nomination of candidates by the Supervisory Board's Presiding and Nominating Committee to the Supervisory Board as a whole and subsequently to the Annual General Meeting.

The expertise and experience required for qualified and successful work by the Supervisory Board should – in keeping with the Supervisory Board’s nature as a collegial body – be ensured by all members of the Supervisory Board.

Overall, the Supervisory Board of ProSiebenSat.1 Media SE should have the skills and expertise considered to be material in view of ProSiebenSat.1 Group’s activities. This particularly includes in-depth knowledge with regard to:

- experience in the management of a listed, internationally operating company;
- experience in the transformation of media companies into a digital group;
- in-depth understanding of ProSiebenSat.1 Group’s different business areas – specifically content and broadcasting, distribution and digital entertainment (particularly streaming, e-commerce, and production) – and of the Group’s market environment and media regulation/policy;
- in-depth knowledge in the field of digital business development, digital diversification and platform strategies (such as Addressable TV), data and advertising technology, and M&A;
- in-depth knowledge in the fields of human resources development and management;
- in-depth knowledge in the fields of governance and compliance;
- in-depth knowledge of the implementation of a sustainability strategy that focuses strongly on social responsibility and public value, as is appropriate for a media company.

In addition, at least one member of the Supervisory Board must have expertise in the field of accounting, and at least one other member must have expertise in the field of auditing. Further information can be found under “Composition and Working Procedures of the Supervisory Board Committees.”

→ **Management Declaration, Composition and Working Procedures of the Supervisory Board Committees**

When putting forward nominations to the Annual General Meeting, particular attention should be paid to the personality, integrity, motivation, and independence of the candidates. In addition, Supervisory Board members should comply with the limit recommended in item C.4 of the GCGC with regard to mandates at listed companies outside the Group.

With regard to nominations by the Supervisory Board to the Annual General Meeting, all requirements should be met, and the above targets should be taken into account so as to ensure overall fulfillment of the skills profile for the Supervisory Board.

Further information on the skills profile for the Supervisory Board is available on the ProSiebenSat.1 Media SE website.

→ www.prosiebensat1.com/en/investor-relations/corporate-governance/corporate-bodies

The implementation status of the skills profile is also shown in the following qualification matrix:

AREAS OF EXPERTISE AND TARGETS FOR SUPERVISORY BOARD COMPOSITION

Name	Skills profile							Further targets for composition			Duration of Supervisory Board membership
	Management experience in listed companies ¹	Management experience in transformation ²	Industry experience in existing business fields ³	Industry experience in new business fields ⁴	Financial experience ⁵	People development ⁶	Corporate Governance experience ⁷	Sustainability ⁸	Independence acc. to DCGK	Share of Women	
Dr. Andreas Wiele	•	•	•	•			•	•	•		2022
Prof. Dr. Rolf Nonnenmacher					• ^(b)		•	•	•		2015
Marjorie Kaplan	•	•	•	•			•	•	•	•	2018
Ketan Mehta			•	•	•				•		2015
Katharina Behrends		•	•	•			•		•	•	2023
Klára Brachtlová		•	•	•	•		•	•	•	•	2023
Dr. Katrin Burkhardt	•				• ^(a)		•	•	•	•	2023
Thomas Ingelfinger	•				•		•	•	•		2023
Prof. Dr. Cai-Nicolas Ziegler	•	•	•	•	•		•		•		2023
Sum	5	5	6	6	6		8	4	4	9	4

1 Experience in the management of a listed, internationally operating company.

2 Experience in the transformation of media companies towards a digital group.

3 In-depth understanding for ProSiebenSat.1 Group's different business areas – particularly content and broadcasting, distribution, digital entertainment – in particular streaming, e-commerce, and production – and of the Group's market environment and media regulation/policy.

4 In-depth knowledge in the field of digital business development, digital diversification and platform strategies (such as Addressable TV), data and advertising technology, and M&A.

5 (a) Expert in accounting and control systems; (b) expert in auditing.

6 In-depth knowledge in the fields of human resources development and management.

7 In-depth knowledge in the fields of risk management, governance and compliance.

8 In-depth knowledge in the implementation of a sustainability strategy with a strong focus on social responsibility and public value, in particular due to the scope of a media company.

WORKING PROCEDURES OF THE SUPERVISORY BOARD

The Supervisory Board appoints and dismisses the members of the Executive Board, monitors, and advises the Executive Board in managing the Company and is involved in all decisions of fundamental importance for the Company.

The Audit and Finance Committee has a specific monitoring function and in particular reviews the effective use of the internal control and risk management system, which also covers the sustainability-related targets.

The Executive Board provides the Supervisory Board with prompt and complete information in writing. The Supervisory Board is also informed about planning, business performance, and the situation of the Company, including risk management and the internal control system, as well as compliance and sustainability matters at its quarterly meetings. Where indicated, an extraordinary meeting of the Supervisory Board is called to address significant events.

The Executive Board includes the Supervisory Board in company planning and strategy as well as in all matters of fundamental importance to the Company. The Company's articles of incorporation and the rules of procedure for the Executive Board stipulate that all significant transactions must be approved by the Supervisory Board. Such significant transactions requiring the consent of the Supervisory Board include adopting the annual budget, making major acquisitions or divestments, and investing in program licenses. More information on cooperation between the Executive Board

and the Supervisory Board and on the significant matters on which they consulted in the financial year 2023 is available in the Report of the Supervisory Board.

→ **Report of the Supervisory Board**

The Supervisory Board holds a minimum of two meetings during each half of the calendar year. To facilitate its work, the Supervisory Board has adopted rules of procedure to supplement the provisions of the articles of incorporation. These can be viewed on the Company's website:

→ www.prosiebensat1.com/en/investor-relations/corporate-governance/corporate-bodies

In accordance with the rules of procedure, the Chairman of the Supervisory Board coordinates the work of the Supervisory Board, chairs the Supervisory Board meetings, and represents the Supervisory Board's interests externally. As a rule, the Supervisory Board adopts its resolutions at the Supervisory Board meetings, which can also be held as conference calls or video conferences on instruction of the Chairman of the Supervisory Board. However, on instruction of the Chairman of the Supervisory Board, resolutions can also be adopted outside of meetings, for example by way of written circular vote. Equally admissible is the adoption of resolutions via a combination of voting at meetings and voting via other methods.

The Supervisory Board is deemed to constitute a quorum if at least half of its members participate in the resolution. Resolutions of the Supervisory Board are generally adopted by simple majority of the votes cast, unless otherwise prescribed by law. In the event of a tie, the deciding vote is cast by the Chairman of the Supervisory Board, or in his absence the Vice Chairman.

The meetings of the Supervisory Board are recorded in minutes that are signed by the Chairman. A written record is also kept of resolutions adopted outside of the meetings. A copy of the minutes, or of resolutions adopted outside of meetings, is sent promptly to all members of the Supervisory Board. The Supervisory Board members participating in the meetings or voting on the resolutions may raise objections to the minutes. Objections must be made in writing to the Chairman of the Supervisory Board within one month of the minutes being sent out. Otherwise, the minutes shall be deemed approved.

The members of the full Supervisory Board are, as a whole, familiar with the sector in which the Company operates pursuant to Section 100 (5) of the German Stock Corporation Act (AktG) in conjunction with Article 9 (1) lit. c) ii) of the SE Regulation. All Supervisory Board members must report any conflicts of interest without delay to the Supervisory Board's Presiding and Nominating Committee, particularly those conflicts that may arise from exercising an advisory or executive function vis-à-vis customers, suppliers, creditors, or other business partners.

The recommendation contained in item D.12 of the GCGC states that the Supervisory Board should regularly implement a self-assessment of its activities. The review extends primarily to the Supervisory Board's view of its mission, the organization of its activities, the independence of its members, the handling of potential conflicts of interest, and the composition of its committees. The last review of the efficiency of Supervisory Board work took place on December 6, 2023, in the context of a closed session on the basis of a detailed list of questions.

COMPOSITION AND WORKING PROCEDURES OF THE SUPERVISORY BOARD COMMITTEES

In the financial year 2023, the Supervisory Board formed four committees. The Supervisory Board decides on the composition of its committees. In selecting committee members, potential conflicts of interest involving Supervisory Board members are taken into account, as are their professional qualifications. In addition, the committee members are selected in accordance with statutory requirements and the applicable recommendations of the GCGC.

COMPOSITION OF THE SUPERVISORY BOARD COMMITTEES AS OF DECEMBER 31, 2022

PRESIDING AND NOMINATING COMMITTEE

Dr. Andreas Wiele (Chairman), Prof. Dr. Rolf Nonnenmacher, Katharina Behrends, Klára Brachtlová, Ketan Mehta, Prof. Dr. Cai-Nicolas Ziegler

AUDIT AND FINANCE COMMITTEE

Prof. Dr. Rolf Nonnenmacher (Chairman), Klára Brachtlová, Dr. Katrin Burkhardt

COMPENSATION COMMITTEE

Dr. Andreas Wiele (Chairman), Prof. Dr. Rolf Nonnenmacher, Dr. Katrin Burkhardt, Marjorie Kaplan

CAPITAL MARKETS COMMITTEE

Dr. Andreas Wiele (Chairman), Prof. Dr. Rolf Nonnenmacher, Dr. Katrin Burkhardt, Ketan Mehta

Prof. Dr. Rolf Nonnenmacher (Chairman of the Audit and Finance Committee), as a German Public Auditor (*Wirtschaftsprüfer*) and through his many years of professional activity in auditing, has special expertise and experience in the field of auditing and in the application of financial reporting principles and internal control and risk management systems. Until 2013, he held senior positions at KPMG AG Wirtschaftsprüfungsgesellschaft. Dr. Katrin Burkhardt, another member of the Audit and Finance Committee, has special expertise and experience in the application of accounting principles and internal control systems due to her education and professional background. Both are also entrusted with sustainability reporting and its auditing. Dr. Katrin Burkhardt's relevant professional experience includes her posts as member of the Management Board for Accounting and SME Finance at Bundesverband Deutscher Banken e.V. (2003 to 2008), Director, Head of Accounting Policy Department, Dresdner Bank AG (2008 to 2009), Director, Head of the Berlin Representative Office of Allianz SE (2009 to 2014), member of the Executive Board of Deutsche Rückversicherung AG (2014 to 2020), and member of the Executive Board of the Association of German Public Insurers (2014 to 2020). Dr. Katrin Burkhardt is currently a member of the Supervisory Board of the private bank ODDO BHF SE. There, she chairs the Risk Committee and is a member of the Audit and Finance Committee.

All members of the Audit and Finance Committee are independent within the meaning of the recommendation in item C.10 of the GCGC.

The Supervisory Board committees generally meet on a quarterly basis or as required. To the extent permitted by law, the committees have been entrusted with adopting resolutions concerning various Supervisory Board tasks, especially approving certain management actions. A committee is deemed to constitute a quorum when at least half of its members participate in the vote. Committee resolutions are normally adopted by a simple majority vote. In the event of a tie, the committee chairman casts the deciding vote. Written minutes are prepared of each committee meeting and are signed by the committee chairman. Resolutions adopted outside the meetings are also recorded in writing. Minutes and the text of resolutions adopted are sent to all members of the committee concerned. These shall be deemed approved if no committee member who was present at the meeting, or who took part in the vote on the resolution, objects to the content within one month of dispatch. The committee chairmen report on the work of the committees at the meetings of the Supervisory Board.

The Group CEO, Group CFO, and the independent auditor regularly attended the meetings of the Audit and Finance Committee in 2023. The Audit and Finance Committee also regularly meets with the independent auditor without the Executive Board. In addition, the Chairman of the Audit and Finance Committee invites in particular senior executives from the areas of Finance and

Accounting, Controlling, Internal Audit and Compliance to provide information at meetings if required. The Supervisory Board has issued rules of procedure to govern the work of the Audit and Finance Committee. The Audit and Finance Committee and the auditor also maintain a regular dialog between meetings. The individual breakdown of participation in meetings of the Supervisory Board in the financial year 2023 can be found in the Report of the Supervisory Board.

→ [Report of the Supervisory Board](#)

TRANSPARENCY AND EXTERNAL REPORTING

We aim to strengthen trust among shareholders, capital providers, and other interested parties through openness and transparency. For that reason, ProSiebenSat.1 Media SE reports regularly on key business developments and changes within the Group. The Company generally provides information simultaneously to all shareholders, financial analysts, media representatives, and other interested parties. Given the international nature of our stakeholders, we provide reports in English as well.

The financial calendar presents the publication dates of financial reports and quarterly reports well in advance, along with other important dates such as the date of the Annual General Meeting. The calendar is available on the ProSiebenSat.1 website:

→ www.prosiebensat1.com/en/investor-relations/presentations-events/financial-calendar

To ensure transparent and fair reporting and corporate communication both in Germany and elsewhere, ProSiebenSat.1 Media SE makes particular use of the Internet as one of its main communication channels. All relevant corporate information is published on our website. Annual reports, half-yearly financial reports, quarterly statements, current stock price charts, and company presentations can be downloaded from the website at any time. The website includes a special section where the Group provides information on organizational and legal matters in connection with the Annual General Meeting. The meeting agenda can be found here, and the Group CEO's speech and the results of votes are made available after the meeting. In the Corporate Governance section, ProSiebenSat.1 Media SE also publishes the current Management Declaration pursuant to Section 289f and Sections 289f, 315d and 315e of the German Commercial Code (HGB), and the Declaration of Compliance with the German Corporate Governance Code (GCGC) in accordance with Section 161 of the German Stock Corporation Act (AktG), which includes an archive with the declarations from the last at least five years and the Company's articles of incorporation.

Four times a year, ProSiebenSat.1 Group presents information on the Group's business performance as well as its financial position and earnings as part of the Company's annual and interim financial reporting. The Consolidated Financial Statements and the Group Management Report are generally made publicly available within 90 days after the end of the financial year and the mandatory financial information during the financial year within 45 days after the end of the reporting period:

→ www.prosiebensat1.com/en/investor-relations/publications/results

As required by law, matters that could significantly influence the price of the Company's stock are announced immediately in ad-hoc disclosures outside of the scheduled reports and are made available online:

→ www.prosiebensat1.com/en/newsroom/press-releases/ad-hoc-disclosures

Notifications of changes in significant voting rights pursuant to Sections 33 et seq. of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) are published immediately upon receipt. Current information is available on the Company's website:

→ www.prosiebensat1.com/en/investor-relations/publications/voting-rights-notifications

Directors' dealings notifications in accordance with Article 19 of Regulation (EU) No. 596/2014 (Market Abuse Regulation – MAR) are likewise published immediately upon receipt:

→ www.prosiebensat1.com/en/investor-relations/publications/directors-dealings

In the financial year 2023, eleven transactions in company stock or in financial instruments relating to company stock were reported to ProSiebenSat.1 Media SE by management personnel or related parties in compliance with Article 19 of the Market Abuse Regulation.

As of December 31, 2023, members of the Executive Board held a total of 162,557 shares (previous year: 54,388) and members of the Supervisory Board a total of 176,697 shares (previous year: 80,303) in ProSiebenSat.1 Media SE.

INDIVIDUALIZED SHAREHOLDINGS OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD AS OF DECEMBER 31, 2023

	Number of shares	Share value on purchase (in EUR)	Share value as of Dec 31, 2023 (in EUR) ⁵
EXECUTIVE BOARD¹			
Bert Habets	110,000	664,543	608,300
Martin Mildner ² (Appointment in May 2023)	15,000	81,267	82,950
Christine Scheffler	37,547	351,975	207,635
Ralf Peter Gierig ³ (Resignation in April 2023)	2,700	55,370	14,931
Wolfgang Link (Resignation in July 2023)	28,860	349,102	159,596
SUPERVISORY BOARD⁴			
Dr. Andreas Wiele	112,745	927,677	623,480
Prof. Dr. Rolf Nonnenmacher (Vice Chairman since June 2023)	23,064	273,565	127,544
Katharina Behrends (Appointment in June 2023)	—	—	—
Klará Brachtlová (Appointment by Court in October 2023)	—	—	—
Dr. Katrin Burkhardt (Appointment in June 2023)	4,100	23,632	22,673
Thomas Ingelfinger (Appointment in June 2023)	—	—	—
Marjorie Kaplan	12,788	120,108	70,718
Ketan Mehta	24,000	369,683	132,720
Prof. Dr. Cai-Nicolas Ziegler (Appointment in June 2023)	—	—	—
Lawrence A. Aidem (Resignation in June 2023)	10,034	175,448	55,488
Dr. Marion Helmes (Resignation in June 2023)	14,800	264,473	81,844
Erik Huggers (Resignation in June 2023)	6,439	140,106	35,608
Dr. Antonella Mei-Pochtler (Resignation in June 2023)	8,046	125,656	44,494

1 Until the prescribed level of 100% of an annual fixed gross basic salary is reached, the Executive Board members are obliged to invest in each financial year an amount corresponding to at least 25% of the annual gross payout from the performance bonus and Performance Share Plan. For Bert Habets and Ralf Peter Gierig, this applies for the first time when the performance bonus for 2022 will be paid out in financial year 2023.

2 10 shares acquired before taking office.

3 2,700 shares acquired before taking office.

4 The members of the Supervisory Board have declared to the Supervisory Board as part of a "voluntary self-commitment" that they will each purchase shares of ProSiebenSat.1 Media SE stock each year for 20% of the annual fixed compensation granted under Section 14 (1) and (2) of the Articles of Incorporation (before deduction of taxes) in each case for a term of four years, but for no longer than the term of their membership of the Supervisory Board of ProSiebenSat.1 Media SE. The investment is generally made after payment of the compensation for the fourth quarter in the following year.

5 Share price as of Dec 31, 2023: EUR 5.53.

Further information on ProSiebenSat.1 Media SE's share-based payment plan (Performance Share Plan) and the employee stock option plan ("MyShares") can be found in the Notes to the Consolidated Financial Statements.

→ [Compensation Report](#) → [Notes to Consolidated Financial Statements, note 26 "Shareholders' Equity"](#)

ProSiebenSat.1 Group's financial reporting conforms to the IFRS (International Financial Reporting Standards) as adopted by the European Union. The Annual Financial Statements of ProSiebenSat.1 Media SE, the Group parent, are prepared under the accounting principles of the German Commercial Code (HGB). Both the single-entity financial statements of

ProSiebenSat.1 Media SE and the Consolidated Financial Statements are available on the Company's website, whereby the single-entity financial statements of ProSiebenSat.1 Media SE can be accessed from the point at which the Company's Annual General Meeting is convened:

→ www.prosiebensat1.com

Both sets of financial statements are audited and issued an audit opinion by an independent accounting and auditing firm. The financial statements for the financial year 2023 were duly audited by Ernst & Young with Nathalie Mielke acting as the lead auditor. They were issued an unqualified audit opinion on March 5, 2024. Tobias Schlebusch also signed the audit opinion. Nathalie Mielke has been working with the Company as lead auditor at Ernst & Young since the financial year 2019.

→ [Report of the Supervisory Board](#)