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## Press Release

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### Annual General Meeting rejects split-up of ProSiebenSat.1

- Shareholders confirm growth strategy of the Executive Board
- Overwhelming support of all free-float shareholders for all proposals of the Management
- Klára Brachtlová is confirmed as a member of the Supervisory Board; Leopoldo Attolico, Christoph Mainusch and Simone Scettri join the Board as new members
- Dividend proposal for the financial year 2023 adopted

**Unterföhring, April 30, 2024.** The results of today's Annual General Meeting of ProSiebenSat.1 Media SE show that the free-float shareholders have supported all proposals of the Management. This leads to the decision that the motion by MFE-MEDIAFOREUROPE N.V. (MFE) according to which ProSiebenSat.1 should have examined and prepared the separation of the Commerce & Ventures and Dating & Video segments did not get the required majority. All other decisions are the results of the voting behaviour of the big minority shareholders MFE and PPF IM LTD (PPF).

Background of the vote was the proposal of MFE according to which ProSiebenSat.1 should have examined and prepared the separation of the Commerce & Ventures and Dating & Video segments. With their decision, the shareholders followed the recommendation of the Executive Board and Supervisory Board and thus confirmed the company's strategy. In addition to focussing on the Entertainment business, this strategy includes the value-maximizing sale of individual assets in the digital business.

In his speech at the Annual General Meeting, Group CEO Bert Habets promoted the company's course of action taken in the past year: "We are pursuing a clear strategy. We are focussing on our entertainment expertise. We are putting Joyn at the center. We are leveraging the potential of partnerships. And we are developing new forms of monetization. We are therefore on the right path to becoming the number 1 entertainment player in the German-speaking region." Habets went on to emphasize: "We are determined to create long-term value for all our shareholders. We are continuing to work on this at full speed. The sale of our investments Verivox and flaconi is essential to reduce debt and strengthen the Entertainment segment with the resulting proceeds."

In addition, elections for the Supervisory Board were held at today's Annual General Meeting. **Klára Brachtlová** had already been appointed to the Supervisory Board by court last year as a representative of the minority shareholder PPF and has now been confirmed in office. **Christoph Mainusch**, who was proposed by PPF, as well as **Leopoldo Attolico** and **Simone Scettri**, who both had been proposed by MFE, were elected to the Supervisory Board. Prof. Dr. Rolf Nonnenmacher and Marjorie Kaplan will no longer be members of the new Supervisory Board.

**Dr. Andreas Wiele, Chairman of the Supervisory Board**, said: "I would like to thank Marjorie Kaplan, Ketan Metha and Rolf Nonnenmacher for their excellent and valuable collaboration and would like to add a special thank you to Rolf Nonnenmacher, whose decisive action was essential for the investigation of the Jochen Schweizer mydays issue. Even though the Supervisory Board had proposed two further candidates of its own for the seats on the Supervisory Board in addition to Klára Brachtlová, the Supervisory Board and Executive Board of course respect the decision of the Annual General Meeting and look forward to working trustfully together with the newly elected Supervisory Board members. I am convinced that the new Supervisory Board will also support the management in implementing the transformation strategy."

The Annual General Meeting voted in favour of cancelling the Authorized Capital 2021. The creation of new Authorized Capital 2024 did not receive the necessary majority due to the requirement of a qualified majority

of 75 % of the votes cast. The Annual General Meeting also approved to amend the Articles of Incorporation with regard to transactions requiring approval with a close simple majority of the votes cast.

MFE also rejected the proposal of the Supervisory Board and Executive Board for a reorganisation regarding Joyn. According to the proposal, Joyn would in future be directly subordinate to ProSiebenSat.1 Media SE and become the parent company of Seven.One Entertainment GmbH. This would mean that the channels and other platforms would be wholly owned by Joyn GmbH, and losses carried forward could be utilised for tax purposes. The rejection of MFE now means that for the time being Joyn's losses carried forward cannot be utilised.

At today's Annual General Meeting, the shareholders of ProSiebenSat.1 Media SE also agreed that a dividend of EUR 0.05 per share will be distributed to the holders entitled to dividends for financial year 2023, as in the previous year. The dividend will be paid out on May 6, 2024.

Attendance at today's Annual General Meeting was 63.5 % of the share capital, which corresponds to 5.5 percentage points more than last year.

The Annual General Meeting took place virtually and was broadcast live by way of video and audio transmission in full length on the shareholders' portal for eligible shareholders and their representatives. The participants were able to exercise their rights in just the same way as at a physical meeting. This means that they could also make their contributions and ask questions virtually live. The public part of the Annual General Meeting was likewise broadcast live on the ProSiebenSat.1 Group website for all interested parties.

Further information on the Annual General Meeting, including an overview of the voting results, can be found at: <https://www.prosiebensat1.com/en/annual-general-meeting>

Photos are available for download here:

<https://www.prosiebensat1.com/en/newsroom/downloads/photos-events>

**Contact**

Stefanie Rupp-Menedetter  
Head of Group Communications & Events  
Tel. +49 [0] 89 95 07-2598  
E-mail: [Stefanie.Rupp@ProSiebenSat1.com](mailto:Stefanie.Rupp@ProSiebenSat1.com)

Martin Kunze  
Vice President Corporate & Business Communications  
Tel. +49 [0] 89 95 07-1160  
E-mail: [Martin.Kunze@ProSiebenSat1.com](mailto:Martin.Kunze@ProSiebenSat1.com)

ProSiebenSat.1 Media SE  
Medienallee 7, 85774 Unterföhring, Germany

Press release online: [www.ProSiebenSat1.com](http://www.ProSiebenSat1.com)