



CONVENIENCE TRANSLATION OF THE GERMAN ORIGINAL

## **System for the Remuneration of the Members of the Supervisory Board of ProSiebenSat.1 Media SE**

The system for the remuneration of the members of the Supervisory Board of ProSiebenSat.1 Media SE is set out below – subject to a corresponding resolution of the ordinary general meeting on May 20, 2026 – with effect as of July 1, 2026:

### **1. Principles of Supervisory Board Remuneration**

The system for the remuneration of the Supervisory Board members of ProSiebenSat.1 Media SE complies with the statutory requirements and takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC).

The remuneration of the members of the Supervisory Board shall be in reasonable proportion to their duties and the situation of the Company (section 113 para. 1 sentence 3 AktG). The level and structure of the Supervisory Board remuneration shall be in line with the market and enable the Company to attract and retain outstandingly qualified individuals for membership on the Supervisory Board. This ensures the best possible supervision and advice of the Executive Board and thus contributes materially to promoting the business strategy and the long-term success of the Company.

The remuneration of the Supervisory Board members is governed by § 14 of the Articles of Incorporation

### **2. Structure of the Remuneration**

#### **a) Base Remuneration and Functional Supplements**

The remuneration of the Supervisory Board members is structured, in line with the prevailing market practice among listed companies in Germany, as purely fixed remuneration. No variable (performance-related) remuneration is granted. This is consistent with suggestion G.18 sentence 1 GCGC. The Executive Board and the Supervisory Board are of the view that purely fixed remuneration of the Supervisory Board members is best suited to strengthening the independence of the Supervisory Board and to reflecting the fact that the workload and responsibilities of the Supervisory Board members do not regularly develop in parallel with the Company's business performance and earnings. On the contrary, it is precisely during periods of challenging economic developments — when performance-related, variable remuneration would decrease — that a particularly intensive exercise of the Supervisory Board's advisory and supervisory function may be required.

The regular fixed remuneration of a Supervisory Board member amounts to EUR 90,000.00 for each full financial year of membership on the Supervisory Board. In accordance with recommendation G.17 GCGC, the greater time commitment of the Chairman of the Supervisory Board, the Vice-Chairman, and the chairs and members of committees is appropriately reflected through correspondingly higher remuneration. Against this background, (i) the Chairman of the Supervisory Board receives EUR 225,000.00 for each full financial year, amounting to 2.5 times the regular fixed remuneration of a Supervisory Board member, and

(ii) the Vice-Chairman receives EUR 135,000.00 for each full financial year, amounting to 1.5 times the regular fixed remuneration of a Supervisory Board member. For chairing or serving as a member of committees, additional fixed remuneration is granted, which is paid together with the regular fixed remuneration. The level of this additional fixed remuneration is differentiated according to the substantive and time-related demands of the respective committee function or membership.

The chairman of the Audit and Finance Committee receives, for each full financial year of service, an additional fixed annual remuneration in the amount of EUR 45,000.00, reflecting the increased responsibility and workload associated with this function.

The chairman of any other committee of the Supervisory Board receives, for each full financial year of service as chairman of such committee, an additional fixed annual remuneration in the amount of EUR 27,000.00.

For membership in a committee of the Supervisory Board, the members of the Supervisory Board receive a fixed annual remuneration in the amount of EUR 6,750.00.

Supervisory Board members who have not served on the Supervisory Board and/or a committee of the Supervisory Board for a full financial year, or who have not chaired a committee for a full financial year, shall receive the respective remuneration on a pro rata basis (*pro rata temporis*). To the extent that a member of the Supervisory Board chairs several committees and/or serves as a member of several committees, such member shall receive the additional remuneration for each chairmanship and each membership. This is intended to compensate for the additional workload associated with each function.

The fixed remuneration is payable in four equal installments due and payable at the end of each quarter.

#### **b) Attendance Fee**

In addition, each Supervisory Board member receives an attendance fee of EUR 1,800.00 for each personal attendance at a meeting of the Supervisory Board. For the Chairman of the Supervisory Board, the attendance fee amounts to EUR 2,700.00 for each personal attendance at a meeting of the Supervisory Board. Participation in a meeting held by telephone or by video conference (virtual meeting) as well as meeting participation by telephone or video conference in a meeting held in person (hybrid meeting) is deemed to be personal attendance at a meeting. For several meetings held on the same day, the attendance fee is only paid once.

The attendance fee shall be due for payment at the end of the quarter in which the relevant meetings were held.

#### **c) Reimbursement of Outlays and D&O Insurance**

The members of the Supervisory Board shall be reimbursed for outlays incurred in the performance of their duties as well as any value-added tax payable on their remuneration and on the reimbursement of their outlays.

The Company may take out financial loss liability insurance (D&O insurance) for the Supervisory Board members, under fair and usual terms and conditions, to cover legal liability arising from their activities on the Supervisory Board.

### **3. Review of the Remuneration System**

The Executive Board and the Supervisory Board review the system for the remuneration of the Supervisory Board members and the specific remuneration derived therefrom at regular intervals. Independent external advisors may be engaged in this process.

The review takes into account both the duties of the Supervisory Board members and the situation of the Company, as well as the remuneration practices and remuneration levels of other comparable listed companies (horizontal comparison). By contrast, the remuneration and employment conditions of employees are not taken into consideration, owing to the fundamental differences in the scope of activities and responsibilities — particularly with regard to the advisory and supervisory function of the Supervisory Board.

At least every four years, as well as in the event of proposals to amend the remuneration provisions, the general meeting shall resolve on the remuneration of the Supervisory Board members. The general meeting may confirm the existing system of Supervisory Board remuneration, including the specific remuneration as determined, or pass a resolution to amend it. Corresponding proposals for resolution are submitted to the general meeting by the Executive Board and the Supervisory Board, thereby ensuring mutual oversight between the two corporate bodies. The decision on the ultimate structure of the remuneration system is assigned to the general meeting. The statutory allocation of competences counteracts any potential conflicts of interest in the review of the remuneration system in this manner.

### **4. Other Provisions**

The remuneration of the Supervisory Board members is determined fully and conclusively by resolution of the general meeting (and, where applicable, the corresponding provisions in the Articles of Incorporation). No remuneration-related ancillary or supplementary agreements exist. Likewise, no commitments regarding severance payments, pension arrangements or early retirement provisions exist. Deferral periods for the payment of remuneration components and clawback mechanisms for variable remuneration components are not provided for.