



## CONVENIENCE TRANSLATION OF THE GERMAN ORIGINAL

*Ordinary general meeting of ProSiebenSat.1 Media SE on May 20, 2026*

### **Report of the Executive Board pursuant to sections 221 para. 4 sentence 2, 186 para. 4 sentence 2 AktG regarding agenda item 13**

The Executive Board hereby presents the following written report on the reasons for the authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization to exclude preemptive rights, as proposed under agenda item 13 of the general meeting of ProSiebenSat.1 Media SE (also the "**Company**") convened for May 20, 2026.

#### **I. Significance of convertible bonds and option bonds as a financing instrument**

Adequate financial resources are an essential basis for the further development of the Company and a successful presence in the market. The issuance of convertible bonds and/or option bonds offers attractive financing opportunities with comparatively low interest rates. Furthermore, the Company benefits from the conversion and option premiums generated upon the issuance of such bonds. In the event of a subsequent exercise of the conversion or option rights, new equity ultimately accrues to the Company.

#### **II. Background: Expiry of the Authorization 2021 and the Contingent Capital 2021**

The general meeting held on June 1, 2021 authorized the Executive Board under agenda item 9 to issue convertible bonds and/or option bonds ("**Authorization 2021**") and created contingent capital to secure corresponding conversion and/or option rights ("**Contingent Capital 2021**"). This authorization, which the Company had not exercised by the time of the announcement of the convening of the general meeting for May 20, 2026 in the Federal Gazette (*Bundesanzeiger*), expires at the close of May 31, 2026. Against this background, the Executive Board and the Supervisory Board propose to the general meeting of the Company to grant a new authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization to exclude preemptive rights ("**Authorization 2026**") and to create corresponding new contingent capital ("**Contingent Capital 2026**") to replace the Authorization 2021 and the Contingent Capital 2021, so that the Company continues to have a flexible basis for using these financing instruments to expand its financing options.

### **III. Key content of the Authorization 2026**

The proposed Authorization 2026 enables the Executive Board, with the consent of the Supervisory Board, to issue bearer and/or registered convertible and/or option bonds (also "**Bonds**") in the total nominal amount of up to EUR 700,000,000.00 with limited or unlimited term on one or more occasions up until the close of May 19, 2031, and to grant the holders or creditors of Bonds conversion or option rights for subscription of in total up to 116,500,000 new registered no-par value shares in the Company in the pro rata amount of in total up to EUR 116,500,000.00 of the Company's registered share capital as specified in more detail in the terms and conditions of the Bonds ("**Bond Conditions**") and/or to stipulate relevant conversion rights of the Company.

The option provided for in the authorization to also stipulate a conditional or unconditional conversion obligation in the case of convertible bonds expands the scope for structuring such financing instruments. In addition, the authorization proposed for resolution makes use of the possibility of providing for the Company's own right to convert the Bonds into shares in the Company.

The Bonds may be issued in return for cash and/or contributions in kind. When issuing convertible bonds and/or option bonds, the Company shall be able to access the German or international capital markets depending on market conditions and to issue the Bonds not only in Euro but also – limited to the relevant equivalent value in Euro – in another statutory currency of an OECD country. The issuance may also be effected by a national or foreign subsidiary in which the Company either directly or indirectly holds a majority in terms of voting rights and capital (hereinafter also "**Majority-Owned Subsidiary**"); in this case, the Company shall provide the guarantee for repayment of the Bonds and for other payment obligations in connection with the Bonds and grant the holders or creditors of such Bonds conversion or option rights for shares in the Company as well as make other declarations and take other actions necessary for a successful issuance.

Within the scope of the authorization, Bonds may be issued once or in several tranches; furthermore, different tranches of Bonds may be issued at the same time.

In each case, the individual tranches are divided into partial bonds bearing equivalent rights.

### **IV. Creation of the Contingent Capital 2026 and cancellation of the Contingent Capital 2021**

The Contingent Capital 2026, proposed for resolution at the same time, serves to grant shares upon exercise of the conversion or option rights attached to the Bonds issued on the basis of the Authorization 2026 or upon fulfilment of any conversion obligations, to the extent no other

forms of fulfilment are used for servicing. As such other forms of fulfilment, the Bond Conditions may, at the election of the Company or the issuing Majority-Owned Subsidiary, provide, in whole or in part, for the delivery of treasury shares of the Company or other listed securities or for the granting of a cash settlement.

The Contingent Capital 2026 in the amount of EUR 116,500,000.00 equals 50% of the current registered share capital in the amount of EUR 233,000,000.00 and will thus not exhaust the statutory maximum of 60% of the registered share capital (section 192 para. 3 sentence 1 no. 1 AktG). The existing Contingent Capital 2021, which is to be replaced by the Contingent Capital 2026, exists in the amount of EUR 23,300,000.00, corresponding to 10% of the current registered share capital. The Contingent Capital 2021, which serves to secure Bonds issued on the basis of the Authorization 2021, shall be cancelled in the context of the general meeting convened for May 20, 2026.

The new shares from the Contingent Capital 2026 are issued at the option or conversion price determined in the Bond Conditions in accordance with the requirements of the Authorization 2026. In the Authorization 2026, only the principles for determining the relevant minimum issue price are specified pursuant to section 193 para. 2 no. 3 AktG, thereby giving the Company flexibility in determining the option or conversion price. The conversion or option price per share must – also in the case of a variable conversion or option price – equal at least 80% of the average stock price of the Company's shares in trading on the XETRA system (or a comparable successor system) during the periods defined in the Authorization 2026.

## **V. Preemptive rights of shareholders**

Shareholders are generally entitled to preemptive rights when convertible bonds and option bonds are issued (section 221 para. 4 AktG in conjunction with section 186 para. 1 AktG). If the Bonds are issued by a Majority-Owned Subsidiary, the Company has to ensure that the shareholders are granted statutory preemptive rights. To facilitate settlement, the preemptive rights can also be structured, in whole or in part, as indirect preemptive rights within the meaning of section 186 para. 5 sentence 1 AktG. In this case, the Bonds are subscribed by one or more banks (or entities treated as equivalent pursuant to section 186 para. 5 sentence 1 AktG) under the obligation to offer such Bonds for subscription to the shareholders in accordance with their preemptive rights. This structure does not involve any substantive restriction of preemptive rights, as the shareholders are ultimately granted the same preemptive rights as in the case of a direct subscription. Merely for settlement purposes, one or more banks or one or more entities acting pursuant to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 KWG are involved in the settlement process.

## **VI. Authorization to exclude preemptive rights**

However, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the preemptive rights of shareholders to the Bonds, in whole or in part, in the following cases:

### **1. Fractional amounts**

The Executive Board shall initially be authorized, with the consent of the Supervisory Board, to exclude fractional amounts from the preemptive rights of shareholders.

Fractional amounts arise if the total nominal amount of the issuance is suitably rounded up relative to the nominal amount of the partial bonds issued with preemptive rights, in order to achieve a round issuance amount. The amount by which the issuance is rounded up (rounding amount) is referred to in this case as the fractional amount. Achieving a round issuance amount without such rounding would otherwise potentially require setting an impractical subscription ratio (the number of shares required for the subscription of partial bonds with a certain nominal amount), depending on the number of preemptive rights.

By contrast, the authorization to exclude preemptive rights regarding fractional amounts enables the utilization of the Authorization 2026 in round amounts with practicable subscription ratios, thus facilitating the implementation of the issuance. The partial bonds excluded from the preemptive rights of shareholders are in such case disposed of to the greatest possible benefit of the Company. Since a fractional amount is merely a rounding amount and is thus small relative to the total nominal amount of the issuance, any dilutive effect associated with the exclusion of preemptive rights regarding fractional amounts is minor. The exclusion of preemptive rights regarding fractional amounts therefore constitutes at most an insignificant encroachment on the preemptive rights of shareholders that does not significantly impair their interests and is generally justified by the Company's interest in the practicable implementation of the issuance.

### **2. Anti-dilution protection for holders of existing conversion/option rights**

The Executive Board shall further be authorized, with the consent of the Supervisory Board, to exclude preemptive rights to the extent it is required in order to grant to holders or creditors of conversion or option rights attached to convertible and/or option bonds previously issued by the Company or a Majority-Owned Subsidiary, or, in case of an own conversion right of the Company, to holders or creditors being obligated hereby, preemptive rights to the extent they would be entitled to after exercising the conversion or option rights or after fulfilling a conversion or option obligation.

The economic value of the aforementioned conversion and option rights or of bonds carrying conversion and option obligations depends, in addition to the conversion or option price, in particular also on the value of the Company's shares to which the conversion or option rights or conversion or option obligations relate. To ensure the successful placement of the relevant Bonds or to avoid a corresponding price discount upon placement, it is therefore customary to include so-called anti-dilution provisions in the bond or option conditions that protect the beneficiaries against a loss in value of their conversion or option rights due to a dilution in value of the underlying shares.

The inclusion of such anti-dilution provisions in the bond or option conditions is accordingly also envisaged in the Authorization 2026. A subsequent issuance of further convertible bonds or option bonds with preemptive rights of shareholders would typically lead to such a dilution in value without anti-dilution protection. This is because, in order to make the preemptive rights attractive for the shareholders and to ensure the take-up, the relevant convertible bonds or option bonds are generally issued at more favorable conditions than would correspond to their market value when preemptive rights are granted. This results in a corresponding dilution in value of the shares. The aforementioned anti-dilution provisions in the bond or option conditions regularly provide for a reduction of the conversion or option price in such a case, with the consequence that the funds accruing to the Company upon a subsequent conversion or option exercise or upon the subsequent fulfilment of a conversion or option obligation are reduced or the number of shares to be issued by the Company increases. As an alternative which avoids a reduction of the conversion or option price, the anti-dilution provisions customarily permit the holders or creditors of conversion or option rights or conversion or option obligations to be granted preemptive rights to subsequently issued convertible bonds and option bonds to the extent they would be entitled to after exercising their own conversion or option rights or after fulfilling their conversion or option obligations. In other words, they are treated as if they had already become shareholders by exercising their conversion or option rights or by fulfilling any conversion or option obligations prior to the subscription offer and were already entitled to subscribe to that extent. They are thus compensated for the dilution in value – like all existing shareholders – by the value of the preemptive right. For the Company, this second alternative for providing anti-dilution protection has the advantage that the conversion or option price does not need to be reduced. It therefore serves to ensure the largest possible inflow of funds upon a subsequent conversion or option exercise or upon the subsequent fulfilment of any conversion or option obligation, and reduces the number of shares to be issued in such case. This also benefits the existing shareholders, so that it simultaneously constitutes compensation for the restriction of their preemptive rights. Their preemptive rights remain in place as such and are only reduced proportionately to the extent that preemptive rights

are also granted to holders of conversion or option rights or of bonds carrying conversion or option obligations, in addition to the existing shareholders. This authorization gives the Executive Board and the Supervisory Board the option, in the event of a preemptive rights issue, to choose in careful consideration of the interests of the shareholders and the Company between both alternatives for providing anti-dilution protection as described above.

3. *Simplified exclusion of preemptive rights (section 186 para. 3 sentence 4 AktG)*

When issuing convertible bonds and option bonds, the provisions of section 186 para. 3 sentence 4 AktG on the so-called simplified exclusion of preemptive rights apply accordingly pursuant to section 221 para. 4 sentence 2 AktG. The Executive Board shall therefore also be authorized, with the consent of the Supervisory Board, to exclude the preemptive rights of shareholders to Bonds by applying section 186 para. 3 sentence 4 AktG accordingly, provided that the Bonds are issued against consideration in cash and the issue price is not significantly below the theoretical market value of the Bonds with conversion or option right or conversion obligation, as determined in accordance with generally accepted financial calculation methods.

The use of this statutory option for exclusion of preemptive rights may be expedient in order to take advantage of favorable market conditions at short notice and to place Bonds quickly and flexibly on the market at attractive conditions. The two-week subscription period required when preemptive rights are granted (section 186 para. 1 sentence 2 AktG) does not permit a comparably swift reaction to current market conditions. Furthermore, due to the volatility of the capital markets, market-oriented conditions can generally only be achieved if the Company is not bound by them over a longer period. When preemptive rights are granted, section 186 para. 2 AktG requires that the final subscription price or, in the case of option bonds or convertible bonds, the final conditions of the Bonds be announced no later than three days before the expiry of the subscription period. There is therefore a higher market risk – in particular the risk of price changes over several days – than in the case of an allocation without preemptive rights. For a successful placement, corresponding safety discounts in determining the conditions of the Bonds are therefore generally required when preemptive rights are granted; this typically leads to less favorable conditions for the Company than a placement of the Bonds carried out with an exclusion of preemptive rights. Moreover, when preemptive rights are granted, full placement is not assured as a matter of course due to the uncertainty as to whether the preemptive rights will be exercised by the beneficiaries, and a subsequent placement with third parties is generally associated with additional costs.

However, this authorization for the exclusion of preemptive rights may only be used for Bonds with conversion and/or option rights or conversion obligations with respect to shares the total proportionate amount of which does not exceed 20% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is exercised. This takes account of the statutory volume restriction of the simplified exclusion of preemptive rights pursuant to section 186 para. 3 sentence 4 AktG.

The interests of the shareholders are further safeguarded by the fact that the Bonds in this case may not be issued significantly below market value. Whether the issuance is not significantly below market value is determined by calculating the theoretical market value of the Bonds in accordance with generally accepted financial calculation methods and comparing it with the issue price. To the extent the Executive Board considers it appropriate in the relevant situation, it may obtain support from expert third parties, in particular a bank accompanying the issuance or an additionally engaged investment bank or auditing firm. In determining the price, the Executive Board will, taking into account the relevant situation on the capital market, keep the discount from the theoretical market value thus determined as low as possible. This also counteracts the dilution of the value of the Company's shares as a result of the exclusion of preemptive rights.

Furthermore, shareholders have the option of avoiding a reduction of their participation ratio resulting from a subsequent exercise of conversion and option rights attached to Bonds issued with an exclusion of preemptive rights by acquiring shares on the stock exchange (at current prices).

#### 4. *Issuance in return for contributions in kind*

Finally, the Executive Board shall be authorized, with the consent of the Supervisory Board, to exclude the preemptive rights of shareholders to the extent Bonds are issued in return for contributions in kind.

This opens up the possibility for the Company to use the issuance of Bonds, in particular, for the purpose of acquiring companies, parts of companies or equity interests in companies, in the course of corporate mergers and/or for the purpose of acquiring other assets, including rights and receivables. Such a flexible and swift course of action provides the Company with a competitive advantage with respect to attractive acquisition targets. At the same time, this possibility also provides the Company with a liquidity-preserving financing option for future acquisitions. Also with regard to optimizing the Company's financing structure, the possibility of issuing Bonds in return for contributions in kind constitutes an advantage. For instance, the Company may reacquire financing instruments previously issued by it or by a Majority-Owned Subsidiary against the

issuance of new Bonds and thereby restructure the Company's financing. In order to be able to issue new Bonds to the holders of the relevant assets in such a case, it must generally be possible to exclude the preemptive rights of shareholders.

There are currently no specific acquisition plans for which this option is intended to be used. The Executive Board will in each case carefully examine whether it will make use of the authorization to issue Bonds in return for contributions in kind with an exclusion of preemptive rights of shareholders and will only do so if this is, having weighed all relevant aspects, in the best interest of the Company and its shareholders. In doing so, the Executive Board will in particular also ensure that the value of the contributions in kind is in reasonable proportion to the theoretical market value of the Bonds as determined in accordance with generally accepted financial calculation methods. This ensures that there is no material economic dilution of the value of the existing shares.

## **VII. Combined cap for exclusions of preemptive rights**

In addition to the restrictions described above, the authorizations for the exclusion of preemptive rights are subject to an additional combined cap: Under the Authorization 2026, Bonds may only be issued with an exclusion of preemptive rights to the extent that the proportionate amount of registered share capital attributable to new shares to be issued on the basis of such Bonds issued with exclusion of preemptive rights does not exceed a total of 20% of the registered share capital, namely neither at the time this authorization becomes effective nor at the time it is exercised. New shares issued by the Company during the term of this authorization on the basis of another authorization with exclusion of preemptive rights shall be included under this limit; furthermore, new shares of the Company are to be included that are issued or still can be issued to service further convertible or option bonds, to the extent such convertible or option bonds are issued during the term of this authorization on the basis of another authorization with exclusion of preemptive rights. In particular, new shares issued during the term of this authorization on the basis of the Authorized Capital 2026 pursuant to § 4 para. 4 of the Articles of Incorporation (as proposed for resolution under agenda item 12 of the general meeting of ProSiebenSat.1 Media SE convened for May 20, 2026) with exclusion of preemptive rights shall be included under this cap of 20% of the registered share capital for exclusions of preemptive rights. This inclusion serves the interest of shareholders in the lowest possible dilution of their participation.

## **VIII. No specific plans for utilization at this time; reporting obligation**

There are currently no specific plans for the utilization of the Authorization 2026.

The Executive Board will in each case carefully examine whether the utilization of the Authorization 2026 is in the interest of the Company and its shareholders. In doing so, it will in

particular also examine whether any exclusion of preemptive rights is objectively justified in the individual case and reasonable towards the shareholders. The Executive Board will report on each utilization of the Authorization 2026 at the next following general meeting.

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*[Signature page follows]*

Unterführung, April 2026

**ProSiebenSat.1 Media SE**  
**The Executive Board**

Sgd. Marco Giordani

Sgd. Bobby Rajan