



ProSiebenSat.1
Media SE

INVITATION

**TO THE ORDINARY GENERAL MEETING
OF PROSIEBENSAT.1 MEDIA SE
MAY 20, 2026**

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ProSiebenSat.1 Media SE
Unterföhring

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Dear Shareholder,

We herewith invite you to the

ordinary general meeting
on Wednesday, May 20, 2026, at 10:00 a.m.,

which is being held as a virtual general meeting without the physical presence of shareholders or their representatives (with the exception of the proxy representatives appointed by the Company) at the venue of the general meeting.

The provisions applicable to stock corporations with seat in Germany, in particular the German Stock Corporation Act (*Aktiengesetz*, "**AktG**") and the German Commercial Code (*Handelsgesetzbuch*, "**HGB**"), apply to ProSiebenSat.1 Media SE on the basis of Art. 9 para. 1 lit. c) (ii) of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), unless otherwise provided for in specific provisions of the SE Regulation.

A. AGENDA

1. Presentation of the adopted financial statements of ProSiebenSat.1 Media SE and the approved consolidated financial statements, each as of December 31, 2025, the summarized management report for ProSiebenSat.1 Media SE and the group, and the report of the Supervisory Board, each for the financial year 2025

The documents mentioned above are available on the Company's website at www.prosiebensat1.com/annual-general-meeting from the time the general meeting is convened and for the duration of the meeting. These documents also include the explanatory report on the information required pursuant to section 289a and section 315a HGB and the corporate governance statement pursuant to section 289f and section 315f HGB.

The Supervisory Board has approved the financial statements and consolidated financial statements prepared by the Executive Board; the financial statements have thus been adopted. In line with the legal provisions applicable here, no resolution of the general meeting is required with respect to agenda item 1.

2. Resolution on the use of balance sheet profits for the financial year 2025

The Executive Board and the Supervisory Board propose to resolve as follows:

The balance sheet profits for the financial year 2025 in the amount of EUR 21,968,679.81 are to be used as follows:

Distribution of a dividend of EUR 0.05 per no-par value share entitled to dividends	EUR 11,640,587.70
Balance to be carried forward to the new accounting period	EUR 10,328,092.11

The above proposal for the use of balance sheet profits takes into consideration that the Company held a total of 188,246 treasury shares as at December 31, 2025; pursuant to section 71b AktG, such treasury shares are not entitled to dividend distributions. Should the total number of shares entitled to dividends change until the date of the general meeting, the Boards will submit a correspondingly adjusted proposal for use of balance sheet profits with an unchanged amount of dividend per no-par value share entitled to dividends.

The entitlement to the dividend is due for payment on Tuesday, May 26, 2026.

3. Resolution on the postponement of the formal approval of acts of one member of the Executive Board for the financial years 2022, 2023 and 2024

Ms. Christine Scheffler was a member of the Company's Executive Board in the financial years 2022, 2023 and 2024 (until March 31, 2024). Her acts as a member of the Executive Board have not yet been approved for these periods:

- By resolutions of the general meeting on June 30, 2023, on April 30, 2024 and on May 28, 2025, the decision on the formal approval of Ms. Scheffler's acts as a member of the Executive Board in the financial year 2022 was postponed to the following ordinary general meeting in each case, and most recently to the Company's ordinary general meeting in the financial year 2026.
- In addition, the decision on the formal approval of Ms. Scheffler's acts as a member of the Executive Board in the financial year 2023 was postponed, by resolutions of the general meeting on April 30, 2024 and on May 28, 2025, to the following ordinary general meeting, and most recently to the Company's ordinary general meeting in the financial year 2026.
- Finally, the decision on the formal approval of Ms. Scheffler's acts as a member of the Executive Board in the financial year 2024 (up to March 31, 2024) was postponed, by resolution of the general meeting on May 28, 2025, to the Company's ordinary general meeting in the financial year 2026.

The postponements each took place against the background of an independent investigation commissioned by the Company into regulatory issues at the portfolio companies Jochen Schweizer GmbH and mydays GmbH, and the associated verification of the facts and legal assessment, that had not yet been completed at the time the aforementioned resolutions were passed. The resolutions passed by the general meeting on May 28, 2025 with regard to the outstanding periods for formal approval were based on Ms. Scheffler's role in connection with the facts being investigated, which had not yet been conclusively clarified at the time. Her role continues to be the subject of ongoing assessments, meaning that the resolution on the formal approval of Ms. Scheffler's acts with respect to the relevant periods is to be postponed again.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

- 3.1 The resolution on the formal approval of the acts of the Executive Board member Christine Scheffler holding office during the financial year 2022 for her activities as member of the Executive Board in the financial year 2022 shall be postponed to the ordinary general meeting of the Company in the financial year 2027.
- 3.2 The resolution on the formal approval of the acts of the Executive Board member Christine Scheffler holding office during the 2023 financial year for her activities as member of the Executive Board in the financial year 2023 shall be postponed to the ordinary general meeting of the Company in the financial year 2027.

3.3 The resolution on the formal approval of the acts of the Executive Board Member Christine Scheffler holding office during the financial year 2024 for her activities as member of the Executive Board in the financial year 2024 (up until March 31, 2024) shall be postponed to the ordinary general meeting of the Company in the financial year 2027.

The postponement of the formal approval of the relevant acts shall be voted on separately for each financial year.

4. Formal approval of acts of the Executive Board members for the financial year 2025

The Executive Board and the Supervisory Board propose that the members of the Executive Board holding office during the financial year 2025 stated under items 4.1 to 4.5 below each be granted formal approval for their acts in the financial year 2025:

- 4.1 Marco Giordani (since October 21, 2025)
- 4.2 Bobby Rajan (since October 21, 2025)
- 4.3 Hubertus Maria Habets (until the close of October 21, 2025)
- 4.4 Martin Mildner (until the close of October 21, 2025)
- 4.5 Markus Breitenecker (until the close of October 21, 2025)

The formal approval of acts is to be voted on individually, and thus separately for each member of the Executive Board.

5. Formal approval of acts of the Supervisory Board members for the financial year 2025

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board stated under items 5.1 to 5.12 below and holding office during the financial year 2025 each be granted formal approval for their acts in the financial year 2025:

- 5.1 Maria Kyriacou (since May 28, 2025)
- 5.2 Prof. Dr. Cai-Nicolas Ziegler
- 5.3 Leopoldo Attolico
- 5.4 Katharina Behrends
- 5.5 Dr. Katrin Burkhardt
- 5.6 Michael Eifler (since October 9, 2025)
- 5.7 Thomas Ingelfinger
- 5.8 Simone Scettri
- 5.9 Simone Sole (since October 8, 2025)
- 5.10 Dr. Andreas Wiele (up until May 28, 2025)
- 5.11 Christoph Mainusch (up until September 18, 2025)
- 5.12 Klára Brachtlová (up until September 18, 2025)

The formal approval of acts is to be voted on individually, and thus separately for each member of the Supervisory Board.

6. Appointment of the auditor for the Company and the group as well as the auditor for sustainability reporting

6.1 Auditor for the Company and the group as well as the auditor for the review of the half-year financial report and additional financial reports/financial information

On the recommendation of its Audit and Finance Committee for each of the following appointments, the Supervisory Board proposes to:

appoint EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich, as (i) auditor for the Company and the group for the financial year 2026, (ii) auditor for the review of the shortened financial statements and the interim management report for the group for the first half-year of the financial year 2026, and (iii) auditor for a possible review or audit of additional financial reports/financial information during the financial year 2026 and the financial year 2027, for the period until the next ordinary general meeting in 2027.

The Supervisory Board attaches great value and importance to auditing of the highest quality. The Audit and Finance Committee, which monitors the quality of the audit, considered it appropriate to put the audit out to tender once more. Following this invitation to tender based on Art. 16 para. 3 of Regulation (EU) No. 537/2014 (EU Audit Regulation), the Audit and Finance Committee conducted a selection procedure that was also based on the EU Audit Regulation. At the conclusion of this procedure, the Audit and Finance Committee

recommended EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich, and Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, to the Supervisory Board as candidates to perform the tendered audit work and communicated a reasoned preference for EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich.

Pursuant to Art. 16 para 2 of the EU Audit Regulation, the Audit and Finance Committee stated in its recommendation that such recommendation is free from influence by a third party and that no restriction regarding the choice of a certain auditor or a certain audit firm within the meaning of Art. 16 para. 6 of the EU Audit Regulation has been imposed upon it

The result of the selection procedure carried out in accordance with the requirements of Art. 16 of the EU Audit Regulation is that the Supervisory Board proposes to the general meeting, based on the recommendation of the Audit and Finance Committee (EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich, as the preferred and Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, as an additional audit firm), that EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich, be selected as auditor to the extent described.

6.2 Auditor for the sustainability report

On the recommendation of its Audit and Finance Committee, the Supervisory Board proposes to:

appoint EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Munich, as auditor for sustainability reporting for the purposes of Directive (EU) 2022/2464 (CSRD) for the 2026 financial year.

The appointment of the auditor for sustainability reporting is being made as a precautionary measure for the case of the German legislator requiring, when implementing Art. 37 of Directive 2006/43/EC (EU Audit Directive) as amended by Directive (EU) 2022/2464 (CSRD), that the auditor be expressly appointed by the general meeting, i.e., that the auditor for the Company and the group is not responsible anyway under German legislation implementing Directive (EU) 2022/2464 (CSRD) for auditing the sustainability reporting for the financial year 2026.

The above items 6.1 and 6.2 shall each be voted on separately.

7. Resolution on the approval of the remuneration system for the members of the Executive Board

Pursuant to section 120a para. 1 AktG, the general meeting of listed companies resolves on the approval of the remuneration system for the members of the Executive Board presented by the Supervisory Board in accordance with section 87a AktG in the event of any significant change, but at least every four years.

The general meeting on May 28, 2025 approved, under agenda item 7, the remuneration system that had been resolved upon by the Supervisory Board of the Company in April 2025 (Remuneration System 2025).

ProSiebenSat.1 realigned its organizational structure in January 2026 into two segments – Entertainment and Commerce & Dating – to further advance the Group's digital transformation. This organizational structure sharpens the strategic focus on the core entertainment business and reflects a value-maximizing portfolio strategy. At the same time, ProSiebenSat.1 pursues strict cost discipline and improved cash management to strengthen profitability.

Against this background, in March 2026 the Supervisory Board adopted an amended remuneration system for the members of the Executive Board (Remuneration System 2026), which updates and amends the Remuneration System 2025 in certain respects.

The Remuneration System 2026 for the members of the Executive Board is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

The Supervisory Board proposes that the Remuneration System 2026 for the members of the Executive Board be approved in accordance with section 120a para. 1 AktG.

8. Resolution on the approval of the remuneration report

Pursuant to section 162 AktG, the Executive Board and the Supervisory Board have prepared a report on the remuneration granted and owed to each individual current or former member of the Executive Board and the Supervisory Board in the past financial year.

The remuneration report for the financial year 2025, including the auditor's report, is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2025 be approved.

9. Resolution on downsizing the Supervisory Board and the corresponding amendment to § 10 para. 1 of the Articles of Incorporation

Pursuant to Art. 40 paras. 2 and 3 of Regulation (EC) No 2157/2001 (SE Regulation), section 17 para. 1 of the German SE Implementation Act (*SE-Ausführungsgesetz*, "**SEAG**") section 21 of the German SE Employee Participation Act (*SE-Beteiligungsgesetz*) in conjunction with § 10 para. 1 of the Company's Articles of Incorporation and section 24 of the Agreement of February 27, 2015 with the Special Negotiating Body on the involvement of employees in ProSiebenSat.1 Media SE, the Supervisory Board of ProSiebenSat.1 Media SE currently consists of nine members, all of whom are elected by the general meeting.

In order to increase efficiency and save costs, the number of members of the Company's Supervisory Board is to be reduced from nine to seven.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

§ 10 para. 1 sentence 1 of the Articles of Incorporation is to be amended as follows:

"The Supervisory Board comprises seven members which are all elected by the General Meeting of Shareholders."

Otherwise, § 10 of the Articles of Incorporation remains unchanged.

10. Resolution on the adjustment of the remuneration of the members of the Supervisory Board and the corresponding amendment to § 14 of the Articles of Incorporation

Pursuant to section 113 para. 3 sentences 1 and 2 AktG, the general meeting of listed companies resolves at least every four years on the remuneration of the members of the Supervisory Board. A resolution confirming the remuneration is also permissible.

The remuneration of Supervisory Board members is governed by § 14 of the Company's Articles of Incorporation and was adopted by the general meeting in its current version on May 21, 2015. The most recent confirmation (without changes) of the remuneration of the Supervisory Board members as set forth in § 14 of the Articles of Incorporation was given by the general meeting dated May 28, 2025, under agenda item 8.

In order to achieve cost reductions, the level of remuneration is to be reduced. The current remuneration structure is to be kept. Finally, clarification is to be provided on the issue of VAT refunds in connection with outlays and remuneration.

The amended Supervisory Board remuneration shall apply as of July 1, 2026. The amended remuneration system for the members of the Supervisory Board, which also will be amended with effect from July 1, 2026, is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

10.1 § 14 of the Articles of Incorporation is to be amended as follows:

- (1) The members of the Supervisory Board shall receive a fixed remuneration for each full financial year of Supervisory Board membership. This remuneration amounts to EUR 225,000.00 for the Chairman of the Supervisory Board, to EUR 135,000.00 for the Vice-Chairman and to EUR 90,000.00 for all other members of the Supervisory Board.
- (2) The chairman of a committee of the Supervisory Board shall receive an additional fixed annual remuneration in the amount of EUR 27,000.00 for each full financial year of service as chairman of a committee; for the chairman of the Audit and Finance Committee, the additional fixed remuneration amounts to EUR 45,000.00.
- (3) For the membership in a committee of the Supervisory Board, the members of the Supervisory Board further receive a fixed annual remuneration in the amount of EUR 6,750.00.
- (4) The remunerations pursuant to the foregoing paragraphs 1 to 3 is payable in four equal installments due and payable at the end of each quarter. Supervisory Board members who served on the Supervisory Board and/or a committee of the Supervisory Board or chaired a committee for only part of the financial year shall receive pro rata remuneration in accordance with the duration of their service. If a member of the Supervisory Board chairs several committees and/or serves as member in several committees, the remuneration pursuant to each of the foregoing paragraphs 2 and 3 is payable cumulatively.
- (5) In addition, members of the Supervisory Board shall receive an additional attendance fee of EUR 1,800.00 for each personal attendance in a meeting of the Supervisory Board. With regard to the Chairman of the Supervisory Board, the attendance fee amounts to EUR 2,700.00 for each personal attendance in a meeting of the Supervisory Board. The participation in a meeting held by telephone or by video conference and the meeting participation by telephone or video conference is deemed to be a personal attendance in a meeting. For several meetings held on the same day, the attendance remuneration is only granted once. The additional attendance fee shall be due and payable at the end of each quarter in relation to the meetings held during that quarter.
- (6) The Company shall reimburse members of the Supervisory Board for outlays incurred in the performance of their duties and for any value-added tax payable on their remuneration and on the reimbursement of their outlays.
- (7) The Company may take out financial loss liability insurance (D&O insurance) for members of the Supervisory Board, under fair and usual terms and conditions, to cover legal liability arising from their activities on the Supervisory Board."

10.2 The Supervisory Board remuneration amended on the basis of item 10.1 above shall apply as of July 1, 2026. The Executive Board is instructed to file the above amendment to § 14 of the Articles of Incorporation for entry in the commercial register in such a way that the amendment is entered on the closest possible date to July 1, 2026.

10.3 The remuneration system for the members of the Supervisory Board, available on the Company's website at www.prosiebensat1.com/annual-general-meeting, is adopted in accordance with section 113 para. 3 AktG with effect as of July 1, 2026.

11. Elections to the Supervisory Board

On October 8 and 9, 2025, Simone Sole and Michael Eifler were appointed by the court as members of the Supervisory Board with immediate effect and for a limited period until the end of this ordinary general meeting. Dr Katrin Burkhardt resigned from her position in March 2026, with effect from the close of this ordinary general meeting. The terms of office of Supervisory Board members Prof. Dr. Cai-Nicolas Ziegler, Katharina Behrends and Thomas Ingelfinger will also terminate at the end of this ordinary general meeting.

Subject to a relevant resolution being passed by the general meeting under agenda item 9 and pursuant to Art. 40 paras. 2 and 3 of the SE Regulation, section 17 para. 1 SEAG, section 21 of the German SE Employee Participation Act (*SE-Beteiligungsgesetz*) in conjunction with the amended § 10 para. 1 of the Company's Articles of Incorporation and section 24 of the Agreement of February 27, 2015 with the Special Negotiating Body on the involvement of employees in ProSiebenSat.1 Media SE, the Supervisory Board of ProSiebenSat.1 Media SE will consist of seven members in future, all of whom are elected by the general meeting. Subject to a relevant resolution being passed by the general meeting under agenda item 9, the vacant seats on the Supervisory Board will not be filled as a result of the downsizing of the Supervisory Board.

The Supervisory Board proposes to resolve as follows:

The following persons are elected to the Supervisory Board:

- 11.1 Katharina Behrends, General Manager (DACH) at MFE-MEDIAFOREUROPE N.V., Amsterdam/Netherlands, residing in Munich;
- 11.2 Michael Eifler, lawyer and Partner at EIFLER GRANDPIERRE WEBER Rechtsanwälte und Notare (law firm), Frankfurt am Main, residing in Friedrichsdorf;
- 11.3 Thomas Ingelfinger, member of various supervisory boards, residing in Hamburg; and
- 11.4 Simone Sole, CFO at MFE-MEDIAFOREUROPE N.V., Milan/Italy, residing in Milan/Italy.

Each election shall take effect as from the end of the present general meeting and for the period until the end of the general meeting which resolves on the formal approval of acts of the Supervisory Board members for the financial year 2028 (and thus for approximately three years).

It is planned to elect the Supervisory Board members by way of individual election.

The above election proposals of the Supervisory Board take into account the objectives adopted by the Supervisory Board for its composition and aim to fulfill the skills profile adopted by the Supervisory Board for the full board.

In the opinion of the Supervisory Board, all persons proposed for election by the Supervisory Board are independent of the Company and its Executive Board within the meaning of recommendation C.7 of the German Corporate Governance Code in the version dated April 28, 2022 ("**GCGC**"). Two candidates proposed for election, i.e., Katharina Behrends and Simone Sole, are not considered independent from the controlling shareholder MFE-MEDIAFOREUROPE N.V. within the meaning of recommendation C.6 GCGC in the version dated April 28, 2022.

The Supervisory Board has made sure that all persons proposed for election by the Supervisory Board can devote the expected amount of time required for the board activities.

The persons proposed for election by the Supervisory Board have each declared vis-a-vis the Company as part of a self-commitment to use 20% per year of their annually granted fixed remuneration to purchase shares in ProSiebenSat.1 Media SE every year, and, in each case, to hold such shares for the term of their membership on the Supervisory Board of ProSiebenSat.1 Media SE. Further information regarding the self-commitment of Supervisory Board members is included in the annual report of ProSiebenSat.1 Media SE for financial year 2025 (see page 234).

Information pursuant to recommendation C.13 GCGC on personal and business relationships of the persons proposed for election by the Supervisory Board to the Company, to the corporate bodies of the Company and to a shareholder with a material interest, i.e., directly or indirectly holding more than 10% of the shares carrying voting rights, in the Company, which, in the opinion of the Supervisory Board, would be considered relevant for the election decision by an objectively reasonable shareholder:

- Ms. Katharina Behrends holds the position of General Manager DACH at MFE-MEDIAFOREUROPE N.V.
- Mr. Simone Sole is CFO at MFE-MEDIAFOREUROPE N.V.

MFE-MEDIAFOREUROPE N.V. directly holds an interest of more than 10% of the share capital in the Company and is therefore a shareholder with a material interest in the Company.

Information pursuant to section 125 para. 1 sentence 5 AktG on memberships of the persons proposed for election by the Supervisory Board on other statutory supervisory boards (listed below under (i)) and comparable domestic and foreign supervisory bodies of companies (listed below under (ii)):

- Katharina Behrends:
 - none
- Michael Eifler:
 - none
- Thomas Ingelfinger:
 - (i) Wepa SE, Arnsberg (member of the Supervisory Board)
 - (ii) Tengelman Verwaltungs- und Beteiligungs GmbH, Munich (Chairman of the Advisory Board)
 - Rantum Capital Management GmbH, Frankfurt am Main (member of the Advisory Board)
 - Marchesi Antinori S.p.A., Florence/Italy (non-executive member of the Board of Directors)
- Simone Sole:
 - (i) none
 - (ii) El Towers S.p.A., Lissone/Italy (member of the Board of Directors and Deputy Chairman – non-executive)
 - Mediamond S.p.A., Milan/Italy (member of the Board of Directors – non-executive)
 - Radiomediaset, S.p.A., Milan/Italy (Chairman of the Board of Directors – non-executive)
 - Medusa S.p.A., Rome/Italy (member of the Board of Directors – non-executive)

The CVs of the candidates proposed for election by the Supervisory Board are available on the Company's website at www.prosiebensat1.com/annual-general-meeting from the time the general meeting is convened and for the duration of the meeting.

An overview of the fulfillment of the objectives adopted by the Supervisory Board for its composition and of the Supervisory Board's skills profile of its members, including the persons proposed for election by the Supervisory Board, is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

12. Resolution on the creation of authorized capital with authorization to exclude preemptive rights (Authorized Capital 2026) and the corresponding amendment to § 4 para. 4 of the Articles of Incorporation

Currently, there is no authorization of the Executive Board in place to increase the registered share capital by way of the mechanism of authorized capital. Therefore, authorized capital in the amount of 50% of the currently registered share capital with authorization for a partial exclusion of preemptive rights (Authorized Capital 2026) shall be created. This is intended to fully exhaust the statutory maximum amount pursuant to section 202 para. 3 sentence 1 AktG.

The Executive Board shall further be authorized, in designated cases and with the consent of the Supervisory Board, to exclude preemptive rights completely or partially in the event of capital increases through cash contributions. An exclusion of preemptive rights shall, in particular with regard to section 186 para. 3 sentence 4 AktG, be permissible where the capital increase through cash contributions does not exceed 20% of the registered share capital and the issue price is not significantly below the prevailing stock market price.

The proportionate amount of the registered share capital attributable to treasury shares that are sold in direct or analogous application of section 186 para. 3 sentence 4 AktG from the time this authorization becomes effective, as well as the proportionate amount of the registered share capital attributable to shares to which conversion and/or option rights or conversion obligations attached to bonds relate that are issued pursuant to the authorization of this general meeting with the exclusion of preemptive rights in accordance with section 186 para. 3 sentence 4 AktG, shall be included under this limit.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

- a) Subject to the provision of the Articles of Incorporation proposed under lit. b) below, the Executive Board is authorized to increase the Company's registered share capital, also with an exclusion of preemptive rights of shareholders, on one or more occasions up until the close of May 19, 2031, and with the consent of the Supervisory Board, by up to a total of EUR 116,500,000.00 by issuing up to 116,500,000 registered no-par value shares in return for contributions in cash and/or in kind (Authorized Capital 2026).

- b) Authorized Capital 2026 is to be created and § 4 para. 4 of the Articles of Incorporation is to be amended as follows:

“The Executive Board is authorized, with the consent of the Supervisory Board, to increase the registered share capital up until the close of May 19, 2031 by a nominal amount of up to EUR 116,500,000.00 by issuing up to 116,500,000 registered no-par value shares in return for contributions in cash and/or in kind (Authorized Capital 2026). The authorization can be used on one or more occasions and in whole or in part. The new shares shall bear dividend rights from the start of the financial year in which they are issued. As far as the law permits, the Executive Board may, subject to the consent of the Supervisory Board, notwithstanding this provision and section 60 para. 2 AktG, determine the dividend rights for the new shares, and in doing so may determine that the new shares shall bear dividend rights from the beginning of a past financial year for which no resolution of the General Meeting regarding the appropriation of the net profit had been passed at the time when they were issued. The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation.

As a general rule, the shareholders shall be granted preemptive rights to the new shares; the new shares may also be subscribed by banks or issuing institutions for the purposes of section 186 para. 5 sentence 1 AktG under the obligation to offer such shares for subscription to the shareholders (indirect preemptive right).

However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the preemptive right in the case of capital increases in return for contributions in kind, in particular in the context of business combinations or for the purpose of acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company or its direct or indirect subsidiaries.

The Executive Board is also authorized, subject to the consent of the Supervisory Board, to exclude preemptive rights completely or partially in the event of capital increases through cash contributions, in particular,

- in order to grant new shares to members of the Company's Executive Board, members of the representative body of a direct or indirect subsidiary or employees of the Company and its direct or indirect subsidiaries as part of share participation or other share-based programs. As far as the law permits, the new shares may also be issued such that the corresponding contributions are covered by the portion of the net profit that the Executive Board and Supervisory Board are authorized to transfer to other retained earnings pursuant to section 58 para. 2 AktG. Where shares are to be granted to members of the Company's Executive Board, this is decided by the Company's Supervisory Board;
- to the extent that this is necessary in order to exclude fractional amounts from the preemptive right that arise due to the subscription ratio;
- in order to grant preemptive rights to holders or creditors of conversion or option rights for shares in the Company that have been issued or guaranteed by the Company and/or by a direct or indirect subsidiary, or corresponding conversion or option obligations to compensate for dilution to the same extent they would be entitled to subscription rights after the exercise of such rights or the fulfilment of such obligations;
- provided that the issue price of the new shares is not significantly below the prevailing stock market price of the Company's listed shares. The mathematical portion of the registered share capital attributable to the shares issued in return for cash contributions with the exclusion of subscription rights in accordance with section 186 para. 3 sentence 4 AktG may not exceed 20% of the registered share capital at the time this authorization becomes effective or, if this value is lower, at the time this authorization is exercised. This limit shall include shares issued or sold during the term of this authorization until the time of its exercise in direct or analogous application of section 186 para. 3 sentence 4 AktG, as well as shares issued or granted or to be issued or granted on the basis of a convertible bond and/or option bond issued during the term of this authorization with the exclusion of subscription rights in accordance with section 186 para. 3 sentence 4 AktG.”

From the time the general meeting is convened and for the duration of the meeting, the written report of the Executive Board on the reasons why it should be authorized to exclude shareholders' preemptive rights is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

13. Resolution on the authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization to exclude preemptive rights, the cancellation of Contingent Capital 2021, the creation of new contingent capital (Contingent Capital 2026) and the corresponding amendment to § 4 paras. 5 and 6 of the Articles of Incorporation

The authorization given by the general meeting held on June 1, 2021 to the Executive Board to issue convertible bonds and/or option bonds, which the Company had not exercised by the time of the announcement of the convening of the shareholders' meeting in the Federal Gazette (*Bundesanzeiger*), expires at the close of May 31, 2026. This now needs to be replaced by a new resolution to authorize the Executive Board to issue convertible bonds and/or option bonds.

The Executive Board shall further be authorized, in designated cases and with the consent of the Supervisory Board, to exclude preemptive rights completely or partially in the event of the issuance of convertible bonds and/or option bonds. An exclusion of preemptive rights shall, in particular with regard to section 186 para. 3 sentence 4 AktG, be permissible to the extent that the proportionate amount of the registered share capital attributable to the 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.

New and existing shares of the Company that are issued or sold during the term of this authorization on the basis of a different authorization with exclusion of the shareholders' preemptive rights in direct or analogous application of section 186 para. 3 sentence 4 AktG shall be included under this limit.

In order to service the option or conversion rights or the option or conversion obligations in the event that the new authorization is exercised, a resolution is required on the creation of new contingent capital (Contingent Capital 2026) amounting to 50% of the current registered share capital, with the Conditional Capital 2021 being cancelled and with a corresponding amendment to § 4 paras. 5 and 6 of the Articles of Incorporation.

The Executive Board and the Supervisory Board propose to resolve as follows:

13.1 Cancellation of the existing authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization for exclusion of preemptive rights

The authorization to issue convertible bonds and/or option bonds granted by resolution under agenda item 9 of the general meeting on June 1, 2021 ("**Authorization 2021**") is cancelled, to the extent it has not been exercised by that time, with effect as of the time the new authorization of the Executive Board to issue convertible bonds and/or option bonds granted under item 13.2 below becomes effective.

13.2 Issuance of a new authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization for exclusion of preemptive rights

The following new authorization to issue convertible bonds and/or option bonds with authorization for exclusion of preemptive rights is granted with effect from the date of registration of the new contingent capital provided for under item 13.4 below:

- a) Authorization period, nominal amount, term, amount of registered share capital, consideration

The Executive Board is authorized, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible and/or option bonds (hereinafter the "**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 to 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 (hereinafter the "**Bond Conditions**") and/or to stipulate relevant conversion rights of the Company.

The Bonds can be issued in return for cash and/or contributions in kind. They can be issued in Euro or, limited to the relevant equivalent value in Euro, also in another statutory currency of an OECD country. They can also be issued 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 a "**Majority-Owned Subsidiary**"); in this case, the Executive Board shall be authorized, for the benefit of the issuing Majority-Owned Subsidiary, to provide the guarantee for repayment of the Bonds and for other payment obligations in connection with the Bonds and to grant to the holders or creditors of such Bonds conversion or option rights for shares in the Company as well as to 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.

- b) Conversion right, conversion obligation

If convertible bonds are issued, the holders (in the case of bearer bonds) or creditors (in the case of registered bonds) of Bonds are entitled to convert the Bonds into shares in the Company in accordance with the more detailed Bond Conditions. The Bond Conditions can also stipulate a conditional or unconditional conversion obligation upon maturity or on an earlier date; in particular, a conversion obligation can also be conditional to a corresponding conversion request by the Company or by the issuing Majority-Owned Subsidiary. In addition to or instead of a conversion right and/or a conversion obligation attached thereto of the holders or creditors of Bonds, it can be stipulated that the Company has its own right to convert the Bonds into shares in the Company in accordance with the more detailed provisions of the Bond Conditions.

The conversion ratio is determined by dividing the nominal amount of a partial bond by the determined conversion price for one share in the Company. The conversion ratio can also be determined by dividing the issue price of a partial bond which is below the nominal amount by the determined conversion

price for one share in the Company. It can be stipulated that the conversion ratio is variable and/or can be amended as a consequence of anti-dilution provisions pursuant to lit. d) below. The Bond Conditions can also stipulate that the conversion ratio is rounded up or down to a whole number (or also a decimal place to be determined); furthermore, an additional payment to be rendered in cash can be stipulated. It can be stipulated that, if applicable, conversion rights with respect to fractions of shares are pooled together, meaning that, as the case may be against an additional payment, conversion rights for the subscription of whole shares result, or that such conversion rights are compensated in cash.

The proportionate amount of registered share capital attributable to the shares to be issued per partial bond upon conversion must not exceed the nominal value of the partial bond or an issue price of the partial bond below the nominal value.

In any case, the conversion rights and conversion obligations expire no later than twenty years after the issuance of the convertible bonds.

c) Option right

In the case of the issuance of option bonds, one or more warrants are attached to each partial bond that entitle the holder or creditor, in accordance with the more detailed provisions in the Bond Conditions, to subscribe to shares in the Company. The relevant warrants can be separable from the relevant partial bonds.

Upon exercise of the option right, shares are obtained against payment of the stipulated option price. In this context, it can also be stipulated that the option price is variable and/or is adjusted as a consequence of anti-dilution provisions pursuant to lit. d). The Bond Conditions can also stipulate that the option price can be provided by transfer of partial bonds and, as the case may be, an additional payment in cash. In this case, the subscription ratio is determined by dividing the nominal amount of a partial bond by the option price for one share in the Company. The subscription ratio can also be determined by dividing the issue price of a partial bond which is below the nominal amount by the determined option price for one share in the Company. The subscription ratio can be rounded up or down to a whole number (or also a decimal place to be determined); furthermore, an additional payment to be rendered in cash can be stipulated. It can be stipulated that, if applicable, preemptive rights with respect to fractions of shares are pooled together, so that, as the case may be against an additional payment, preemptive rights for the subscription of whole shares result, or that such preemptive rights are compensated in cash.

The proportionate amount of registered share capital, which is attributable to the shares in the Company to be subscribed for each partial bond, must not exceed the nominal value of the partial bond or an issue price of the partial bond below the nominal value.

The term of the option rights must not exceed the term of the associated option bond. In each case, the options rights expire no later than twenty years after the issuance of the option bonds.

d) Conversion/option price, anti-dilution

The conversion or option price per share, also in the case of a variable conversion or option price, must 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 each of the following periods of time:

- If the bonds are not offered to the shareholders for subscription, the average stock price of the last ten trading days on the Frankfurt stock exchange prior to the day of the Executive Board's final decision on the placement of the Bonds or on the acceptance or allocation by the Company in the course of a placement of Bonds is determinative.
- If the bonds are offered to the shareholders for subscription, the average stock price of the last ten trading days on the Frankfurt stock exchange prior to the day of the announcement of the subscription period pursuant to section 186 para. 2 sentence 1 of the German Stock Corporation Act, or instead, if the final conditions for the issuance of the Bonds pursuant to section 186 para. 2 sentence 2 of the German Stock Corporation Act are announced during the subscription period, the average stock price of the trading days on the Frankfurt stock exchange within the period from the first day of the subscription period until the third day prior to the announcement of the final conditions (in each case, inclusively), is determinative.

In each case, the average stock price is to be calculated as arithmetic average of the closing price or, if no closing price is determined on the relevant date, the most recent stock price in trading on the XETRA-system (or a comparable successor system) on the applicable stock trading days.

In the case of a conversion obligation or an own conversion right of the Company, subject to further details of the Bond Conditions, also a conversion price can be determined, that either equals at least the aforementioned minimum price or at least 90% of the volume-weighted average stock price of the shares in the Company in trading on the XETRA-system (or a comparable successor system) of the last ten trading days on the Frankfurt stock exchange prior to the day of final maturity or prior to any

other date that is determinative for the conversion obligation; this also applies if the last mentioned average stock price is below the aforementioned minimum price.

Notwithstanding section 9 para. 1 AktG, due to anti-dilution provisions and subject to further provisions in the Bond Conditions, the conversion or option price can be adjusted in order to maintain the economic value of the conversion or option rights or conversion obligations, if, during the term of the Bonds or warrants, changes in the registered share capital of the Company occur or if during the term of the Bonds or warrants, other measures are carried out or events occur that may lead to a change of the economic value of the conversion or option rights or conversion obligations (such as dividend payments, the issuance of further convertible or option bonds or the acquisition of control by a third party). In this context, the conversion price or option price can also be adjusted by means of a cash payment upon exercising the conversion or option right or fulfillment of the conversion obligation or by adjustment of an additional payment (if any). Instead of, or in addition to, an adjustment of the conversion or option price, anti-dilution protection may also be granted by other means in accordance with the more detailed provisions of the Bond Conditions; in particular, in case of the issuance of shares or further convertible or option bonds with preemptive rights of the shareholders, it can be stipulated that an anti-dilution protection by adjustment of the conversion or option price is only effected to the extent holders of conversion or option rights or, in case of the Company having its own conversion right, holders being obligated here are not granted a preemptive right to the extent they would be entitled to after exercising the conversion or option right or fulfilling a conversion obligation.

In any case, the proportionate amount of share capital which is attributable to the shares to be subscribed for each partial bond must not exceed the nominal value of the partial bond or an issue price of the partial bond below the nominal value.

e) Granting of treasury shares or other listed securities, cash settlement, right to tender shares

The Bond Conditions of Bonds which grant or stipulate a conversion right, a conversion obligation and/or an option right, can also provide that, upon conversion or option exercise, the Company or the issuing Majority-Owned Subsidiary can elect, in lieu of granting newly issued shares, to deliver treasury shares or other listed securities, in whole or in part, to the holders or creditors of the Bonds or to option beneficiaries, or, subject to more detailed provisions in the Bond Conditions, to pay the equivalent value of the shares, in whole or in part, in cash. In particular, the Bond Conditions may also stipulate that the abovementioned substitution right can be exercised for both all and a part of the shares to be granted upon conversion and/or option exercise. Furthermore, it can be stipulated that in case of exercising the foregoing substitution right, the Company or the issuing Majority-Owned Subsidiary has to pay a premium to be determined by the more detailed provisions of the Bond Conditions. Additionally, the Bond Conditions may provide for a right of the Company or the issuing Majority-Owned Subsidiary to tender treasury shares of the Company or other listed securities to the holders or creditors of the Bonds which are imputed to the repayment claim arising from the Bonds and/or other payment claims in connection with the Bonds.

f) Preemptive rights, exclusion of preemptive rights

As a rule, the shareholders have statutory preemptive rights when Bonds are issued. If the Bonds are issued by a Majority-Owned Subsidiary, the Company has to ensure that the shareholders are granted statutory preemptive rights. The preemptive rights can also be granted by way of indirect preemptive rights within the meaning of section 186 para. 5 sentence 1 AktG.

However, the Executive Board is authorized, subject to the consent of the Supervisory Board and the following more-detailed provisions, to exclude the shareholders' preemptive rights to the extent the new shares, which have to be issued on the basis of such Bonds issued with exclusion of preemptive rights, do not exceed a pro rata amount of a total of 20% of the registered share capital, neither at the time this authorization becomes effective nor at the time it is exercised. New shares issued during the term of this authorization on the basis of another authorization with exclusion of preemptive rights are to be included under this limit; additionally, new shares of the Company are to be included that were 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.

Within the scope of the limit above, the Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude completely or partially the shareholders' preemptive rights as follows:

- aa) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights regarding fractional amounts and also to exclude the shareholders' 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.

- bb) Furthermore, the Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights 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. However, this authorization for exclusion of preemptive rights only applies to 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.
- New and existing shares of the Company that are issued or sold during the term of this authorization on the basis of different authorization with exclusion of preemptive rights pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act or by applying it accordingly, have to be included under this limit; furthermore, shares of the Company are to be included that are or still can be issued for the purpose of fulfilling conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds to the extent that the Bonds carrying a relevant conversion or option right or a conversion or option obligation are issued during the term of this authorization on the basis of a different authorization with exclusion of the shareholders' preemptive rights by applying section 186 para. 3 sentence 4 AktG accordingly.
- cc) Finally, the Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights when issuing Bonds in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings, in the course of joint ventures and mergers and/or for the purpose of acquiring other assets including rights and claims, provided that the value of the contributions in kind is in reasonable proportion to the theoretical market value of the bonds issued for this purpose as determined in accordance with recognized principles of financial mathematics. In particular, bonds and/or other debt instruments previously issued by the Company or a Majority-Owned Subsidiary, credit claims against the Company or a Majority-Owned Subsidiary and/or related interest and other ancillary claims may be contributed as contributions in kind.
- g) Authorization for stipulating further bond conditions

The Executive Board is authorized, subject to the provisions set out above, to stipulate the further details of the issuance and the features of the Bonds, in particular, interest rate, issue price, term and denomination, conversion or option period, a potential subordination compared with other liabilities, the conversion or option price, as well as anti-dilution provisions, or, to stipulate these details in agreement with the governing bodies of the Majority-Owned Subsidiary of the Company issuing the Bonds.

13.3 Cancellation of the Contingent Capital 2021 and corresponding amendment to the Articles of Incorporation

The contingent capital increase (Contingent Capital 2021) resolved by the general meeting on June 1, 2021 (and previously contained in § 4 para. 6 of the Company's Articles of Incorporation) is cancelled with effect as of the time of the cancellation of the Authorization 2021, to the extent that the Authorization 2021 has not been exercised prior to its cancellation by the granting of conversion and/or option rights with the right to subscribe for shares in the Company to holders or creditors of Bonds or by establishing corresponding conversion rights of the Company. The Supervisory Board is authorized to amend § 4 para. 6 of the Articles of Incorporation in accordance with the extent of the cancellation of the Contingent Capital 2021. If the Authorization 2021 has not been exercised prior to its cancellation by the granting of conversion and/or option rights with the right to subscribe for shares in the Company to holders or creditors of Bonds or by establishing corresponding conversion rights of the Company, § 4 para. 6 of the Articles of Incorporation is to be deleted.

13.4 Creation of new contingent capital (Contingent Capital 2026) as well as a relevant amendment of the Articles of Incorporation

New contingent capital (Contingent Capital 2026) is created as follows:

Conditional capital in the amount of EUR 116,500,000.00 (Conditional Capital 2026) will be created to service the authorization of the Executive Board to issue convertible bonds and/or option bonds with authorization to exclude preemptive rights resolved by the general meeting on May 20, 2026 under this agenda item 13.

For this purpose, § 4 para. 5 of the Articles of Incorporation is to be amended as follows:

"The registered share capital is contingently increased by in total up to EUR 116,500,000.00 by issuing up to 116,500,000 new registered no-par value shares (Contingent Capital 2026). The contingent capital increase serves to grant shares to holders or creditors of convertible bonds as well as to holders of option rights attached to option bonds that are issued up until the close of May 19, 2031, based on the authori-

zation granted by resolution of the ordinary meeting of shareholders on May 20, 2026 by the Company or a national or foreign subsidiary in which the Company either directly or indirectly holds a majority in terms of voting rights and capital. It is only implemented to the extent the conversion or option rights attached to the aforementioned bonds are de facto exercised or conversion obligations attached to such bonds are fulfilled and to the extent no other forms of fulfillment are used for servicing. The new shares are issued at the conversion price or option price to be determined in accordance with the above authorization granted by resolution of the general meeting on May 20, 2026. The new shares shall participate in the profits of the Company as of the beginning of the financial year in which such shares come into existence; instead, the new shares shall carry profit participation rights from the beginning of the financial year preceding their issuance provided that the general meeting has not already resolved on the profit participation for such financial year when the new shares are issued.

The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of a contingent capital increase."

From the time the general meeting is convened and for the duration of the meeting, the written report of the Executive Board on the reasons why it should be authorized to exclude shareholders' preemptive rights is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

14. Resolution pursuant to section 71 para. 1 no. 8 AktG on a new authorization regarding the acquisition and the use of treasury shares, also with an exclusion of preemptive rights

Most recently, the Company was authorized by resolution of the general meeting on June 12, 2019 under agenda items 8 and 9 pursuant to section 71 para. 1 no. 8 AktG to acquire treasury shares and to acquire treasury shares by the use of derivatives. These authorizations, which have not been made use of, expired on June 11, 2024. The authorization for the acquisition and use of treasury shares is now to be replaced by a new authorization.

The Executive Board and the Supervisory Board propose to resolve as follows:

- a) The Executive Board is authorized, subject to the consent of the Supervisory Board, to acquire treasury shares on or before May 19, 2031, in the amount of up to 10% of the Company's registered share capital at the time of the granting of the authorization or, if such amount is lower, at the time of the exercise of the authorization. The amount of treasury shares acquired on the basis of this authorization together with other treasury shares in possession of the Company or attributed to the Company pursuant to sections 71a et seq. AktG may not exceed at any time an amount of 10% of the registered share capital existing at that time.
- b) The acquisition may, at the Executive Board's discretion, take place (i) via the stock exchange, (ii) by means of a public tender offer directed to all holders of shares and/or (iii) by means of a public solicitation to submit sales offers. For this purpose, the following provisions apply:
 - aa) If the shares are purchased on the stock exchange, the price paid by the Company per share (not including ancillary acquisition costs) shall not be more than 10% above and not more than 10% below the trading price. The defining trading price for this purpose shall be the opening auction trading price of the shares of the Company on the XETRA system (or a comparable successor system) on the relevant trading day or, if no opening auction is carried out, the first trading price of the Company's shares paid on the relevant trading day on the XETRA system (or a comparable successor system).
 - bb) If the shares are purchased via a public tender offer, the offered price per share (not including ancillary acquisition costs) shall not be more than 10% above and not more than 10% below the trading price. The defining trading price for this purpose shall be the arithmetic average of the closing prices (or – if no closing price on the relevant day is determined – of the last trading price paid) of the Company's shares in trading on the XETRA system (or a comparable successor system) on the last three days of trading on the Frankfurt Stock Exchange prior to the day of the publication of the tender offer. If the defining trading price undergoes substantial changes after the tender offer is published, the offer may be adjusted accordingly. In that case, the average trading price for the last three trading days prior to the public announcement of the adjustment shall be used as a basis. The tender offer may stipulate further conditions. The volume of a public tender offer may be limited. Where the public tender offer is oversubscribed (*überzeichnet*), the shareholders' right to tender shares may be excluded insofar acceptance is made in proportion to the shares tendered; in addition, preferred acceptance of smaller lots of tendered shares of up to 100 shares per shareholder and, in order to avoid mathematical fractions of shares, rounding in accordance with accounting principles (*kaufmännische Grundsätze*) may be stipulated.
 - cc) If the shares are purchased by means of a public solicitation to submit sales offers, the offered price per share (not including ancillary acquisition costs) shall not be more than 10% above or more than 10% below the trading price. The defining trading price for this purpose shall be the arithmetic average of the closing prices (or, if no closing price on the relevant day is determined, of the last trading price paid) of the Company's shares in trading on the XETRA system (or a comparable successor system) on the last three days of trading on the Frankfurt Stock Exchange prior to the day of acceptance of the sales offer. The volume of shares that can be acquired by means of the public request to submit sales offers can be limited. In case the public request to submit sales offers is oversubscribed (*überzeichnet*), the shareholders' rights to tender shares may be excluded insofar acceptance is made in proportion to

the shares tendered for the relevant fixed purchase price (or, a purchase price below that), in addition, preferred acceptance of smaller lots of tendered shares of up to 100 shares per shareholder and, in order to avoid mathematical fractions of shares, rounding in accordance with accounting principles (*kaufmännische Grundsätze*) may be stipulated.

- c) This authorization may be exercised for any legally permitted purpose, and in particular in pursuit of one or more of the purposes listed below. Purchase for purposes of trading in the Company's treasury shares is prohibited. If, subject to the consent of the Supervisory Board, treasury shares are to be used for one or more of the purposes listed under lit. d below, the shareholders' preemptive rights shall be excluded, unless the Executive Board and the Supervisory Board, when making the decision on the use for such a purpose, decide differently.
- d) Subject to the consent of the Supervisory Board, the Executive Board is authorized:
 - aa) To sell treasury shares for cash in a manner otherwise than via the stock exchange or by an offer directed to all shareholders, provided that the selling price per share is not materially below the market trading price of the Company's shares (section 71 para 1 no. 8 in connection with section 186 para. 3 sentence 4 AktG). The proportional value of the share capital issued as shares and sold under this authorization shall all together neither at the date of this authorization nor at the date when this authorization is exercised exceed 10% of the registered share capital at the relevant time. Any other shares of the Company which, starting at the time when this authorization becomes effective, are issued or sold with exclusion of preemptive rights by applying section 186 para. 3 sentence 4 AktG directly or accordingly, shall also be taken into account when calculating such volume restriction in the amount of 10% of the share capital. Furthermore, shares of the Company are to be taken into account, that are or still can be issued for the purpose of servicing conversion or option rights or fulfilling conversion or option obligations attached to convertible or option bonds or convertible profit participation rights to the extent that the bonds or profit participation rights have been issued during the term of this authorization on the basis of a different authorization with exclusion of preemptive rights by applying section 186 para. 3 sentence 4 AktG accordingly;
 - bb) to sell (other than via the stock exchange or by way of an offer directed to all shareholders) or otherwise transfer treasury shares in return for considerations in kind, particularly for the acquisition of companies, parts of companies or equity interests in companies, or for corporate mergers, or the acquisition of other assets, including rights and receivables;
 - cc) to use treasury shares to fulfill option and/or conversion rights or obligations attached to convertible and/or option bonds and/or convertible profit participation rights which are granted by the Company or by entities dependent from the Company or entities in which the Company holds a majority interest;
 - dd) to use treasury shares to the extent necessary in order to grant to holders or creditors of option and/or conversion rights attached to convertible and/or option bonds and/or convertible profit participation rights, which are granted by the Company or by entities dependent from the Company or entities in which the Company holds a majority interest, or, in case of the Company having its own conversion right, to holders or creditors being obligated hereby, preemptive rights on shares to the extent such holders or creditors would be entitled to following the exercise of the conversion or option rights or following the fulfillment of the conversion or option obligations; and/or
 - ee) to use treasury shares in the context of participation programs and/or in the context of share-based remuneration. The transfer of shares or a commitment or agreement to transfer shares may only be made to persons who participate in the participation program as member of the Company's Executive Board, as member of the management of an entity dependent from the Company or as an employee of the Company or of an entity dependent from the Company, or to whom the share-based remuneration is or was granted as member of the Company's Executive Board, as member of the management of an entity dependent from the Company or as an employee of the Company or of an entity dependent from the Company, or to third parties who transfer the beneficial ownership (*wirtschaftliches Eigentum*) and/or the economic benefits from the shares to such persons and/or who are (directly or indirectly) wholly owned by such persons. A transfer to the mentioned persons may, in particular, also be made at reduced prices, and/or without separate consideration. To the extent shares are to be granted to members of the Company's Executive Board under this authorization, the Company's Supervisory Board shall decide thereon in accordance with the allocation of responsibilities under stock corporation law.
- e) The Executive Board is authorized, subject to the consent of the Supervisory Board, to cancel treasury shares in whole or in part, with no further resolution of the general meeting being required. The cancellation is made either by the simplified method through a capital reduction, or by keeping the share capital unchanged, thereby increasing the notional portion of the share capital associated with the remaining shares pursuant to section 8 para. 3 AktG.
- f) The authorization may be exercised in full or in part, on one or more occasions, by the Company or by an entity dependent upon the Company or in which the Company holds a majority interest; furthermore, the authorization may also be exercised by third parties acting for the account of the Company or for the account of the entities dependent from the Company or the entities in which the Company holds a majority interest.

- g) The above provisions regarding the use of treasury shares with an exclusion of preemptive rights as well as regarding the cancellation of treasury shares shall also apply for treasury shares purchased under former authorizations granted by the shareholders' meeting to acquire treasury shares pursuant to section 71 para. 1 no. 8 AktG.
- h) The authorizations contained in the resolutions of the general meeting of June 12, 2019 under agenda items 8 and 9 for the use of treasury shares, which were acquired on the basis thereof or on the basis of a previous authorization of the shareholders' meeting for the acquisition of treasury shares pursuant to section 71 para. 1 no. 8 AktG, shall remain unaffected.

From the time the general meeting is convened and for the duration of the meeting, the written report of the Executive Board on the reasons why it should be authorized to exclude shareholders' preemptive rights is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

15. Resolution on the approval of the amendment to the domination agreement between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH

The general meeting of the Company on May 28, 2025 approved the conclusion of a domination agreement (*Beherrschungsvertrag*) pursuant to section 291 para. 1 AktG between ProSiebenSat.1 Media SE as the controlling company (*herrschende Gesellschaft*) and Joyn GmbH with its registered office in Munich as the controlled company (*abhängige Gesellschaft*) (the "**Domination Agreement**"). The Domination Agreement was concluded on July 23, 2025. The shareholders' meeting of Joyn GmbH approved the conclusion of the Domination Agreement by resolution on August 1, 2025.

ProSiebenSat.1 Media SE was the sole shareholder of Seven.One Entertainment Group GmbH with registered office in Unterföhring, which was, in turn, the sole shareholder of Joyn GmbH. Seven.One Entertainment Group GmbH, as the transferring company (*übertragende Gesellschaft*) with effect as of August 12, 2025, was merged with Joyn GmbH, as the acquiring company (*übernehmende Gesellschaft*) with retroactive effect as of January 1, 2025. The company name of Joyn GmbH was subsequently changed to Seven.One Entertainment Group GmbH, meaning that the Domination Agreement now exists between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH ("**Seven.One**").

The Domination Agreement is concluded for an indefinite period and may be terminated by each party with a notice period of two weeks to the end of a month. For more reliable business planning and to ensure the availability of exemptions for subsidiary capital companies of parent companies subject to consolidated accounting obligations in connection with the content, audit and disclosure of the respective annual financial statements, the notice period is to be amended such that the Agreement can only terminate at the end of a given financial year with a four-week notice period.

The Executive Board and the Supervisory Board therefore propose to resolve as follows:

The conclusion of the amendment agreement dated March 25, 2026 to the Domination Agreement dated July 23, 2025, between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH (formerly Joyn GmbH) is approved.

The amendment agreement has the following contents:

- The notice period is amended such that it now amounts to four weeks to the end of the financial year.
- The rest of the inter-company agreement remains unchanged.

The shareholders' meeting of Seven.One is expected to approve the conclusion of the amendment agreement dated March 25, 2026 shortly after the general meeting of ProSiebenSat.1 Media SE. The amendment agreement will become effective upon approval by the general meeting of ProSiebenSat.1 Media SE and the shareholders' meeting of Seven.One as well as subsequent entry in the commercial register for Seven.One.

ProSiebenSat.1 Media SE is the sole shareholder of Seven.One. Therefore, the amendment agreement does not need to be audited by a contract auditor in accordance with section 295 and section 293b para. 1 AktG.

The following documents are available on the Company's website at www.prosiebensat1.com/annual-general-meeting from the time the general meeting is convened and for the duration of the meeting.

- Domination Agreement dated July 23, 2025, between ProSiebenSat.1 Media SE and Seven.One Entertainment Group GmbH (formerly Joyn GmbH)
- Amendment agreement dated March 25, 2026 to the Domination Agreement dated July 23, 2025
- Joint report of the Executive Board of ProSiebenSat.1 Media SE and the management of Seven.One on the amendment agreement dated March 25, 2026
- Financial statements and management reports, where required, of ProSiebenSat.1 Media SE and Seven.One for the last three financial years.

B. FURTHER INFORMATION AND NOTES

1. Virtual general meeting

Pursuant to section 118a para. 1 sentence 1 AktG in conjunction with section 15a of the Articles of Incorporation of the Company, the Executive Board of the Company has decided to hold the general meeting without the physical presence of shareholders or their representatives (with the exception of the proxy representatives appointed by the Company) at the venue of the general meeting as a virtual general meeting. The venue of the general meeting within the meaning of the AktG are the premises of the Seven.One Production GmbH, Medienallee 24, 85774 Unterföhring. Therefore, shareholders and their representatives have no right and opportunity to be present at the venue of the meeting.

The intention is for the general meeting to be held in the physical presence of the chairperson of the meeting, the members of the entire Executive Board and the entire Supervisory Board, the notary public commissioned to record the minutes and the proxy representatives appointed by the Company.

2. Shareholders' portal, broadcast of the general meeting, electronic connection

The Company has set up a password-protected online service for the general meeting, which is accessible via link on the Company's website at www.prosiebensat1.com/annual-general-meeting ("**Shareholders' Portal**").

Via the Shareholders' Portal, eligible shareholders and their representatives may follow the general meeting live in video and audio and exercise their shareholders' rights in accordance with the following provisions. And more specifically: using the Shareholders' Portal, eligible shareholders and their representatives may, among other things, and in accordance with the procedure set out for this purpose, exercise their voting rights, make use of their right to speak and to request information, declare objections for the record and submit statements.

Participation in the virtual general meeting takes place in the form of an electronic connection to the general meeting via the Shareholders' Portal. Access data is required for use of the Shareholders' Portal (see the information below). Shareholders or their representatives need to log in using access data.

Shareholders who have not registered or have not duly registered for the general meeting can also follow the entire general meeting live in audio and video via the Shareholders' Portal. However, they may not join the general meeting as electronically connected participants (and thus may not exercise any shareholder rights during the meeting), as they may only follow the general meeting as spectators.

Subject to permission being given by the chairperson of the meeting and technical availability, it is further intended to offer to the interested public the opportunity to follow the general meeting via video and audio transmission on the internet at www.prosiebensat1.com/annual-general-meeting until the end of the report by the Supervisory Board and the report by the Executive Board. Furthermore, it is intended to enable certain selected media representatives to follow the entire general meeting via video and audio transmission.

3. Company's website and documents and information available there

This invitation to the general meeting, the documents to be made available to the general meeting and other information in connection with the general meeting, and in particular the documents to be made available pursuant to section 124a AktG, are available on the Company's website at www.prosiebensat1.com/annual-general-meeting from the time the general meeting is convened and for the duration of the meeting.

Any counter-motions, election proposals and requests to add items on the agenda by shareholders that are received by the Company prior to the general meeting and required to be published will also be made available at the same web address. The same applies, after the general meeting, to the voting results.

And the Shareholders' Portal, which allows shareholders and their representatives to follow the entire general meeting live in audio and video, can also be accessed at the same web address.

4. Requirements for attendance and the exercise of voting rights

Shareholders are entitled to attend the virtual general meeting and to exercise their voting rights if they are listed in the Company's share register and have registered in time prior to the general meeting.

The registration must be sent in German or English and must be received by the Company no later than Wednesday, May 13, 2026, 24:00 hrs (**Registration Period**), as follows:

– either transmitted electronically via the Shareholders' Portal on the Company's website at www.prosiebensat1.com/annual-general-meeting

– or in text form at the following address:

ProSiebenSat.1 Media SE
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

- or also, when transmitted by intermediaries pursuant to section 67c AktG, electronically via the following SWIFT address:

SWIFT: CMDHDEMXXX;

Instructions pursuant to ISO 20022;

Authorization via SWIFT Relationship Management Application (RMA) required

The information required for registering via the Shareholders' Portal and its use will be sent without request to shareholders who are listed in the Company's share register no later than the beginning of the 21st day before the general meeting (Wednesday, April 29, 2026, 00:00 a.m.). Additionally, a registration form will be available on the Company's website mentioned above. Where shareholders have registered for the electronic delivery of the general meeting-related documents, the documents will be sent in the form of an electronic link. Representatives will receive their own access data to the Shareholders' Portal.

Where shareholders do not receive the required information for using the Shareholders' Portal without request, e.g., because they were not yet listed in the share register on the date determinative for the dispatch, these documents will be sent to relevant shareholders upon request; a registration form will also be sent to the shareholders upon request. Such a request must be sent to the above-mentioned postal or e-mail address.

If a bank or another intermediary or any other person or association of individuals which pursuant to section 135 para. 8 AktG is treated like an intermediary, is listed as shareholder in the share register with respect to shares that it does not own, the relevant person or institution is only allowed to exercise the voting rights embodied in these shares on the basis of an authorization of the holder of the shares. Section 135 AktG governs the remaining details here.

Registration to attend the general meeting does not involve any restriction on the disposal of shares. Therefore, also after registration, shareholders are free to dispose of their shares. In relation to the Company, however, rights and obligations arising from shares exist only for and against the person listed in the share register (Art. 5 SE Regulation in conjunction with section 67 para. 2 sentence 1 AktG). The number of shares held by each shareholder as entered in the share register on the day of the general meeting is decisive for the right to attend the meeting and for exercising the right to vote. This will correspond to the number of shares at the end of the last day of the Registration Period (Wednesday, May 13, 2026, 24:00 hrs; Technical Record Date), as no transfers will be made in the share register in the period from Thursday, May 14, 2026, 00:00 a.m., up to and including Wednesday, May 20, 2026. Acquirers of shares who, with respect to the acquired shares, are not yet listed in the share register at the end of the Registration Period, therefore cannot exercise participation and voting rights of those shares in their own right. In these cases the participation and voting rights remain with the shareholder who is listed in the share register with respect to the relevant shares until the share register is amended.

5. Voting procedure

5.1 (Electronic) absentee voting

Eligible shareholders or their representatives may exercise their voting rights via electronic communication by electronic absentee voting.

The Company must receive such electronic absentee votes (as well as any amendments or revocations thereof) via the Shareholders' Portal no later than by the time announced for the relevant vote during the general meeting by the chairperson of the meeting on Wednesday, May 20, 2026.

Please note that no other means of communication will be available for the absentee voting, in particular, there will be no absentee voting by post.

5.2 Procedure for voting by proxy representatives appointed by the Company

To exercise the voting rights in the course of the virtual general meeting, the Company furthermore offers its eligible shareholders and their representatives the possibility to authorize proxy representatives appointed by the Company and bound by instructions ("**Proxy Representatives Appointed by the Company**").

The Proxy Representatives Appointed by the Company must be given binding instructions for exercising the voting rights on the proxy form; they are obliged to exercise the voting rights in accordance with the instructions given to them. Representation by Proxy Representatives Appointed by the Company is limited to exercising the voting rights as instructed; the Proxy Representatives Appointed by the Company will not accept instructions to exercise other shareholder rights, in particular to submit motions or ask questions or to raise an objection. Granting proxies and providing instructions to the Proxy Representatives Appointed by the Company is required to be in text form; furthermore, this is possible also electronically by using the Shareholders' Portal or when transmitted by intermediaries pursuant to section 67c AktG via the SWIFT address mentioned below.

The Company must receive such proxies and instructions to the Proxy Representatives Appointed by the Company (as well as any amendments or revocations of such proxies and instructions) as follows:

- either transmitted electronically via the Shareholders' Portal on the Company's website at www.prosiebensat1.com/annual-general-meeting no later than by the time announced for the relevant vote during the general meeting by the chairperson of the meeting on Wednesday, May 20, 2026,

- or in text form by Tuesday, May 19, 2026, 6:00 p.m. at the latest, at the following address:
ProSiebenSat.1 Media SE
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de
- or, when transmitted by intermediaries pursuant to section 67c AktG, by Tuesday, May 19, 2026, 6:00 p.m. at the latest, also electronically via the following SWIFT address:
SWIFT: CMDHDEMXXX;
Instructions pursuant to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required

A form for granting proxy and issuing instructions to the Proxy Representatives Appointed by the Company is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

5.3 Voting by other representatives

Furthermore, eligible shareholders have the option to grant proxy to another representative, also a bank or another intermediary or a shareholders' association, to exercise their voting right. These representatives can in turn exercise their voting rights by electronic absentee voting or by issuing (sub-)proxies and instructions to the Proxy Representatives Appointed by the Company.

If neither a bank, nor another intermediary, nor a shareholders' association, nor a proxy adviser, nor any other person or association of individuals which is treated like an intermediary pursuant to section 135 para 8 AktG, is authorized, the granting of authorization, its revocation and the proof of authorization vis-a-vis the Company, require text form; furthermore, a proxy can also be granted or revoked electronically by using the Shareholders' Portal.

When granting a proxy to a bank or another intermediary, a shareholders' association, a proxy advisor or any other person or association of individuals which, pursuant to section 135 para. 8 AktG, is treated like an intermediary, the specific provisions of section 135 AktG apply. Therefore, exceptions from the general text form requirement may apply here. However, if applicable, the relevant proxy recipients might determine their own requirements for the form; shareholders, therefore, are asked to coordinate the relevant form and proxy proceeding with the relevant proxy recipients.

If the shareholder grants a proxy to more than one person, the Company may reject one or more of them.

Forms that can be used for granting a proxy are available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

A proxy that is granted by declaration vis-a-vis the Company can be granted and revoked until the end of the general meeting on Wednesday, May 20, 2026 electronically by using the Shareholders' Portal at www.prosiebensat1.com/annual-general-meeting. If the representative is to exercise the voting right of the shareholder, it is important to ensure that the proxy is granted, or the proof of shareholding is submitted, in due time within the aforementioned deadlines.

Notwithstanding the foregoing, in the event of granting a proxy to a bank, another intermediary, a shareholders' association, a proxy advisor, or any other person or association of individuals which is treated like an intermediary pursuant to section 135 para 8 AktG, by using the Shareholders' Portal, the same timing restrictions apply as for granting proxies and instructions to the Proxy Representatives Appointed by the Company (see explanations above).

Further, granting and revoking the proxy by declaration vis-a-vis the Company as well as the transmission of the proof of a proxy granted by declaration vis-a-vis the proxy recipient, or its revocation, can also be carried out as follows:

- either using the following address, to which electronic transmission by e-mail is specifically also possible, by Tuesday, May 19, 2026, 6:00 p.m. at the latest:
ProSiebenSat.1 Media SE
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de
- or, when transmitted by intermediaries pursuant to section 67c AktG, no later than Tuesday, May 19, 2026, 6:00 p.m., also electronically via the following SWIFT address:
SWIFT: CMDHDEMXXX;
Instructions pursuant to ISO 20022;
Authorization via SWIFT Relationship Management Application (RMA) required

The date and time of receipt by the Company is decisive in each case

5.4 Supplementary information on the exercise of voting rights

If the Company receives different declarations on the exercise of voting rights for the same shareholding by different means of transmission, these declarations will be taken into account in the following order: (1) via the Shareholders' Portal, (2) by e-mail, (3) pursuant to section 67c paras. 1 and 2 sentence 3 AktG, (4) by letter.

If an individual vote is held under an agenda item without this having been notified in advance of the general meeting, an electronic absentee vote cast or an instruction issued to the Proxy Representatives Appointed by the Company with respect to this agenda item as a whole shall, except to the extent amended or revoked, also be deemed to be a corresponding vote or corresponding instruction for each item of the of the associated individual vote

An electronic absentee vote or an instruction issued to the Proxy Representatives Appointed by the Company regarding the Boards' proposed resolution under agenda item 2 shall remain valid even if the proposal for use of balance sheet profits is adjusted due to a change in the number of shares entitled to dividends, provided that the vote or instruction is not changed or revoked.

An instruction issued to the Proxy Representatives Appointed by the Company to vote in favor of the Boards' proposal for a resolution on an agenda item or a corresponding sub-item, or an electronic absentee vote cast in favor of the Boards' proposal for the relevant resolution, is simultaneously deemed to be an instruction to vote against any counter-motion (including a counter-motion in the form of an election proposal deviating from the Boards' proposal) on the relevant agenda item or sub-item in question, or as the exercise of the voting right against the counter-motion in question, provided that there are no instructions to the contrary regarding the counter-motion or no statement to the contrary regarding the exercise of the voting right with regard to the counter-motion.

6. Information on shareholders' rights

6.1 Requests to add items to the agenda in accordance with section 122 para. 2 AktG in conjunction with Art. 56 sentences 2 and 3 SE Regulation and section 50 para. 2 SEAG

Shareholders whose aggregate shareholdings represent 5% of the share capital, or the proportionate amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 no-par value shares), may request that items be added to the agenda and published.

The request must be addressed in writing (for the purposes of section 122 para. 2 in conjunction with section 122 para. 1 sentence 1 AktG) to the Executive Board of ProSiebenSat.1 Media SE and must be received by the Company no later than by Sunday, April 19, 2026, 24:00 hrs. Please use the following address:

ProSiebenSat.1 Media SE
– Vorstand/Executive Board –
 Medienallee 7
 85774 Unterföhring
 Germany
 E-mail: hauptversammlung@prosiebensat1.com

6.2 Shareholders' counter-motions and election proposals pursuant to section 126 paras. 1 and 4 and section 127 AktG

Every shareholder has the right to submit counter-motions to the resolution proposals of the Executive Board and/or the Supervisory Board on specific agenda items at the general meeting as well as to submit election proposals regarding an election of Supervisory Board members or auditors provided for on the agenda at the general meeting.

Counter-motions and election proposals received by the Company at the address below by no later than Tuesday, May 5, 2026, 24:00 hrs, will, subject to the further requirements under sections 126 and 127 AktG, be made available without undue delay, including the shareholder's name and the reasoning (if any) as well as potential statements of the Boards, on the Company's website at www.prosiebensat1.com/annual-general-meeting. Counter-motions and election proposals by shareholders should be addressed exclusively to:

ProSiebenSat.1 Media SE
– Aktieninformation –
 Medienallee 7
 85774 Unterföhring
 Germany
 E-mail: hauptversammlung@prosiebensat1.com

Counter-motions or election proposals by shareholders that are to be made accessible pursuant to section 126 or section 127 AktG are deemed to have been submitted at the time they are made accessible pursuant to section 126 para. 4 sentence 1 AktG. The voting right regarding such motions or election proposals may be exercised as soon as the conditions for the exercise of the voting right are fulfilled. If the shareholder making the counter-motion or submitting the election proposal is not duly authorized and registered for the general meeting, the motion does not need to be dealt with at the virtual general meeting.

Counter-motions and election proposals can also be submitted or made without prior and timely transmission to the Company (and publication) during the virtual general meeting when exercising the right to speak by means of video communication (see the explanations below).

6.3 Shareholders' right to submit statements pursuant to section 130a paras. 1 to 4 AktG

Shareholders who have duly registered for the general meeting or their representatives have the right to submit statements on agenda items prior to the general meeting by means of electronic communication (section 130a paras. 1 to 4 AktG).

Statements can be submitted in text form using the Shareholder's Portal by no later than five days prior to the virtual general meeting, i.e., no later than Thursday, May 14, 2026, 24:00 hrs.

A statement in text form may consist of a maximum of 10,000 characters (including spaces).

The Company will publish statements that meet the above requirements, are submitted in German or English language and are to be made accessible in accordance with the statutory provisions, along with the names of the shareholders or their representatives submitting them, in the Shareholders' Portal no later than four days prior to the virtual general meeting, i.e., no later than Friday, May 15, 2026, 24:00 hrs. Any statements by the Boards will also be published in the Shareholders' Portal.

Any questions, motions, election proposals and objections to resolutions of the general meeting included in the statements will not be considered at the general meeting. These are to be submitted separately and exclusively by the means and in the form as described in this convocation.

6.4 Right to speak pursuant to section 130a paras. 5 and 6 AktG

Shareholders or their representatives who are electronically connected to the general meeting have the right to speak at the meeting by way of video communication. Motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG as well as requests for information pursuant to section 131 para. 1 AktG may form part of the speech.

On the day of the general meeting a virtual registration desk is expected to be set up via the Shareholders' Portal from 09:30 a.m., where shareholders who are connected electronically or their representatives can register to speak. Shareholders or their representatives need an internet-ready device (e.g., PC, laptop, tablet, or smartphone) with a camera and microphone that can be accessed from the browser in order to exercise their right to speak.

Pursuant to section 130a para. 6 AktG, the Company reserves the right to examine the operability of the video communication between the shareholder or representative and the Company during the meeting and prior to the speech, and to reject the speech if the operability is not ensured.

6.5 Right to request information pursuant to section 131 AktG

Pursuant to section 131 para. 1 AktG, shareholders or their representatives may request information from the Executive Board during the general meeting about matters pertaining to the Company, to the extent that such information is necessary to permit proper evaluation of an agenda item. The obligation to provide information also relates to the Company's legal and business relations with its affiliates, the situation of the group and any companies included in the consolidated financial statements.

The right to obtain information pursuant to section 131 AktG may be exercised in the virtual general meeting only by means of video communication via the Shareholders' Portal, and thus in the course of exercising the shareholder's right to speak (see the relevant explanations above) provided that the chairperson of the meeting determines such procedure in accordance with section 131 para. 1f AktG. It is intended that such a determination will be made by the chairperson of the meeting during the virtual general meeting. Questions may not be submitted otherwise by means before or during the virtual general meeting.

Shareholders connected electronically to the general meeting can also submit requests pursuant to section 131 paras. 4 and 5 AktG by means of electronic communication via the Shareholders' Portal.

6.6 Objections to resolutions of the general meeting pursuant to section 118a para. 1 sentence 2 no. 8 AktG in conjunction with section 245 AktG

Shareholders or their representatives who are electronically connected to the general meeting have the right to declare objections to resolutions of the general meeting by way of electronic communication (section 118a para. 1 sentence 2 no 8 AktG in conjunction with section 245 AktG). The objection may be declared via the Shareholders' Portal at www.prosiebensat1.com/annual-general-meeting from the beginning until the end of the virtual general meeting. The notary public has authorized the Company to receive objections via the Shareholders' Portal and will receive the same via the Shareholders' Portal.

6.7 Further information on shareholders' rights

Further information on shareholders' rights is available on the Company's website at www.prosiebensat1.com/annual-general-meeting.

7. Total number of shares and voting rights

The share capital of ProSiebenSat.1 Media SE at the time of the publication of the convocation of the general meeting in the Federal Gazette (*Bundesanzeiger*) amounts to EUR 233,000,000.00 and is divided into 233,000,000 registered no-par value shares. The total number of voting rights in the Company equals the total number of shares and, therefore, amounts to 233,000,000 at the time of the publication of the convocation of the general meeting in the Federal Gazette (*Bundesanzeiger*) (information pursuant to section 49 para. 1 sentence 1 no. 1 alternative 2 of the German Securities Trading Act (*Wertpapierhandelsgesetz*)).

At the time of the publication of the convocation of the general meeting in the Federal Gazette (*Bundesanzeiger*), the Company holds a total number of 188,246 treasury shares. Treasury shares do not convey rights in the general meeting.

8. Time details

Unless expressly stated otherwise, all times stated in this invitation to the general meeting are times in Central European Summer Time (CEST). Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

9. Data protection information for shareholders and their representatives

In connection with the holding of the general meeting, and in particular if you register to attend the general meeting, follow the general meeting via video and audio broadcast, use the Shareholders' Portal, grant a proxy, exercise your right to speak or request information, submit statements or exercise other shareholder rights, then ProSiebenSat.1 Media SE, Medienallee 7, 85774 Unterföhring, phone: +49 89 9507-10, e-mail: hauptversammlung@prosiebensat1.com, as the controller, will process personal data (e.g., name, address, e-mail address, number of shares, type of ownership of the shares, share register number, communication data and content, as well as access data for the Shareholders' Portal) relating to you as a shareholder and/or relating to your representatives. This is done with the purpose of conducting the general meeting and enabling shareholders or their representatives to exercise their rights in connection with the general meeting. We also process the personal data to satisfy our legal obligations in connection with conducting the general meeting.

If we use service providers to conduct the general meeting, they will only process your personal data on our behalf and upon our instruction.

If the legal requirements are met, you have the right to information, correction, restriction, deletion and, if applicable, objection regarding the processing of your personal data at any time, as well as the right to data portability and the right to complain to a competent data protection supervisory authority.

Details on the handling of personal data in connection with the general meeting and your rights under the EU General Data Protection Regulation can be found in our data protection provisions on the Company's website at www.prosiebensat1.com/annual-general-meeting. If you have any questions relating to data protection in the context of our general meeting or wish to assert your rights as a data subject, please contact our Data Protection Officer, who can be reached by e-mail at: datenschutz@prosiebensat1.com or by post at the above address.

Unterföhring, April 2026

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

ProSiebenSat.1 Media SE

Medienallee 7
85774 Unterföhring

Tel. + 49 (0) 89 9507-10

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hauptversammlung@prosiebensat1.com