

CONVENIENCE TRANSLATION OF THE GERMAN ORIGINAL

From: Henrik von Lukowicz [REDACTED]
Sent: Sunday, 3 May 2026 [REDACTED]
To: General Meeting ProSiebenSat1 <hauptversammlung@prosiebensat1.com>
Subject: Countermotion for the general meeting on 20 May 2026

Election of the auditor and group auditor for the 2026 financial year: agenda item 6

Motion

I move that the proposal of the administration be rejected and that **Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft (EY)** not be elected as auditor or group auditor for the 2026 financial year (sub-item 6.1) nor for the audit of the sustainability report (sub-item 6.2).

Reasons

The election of EY as auditor is contrary to the principles of responsible corporate governance and to shareholders' interests in a comprehensive and credible audit. This is based in particular on the following points:

- **Massive loss of confidence due to the Wirecard scandal:** For years, EY issued unqualified audit opinions on the financial statements of Wirecard AG, despite the absence of essential evidence of the existence of fiduciary assets running into the billions. This glaring failure to detect one of the largest cases of accounting fraud in German corporate history gives rise to serious doubts as to the effectiveness of EY's internal quality assurance measures.
- **Regulatory consequences under professional law:** The Auditor Oversight Body (Wirtschaftsprüferaufsichtsstelle – APAS) has already imposed far-reaching sanctions on EY, including a two-year prohibition on accepting audit mandates for public interest entities (PIEs) until 2025. Even if this formal prohibition may have expired for the 2026 financial year, the associated reputational risk for our company remains.
- **Avoidance of liability and reputational risks:** The appointment of an auditor whose independence and diligence have been publicly discredited by serious failings in the recent past jeopardises our company's standing in the capital markets. Shareholders must be able to rely on the auditor adopting a critical mindset – a quality that EY conspicuously lacked in the Wirecard case over a period of years.

For these reasons, EY is untenable as auditor for our company. Instead, an audit firm should be appointed that can demonstrate an unblemished track record with regard to its audit expertise and integrity.

In fact, the supervisory board itself states in its reasoning that the proposed audit firm is NOT suitable for the audit, since the agenda provides: "The supervisory board attaches the utmost importance to an audit of the highest quality."

It is precisely this standard that Ernst & Young so strikingly failed to meet in its audits of Wirecard – and to this day has not even managed to apologise for doing so. Ernst & Young is therefore unelectable for the reasons set out above, including the supervisory board's own reasoning.

Yours sincerely,

Henrik von Lukowicz
[REDACTED]
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