



**CONVENIENCE TRANSLATION OF THE GERMAN ORIGINAL**

**ProSiebenSat.1 Media SE**

**Unterföhring**

**ISIN: DE000PSM7770**

**Notifications pursuant to section 49 para. 1 sentence 1 no. 2 of the German Securities Trading Act (WpHG) and publication pursuant to section 221 para. 2 sentence 3 of the German Stock Corporation Act (AktG)**

**Publication regarding the granting of an authorization (i) to issue convertible bonds and/or option bonds and to exclude preemptive rights, together with the simultaneous creation of contingent capital, and (ii) to acquire and use treasury shares and to exclude preemptive rights and tender rights**

1. By resolution of the ordinary general meeting of ProSiebenSat.1 Media SE (hereinafter also the "Company") on May 20, 2026, the Executive Board was authorized, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible and/or option bonds (hereinafter collectively 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 until the close of May 19, 2031, and to grant the holders or creditors of Bonds conversion or option rights for subscription of in total up to 116,500,000 new registered no-par value shares in ProSiebenSat.1 Media SE in the pro rata amount of the registered share capital of in total up to EUR 116,500,000.00 as specified in more detail in the terms and conditions of the convertible or option bonds.

As a general rule, the shareholders have preemptive rights when the Bonds are issued. However, the Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights of shareholders in certain cases as specified in more detail in the authorization resolution.

The resolution will be deposited with the commercial register of the local court (*Amtsgericht*) of Munich (HRB 219439).

At the same time, the general meeting of the Company on May 20, 2026 resolved to contingently increase the registered share capital by 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



authorization granted by resolution of the general meeting 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. The corresponding amendment to the Articles of Incorporation has not yet been entered in the commercial register.

For further details, reference is made to the resolution proposal of the Executive Board and the Supervisory Board published in the Federal Gazette (*Bundesanzeiger*) on April 8, 2026, under agenda item 13 of the ordinary general meeting of the Company, which the general meeting resolved without amendments on May 20, 2026

2. Furthermore, the ordinary general meeting of the Company on May 20, 2026 authorized the Company pursuant to section 71 para. 1 no. 8 AktG to acquire and use treasury shares on or before May 19, 2031, in accordance with the more detailed provisions of agenda item 14 of the ordinary general meeting of the Company published in the Federal Gazette (*Bundesanzeiger*) on April 8, 2026. The treasury shares acquired on the basis of this or a previously granted authorization may, inter alia, be used with an exclusion of the preemptive rights of shareholders or be cancelled without a further resolution of the general meeting.

The full wording of the resolution is set forth in the resolution proposal of the Executive Board and the Supervisory Board under agenda item 14 of the ordinary general meeting of the Company published in the Federal Gazette (*Bundesanzeiger*) on April 8, 2026, which the general meeting resolved without amendments on May 20, 2026.

**Unterföhring, May 2026**

**ProSiebenSat.1 Media SE**

***The Executive Board***