



Quarterly
Report
September 30,
2005

Content

3	Key Figures	20	Events Subsequent to the Reporting Period
		20	October ratings 2005
		20	Plans to merge ProSiebenSat.1 Media AG and Axel Springer AG
7	Business Conditions	21	Outlook
8	Economic Conditions and the Advertising Market	21	Company Outlook
8	The Industry	22	Programming Outlook
10	Group Performance	23	Explanatory Note
10	Revenues and Earnings	24	Financial Statements
10	Expenses	24	Consolidated Income Statement
11	Cash and Equivalents, and Cash flow	26	Cash flow Statement
11	Balance Sheet Ratios	27	Consolidated Balance Sheet
11	Net Financial Debt	29	Statement of Changes in Shareholders' Equity
12	Credit Rating		
12	Stock Performance		
13	Employees		
13	Research and Development		
14	Takeover Offer - Axel Springer AG	30	Financial Calendar
15	Stations' Performance		
15	Sat.1		
16	ProSieben		
17	kabel eins		
18	N24		
19	Diversification		
19	SevenOne Intermedia		
19	MM MerchandisingMedia		
19	9Live		

Key Figures

Key figures for the ProSiebenSat.1 Group - Q3 2005

Key balance sheet figures for the ProSiebenSat.1 Group

		9/30/2005	9/30/2004	Change
Total assets	[Eur m]	1,989.6	2,010.9	-1%
Shareholders equity	[Eur m]	1,084.3	960.9	13%
Liabilities	[Eur m]	774.9	962.7	-20%
Equity ratio		54%	48%	13%
Pre-tax return on equity		4%	0.4%	900%
Programming assets	[Eur m]	1,097.0	1,185.4	-7%
Programming assets of total assets		55%	59%	-7%
Net financial debt incl. bond	[Eur m]	390.5	444.1	-12%

Key cash flow figures for the ProSiebenSat.1 Group

		Q3 2005	Q3 2004	Change
Cash flow	[Eur m]	241.3	211.6	14%
Cash flow from operating activities	[Eur m]	197.0	198.4	-1%
Cash flow from investing activities	[Eur m]	-195.4	-216.6	10%
Free cash flow	[Eur m]	1.7	-18.2	109%
Cash flow from financing activities	[Eur m]	-43.3	-7.1	-510%

Key figures for the ProSiebenSat.1 Group

		Q3 2005	Q3 2004	Change
Revenues	[Eur m]	415.9	362.1	15%
Gross profit	[Eur m]	130.3	84.3	55%
Operating profit	[Eur m]	50.5	11.7	332%
Financial loss	[Eur m]	-12.0	-7.3	-64%
Pre-tax profit	[Eur m]	38.5	4.3	795%
Consolidated profit	[Eur m]	23.7	2.6	812%
EBITDA	[Eur m]	59.9	21.7	176%
EBIT	[Eur m]	51.1	10.8	373%
EBITDA Margin		14%	6%	133%
Pre-tax profit margin		9%	1%	800%
Programming investments	[Eur m]	187.8	193.4	-3%
Depreciation and amortization of intangible assets, property, plant and equipment	[Eur m]	9.5	10.0	-5%
Personnel expenses	[Eur m]	54.9	50.3	9%
Employees*		2,838	2,685	6%

* Averaging full-time equivalent jobs

Key figures for the ProSiebenSat.1 Group - Q3 2005

Key figures by stations				
		Q3 2005	Q3 2004	Change
Sat.1				
Total revenues	[Eur m]	165.8	152.0	9%
Pre-tax profit/loss	[Eur m]	24.0	-2.1	-/-
EBITDA	[Eur m]	21.2	0.6	-/-
Employees*		220	226	-3%
ProSieben				
Total revenues	[Eur m]	147.5	147.4	-/-
Pre-tax profit	[Eur m]	25.7	17.6	46%
EBITDA	[Eur m]	25.4	18.3	39%
Employees*		258	243	6%
kabel eins				
Total revenues	[Eur m]	46.7	39.0	20%
Pre-tax profit	[Eur m]	6.6	1.5	340%
EBITDA	[Eur m]	6.6	1.3	408%
Employees*		46	45	2%
N24				
Total revenues	[Eur m]	19.7	17.2	15%
Pre-tax profit/loss	[Eur m]	0.9	-1.6	156%
EBITDA	[Eur m]	1.0	-1.4	171%
Employees*		161	154	5%
Key figures for 9Live				
Total revenues	[Eur m]	23.8	27.0	-12%
Pre-tax profit/loss	[Eur m]	-43.5	8.2	-630%
EBITDA	[Eur m]	6.7	11.2	-40%
Employees*		164	157	4%
Key figures for SevenOne Intermedia				
Total revenues	[Eur m]	21.9	15.9	38%
Pre-tax profit	[Eur m]	2.5	2.6	-4%
EBITDA	[Eur m]	2.8	3.7	-24%
Employees*		122	108	13%
Key figures for MerchandisingMedia				
Total revenues	[Eur m]	6.0	11.2	-46%
Pre-tax profit	[Eur m]	1.5	1.2	25%
EBITDA	[Eur m]	1.4	1.2	17%
Employees*		51	87	-41%

* Averaging full-time equivalent jobs

Key figures for the ProSiebenSat.1 Group - Q1-Q3 2005

Key balance sheet figures for the ProSiebenSat.1 Group

		9/30/2005	9/30/2004	Change
Total assets	[Eur m]	1,989.6	2,010.9	-1%
Shareholders equity	[Eur m]	1,084.3	960.9	13%
Liabilities	[Eur m]	774.9	962.7	-20%
Equity ratio		54%	48%	13%
Pre-tax return on equity		19%	13%	46%
Programming assets	[Eur m]	1,097.0	1,185.4	-7%
Programming assets of total assets		55%	59%	-7%
Net financial debt incl. bond	[Eur m]	390.5	444.1	-12%

Key cash flow figures for the ProSiebenSat.1 Group

		Q1-Q3 2005	Q1-Q3 2004	Change
Cash flow	[Eur m]	871.9	808.5	8%
Cash flow from operating activities	[Eur m]	741.9	684.2	8%
Cash flow from investing activities	[Eur m]	-834.6	-728.1	-15%
Free cash flow	[Eur m]	-92.6	-43.9	-111%
Cash flow from financing activities	[Eur m]	-208.5	114.2	-283%

Key figures for the ProSiebenSat.1 Group

		Q1-Q3 2005	Q1-Q3 2004	Change
Revenues	[Eur m]	1,353.6	1,294.3	5%
Gross profit	[Eur m]	457.8	396.2	16%
Operating profit	[Eur m]	225.9	181.3	25%
Financial loss	[Eur m]	-23.1	-59.7	61%
Pre-tax profit	[Eur m]	202.8	121.6	67%
Consolidated profit	[Eur m]	124.1	75.3	65%
EBITDA	[Eur m]	250.8	209.1	20%
EBIT	[Eur m]	225.9	180.5	25%
EBITDA-Margin		19%	16%	19%
Pre-tax profit margin		15%	9%	67%
Programming investments	[Eur m]	653.4	724.2	-10%
Depreciation and amortization of intangible assets, property, plant and equipment	[Eur m]	24.9	27.8	-10%
Personnel expenses	[Eur m]	158.1	152.2	4%
Employees*		2,766	2,710	2%

* Averaging full-time equivalent jobs

Key figures for the ProSiebenSat.1 Group - Q1-Q3 2005				
Key figures by stations				
		Q1-Q3 2005	Q1-Q3 2004	Change
Sat.1				
Total revenues	[Eur m]	561.2	548.9	2%
Pre-tax profit	[Eur m]	86.9	60.3	44%
EBITDA	[Eur m]	86.3	65.8	31%
Employees*		220	223	-1%
ProSieben				
Total revenues	[Eur m]	532.2	527.1	1%
Pre-tax profit	[Eur m]	110.5	115.5	-4%
EBITDA	[Eur m]	109.5	116.3	-6%
Employees*		259	252	3%
kabel eins				
Total revenues	[Eur m]	151.5	134.0	13%
Pre-tax profit	[Eur m]	28.8	13.9	107%
EBITDA	[Eur m]	28.5	13.3	114%
Employees*		46	47	-2%
N24				
Total revenues	[Eur m]	59.6	52.0	15%
Pre-tax profit/loss	[Eur m]	4.6	-1.4	429%
EBITDA	[Eur m]	5.1	-0.5	-/-
Employees*		161	154	5%
Key figures for 9Live**				
Total revenues	[Eur m]	76.0	66.3	15%
Pre-tax profit/loss	[Eur m]	-34.6	11.7	-396%
EBITDA	[Eur m]	23.8	22.0	8%
Employees*		113	97	16%
Key figures for SevenOne Intermedia				
Total revenues	[Eur m]	68.4	43.4	58%
Pre-tax profit	[Eur m]	9.3	7.4	26%
EBITDA	[Eur m]	11.0	9.5	16%
Employees*		123	106	16%
Key figures for MerchandisingMedia				
Total revenues	[Eur m]	19.7	34.9	-44%
Pre-tax profit	[Eur m]	4.9	5.3	-8%
EBITDA	[Eur m]	5.6	5.4	4%
Employees*		51	88	-42%

* Averaging full-time equivalent jobs

** Fully consolidated since June 1, 2005

Q1-Q3 2005: The ProSiebenSat.1 Group boosts revenues and earnings considerably

- Revenues up 5 percent from EUR 1.294 billion to EUR 1.354 billion
- Earnings before taxes up 67 percent from EUR 121.6 million to EUR 202.8 million
- Consolidated net profit up 65 percent from EUR 75.3 million to EUR 124.1 million
- EBITDA up 20 percent from EUR 209.1 million to EUR 250.8 million
- All four stations generate a profit
- kabel eins increases return on revenues from 10 percent to 19 percent
- N24 increases return on revenues from -3 percent to 8 percent
- Group improves audience share by 1.2 percentage points, for 30.3 percent of the 14-49 age group
- Group expands market lead and increases gross share of the advertising market 0.3 percent to 43.1 percent
- Diversification: 9Live increases revenues 15 percent from EUR 66.3 million to EUR 76.0 million
- Diversification: SevenOne Intermedia improves revenues 58 percent from EUR 43.4 million to EUR 68.4 million

Business Conditions

Economic conditions and the advertising market

Economy strengthens in third quarter

Following a weak first half, the German economy picked up momentum in the third quarter. According to preliminary data, real gross domestic product may well have picked up significantly in July through September, after adjustments for seasonal and calendar factors. Here a vigorous impetus was provided by rising foreign demand for exports. According to a rough first analysis by Deutsche Bundesbank, private consumer demand remained weak in the third quarter. Because of the generally positive trend of Germany's economy in the third quarter, combined with expectations for the fourth quarter, Germany's leading economic research institutes have made a slight upward revision in their projections for 2005 as a whole. In their fall survey, they were anticipating total growth of 0.8 percent for the year. The figure in the spring survey had been 0.7 percent.

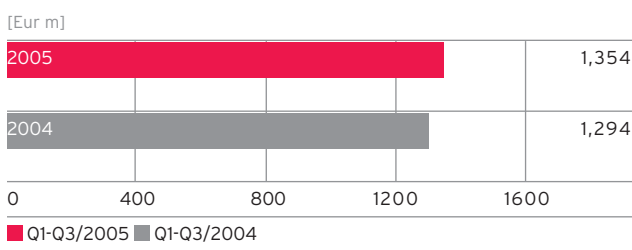
The industry

Gross statistics for the advertising market

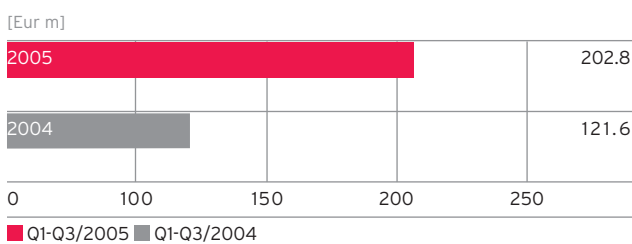
The upturn of the economy as a whole also affected the advertising market in the third quarter. The statistics released by the Nielsen Media Research institute indicate that gross advertising revenues in conventional media grew 4.7 percent in the first nine months of 2005 against the comparable period of 2004, to EUR 13.3 billion. The media themselves contributed most significantly to this gain, with EUR 247 million. Another EUR 77 million came in from advertising for telephone and fax services. The retail, automobile, telecommunications and financial services sectors also were among the main advertisers for the first nine months of the year.

Television generated gross advertising revenues of EUR 5.5 billion in the first nine months of the year, a 3.5 percent gain from the year before. The third quarter's gain of 6.8 percent was an improvement on the gross TV advertising revenue figure from the first half, which was up only 2.3 percent.

Group revenues



Pre-tax profit



From January through September 2005, newspapers added 9.1 percent, with a gross of EUR 3.5 billion. General-interest magazines were the only segment of the conventional media to decrease in the statistics, by 2.5 percent. Radio broadcasters achieved the fastest growth rate in the advertising market overall, at 19.7 percent. But gross figures on advertising spending offer no real indication for direct conclusions about actual net advertising revenues, since the gross figures include not only self-promotion, but bulk discounts and agency commissions. ProSiebenSat.1 Media AG assumes that on a net basis, the TV advertising market declined during the first nine months 2005.

ProSiebenSat.1 Group's share of advertising market rises

From January through September of 2005, the ProSiebenSat.1 Group generated gross revenues of EUR 2.362 billion. This is equivalent to a 43.1 percent share of the gross TV advertising market. The Group strengthened its market position against the same period last year, increasing its share by 0.3 percentage points.

This gross share of 43.1 percent of the advertising market means that SevenOne Media, the ProSiebenSat.1 Group's sales house for advertising time, has solidified its lead over IP Deutschland. The four stations marketed by IP - RTL, Vox, Super RTL and n-tv - generated a market share of 36.9 percent in the first nine months of 2005. El Cartel, which markets RTL II, had a 6.3 percent share.



A dream of a wedding in Spain: 23.4 percent of the audience between 14 and 49 watched ProSieben as pop stars Sarah Connor and Marc Terenzi exchanged vows on the beach at Altafulla.

Sat.1, with 19.8 percent, and ProSieben, with 17.3 percent, held the second and third largest shares of the TV advertising market. Sat.1 in particular made a substantial gain against the first nine months of 2004, boosting its market share by 0.8 percentage points. The market share of kabel eins improved by 0.3 percentage points, to 5.3 percent. News station N24 also gained ground, adding 0.1 percentage point to reach 0.7 percent.

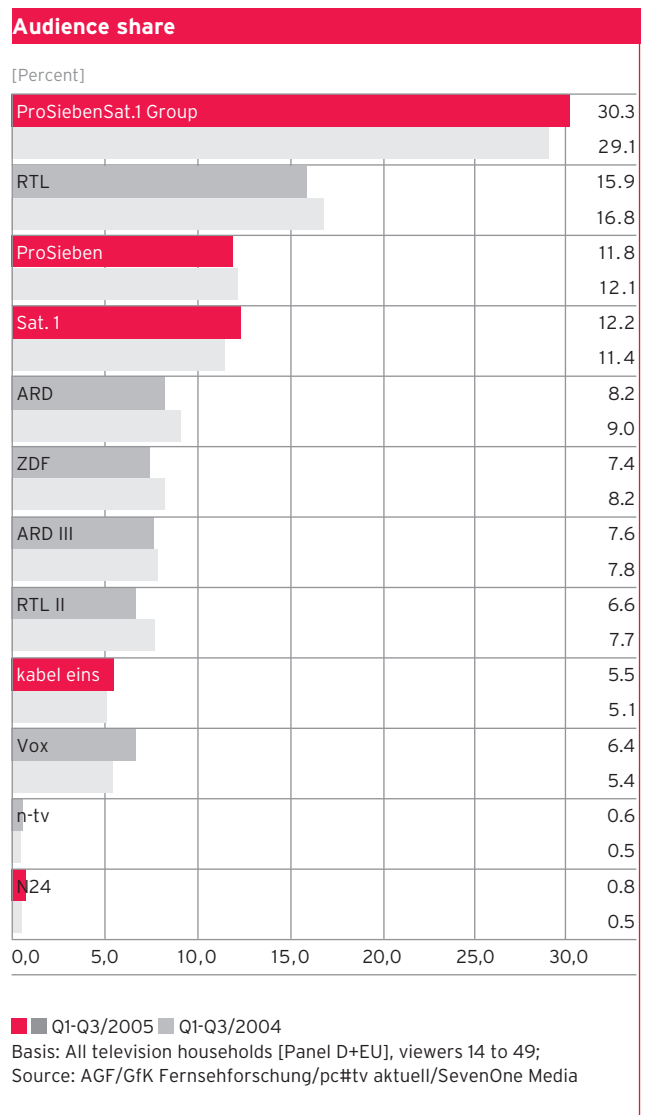
Group's audience share grows

The increase in advertising market share is a consequence of the Group's gains in audience share. Here the Group gained significant ground in the first nine months of the year. Sat.1, ProSieben, kabel eins and N24 added 1.2 percentage points against the comparable period, to earn 30.3 percent (2004: 29.1 percent). The increase was even clearer in the third quarter. Here the Group's performance gained 1.9 percentage points to total 30.2 percent.

Sat.1 showed a significant rise, adding 0.8 percentage points to reach 12.2 percent in the first nine months (2004: 11.4 percent). The station benefited greatly from the ongoing success of its telenovela "Verliebt in Berlin" (up to 26.4 percent). But feature films like "Shrek" (23.7 percent) and comedies like "Schillerstrasse" (up to 24.0 percent) also did their share to help.

ProSieben earned 11.8 percent in the first nine months (2004: 12.1 percent). Top favorites included "Desperate Housewives" (up to 23.1 percent) and "Sarah & Marc in Love - Die Hochzeit des Jahres" (up to 23.7 percent), but also blockbusters like "Spider Man" (36.8 percent) and "Men in Black" (32.3 percent).

The audience share for kabel eins between January and September was up 0.4 percentage points to 5.5 percent (Jan.-Sept. 2004: 5.1 percent), with particularly good ratings for feature films ("Highlander": 10.9 percent) and hit series like "Missing" (up to 10.0 percent).



N24 was a clear winner, gaining 0.3 percentage points to reach 0.8 percent (Q1-Q3 2004: 0.5 percent). Its rival n-tv earned 0.6 percent (2004: 0.5 percent).



Sat.1 hit the bull's-eye with its in-house production of the TV movie "Das Zimmermädchen und der Millionär", which achieved a market share of 20.7 percent: An audience of 6.52 million (age 3 and older) saw this romantic comedy with Lisa Martinek and Misel Maticevic.

Group Performance

Revenues and earnings

The ProSiebenSat.1 Group successfully concluded both the first nine months as well as the third quarter of 2005. Despite the difficult advertising market, Germany's leading TV corporation was able both to increase revenues and earnings and significantly enhance its profitability. The Diversification segment, the first full consolidation of the Euvia Group as of June 1, 2005, and the increased advertising revenues of the four large stations in the third quarter contributed in particular to this improvement. The increased advertising revenues of Sat.1, ProSieben, kabel eins, and N24 can also be attributed to the performance improvement of the station group, which was able to increase its audience share in the commercially decisive audience group of 14-to-49 years in Q3 2005 by 1.9 percentage points to a total of 30.2 percent, compared to 28.3 percent in the same quarter last year.

The revenues of the ProSiebenSat.1 Group for January to September of this year came to EUR 1.354 billion, compared to EUR 1.294 billion in 2004 - a 4.6 percent increase. Quarter on quarter, revenues were up as much as 14.9 percent, or EUR 53.8 million, from EUR 362.1 million to EUR 415.9 million. 9Live's contribution to revenues came to EUR 23.4 million.

EBITDA for the first nine months turned out to be 19.9 percent higher than in the prior-year period, at EUR 250.8 million. As a consequence, the EBITDA margin rose from 16.2 percent to 18.5 percent. Pre-tax profit rose significantly more than revenue, by 66.8 percent, to EUR 202.8 million, thanks most especially to lower

net financial expenses. Here, lower interest expenses, one-time income from a purchase price hedge for the Euvia Group acquisition, and significantly lower other financing expenses in the first half all had a positive impact. The return on sales increased from 9.4 percent to 15.0 percent. The consolidated net income for the first nine months amounted to EUR 124.1 million, compared to EUR 75.3 million for the equivalent period last year, a 64.8 percent gain. Earnings per preferred share thus came to EUR 0.58 for the first nine months of 2005, compared to EUR 0.37 last year.

The quarter-on-quarter comparison is even more positive. In the third quarter of 2005, an EBITDA of EUR 59.9 million was achieved, following EUR 21.7 million in the same quarter last year. This represents an increase of 176.0 percent. Pre-tax earnings were almost nine times as large, amounting to EUR 38.5 million, following EUR 4.3 million in 2004. The third quarter contributed EUR 0.11 to earnings per share of preferred stock (Q3 2004: EUR 0.00).

Expenses

Despite the takeover of the Euvia Group, the operating costs of the ProSiebenSat.1 Group increased only minimally in the first nine months, by EUR 10 million or one percent. The total costs of EUR 1.140 billion include EUR 20.3 million in costs for 9Live, of which EUR 14.4 million are allocated to the third quarter. The cost of sales was down slightly, by EUR 2.4 million, to EUR 895.8 million. Consumption of programming assets accounted for EUR 658.4 million of this figure, following the equivalent period's EUR 678.4 million. For the first nine months of 2005, scheduled consumption is EUR 616.8 million, following EUR 642.1 million for the first nine months of 2004. In contrast, unscheduled consumption increased by EUR 5.3 million, from EUR 36.3 million to EUR 41.6 million. Selling expenses came to EUR 146.4 million, and administrative expenses were



When "Friends" first went on the air in 1994, no one had any idea that "Friends" would become the most successful sitcom in TV history. Kabel eins broadcasts the series about the popular New York group Monday through Friday..

EUR 97.5 million, compared to EUR 135.8 million and EUR 95.3 million for the same period last year. Quarter-on-quarter, the first full consolidation of the Euvia Group, as well as increased programming costs, drove costs up in the third quarter by 3.9 percent, from EUR 356.2 million to EUR 370.1 million.

Cash and equivalents, and cash flow

As of September 30, 2005, cash and cash equivalents amounted to EUR 38.7 million, compared with EUR 132.2 million as of September 30, 2004, and EUR 294.7 million as of December 31, 2004. Most of the decrease in cash compared to the end of last year was the result of the reduction of interest-bearing debt, the dividend payment in May of this year, and the completed acquisition of Euvia Group. Cash generated from operating activities increased from EUR 684.2 million in the first nine months of 2004 to EUR 741.9 million in the first nine months of 2005. This particularly reflects the improved consolidated profit for the period.

Cash used in investing activities was EUR 834.6 million for the first nine months of 2005, an increase of EUR 106.5 million from the comparable period. The change is primarily a result of the acquisition of the Euvia Group. Investments in programming assets were down in the nine-month period of 2005, to EUR 653.4 million compared to EUR 724.2 million a year earlier.

Improved balance sheet structure

The ProSiebenSat.1 Group's total assets dropped slightly against the prior year, to EUR 1.990 billion as of September 30, 2005. The assets side of the balance sheet shows the impact of the first consolidation of the Euvia Group. Intangible assets in particular were EUR 268.8 million up to EUR 331.0 million. The change results largely from the goodwill acquired as part of the consolidation of Euvia Group, together with intan-

gible assets of Euvia Media Group that were identified in the purchase price allocation and capitalized at fair value. Financial assets dropped from EUR 147.3 million to EUR 1.8 million. This is attributable to disposal of Euvia's equity value and elimination of the loan to Euvia as part of the first time consolidation. Accounts receivable and other short-term assets increased by 34.6 percent to EUR 261.7 million. This results primarily from increased advance tax payments and trade accounts receivable.

Shareholders' equity increased by 12.8 percent compared to September 30 of the previous year, and now amounts to EUR 1.084 billion, resulting in an equity ratio of 54.5 percent in the Group. The equity ratio a year earlier was 47.8 percent. Moreover, there was a reduction in both long-term liabilities from EUR 589.2 million to EUR 525.9 million, and in short-term liabilities from 460.8 to 379.5. This was mainly the result of the reduction in interest-bearing debt.

Net financial debt down further

Net financial debt has continued to improve, amounting to EUR 390.5 million on September 30, 2005, compared to EUR 444.1 million on September 30, 2004.

The first bond issue of the then ProSieben Media AG, from 1998, was redeemed by the issuer's legal successor, ProSiebenSat.1 Media AG, in March 2005. The principal amount of the bond issue was DM 250 million (which translates into EUR 127.8 million). Moreover, the EUR 40.125 million outstanding at year's end on a bond issue that was originally to mature in March 2006 was repaid early and in full, in compliance with the bond conditions. The bond, which carried a coupon of 5.875 percent, was redeemed at par.



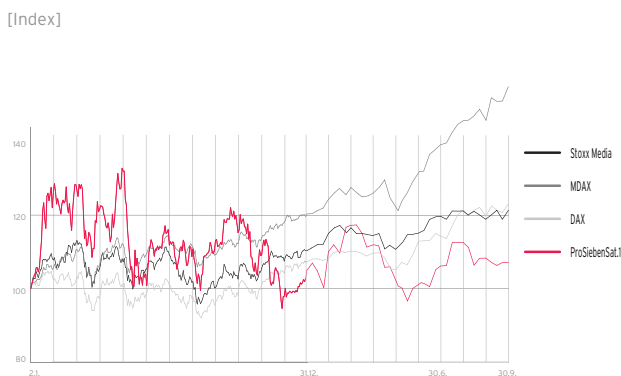
In the ProSieben mega-blockbuster "xXx - Triple X", Xander (Vin Diesel) loses his heart to the agent Yelena (Asia Argento). Over four million of the 14-to-49 year old viewers followed Hollywood's new muscleman, Vin Diesel, in his fight against bioterrorists.

Credit rating under review

In conjunction with the announcement of Axel Springer AG's acquisition of shares of ProSiebenSat.1 Media AG on August 5, 2005, on August 9 Moody's changed its outlook for the Ba1 rating from stable to "review for possible downgrade." On August 8 and 19, Fitch Ratings reduced the rating outlook from BBB- „stable“ to BBB- "rating watch negative."

Share price development of ProSiebenSat.1 Media AG

ProSiebenSat.1 stock: price development



■ ProSiebenSat.1 ■ Stoxx Media ■ MDAX ■ DAX

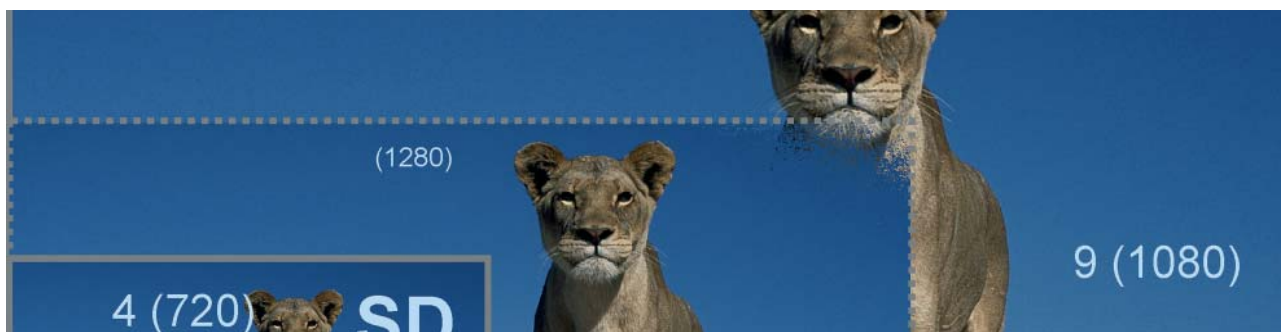
Basis: Xetra closing prices, Index 100 = January 2, 2004; Source: Bloomberg

The stock exchange picked up momentum over the course of the reporting period. Good corporate profits, positive export prospects because of the lower euro, and the upcoming elections have promoted optimism. The DAX, Germany's primary index, reflected the improved mood, gaining 18.5 percent in the first nine months to close at 5,044 on September 30 despite increasing oil prices, compared to 4,256 at the end of 2004. The uncertainty surrounding the election results

in September 2005 only depressed the DAX for a short time. On September 28, 2005, the DAX index reached its highest level since May 2002, with 5,048 points. The MDAX showed even better performance, with an increase of about 32.2 percent. On the other hand, the development of the Euro-Stoxx-Media 50 index, at 11.6 percent, was significantly more moderate.

The ProSiebenSat.1 share gained 6.5 percent in the first nine months of this year compared to the last trading day of 2004; it thus did not profit entirely from the positive attitude on the stock exchange. After an uptrend in the first few months, in May ProSiebenSat.1 stock declined briefly to just below EUR 13, following the announcement of the first-quarter results and lower expectations for the TV advertising market in 2005. Due to speculations about a takeover, the price recovered by the end of June.

In the third quarter, the share price development of the ProSiebenSat.1 share was decisively influenced by the announcement of the planned takeover by Axel Springer AG and the cash offer of EUR 14.11 per preferred share. Since that time, the price has fluctuated in the range of EUR 14.24 to EUR 14.54. The stock reached its low for the year so far, EUR 12.80, in mid-January, and its high on June 20, EUR 15.36. On September 30, the stock was removed from Xetra trading at a price of EUR 14.38. During the reporting period, 86.3 million shares of ProSiebenSat.1 Media AG traded on the XET-RA trading system - an average daily trading volume of around 447,112 shares.



On Sat.1 HD and ProSieben HD, the ProSiebenSat.1 Group is now also broadcasting its two major free TV channels in high-resolution HDTV, in addition to its standard broadcasting. The new format went on the air on October 26, 2005, as part of the Munich Media Days.

Employees

2,766 employees in the Group as a whole

In the first nine months of 2005, the ProSiebenSat.1 Group employed an average of 2,766 full-time employees, compared to 2,710 in the equivalent period in 2004. This represents a growth rate of 2.1 percent. In the nine-month comparison, personnel expenses increased, particularly due to the takeover of the Euvia Group. The costs amounted to EUR 158.1 million, compared to EUR 152.2 million the year before, which corresponds to an increase of 3.9 percent.

Sat.1's staff size was 220, down by three employees in the nine-month comparison. The figure at ProSieben was up by seven, to 259. The staff at N24 grew from 154 to 161 employees, while the figure at kabel eins was down from 47 to 46. At ProSiebenSat.1 Production, the subsidiary with the largest number of employees, the headcount increased from 952 to 973 employees. ProSiebenSat.1 Media AG had 336 employees, compared to 355 in the comparison period. The number of employees in the Diversification segment increased from 229 to 233. This was caused primarily by the strategic expansion of that business segment, as well as the complete acquisition of the Euvia Group as of June 1, 2005. The Group's marketers, SevenOne Media and SevenOne Interactive, had 384 employees in the first nine months of 2005, compared to 343 in 2004.

Research and development

Ongoing research and market analysis is a top priority for the ProSiebenSat.1 Group. Results from research on audiences and the advertising market and on new technologies provide important information for the Group's strategic orientation. With the start-up of HDTV (High Definition Television), the numerous existing research projects are joined by a new, forward-looking project.

Start-up of HDTV Programs in the station group

The ProSiebenSat.1 Group is the first television corporation to have broadcast individual programs on a test basis in the new high-resolution wide-screen format. HDTV is a significant improvement of the television picture. In order to push the new standard along, the ProSiebenSat.1 Group has decided to also broadcast its two major complete programs, Sat.1 and ProSieben, in the HDTV format in parallel to standard-format broadcasting. Sat.1 HD and ProSieben HD went on the air for regular broadcasting subsequent to the reporting date, on October 26, 2005. The start-up of Sat.1 HD and ProSieben HD is simultaneously the start-up of HDTV in Europe. Both programs are being broadcast at no charge via the ASTRA satellite system.

Takeover offer - Axel Springer AG

On September 30, 2005, as prescribed by law, the Executive Board and Supervisory Board of ProSiebenSat.1 Media AG released their respective position statements on the tender offer by Axel Springer AG dated September 16, 2005, in compliance with Sec. 27 of Germany's Securities Acquisition and Takeover Act.

In its reasoned opinion, the Executive Board comes to the conclusion that the offer price of EUR 14.11 in cash per share of preferred stock satisfies the legal requirements for the minimum consideration to be offered by the acquiror. In its own statement, the Supervisory Board concurred in the Executive Board's finding. Independent of the satisfaction of the legal requirements, however, the Executive Board and Supervisory Board are of the opinion that the offer price does not reflect the full value of the ProSiebenSat.1 preferred share. Neither the Executive Board nor the Supervisory Board made a recommendation whether shareholders should accept or decline the offer.

Axel Springer AG is offering the legally required minimum price of EUR 14.11 per preferred share (WKN 777117, ISIN DE0007771172) in cash. This amount is equivalent to the preferred share's weighted average trading price over the past three months prior to the publication on August 5, 2005, of Axel Springer AG's

decision to make a tender offer. On the same day, Axel Springer AG and P7S1 Holding L.P., the majority shareholder of ProSiebenSat.1 Media AG, signed a share purchase agreement for the acquisition of all common and preferred stock of ProSiebenSat.1 Media AG held directly or indirectly by P7S1 Holding. Upon execution of this agreement, Axel Springer AG will hold all of the common stock of ProSiebenSat.1 Media AG and 25 percent of the non-voting preferred stock. Overall, Axel Springer AG is thus acquiring 62.5 percent of the capital stock of ProSiebenSat.1 Media AG plus any tender offer take up. The acquisition is still subject to certain conditions, including approval by the antitrust authorities and media regulators. Axel Springer AG is offering EUR 23.37 per share for the common stock, a figure consistent with the purchase price agreed upon for the purchase of P7S1 L.P.'s common stock. Since all of the common stock not already indirectly held by Axel Springer AG is the object of the agreement made with P7S1 Holding, however, it can be assumed that no common stock will be included in the tender offer.

The first acceptance period for the tender offer ran from September 16, 2005, to October 14, 2005. This was accepted for a total of 13,883,909 ProSiebenSat.1 preferred shares. This corresponds to a share of about 6.35 percent of the capital stock of ProSiebenSat.1 Media AG. This was followed by a two-week additional acceptance period, from October 21 to November 3, 2005. The tender offer is likewise subject to approval of the transaction by the antitrust authorities and media regulators.



A hair salon as the scene of a fight for survival in both business and emotional life: Muriel Baumeister, Ralph Herforth, Tobias Oertel and Jeanette Hain (L to R) are the leads in the new Sat.1 series "Bis in die Spitzen." Monday evenings at 10:15.

Station performance

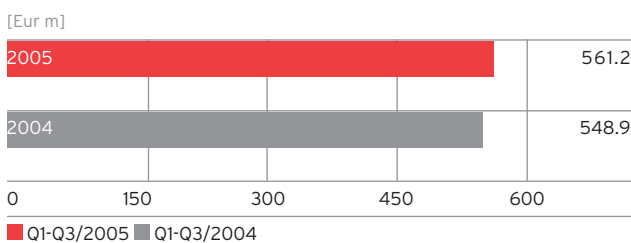
Sat.1 - Good revenue performance in Q3

In the first nine months of the year, Sat.1 generated revenues of EUR 561.2 million, outperforming its prior-year equivalent of EUR 548.9 million by 2.2 percent. EBITDA was EUR 86.3 million, compared to EUR 65.8 million for the equivalent period - a leap of 31.2 percent. Pre-tax profit grew 44.1 percent, from EUR 60.3 million to EUR 86.9 million. The more than proportional rise in earnings resulted in part from higher revenues in audiotex and teleshopping, but most significantly from substantial savings on costs and an improvement in net financial expenses. The return on revenues rose to 15.5 percent, compared to 11.0 percent for the same period last year.

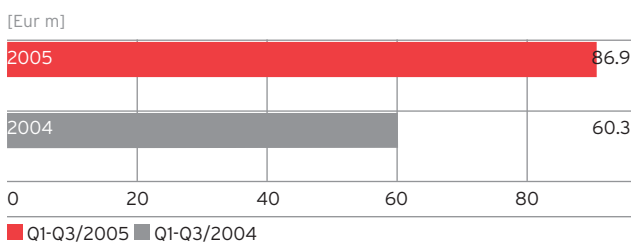
Quarter-on-quarter, the increase in audience share is showing a positive effect on advertising revenues. Sat.1 generated third-quarter revenues of EUR 165.8 million, compared to EUR 152.0 million for the third quarter of 2004 - a rise of 9.1 percent. EBITDA rose substantially, from the prior-year quarter's 0.6 million to EUR 21.2 million. Earnings before taxes were also up, reaching EUR 24.0 million compared to EUR -2.1 million the year before, a gain of EUR 26.1 million.

Sat.1 earned an audience share (age 14-49) of 12.1 percent in Q3 2005, compared to 11.0 percent a year earlier. No other German station was able to improve its ratings so substantially. In the important prime access slot, the station benefited greatly from the ongoing success of its telenovela "Verliebt in Berlin" (up

Sat.1: Revenue development



Sat.1: Pre-tax profit



to 25.3 percent). But Hollywood films like "Sister Act" (17.8 percent) and commissioned productions like "Das Zimmermädchen und der Millionär" (17.4 percent) also drew large audiences.

Audience share for the nine-month period was 12.2 percent, up 0.8 percentage points from the comparable period of 2004. Among the prime time successes were the final match of the UEFA Champions League (up to 37.6 percent), films like "The Canterville Ghost" (26.1 percent) and "Asterix & Obelix: Mission Cleopatra" (19.6 percent), the comedy series "Pastewka" (up to 20.0 percent) and the improv comedy "Schillerstrasse" (up to 24.0 percent).



Stefan Raab's event show the day before the parliamentary elections in Germany drew an average of 29.0 percent of the audience between ages 14 and 29. No other political TV show attracted so many young viewers as the parliamentary elections came down to the wire.

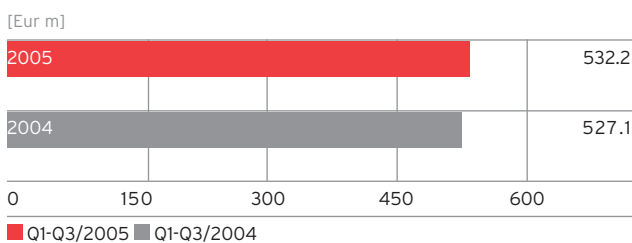
ProSieben - Two different factors affect earning

ProSieben's revenues for the first nine months increased from EUR 527.1 million to EUR 532.2 million, a 1.0 percent gain. The increase resulted almost entirely from larger programming sales. After adjustment, revenues were down. The declining advertising market is also evident in earnings. Lower revenues, combined with a rise in expenses, left the station with an EBIT-DA decline from EUR 116.3 million to EUR 109.5 million. Earnings before taxes from January through September amounted to EUR 110.5 million, following the previous year's equivalent of EUR 115.5 million. Thus pre-tax earnings were down 4.3 percent. But a 20.8 percent return on revenue means that ProSieben is still one of the most profitable TV stations in the German market.

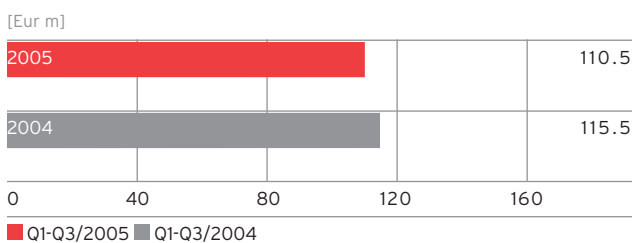
Third-quarter revenues were EUR 147.5 million, almost the same as the EUR 147.4 million for the same quarter last year. EBITDA rose to EUR 25.4 million, compared to EUR 18.3 million for the same quarter of 2004. Earnings before taxes improved from the prior-year quarter's 17.6 million to EUR 25.7 million, as a consequence of savings on costs.

ProSieben's audience share was 11.8 percent for the first nine months (Q1-Q3/2004 12.1 percent) among the 14-to-49 demographic. "Spider Man" brought the station the biggest reach of any station in the program during the year's first half (ages 14-49). An audience of some 5.8 million watched the action hit (36.8 percent, 14-49) Other ratings highlights were "Men in Black II" (32.3 percent), "Signs" (29.4 percent) and "Independence Day" (28.8 percent), with well over 4 million viewers each, not to mention Episodes I and II of "Star Wars" (25.0 and 29.5 percent).

ProSieben: Revenue development



ProSieben: Pre-tax profit



The ProSieben brand stands for high-quality licensed programming from American makers, successful in-house and commissioned productions like the ProSieben docu-soap "Sarah & Marc in Love" (up to 23.7 percent) and the TV movie "Tsunami" (26.5 percent), comedies, and ratings-enhancing event shows. Stefan Raab's TV total 2005 Wok Racing Championships attracted 25.8 percent, the "TV total Stock Car Crash Challenge" attracted 24.5 percent in June, the "Bundesvision Song Contest" earned 21.2 percent, and the "TV total Bundestagswahl" had 18.7 percent. Other important audience favorites are the U.S. series "Desperate Housewives" and "Lost," with respective shares of up to 23 percent and 20 percent.



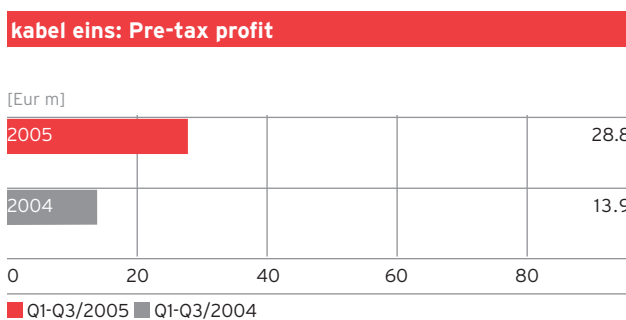
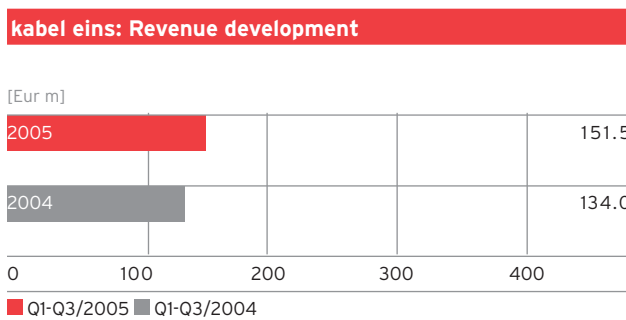
A TV highlight and the theme of the fall print campaign: "Seven Years in Tibet." The Brad Pitt film, shown as part of kabel eins's ongoing "The best films of all times," combines exoticism, romanticism and drama.

Revenues and earnings up at kabel eins

During the first nine months of 2005, kabel eins performed very well, boosting both revenues and earnings once again. Revenues from January through September came to EUR 151.5 million (Q1-Q3 2004: EUR 134.0 million). Most of the rise in revenues came from better programming performance that let the station also gain new groups of advertising clients. Both EBITDA and earnings before taxes more than doubled. EBITDA was EUR 28.5 million (Q1-Q3 2004: EUR 13.3 million) and earnings before taxes were EUR 28.8 million (Q1-Q3 2004: EUR 13.9 million). The return on revenue for the first nine months was 19.0 percent, compared to the prior year period's 10.4 percent.

Quarter on quarter, the station's revenues were up to EUR 46.7 million, compared to EUR 39.0 million in Q3 2004. EBITDA was EUR 6.6 million (Q3 2004: EUR 1.3 million), and pre-tax income was also EUR 6.6 million (Q3 2004: EUR 1.5 million).

In Q3 2005 the station earned a share of 5.7 percent of the 14-to-49 age group, a gain of 0.6 percentage points from the same period the year before. Contributing to the quarter's success were "K1 Magazin," which steadily brought in high shares of up to 9.6 percent, "Reklame!" (up to 9.1 percent) and the station's Crime Friday, with such series as "Missing" (up to 10.0 percent), "Cold Case" (8.8 percent) and "Without a Trace" (9.9 percent).



Audience share from January through September was 5.5 percent, a gain of 0.4 percentage points over the equivalent period. Among the big contributors to ratings were the major hits "Highlander" (10.9 percent), "A Few Good Men" (11.1 percent), "The Name of the Rose" (9.8 percent) and "Police Academy" (9.7 percent).



Chief anchorman Alexander Privitera is very pleased at N24's unexpectedly strong ratings. The ProSiebenSat.1 Group's news station established itself this year as the leading news channel in the German TV market.

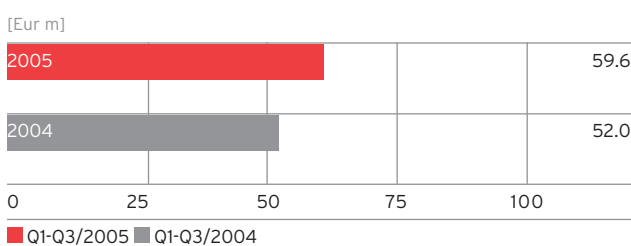
N24 makes major gain in earnings

N24, the news channel of the ProSiebenSat.1 Group, had a successful nine months. The station has shown steady gains in earnings once again this year. Revenues, at EUR 59.6 million, were up 14.6 percent over the comparable period last year. EBITDA for January through September came to EUR 5.1 million (Q1-Q3 2004: EUR -0.5 million). The station's pre-tax income was EUR 4.6 million (Q1-Q3 2004: EUR -1.4 million). The return on revenue for the first nine months is thus 7.7 percent, compared to -2.7 percent for the equivalent period.

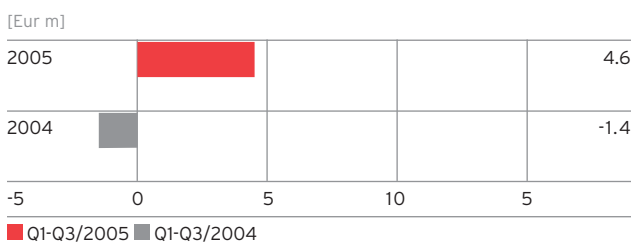
The station also scored significantly quarter-on-quarter, with revenues up 14.5 percent to EUR 19.7 million (Q3 2004: EUR 17.2 million). EBITDA reached EUR 1.0 million, following EUR -1.4 million for the same quarter last year. Pre-tax earnings were EUR 0.9 million (Q3 2004: EUR -1.6 million). The Berlin station significantly outperformed its showing from the third quarter of last year, in part because of its enhanced programming performance and in part because of its stable cost structure. Larger audience shares made it possible to win new groups of clients, an important contribution to the substantial growth in the station's advertising revenues. The telecommunications, travel, IT, automotive, pharmaceuticals/healthcare, and banking and insurance sectors have all taken aim at N24's sophisticated target audience, as have an increasing number of companies in fast-selling consumer goods.

N24 has continued to grow in popularity with audiences during 2005. In the third quarter, the news station drew an audience share of 1.0 percent (age 14-49), a gain of 0.5 percentage point against the comparable period last year. N24 is thus clearly Number 1 among German news stations with the 14-to-49 age group, 0.2 percentage points ahead of its Cologne competitor n-tv. The station's audience share for the first nine months, at 0.8 percent, was 0.3 percentage points

N24: Revenue development



N24: Pre-tax profit/loss



ahead of the prior-year equivalent as well, establishing N24 as Germany's leading news channel.

This year has been full of major events - the tsunami catastrophe in Southeast Asia, the death of the pope and the election of the new pope, the early German parliamentary elections in September. N24 has expanded its news coverage, especially in the morning; its "Frühreport" and "Morgenreport" have shown very positive audience figures. Social-policy talk shows like "Was erlauben Strunz" and "Studio Friedman" have also become well established. The high-quality magazine shows and documentaries in the "Kronzuckers Welt" series have also been earning steadily rising audience shares.



Well-known comedian Frank Lämmerrmann returns to the screen with his own show on 9Live. The half-hour program is a mixture of comedy and call TV.

Diversification

The Diversification segment combines all the ProSiebenSat.1 Group's multimedia and merchandising activities. This strategic business segment is where the Group generates its revenues from sources other than TV advertising.

SevenOne Intermedia

SevenOne Intermedia, the ProSiebenSat.1 Group's multimedia subsidiary, increased both its revenue and its net income in the first nine months of 2005. Revenues climbed from EUR 43.4 million to EUR 68.4 million, a 57.6 percent gain. Part of the growth came from higher revenues from online advertising, mobile services and added-value telephone services. Another part came from Club/CRM operations, which were formerly reported as part of MM MerchandisingMedia and have now become even more successful at SevenOne Intermedia thanks to synergy with the multimedia business. EBITDA grew from the prior-year period's EUR 9.5 million to EUR 11.0 million. Earnings before taxes for the nine-month period came to EUR 9.3 million, compared to the equivalent period's EUR 7.4 million in 2004.

MM MerchandisingMedia

Revenues at this merchandising subsidiary came to EUR 19.7 million in the first nine months of 2005 (Q1-Q3 2004: EUR 34.9 million). Conventional licensing held steady, and the music business and the licensing business for the Group's TV content expanded. The revenue decline resulted partially from the transfer of the Club/CRM unit to SevenOne Intermedia, and partially from slow business in the Sports & Brands Com-

merce business. EBITDA reached EUR 5.6 million, following EUR 5.4 million in the same period of 2004. Earnings before taxes came to EUR 4.9 million, compared to EUR 5.3 million. Less profitable business activities were shed in the restructuring process, so that the return on revenues of 15.2 percent for the prior-year period rose to 24.9 percent this year.

9Live

ProSiebenSat.1 Media AG took over full ownership of Euvia Media AG & Co. KG as of June 1, 2005. Subsequently Euvia's subsidiary 9Live, Germany's first quiz station to generate revenues primarily through telephone call-ins, was absorbed into the Diversification segment of ProSiebenSat.1 Media AG. The ProSiebenSat.1 Group has fully consolidated 9Live since June 1, 2005.

During the first nine months of 2005, 9Live generated revenues of EUR 76.0 million, compared to EUR 66.3 million for the same period last year. This represents a 14.6 percent growth rate, achieved primarily by increasing the number of productions on commission, and also through the successful launch of the "9Live Gold" bonus program. EBITDA for the nine-month period climbed from EUR 22.0 million to EUR 23.8 million. A one-time interest expense of EUR 49.5 million caused pre-tax earnings to drop to EUR -34.6 million, compared to EUR 11.7 million for January through September of 2004. The one-time expense resulted from the change in the term of an intra-Group loan. It has no impact whatsoever on the Group's net earnings.

Events Subsequent to the Reporting Period

ProSiebenSat.1 Group's audience share reaches 30.7% in October

In October 2005, the ProSiebenSat.1 Group's four stations outperformed their high audience shares from the month before. According to weighted preliminary data, Sat.1, ProSieben, kabel 1 and N24 earned a combined share of 30.7 percent (Sept. 2005: 30.6 percent; Oct. 2004: 30.9 percent). All figures refer to the key 14-to-49 demographic.

Sat.1 had another successful month in October. The Berlin station picked up 0.3 percentage points against the previous October, to reach 12.5 percent. The gain from the month before was 0.1 percentage point (Sept. 2005: 12.4 percent; Oct. 2004: 12.2 percent). The station drew enthusiastic audiences for such feature films as "My Big Fat Greek Wedding" (20.8 percent) and "Pretty Woman" (22.8 percent), and TV movies like "Die Braut von der Tankstelle" (16.6 percent). Established programs like the improv comedy "Schillerstrasse" (up to 18.3 percent) and the telenovela "Verliebt in Berlin" (up to 25.8 percent) again scored high with viewers. The second half of the Champions League match between Bayern München and Juventus Turin earned a 23.9 percent share.

ProSieben also gained ground in October. The station increased its market share 0.4 percentage points from the previous month, to 11.8 percent (Sept. 2005: 11.4 percent; October 2004: 12.9 percent). The most successful prime time shows were the blockbuster movies "xXx - Triple X" (25.8 percent), "Daredevil" (24.1 percent) and "Minority Report" (23.2 percent). "Das große ProSieben Tanzturnier" earned a 19.2 percent share. The U.S. series "Desperate Housewives" (as high as 18.7 percent) again brought in audience shares well above average. "Stromberg," at 16.9 percent, earned the best share since its debut. The expanded full-hour version of the knowledge magazine "Galileo" also scored with viewers, earning as much as a 15.0 percent share of the target audience.

The October share of kabel eins came to 5.6 percent of the 14-to-49 audience, up 0.3 percentage points from a year earlier (Sept. 2005: 5.8 percent; Oct. 2004: 5.3

percent). Thursday evening has become firmly established as informational magazine night for Kabel 1 viewers: "K1 Magazin," "K1 Reportage" and "K1 Doku" earned average shares of 6.5 percent in October. "Crime Friday" brought in an average 7.4 percent share of the target audience, with the series "Cold Case," "Without a Trace" and "Missing." But feature films like "Nowhere to Run" (12.5 percent) and "Logan's War: Bound by Honor" (9.1 percent) also earned large shares.

N24's October share came to 0.8 percent, a gain of 0.3 percentage points against a year earlier (Oct. 2004: 0.5 percent; Sept. 2005: 1.0 percent). Last October was when N24 passed up its competitor n-tv for the first time. Since then, the station has built steadily on that lead. N24 has been the clear leader among German news stations for a full year now.

So once again, the Group's four stations have placed well ahead of the stations marketed by IP. All together, RTL, Vox, Super RTL and n-tv earned a 25.9 percent share (Sept. 2005: 26.4 percent; Oct. 2004: 26.7 percent). RTL II earned 6.6 percent, a drop of 0.7 percentage points against a year earlier (Oct. 2004: 7.3 percent; Sept. 2005: 6.4 percent).

ProSiebenSat.1 Media AG sells Sonnenklar TV

ProSiebenSat.1 Media AG has sold travel sales channel sonnenklar TV, which was founded in March 2003, to the Munich travel corporation BigXtra. sonnenklar TV had been like its similar sister company 9Live a company belonging to Euvia Media AG & Co. KG, which ProSiebenSat.1 Media AG took full ownership of effective June 1, 2005. However, the Group has decided to sell sonnenklar TV because it offers too little synergies with the Group's other activities. BigXtra took ownership of sonnenklar TV effective October 1, 2005. The transaction was concluded as of October 12.

During the past few weeks the quiz station 9Live has been integrated in the business division Diversification. Euvia Media AG & Co. KG as a Management Holding will no longer exist.

Plans to merge ProSiebenSat.1 Media AG and Axel Springer AG

Once Axel Springer AG has completed its majority takeover of ProSiebenSat.1 Media AG and the tender offer has closed, it plans to merge the two companies. The merger will result in Germany's only listed media corporation that operates in both print and on TV.

The Executive Board of the ProSiebenSat.1 Group has announced that it principally supports the project, which is intended to open up new strategic perspectives for the Group. The two companies together are well positioned to assume a strong competitive position even internationally, over the long term, and to take advantage of growth opportunities, especially in the diversification segment. With Axel Springer AG it is ensured that the ProSiebenSat.1 Group can continue pursuing its successful corporate strategy and maintain its concept of the "family of stations".

Axel Springer AG has made a voluntary tender offer to the outstanding preference shareholders. The official price is the three-months volume weighted average price of the ProSiebenSat.1 Media AG preference shares prior to the announcement day and amounted to EUR 14.11 per share. At the end of the acceptance term on November 3, 2005, the offer had been accepted for 31.2 million preference shares. This is equivalent to 28.5 percent of the preference share capital and 14.3 percent of the share capital of ProSiebenSat.1 Media AG.

As part of the merger between ProSiebenSat.1 Media AG and Axel Springer AG, the preferred shareholders of ProSiebenSat.1 Media AG who have not accepted Springer's cash tender offer will receive preferred stock in the merged company. The exchange ratio for the merger will be calculated on the basis of an valuation of both companies, which has yet to be carried out and which will be reviewed by a court-appointed merger auditor.

Haim Saban, who holds an interest in P7S1 Holding L.P. by way of the Saban Capital Group, will remain associated with the company even after the sale of P7S1 Holding's stock package to Springer and become a shareholder of the merged corporation.

The transaction is subject to approval by the antitrust authorities and media regulators.

Outlook

Company Outlook

Expectations for 2005: Net TV advertising market in Germany slightly declining

According to economic experts, economic development will increase slightly in the second half of 2005. In April 2005, in their spring survey, Germany's six leading economic research institutes estimated a GDP increase of 0.7 percentage points in 2005 against 2004. According to their fall survey, issued in October 2005, growth of 0.8 percent is now expected. Domestic demand continues slack to stagnant due to of the high price of oil and general consumer wariness. Economic growth is primarily being driven by exports.

It is not yet possible to conclusively estimate the development of the German TV advertising market in the fourth quarter of 2005 due to the short-term booking behavior of the advertising customers. However, the ProSiebenSat.1 Group does see confirmation for its expectation that the second half of the year will be more dynamic than the first. The Group continues to hold firm to its estimate that the net TV advertising market will decline by about two percent in 2005, accompanied by a drop in revenues of minus 2 to 0 percent.

Due to the good development of revenues and profits in the third quarter of 2005, the ProSiebenSat.1 Group will reduce the EUR 30 million operating cost savings measures planned for the second half by EUR 10 million in order to increase its investments in program. Goal is to enhance the family of stations' performance even further.

Overall, the ProSiebenSat.1 Group assumes that it will perform better than the market in fiscal 2005, both increasing its revenues and improving its profits. This will be driven in particular by the stations' increased performance and by growth in the Diversification segment.

Expectations for 2006: German TV advertising market slightly growing

For the coming year, the economic research institutes expect economic growth of 1.2 percent, which represents a reduction of 0.3 percentage points compared to Spring 2005 survey. Export prospects will decline



As a major Christmas highlight for the whole family, Sat.1 will be showing the 90-minute program "Urmel aus dem Eis" on two evenings in December. In the new version of the classic children's book and puppet theater story, actors and comedians are playing their favorite characters.

somewhat as a result of the expected slowing of the world economy in 2006. According to Fall projections, private consumption will be on the decline by minus 0.1 percent in 2006. Also, the Deutsche Bundesbank expects that private consumption will continue to be slow, since the tight situation has a negative effect on the labor market.

Due to the fact that advertising customers are still booking at short notice, it is not yet possible to come up with any precise forecasts for the TV advertising market in 2006. The ProSiebenSat.1 Group nevertheless expects growth in the German TV advertising market in the coming year. Despite the difficult consumer climate, the company assumes that after a declining 2005 the market in 2006 will at least recover slightly and that growth stimuli in the advertising market will influence the growth rate of TV advertising positively.

Programming Outlook

Sat.1: Strong in-house productions and entertainment formats

In fall and winter 2005/06, Sat.1 is kicking off its season with promising new formats. The area of in-house productions is strongly represented. In October, "Bis in die Spitzen" was the first of a series of high-quality prime-time series produced in-house. "Bunte Liga" (WT), from the successful producer Sönke Wortmann, will join it at the beginning of 2006; additional formats will follow over the course of the year. The two-part event entitled "Die Luftbrücke - Nur der Himmel war frei," starring Heino Ferch, Bettina Zimmermann, and Ulrich Noethen, will be a major fall highlight.

Sat.1 is also presenting exciting things in the entertainment area. Under the new label "DIE SAT.1 KOMÖDIE," the station will be broadcasting the light theater production of "Ewig rauschen die Gelder" with Hugo Egon Balder, Dorkas Kiefer, Moritz Lindbergh, and Elke

Sommer in November 2005. The lavish two-part family event entitled "Urmel aus dem Eis" is also a stage production, which Sat.1 produced with Dirk Bach, Ralf Schmitz, Barbara Schöneberger, and Tetje Mierendorf, among others; it will be broadcast in the pre-Christmas season.

Following a successful start of the "Pastewka" comedy series, Sat.1 is also producing its own format with star comedian Ralf Schmitz. This sketch comedy series is expected to start at the beginning of 2006. Also at the beginning of 2006, Sat.1 will strengthen its information offerings with its new daily magazine, "Sat.1 am Mittag." Important free-TV premieres in the fourth quarter of 2005 are the feature films "My Big Fat Greek Wedding," "Untreu," and "Star Trek X: Nemesis." The live events of the UEFA Champions League will continue to ensure evenings with good coverage up into the World Cup summer of 2006.

ProSieben: A unique assembly of stars

ProSieben's programming in the coming months will be captivating due to its unique assembly of stars: Tom Cruise in "Minority Report," Leonardo DiCaprio in "Gangs of New York" and "Catch me if you can," Cameron Diaz, Drew Barrymore, and Lucy Liu in "Charlie's Angels," and Johnny Depp in "Pirates of the Caribbean."

Additional blockbuster titles such as "Chicago," "Matrix Reloaded," or "The Hours" prove it: ProSieben offers the finest entertainment. This also applies to the international series. In 2006, the station will show the second seasons of the successful series "Desperate Housewives" and "Lost," among others, as well as the top highlights "Las Vegas" and "Grey's Anatomy." In addition, the "made by ProSieben" series "Alles außer Sex" about women, men, and other contradictions will be new in the fourth quarter of 2005. With two-part events such as "Tornado" or "6 Wochen Angst," there

will also be numerous highlights among the in-house movie productions next year. "Germany's Next Topmodel by Heidi Klum" or the "Bundesvision Songcontest" with Stefan Raab will surprise the public in the show area.

Lavish documentaries such as "Im Reich der Urmonster" (WT) or the two-part documentary event "Hannibal," a co-production with the BBC, provide knowledge in the most exciting and entertaining manner.

kabel eins: Top films, German premieres of series, and a major "Elvis Event"

Over the next several months as well, kabel eins will provide a large package of programs for its viewers, with numerous classic films, popular series, shows, and events. Many notable titles from film history, such as "Legenden der Leidenschaft," "Der Name der Rose," or "Cocktail," promise outstanding entertainment.

kabel eins is focusing on "Modern Classic" in the series segment: At the end of 2005/beginning of 2006, "Stephen King's Kingdom Hospital" and "Medium" with Emmy-winning Patricia Arquette will have their German premiere or German free-TV premiere. In addition, new seasons of the series "Cold Case," "Without a Trace," and "Missing," which already have a solid core audience, will be broadcast for the first time in Germany in 2006, earning high market shares on "Crime Friday" on kabel eins.

Over the past several months, kabel eins has been able to regularly attract a large audience with topic-specific event evenings. kabel eins will be following up on these successes with an Elvis Event, where, in addition to a documentary, it will be broadcasting two concert movies, as well as a "Tribute to Elvis," a show full of superlatives, where international guests will review the life of the King of Rock'n'Roll and particularly his music.

N24: Expansion of the magazine and talk show approach

N24 wants to continue to expand its leading position among the news stations using dynamic live news, high-quality documentary programs, and an expansion of the magazine shows aimed at its target groups. This includes the start-up of the movie magazine "Cinematalk" with Detlev Buck and Knut Elstermann. Every Wednesday, the two seasoned film experts meet and argue about three current movies in a clever and entertaining manner.

In addition, N24, the news station of the ProSiebenSat.1 Media AG is looking forward to the new talk show format "Arabella Kiesbauer" starting in January 2006, which will continue strategic program development. Famed host Kiesbauer will celebrate her comeback on German TV on N24, with a talk show on topics that all of Germany finds engaging. She'll discuss current events in culture, politics, and society with one or two guests. "Arabella Kiesbauer" is N24's third talk show, following "Was erlauben Strunz" and "Studio Friedman."

Explanatory Notes

Notes to the nine-month report 2005 of ProSiebenSat.1 Media AG

The consolidated interim report was prepared in compliance with the International Financial Reporting Standards of the International Accounting Standards Board (IASB) that were in effect on the reporting date, September 30, 2005. All applicable readings and interpretations of the International Financial Reporting Interpretations Committee (IFRIC) up to that date have been applied, as has IAS 34 ("Interim Financial Reporting").

During the period covered by this interim report, there were no changes in accounting principles from those applied in the annual financial statements as of December 31, 2004.

This report contains forward-looking statements that reflect the current views of the management of ProSiebenSat.1 Media AG regarding future events. These forward-looking statements include any statement in this report that reproduces or is founded upon intentions, expectations or predictions (as well as the underlying assumptions) of the Company. These statements are based on plans, estimates, and projections currently available to the management of ProSiebenSat.1 Media AG. They therefore refer only to the date on which they are made. Forward-looking statements are inherently subject to risks and uncertainties (for example, owing to future developments in the German advertising market) that may cause actual outcomes to differ materially from such forward-looking statements or the results they imply. ProSiebenSat.1 Media AG assumes no obligation to update such statements to reflect new information or future events, nor does it intend to provide such updates.

Financial Statements

Consolidated income statement for ProSiebenSat.1 Group - Q3 2005

EUR k	Q3 2005	Q3 2004	Change	Change in %
1. Revenues	415,859	362,053	53,806	15%
2. Cost of sales	-285,513	-277,719	7,794	3%
3. Gross profit	130,346	84,334	46,012	55%
4. Selling expenses	-51,557	-48,845	2,712	6%
5. Administrative expenses	-33,022	-29,670	3,352	11%
6. Other operating income	4,705	5,847	-1,142	-20%
7. Operating profit	50,472	11,666	38,806	333%
8. Result from equity interests	-/-	51	-51	-100%
9. Expenses due to transfer of losses	-432	-/-	432	-/-
10. Income from securities and loans of financial assets	6	2,016	-2,010	-100%
11. Income from equity interests in associated companies	-2	793	-795	-100%
12. Write-downs of financial assets and current securities	594	-877	-1,471	-168%
13. Net interest result	-11,503	-13,258	1,755	13%
14. Other financial expenses	-651	3,953	4,604	116%
15. Financial loss	-11,988	-7,322	-4,666	-64%
16. Income from ordinary business activities	38,484	4,344	34,140	786%
17. Income taxes	-14,870	-1,656	13,214	798%
18. Profit	23,614	2,688	20,926	778%
19. Minority interests	132	-84	216	257%
20. Consolidated profit	23,746	2,604	21,142	812%
Basic and diluted earnings per share of common stock according to IAS 33* (EUR)	0.11	0.01	0.10	-/-
Basic and diluted earnings per share of preferred stock according to IAS 33* (EUR)	0.11	0.00	0.11	-/-

* thereby accounted for net profit for the period: 23.7 EUR m [previous period: 2.6 EUR m];
thereby accounted for number of common and preferred shares: 218,797 thousand [previous period: 208,328 thousand]

Consolidated income statement for ProSiebenSat.1 Group - Q1-Q3 2005

	Q1-Q3 2005	Q1-Q3 2004	Change	Change in %
EUR k				
1. Revenues	1,353,634	1,294,344	59,290	5%
2. Cost of sales	-895,828	-898,151	-2,323	-/-
3. Gross profit	457,806	396,193	61,613	16%
4. Selling expenses	-146,363	-135,794	10,569	8%
5. Administrative expenses	-97,480	-95,338	2,142	2%
6. Other operating income	11,889	16,281	-4,392	-27%
7. Operating profit	225,852	181,342	44,510	25%
8. Result from equity interests	-/-	51	-51	-100%
9. Expenses due to transfer of losses	-884	-/-	884	-/-
10. Income from securities and loans of financial assets	2,529	5,179	-2,650	-51%
11. Income from equity interests in associated companies	3,419	2,020	1,399	69%
12. Write-downs of financial assets and current securities	-/-	-877	-877	-100%
13. Income from financial instruments	9,213	-/-	9,213	-/-
14. Net interest result	-35,289	-44,960	9,671	22%
15. Other financial expenses	-2,042	-21,119	-19,077	-90%
16. Financial loss	-23,054	-59,706	36,652	61%
17. Income from ordinary business activities	202,798	121,636	81,162	67%
18. Income taxes	-78,083	-46,199	31,884	69%
19. Profit	124,715	75,437	49,278	65%
20. Minority interests	-629	-155	-474	-306%
21. Consolidated profit	124,086	75,282	48,804	65%
Basic and diluted earnings per share of common stock according to IAS 33* (EUR)	0.56	0.36	0.20	56%
Basic and diluted earnings per share of preferred stock according to IAS 33* (EUR)	0.58	0.37	0.21	57%

* thereby accounted for net profit for the period: 124.1 EUR m [previous period: 75.3 EUR m];
 thereby accounted for number of common and preferred shares: 218,797 thousand [previous period: 208,328 thousand]

Cash flow statement of ProSiebenSat.1 Group - Q1-Q3 2005

EUR k	Q1-Q3 2005	Q1-Q3 2004
Consolidated profit	124,086	75,282
Depreciation, amortization and impairment/write-ups of noncurrent and current assets	23,944	28,632
Consumption/write-ups of programming assets	658,403	678,414
Change in tax provisions [incl. change in deferred tax assets]	70,863	35,255
Change in other provisions	-1,397	17
Result from equity accounting and other noncash relevant changes within financial assets	-5,279	-9,194
Profit from sale of fixed assets	-46	101
Profit from sale of programming assets	-2	-/-
Other non-cash income/expenses	1,295	-/-
Cash flow	871,867	808,507
Change in inventories	-326	21
Change in non-interest-bearing receivables and other assets	-64,338	-25,895
Change in non-interest-bearing liabilities	-65,264	-98,460
Cash flow from operating activities	741,939	684,173
Proceeds from disposal of noncurrent assets	2,517	7,463
Expenditures for intangible assets and property, plant and equipment	-15,739	-13,973
Expenditures for purchase of financial assets	-470	-260
Proceeds from disposal of programming assets	3,123	2,682
Expenditures for programming assets	-653,409	-724,167
Effects of changes in scope of consolidation and other changes in equity	-170,606	153
Cash flow from investing activities	-834,584	-728,102
Free cash flow	-92,645	-43,929
Dividend	-63,451	-1,945
Change of interest-bearing liabilities	-145,010	-164,237
Net admission from capital increase	-/-	280,413
Cash flow from financing activities	-208,461	114,231
Change in cash and cash equivalents	-301,106	70,302
Change in scope of consolidation in cash and cash equivalents	45,034	-/-
Cash and cash equivalents at beginning of year	294,735	61,862
Cash and cash equivalents as of September 30	38,663	132,164
The cash flow from operating activities includes the following receipts and payments according to IAS 7:		
Cash flow from income taxes	-77,508	-39,696
Cash flow from interest expenses	-41,824	-57,844
Cash flow from interest income	2,611	1,873

Consolidated balance sheet of ProSiebenSat.1 Group - September 30, 2005

ASSETS					
EUR k	9/30/2005	9/30/2004	Change	12/31/2004	Change
A. Noncurrent assets					
I. Intangible assets	331,033	62,228	268,805	62,919	268,114
II. Property, plant and equipment	234,831	242,639	-7,808	242,538	-7,707
III. Financial assets	1,752	147,315	-145,563	152,520	-150,768
IV. Accounts receivable and other long-term assets	4,118	4,212	-94	8,976	-4,858
V. Deferred taxes	13,795	35,953	-22,158	36,365	-22,570
	585,529	492,347	93,182	503,318	82,211
B. Current assets					
I. Programming assets	1,096,963	1,185,434	-88,471	1,109,863	-12,900
II. Inventories	5,314	5,756	-442	4,963	351
III. Accounts receivable and other short-term assets	261,733	194,546	67,187	145,807	115,926
IV. Marketable securities	1,423	615	808	491	932
V. Cash, cash at bank	38,663	132,164	-93,501	294,735	-256,072
	1,404,096	1,518,515	-114,419	1,555,859	-151,763
Total assets	1,989,625	2,010,862	-21,237	2,059,177	-69,552

LIABILITIES AND SHAREHOLDERS' EQUITY					
EUR k	9/30/2005	9/30/2004	Change	12/31/2004	Change
A. Shareholders' equity					
I. Subscribed capital	218,797	218,797	-/-	218,797	-/-
II. Capital reserves	579,716	578,421	1,295	578,421	1,295
III. Group equity generated	289,825	170,842	118,983	229,190	60,635
IV. Accumulated other Group equity	-2,010	-7,902	5,892	-23,639	21,629
V. Minority interests	-2,033	780	-2,813	1,334	-3,367
	1,084,295	960,938	123,357	1,004,103	80,192
B. Noncurrent liabilities					
I. Long-term financial liabilities	385,277	438,436	-53,159	438,430	-53,153
II. Provisions	16,533	18,830	-2,297	21,252	-4,719
III. Other liabilities	124,069	131,900	-7,831	131,357	-7,288
	525,879	589,166	-63,287	591,039	-65,160
C. Current liabilities					
I. Short-term financial liabilities	45,343	138,400	-93,057	135,501	-90,158
II. Provisions	113,902	68,365	45,537	38,150	75,752
III. Other liabilities	220,206	253,993	-33,787	290,384	-70,178
	379,451	460,758	-81,307	464,035	-84,584
Total liabilities and shareholders' equity	1,989,625	2,010,862	-21,237	2,059,177	-69,552

Statement of changes in shareholders' equity of the ProSiebenSat.1 Group - Q1-Q3 2004

EUR k	Subscribed capital	Capital reserves	Group equity generated	Accumulated other Group equity		Minority interests	Shareholders' equity
				Foreign currency translation adjustment	Valuation from cash flow-hedges		
December 31, 2003	194,486	322,319	97,505	-234	-12,926	625	601,775
Capital increase	24,311	256,102	-/-	-/-	-/-	-/-	280,413
Dividends paid	-/-	-/-	-1,945	-/-	-/-	-/-	-1,945
Other changes	-/-	-/-	-/-	-/-	5,258	-/-	5,258
Consolidated profit	-/-	-/-	72,282	-/-	-/-	155	75,437
September 30, 2004	218,797	578,421	170,842	-234	-7,668	780	960,938

Statement of changes in shareholders' equity of the ProSiebenSat.1 Group - Q1-Q3 2005

EUR k	Subscribed capital	Capital reserves	Group equity generated	Accumulated other Group equity		Minority interests	Shareholders' equity
				Foreign currency translation adjustment	Valuation from cash flow-hedges		
December 31, 2004	218,797	578,421	229,190	-135	-23,504	1,334	1,004,103
Dividends paid	-/-	-/-	-63,451	-/-	-/-	-/-	-63,451
Changes in scope of consolidation	-/-	-/-	-/-	-/-	-/-	-3,996	-3,996
Other changes	-/-	1,295	-/-	-87	21,716	-/-	22,924
Consolidated profit	-/-	-/-	124,086	-/-	-/-	629	124,715
September 30, 2005	218,797	579,716	289,825	-222	-1,788	-2,033	1,084,295

Financial Calender

February 22, 2005

Preliminary Figures 2004

May 13, 2005

Annual Meeting

Quarterly Report January to March, 2005

August 26, 2005

Interim Report January to June, 2005

November 10, 2005

Nine Month Report January to September, 2005

February 21, 2006

Press/IR Conference

Preliminary Figures 2005

May/June, 2006

Annual Meeting and Quarterly Report Q1 2006

Index

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