

## CONVENIENCE TRANSLATION



### **ProSiebenSat.1 Media AG**

with its registered seat in Unterföhring  
Medienallee 7, D-85774 Unterföhring  
registered with Local Court of Munich, HRB 124169

ISIN

**Preference shares: DE 0007771172**

**Dear Preference Shareholders,**

we herewith cordially invite you to our

**separate meeting of preference shareholders**

on Thursday, June 4, 2009, following the shareholders' meeting on the same day, however at 12:00 hours at the earliest,

at the Alte Kongresshalle am Bavariapark, Theresienhöhe 15, D-80339 Munich.

### **Agenda**

- 1. Special resolution of preference shareholders approving the resolution of the shareholders' meeting of June 4, 2009, regarding the cancellation of existing Authorized Capital and the creation of new Authorized Capital along with an authorization to exclude preemptive rights with a respective amendment to the articles of incorporation in Sec. 4 (Amount and Subdivision of the Share Capital) (agenda item 10 of the shareholders' meeting)**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

“Subject to a cancellation of the authorization of the Executive Board under Sec. 4 para. 4 of the articles of incorporation to increase the share capital (Authorized Capital) and the granting of a new authorization, this Sec. 4 para. 4 of the articles of incorporation shall be amended as follows:

## CONVENIENCE TRANSLATION

- 2 -

- a) Subject to the consent of the Supervisory Board, the Executive Board is authorized to increase the Company's share capital on one or more occasions on or before June 3, 2014, by not more than EUR 109,398,600, in return for contributions in cash and/or in kind, by issuing new no-par value shares. Subject to Sec. 139 para. 2 of the German Stock Corporation Act, this authorization also includes the authorization to issue new preference shares that take precedence over or have the same priority as previously issued preference shares in the distribution of profits or the Company's assets. The Executive Board is authorized, subject to the consent of the Supervisory Board, to define the further content of the shareholder rights and the terms and conditions for the new stock issuance.

The shareholders shall be granted a preemptive right proportional to their respective holdings in the Company's share capital, provided such a preemptive right is not excluded for the following reasons. The shares may also be assumed by a credit institution, subject to the obligation that the shares will be offered for subscription to the Company's shareholders (indirect preemptive right).

- b) Subject to the consent of the Supervisory Board, the Executive Board is authorized to exclude the preemptive right of holders of one class of shares for shares of the respective other class in the event that both registered common shares and bearer preference shares are issued provided that the same subscription ratio applies for both classes of shares (mutual exclusion of preemptive rights).
- c) In the event of capital increases in return for cash contributions, and subject to the consent of the Supervisory Board, the Executive Board is furthermore authorized to exclude the shareholders' preemptive rights for the following purposes:
- (aa) In order to realize any fractional amounts under exclusion of shareholders' preemptive rights;
  - (bb) To the extent necessary, in order to grant a preemptive right for new shares to holders of option rights, convertible bonds and/or convertible profit participation rights, which are granted by the Company or by entities dependent upon the Company or entities in which the Company holds a majority interest, to the extent they would be entitled to following the exercise of their option or conversion rights or following the fulfillment of their conversion or option obligations; and/or
  - (cc) If shares of the same class as the shares to be issued are traded on a domestic stock exchange, the issue amount of the new shares is not significantly below the other shares' trading price and the total stock issued under this authorization does not exceed 10 % of the share

## CONVENIENCE TRANSLATION

- 3 -

capital, neither at the time when this authorization takes effect nor the time when it is exercised (Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act). Shares issued or sold in a direct or analogous application of this provision during the term of this authorization, up and until the time of its exercise, shall be counted towards this limit. Option or conversion rights on shares of the Company shall also count towards this limit if these are issued after this authorization is granted, with an exclusion of preemptive rights under Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act.

- d) The Executive Board is furthermore authorized, subject to the consent of the Supervisory Board, to exclude preemptive rights in the event of capital increases in return for contributions in kind, directly or indirectly, of subordinated receivables of the contributor against the Company; subordinated receivables are receivables which are at least subordinated to all receivables from syndicated loans existing against the Company.
- e) The authorization of the Executive Board to exclude preemptive rights according to no. c) and d) may also be exercised respectively in combination with a mutual exclusion of preemptive rights according to no. b).“

### **2. Special resolution of preference shareholders approving the resolutions of the shareholders' meeting of June 4, 2009, regarding the authorization to issue convertible and/or option bonds along with an authorization to exclude preemptive rights, the creation of Contingent Capital and a corresponding amendment to the articles of incorporation in Sec.4 (Amount and Subdivision of the Share Capital) (agenda item 11 of the shareholders' meeting)**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

- 2.1** The holders of preference shares, meeting separately, approve by separate resolution the following resolution passed under agenda item 11.1 of the Company's shareholders' meeting on June 4, 2009:

#### **“Authorization to issue convertible and/or option bonds**

The Executive Board shall be authorized, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible and/or option bonds (hereinafter together referred to as the “**Bonds**“) in the total nominal amount of up to EUR one billion with limited or unlimited term on one or several occasions on or before June 3, 2014, and to grant the holders or creditors of Bonds, subject to the provisions of Sec. 139 para. 2 of the German Stock Corporation Act, conversion or option rights on registered common shares and/or bearer preference shares of the Company in the total notional amount of up to EUR 109,398,600.00 of the

## CONVENIENCE TRANSLATION

- 4 -

Company's share capital as specified in more detail in the terms and conditions of the Bonds to be stipulated by the Executive Board. Bonds may only be issued in return for cash contributions.

As well as in euros, the Bonds may also be issued in the official currency of an OECD country – limited to the respective equivalent value in euros. The single issues may be divided into fractional bonds being mutually equal to each other.

### **Conversion right, conversion obligation**

If convertible bonds are issued, the holders or creditors of Bonds are entitled to convert their Bonds into registered common shares and/or bearer preference shares of the Company as specified in more detail in the terms and conditions of the Bonds to be stipulated by the Executive Board. The conversion ratio is obtained by dividing the nominal amount of a bond by the stipulated conversion price per one no-par value registered or bearer share of the Company. The conversion ratio may also be obtained by dividing the issue price of a bond that is lower than the nominal amount by the stipulated conversion price per one no-par value registered or bearer share of the Company. Subject to the provisions of Sec. 199 para. 2 of the German Stock Corporation Act, the notional interest in the share capital of the no-par value registered or bearer shares to be issued in the event of a conversion may not exceed the nominal amount of the Bond or an issue price of the bond deviating from the nominal amount. The conversion ratio may be rounded up or down to a whole number; in addition, a supplemental cash payment may be stipulated. Also, it can be stipulated that fractions shall be combined and/or settled in cash. The terms and conditions of the Bonds may also provide for a conversion obligation to be fulfilled at or prior to the end of the term.

### **Option right, option obligation**

If option bonds are issued, one or more bearer or registered option rights are attached to each bond that entitle the holder to subscribe for registered common shares and/or bearer preference shares of the Company as specified in more detail in the terms and conditions of the options to be stipulated by the Executive Board. The notional interest of the share capital attributable to the registered common shares and/or bearer preference shares to be subscribed for per option bond may not exceed the nominal amount of the option bond. Also, it can be stipulated that fractions shall be combined and/or settled in cash. The terms and conditions of the Bonds may also provide for an option obligation to be fulfilled at or prior to the end of the term.

## CONVENIENCE TRANSLATION

- 5 -

### **Granting and exclusion of preemptive rights**

In general, the shareholders are entitled to preemptive rights on the Bonds. The Bonds may also be assumed by one or several credit institutions subject to the obligation that these Bonds will be offered for subscription to the shareholders (indirect preemptive right). The Executive Board, however, is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights on the Bonds for the following reasons:

- if both bonds with conversion or option rights on registered common shares and bonds with conversion or option rights on bearer preference shares are issued, the preemptive rights of holders of one class of shares may be excluded for the bonds which grant conversion or option rights on shares of the respective other class provided that the same subscription ratio for the Bonds applies for holders of both classes of shares (mutual exclusion of preemptive rights);
- for fractional amounts; and/or
- to the extent necessary, in order to grant preemptive rights to holders of option rights, convertible bonds and/or convertible profit participation rights issued by the Company, to the extent they would be entitled to following the exercise of their option or conversion rights or following the fulfillment of their conversion or option obligations.

### **Conversion/option price**

If Bonds are issued that grant a conversion or option right but do not stipulate a conversion or option obligation, the conversion or option price to be stipulated in each case for one registered common share and one bearer preference share shall amount to 125 % of the reference price.

If the shareholders' statutory preemptive rights on Bonds are excluded, the reference price is the volume-weighted average of the closing auction price of ProSiebenSat.1-preference shares in trading on the XETRA system (or a comparable successor system) on the Frankfurt Stock Exchange in the time period between the resolution by the Executive Board on the exercise of the authorization and the final allotment of the Bonds by the credit institutions conducting the issuance.

If the shareholders' statutory preemptive rights on the Bonds within their respective class are not excluded, the reference price is,

- in case the preemptive rights on the Bonds are traded on the Frankfurt Stock Exchange, the volume-weighted average of the closing auction price of ProSiebenSat.1-preference shares in trading

## CONVENIENCE TRANSLATION

- 6 -

on the XETRA system (or a comparable successor system) on the trading days on which the preemptive rights on the bond are traded on the Frankfurt Stock Exchange, with exception of the last two days of trading of preemptive rights;

- in case the preemptive rights on the Bonds are not traded on the Frankfurt Stock Exchange, the volume-weighted average closing auction price of ProSiebenSat.1-preference shares in trading on the XETRA system (or a comparable successor system) in the time period between the beginning of the preemption period and the day prior to the announcement of the definite stipulation of the terms and conditions (including).

If Bonds are issued that stipulate a conversion or option obligation, the conversion or option price shall correspond to the following amount:

- 100 % of the reference price if the arithmetic average of the closing auction price of ProSiebenSat.1-preference shares in trading on the XETRA system (or a comparable successor system) on the Frankfurt Stock Exchange on the 20 trading days ending on the third trading day before the day on which the conversion or exercise of the option takes place is below or equal to the reference price.
- 115 % of the reference price if the arithmetic average of the closing auction price of ProSiebenSat.1-preference shares in trading on the XETRA system (or a comparable successor system) on the Frankfurt Stock Exchange on the 20 trading days ending on the third trading day before the day on which the conversion or exercise of the option takes place is greater than or equal to 115 % of the reference price.
- Arithmetic average of the closing auction price of ProSiebenSat.1-preference shares in trading on the XETRA system (or a comparable successor system) on the Frankfurt Stock Exchange on the 20 trading days ending on the third trading day before the day on which the conversion or exercise of the option takes place, if this value is above the reference price and less than 115 % of the reference price.
- 115 % of the reference price, if the holders or creditors of convertible bonds or, in case of option bonds, the holders of option rights exercise an existing conversion or option right before the conversion or option obligation takes effect.

Irrespective of the above provisions, the conversion or option price of Bonds which stipulate a conversion or option obligation shall correspond to 100 % of the reference price if the Executive Board, subject to the

## CONVENIENCE TRANSLATION

- 7 -

consent of the Supervisory Board and in accordance with the terms and conditions of the Bonds, requires an early conversion or an early exercise of the option right in order to avert a direct serious damage to the Company or to avoid a significant deterioration of a public credit rating of the Company by an established rating agency.

Irrespective of the provisions of Sec. 9 para. 1 of the German Stock Corporation Act, the terms and conditions of the Bonds may provide for an antidilutive provision for the event that the Company increases the share capital or issues additional convertible or option bonds or grants or guarantees other option rights during the conversion or option period while granting preemptive rights to its shareholders and does not grant the holders of conversion or option rights preemptive rights to the extent they would be entitled to following the exercise of the conversion or option rights or following the fulfillment of a conversion or option obligation; such adjustment shall only apply unless other statutory provisions for such an adjustment already exist. The terms and conditions may also stipulate a value-preserving adjustment of the conversion or option price for other measures of the Company which may result in a dilution of the conversion or the option rights' value. In any case, the notional interest of the share capital attributable to the shares to be subscribed for per bond may not exceed the nominal amount of the Bond or an issue price deviating from the nominal amount, subject to the provisions of Sec. 199 para. 2 of the German Stock Corporation Act.

### **Further structuring possibilities**

The terms and conditions of the Bonds may in each case stipulate that, in the event of a conversion or the exercise of an option or the fulfillment of a conversion or option obligation, also already existing shares, including treasury stock of the Company, or new shares out of authorized capital may be granted. In addition, the terms and conditions may stipulate that the Company may grant the owners of a conversion or option right the equivalent value in cash rather than shares of the Company.

### **Authorization to determine the additional terms and conditions of the Bonds**

The Executive Board is authorized, subject to the consent of the Supervisory Board and in compliance with the provisions stipulated by this authorization, to determine the further details of the issuance and features of the Bonds and the terms and conditions of the latter, in particular the interest rate, issue price, term and denomination, conversion or option period, the stipulation of a supplemental cash contribution, the compensation or combination of fractions and a settlement in cash instead of a delivery. To the extent legally permissible, the terms and conditions may stipulate transfer limitations for bonds granting conversion or option rights on registered common shares and/or for the respective option rights.

## CONVENIENCE TRANSLATION

- 8 -

The authorization granted above under agenda item 11.1 shall take effect irrespective of the creation of Contingent Capital provided for under agenda item 11.2.”

- 2.2 The holders of preference shares, meeting separately, approve by separate resolution the following resolution passed under agenda item 11.2 of the Company's shareholders' meeting on June 4, 2009:

**“Contingent capital increase/amendment to the articles of incorporation**

The share capital shall be contingently increased by a total amount of up to EUR 109,398,600 by the issuance of a total amount of up to 109,398,600 new registered common shares and/or bearer preference shares (contingent capital). The contingent capital increase serves to grant shares to the holders or creditors of conversion or option bonds which are issued, in compliance with the authorization resolved upon under agenda item 11.1 above, by the Company, and which grant a conversion or option right on no-par value registered or bearer shares of the Company or provide for a conversion or option obligation. These new shares shall exclusively be issued, in compliance with the above authorization, at the conversion or option price respectively to be determined. The contingent capital increase shall only be implemented to the extent that conversion or option rights arising from Bonds are exercised or conversion or option obligations arising from such Bonds are fulfilled, and to the extent that no other forms of fulfillment are used to settle these Bonds. The new registered common shares and/or bearer preference shares shall carry dividend rights from the beginning of the fiscal year in which they are created by the exercise of conversion or option rights or the fulfillment of conversion or option obligations. 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.

Sec. 4 of the articles of incorporation (amount and allocation of the share capital) shall be supplemented by an additional paragraph 5 with the following wording:

‘The share capital shall be contingently increased by a total amount of up to EUR 109,398,600 by the issuance of a total amount of up to 109,398,600 new registered common shares and/or bearer preference shares (contingent capital). The contingent capital increase serves to grant shares to the holders or creditors of convertible and/or option bonds which are issued, upon authorization by the shareholders’ meeting of June 4, 2009, by the Company, and which grant a conversion or option right on no-par value registered or bearer shares of the Company or provide for a conversion or option obligation. These new shares shall exclusively be



## CONVENIENCE TRANSLATION

- 9 -

issued, in compliance with the above authorization, at the conversion or option price respectively to be determined. The contingent capital increase shall only be implemented to the extent that conversion or option rights arising from Bonds are exercised or conversion or option obligations arising from such Bonds are fulfilled, and to the extent that no other forms of fulfillment are used to settle these Bonds. The new registered common shares and/or bearer preference shares shall carry dividend rights from the beginning of the fiscal year in which they are created by the exercise of conversion or option rights or the fulfillment of conversion or option obligations. 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.’“

---

### **COMBINED REPORT OF THE EXECUTIVE BOARD ON AGENDA ITEM 10 OF THE SHAREHOLDERS' MEETING AND AGENDA ITEM 1 OF THE SEPARATE MEETING OF PREFERENCE SHAREHOLDERS IN COMPLIANCE WITH SEC. 203 PARA. 2 SENTENCE 2 AND SEC. 186 PARA. 4 SENTENCE 2 OF THE GERMAN STOCK CORPORATION ACT:**

In compliance with Sec. 203 para. 2 sentence 2 in conjunction with Sec. 186 para. 4 sentence 2 of the German Stock Corporation Act, the Executive Board submits the following written report to the company's annual meeting of shareholders convened for June 4, 2009, and to the separate meeting of preference shareholders, convened for the same day, on the authorization, proposed for resolution under agenda item 10 of the shareholders' meeting and under agenda item 1 of the separate meeting of preference shareholders, for the increase of the share capital (authorized capital) and for the exclusion of shareholders' preemptive rights:

In order to enable the Executive Board to continuously be in a position to strengthen the Company's equity capital and to respond quickly to financing needs by using authorized capital, a new authorized capital in the amount of EUR 109,398,600 shall be created. This corresponds to 50 % of the presently existing share capital. Subject to the consent of the Supervisory Board, the Executive Board shall be authorized to increase the Company's share capital on one or more occasions by a total amount of up to EUR 109,398,600 in return for cash contributions, contributions in kind or a combination of the two alternatives (mixed contribution in cash and kind) by issuing new no-par value shares. The no-par value shares to be issued may be registered common shares or bearer preference shares. New preference shares may take precedence over existing preference shares or may have the same priority in the distribution of profits or assets. In case of an issuance of new preference shares, the legal provisions of Sec. 139 para. 2 of the German Stock Corporation Act are to be taken into consideration, stipulating that non-voting preference shares may only be issued up to half of the share capital. The authorization expires on June 3, 2014; this is to

## CONVENIENCE TRANSLATION

- 10 -

ensure that the maximum term permitted by law of 5 years from the date of registration of the authorized capital with the commercial register is observed.

In general, the Company's shareholders have preemptive rights on newly issued shares. However, the authorization to issue shares out of authorized capital provides for certain limitations in this regard which are – subject to a verification in each individual case of use of the authorized capital – objectively justified, fair and required in the interest of the Company for the following reasons:

The authorization provides that shares to be newly issued may also be acquired by a credit institution subject to the obligation that these shares will be offered for subscription to the Company's shareholders (indirect preemptive right). This does not constitute any material limitation of the shareholders' preemptive rights since the shareholders are granted the same preemptive rights as in a direct subscription.

The authorization furthermore provides that the Executive Board may exclude preemptive rights of holders of one class of shares on shares of the respective other class; this, however, shall only apply if both registered common shares and bearer preference shares are issued and the same subscription ratio applies for both classes of shares (mutual exclusion of preemptive rights). Such class-related preemptive rights provide for an equal treatment and ensure that the actual function of preemptive rights, which is to preserve the proportionality of voting rights and rights in the Company's assets, is fulfilled. In addition, it is guaranteed that each shareholder, on exercise of his preemptive rights, can preserve the same proportional interest in the Company's share capital, in the same class of shares.

However, the Executive Board may also exclude the shareholders' preemptive rights, subject to the consent of the Supervisory Board, beyond a mutual exclusion of preemptive rights for one or several of the following reasons:

In the context of capital increases in return for cash contributions, the Executive Board shall be authorized to exclude shareholders' preemptive rights on fractional amounts. This authorization allows, with regard to the amount of the respective capital increase, for a feasible subscription ratio. Without an exclusion of preemptive rights on fractional amounts, the technical implementation of the capital increase, in particular in case of a capital increase by round figures, and the exercise of preemptive rights would be significantly more difficult. The free fractions being excluded from the shareholders' preemptive rights shall be realized either by sale on the market or some other way on the best possible terms for the Company.

The authorization furthermore enables the Executive Board, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights, to the extent necessary, in order to grant preemptive rights to the holders of option rights, convertible bonds and/or convertible profit participation rights to the extent they would be entitled to following the exercise of their conversion or option rights or following the fulfillment of their conversion or option obligations. This authorization intends that, if this authorization is made use of, the conversion or

## CONVENIENCE TRANSLATION

- 11 -

option price does not need to be reduced according to the so called anti-dilution clauses of the conversion and/or option terms and conditions, but that the holders of convertible or option bonds may also be granted preemptive rights to the extent they would be entitled to following the exercise of their conversion or option rights or following the fulfillment of their conversion or option obligations. The authorization enables the Executive Board, subject to the consent of the Supervisory Board, to carefully weigh up and choose between the two given alternatives.

Furthermore, preemptive rights can be excluded if the volume requirements and other requirements for such an exclusion of preemptive rights under Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act are met, in particular, if the new shares are issued at an issue price which is not substantially below the trading price of the Company's already existing shares of this class (simplified exclusion of preemptive rights). This is presently only the case with regard to the Company's preference shares. The authorization for a simplified exclusion of preemptive rights shall, in particular, enable the Company to offer the Company's shares, if applicable, to additional shareholder groups, thereby expanding the number of shareholders for the Company's benefit. This ability to exclude preemptive rights shall furthermore enable the management to take advantage of favorable market situations on short notice, while at the same time achieving the highest possible issue price and strengthening equity capital to the highest extent by setting the price as close to the trading price as possible. Experience shows that, due to the possibility to act more rapidly, such a capital increase leads to higher cash inflows than a comparable capital increase with shareholders' preemptive rights. Thus, such a capital increase is in the Company's interest, and that of its shareholders. This will certainly reduce the existing shareholders' relative interest and their relative proportion of voting rights. Shareholders, however, who intend to maintain their relative interest and proportion of voting rights do have the option to acquire the required amount of shares on the stock exchange, at nearly the same terms and conditions. Shares issued or sold under other authorizations during the term of this authorization, in direct or analogous application of Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act, on or before the date of exercise of this authorization, shall be counted towards the 10 % limit. Option or conversion rights on shares of the Company shall also be counted towards this limit to the extent they have been issued since the date of granting of this authorization under exclusion of preemptive rights in compliance with Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act.

Finally, the Executive Board shall be authorized in the context of the authorized capital, subject to the consent of the Supervisory Board, to exclude preemptive rights in the event of capital increases in return for contributions in kind by indirect or direct contribution of subordinated receivables of the contributors against the Company. A contribution of subordinated receivables may thus be effected either by way of a transfer of the subordinated receivable itself (direct contribution) or also by way of a contribution of all shares in a Company the total assets of which substantially consist of one or several subordinated receivables (indirect contribution). Only such receivables are considered to be subordinated

## CONVENIENCE TRANSLATION

- 12 -

receivables within the meaning of this authorization which are at least subordinated to all receivables from syndicated loans existing against the Company. A further subordination of the receivables to be contributed shall be possible. This authorization to exclude preemptive rights will be granted for the following reasons: Business financings in the form of syndicated loans typically require that the Company meets certain financial key figures and furthermore provide for an extraordinary termination right for lenders in the event that these so called "Financial Covenants" are not observed. However, the terms and conditions of the loan often permit the debtors, under certain conditions, to prevent or cure an otherwise arising breach of such Financial Covenants by contributing new equity capital to the Company or by providing equity-like funds in the form of loans which are subordinated to the lender's receivables from the syndicated loan. This procedure described as "equity cure" is also permitted in the present syndicated loan agreement of ProSiebenSat.1 Group with a total amount of EUR 4.2 bn. The use of a subordinated loan for the purpose of such an "equity cure" may be more advantageous to the Company than raising new equity capital, inter alia, due to more flexible structuring possibilities for the Company. The authorization at hand enables the Company to convert receivables from such a subordinated loan into equity capital, as the case may be, at a later point in time by having receivables contributed by the contributor into the Company in return for shares. When the overall conditions for an acquisition of receivables of that kind as described above will become more specific, the Executive Board will carefully consider if it should make use of this possibility of a capital increase against the issuance of new shares under exclusion of the shareholders' preemptive rights. It will only do so if the acquisition of receivables in return for new shares in ProSiebenSat.1 Media AG will be in the well-established best interest of the Company and if, taking into account the existing legal provisions of Sec. 255 para. 2 of the German Stock Corporation Act, the value of the new shares and the value of the receivable to be acquired are proportionate. The proposed authorization to exclude preemptive rights gives the Company the required flexibility to create the Company's financing structure in the best interest of the shareholders.

Global authorizations which allow for an exclusion of preemptive rights are – allowing for characteristics of the individual companies involved – common practice, both nationally and internationally. In its decision about the exercise of the authorization and a possible exclusion of preemptive rights, the Executive Board will verify in each individual case if such an exclusion is objectively justified and fair to the shareholders.

To the extent the authorization stipulates under c) through e) of the resolution proposal that the shareholders' preemptive rights on new shares taking precedence over already existing preference shares or having the same priority may be excluded beyond the mutual exclusion of preemptive rights regulated under b) of the resolution proposal regarding agenda item 10 of the general shareholders' meeting and agenda item 1 of the separate meeting of preference shareholders, the resolution requires the consent of the preference shareholders to be granted in a separate meeting of preference shareholders to become effective. This separate

## CONVENIENCE TRANSLATION

- 13 -

meeting of preference shareholders will take place immediately following the shareholders' meeting on June 4, 2009.

The Executive Board will respectively report on the exercise of the authorization for an increase of the share capital (authorized capital) and an exclusion of preemptive rights in the upcoming shareholders' meeting.

---

### **COMBINED REPORT OF THE EXECUTIVE BOARD ON AGENDA ITEM 11 OF THE SHAREHOLDERS' MEETING AND AGENDA ITEM 2 OF THE SEPARATE MEETING OF PREFERENCE SHAREHOLDERS IN COMPLIANCE WITH SEC. 221 PARA. 4 IN CONJUNCTION WITH SEC. 186 PARA. 4 SENTENCE 2 OF THE GERMAN STOCK CORPORATION ACT:**

In compliance with Sec. 221 para. 4 in conjunction with Sec. 186 para. 4 sentence 2 of the German Stock Corporation Act, the Executive Board submits the following written report to the Company's annual meeting of shareholders convened for June 4, 2009, and to the separate meeting of preference shareholders, convened for the same day, on the authorization, proposed for resolution under agenda item 11 of the shareholders' meeting and under agenda item 2 of the separate meeting of preference shareholders, for the issuance of convertible and/or option bonds and for the exclusion of shareholders' preemptive rights as well as on the creation of a contingent capital:

In order to create a broader range of financing possibilities for the Company and the flexibility, depending on the market situation, to make use of attractive financing possibilities, it is proposed that the Executive Board shall be authorized to issue convertible and/or option bonds and to resolve on a respective contingent capital for the settlement of conversion and/or option rights. The proposed authorization provides that bonds with a total nominal amount of up to EUR one billion carrying conversion or option rights on shares of ProSiebenSat.1 Media AG may be issued. In return, an amount of up to 109,398,600 new shares of ProSiebenSat. Media AG with a total notional interest in the share capital of up to EUR 109,398,600 shall be made available out of the contingent capital proposed for resolution, to the extent that no other forms of fulfillment are used to settle these bonds. In case of a full use of this authorization and an exercise of all conversion and/or option rights, this would mean an increase of the present share capital by 50 %.

In general, the shareholders shall be granted preemptive rights on issued option and convertible bonds. The authorization for the issuance of convertible and/or option bonds, however, stipulates certain limitations in this regard which are – subject to a verification in each individual case of exercise of the authorization – objectively justified, fair and required in the interest of the companies for the following reasons:

## CONVENIENCE TRANSLATION

- 14 -

The authorization provides that the Executive Board may make use of the possibility to issue the bonds to one or several credit institutions subject to the obligation that these bonds will be offered for subscription to the shareholders according to their preemptive rights (indirect subscription right). This does not constitute any material limitation of the shareholders' preemptive rights since the shareholders are granted the same preemptive rights as in a direct subscription.

The authorization furthermore provides that the Executive Board may exclude preemptive rights for holders of one class of shares on bonds which grant conversion or option rights on shares of the respective other class (mutual exclusion of preemptive rights); this, however, shall only apply in the event that both bonds with conversion or option rights on registered common shares and bonds with conversion or option rights on bearer preference shares are issued and the same subscription ratio for bonds applies for holders of both classes of shares. Such class-related preemptive rights provide for an equal treatment and ensure that the actual function of preemptive rights, which is to preserve the proportionality of voting rights and rights in the Company's assets, is fulfilled. In addition, it is guaranteed that each shareholder, on exercise of his preemptive rights, can preserve the same proportional interest in the Company's share capital, in the same class of shares.

However, the Executive Board may also exclude the shareholders' preemptive rights, beyond a mutual exclusion of preemptive rights and subject to the consent of the Supervisory Board, for one or several of the following reasons:

The Executive Board shall be authorized, subject to the consent of the Supervisory Board, to exclude preemptive rights on fractional amounts. This allows for an exercise of the authorization in round figures and simplifies the settlement of the shareholders' preemptive rights. The free fractions being excluded from the shareholders' preemptive rights shall be realized either by sale on the market or in some other way on the best possible terms for the Company.

The authorization also enables the Executive Board, subject to the consent of the Supervisory Board, to exclude shareholders' preemptive rights in order to grant preemptive rights to the holders of option rights, convertible bonds and/or convertible profit participation rights, being issued by the Company, to the extent they would be entitled to following the exercise of their conversion or option rights or following the fulfillment of their conversion or option obligations. This authorization intends that, in case of an exercise of this authorization, the conversion or option price does not need to be reduced according to the so called anti-dilution clauses of the conversion and/or option terms and conditions, but preemptive rights may also be granted to the holders of convertible or option bonds to the extent they would be entitled to following the exercise of their conversion or option rights or the fulfillment of their conversion or option obligations. The authorization enables the Executive Board, subject to the consent of the Supervisory Board, to carefully weigh up and choose between the two given alternatives.

## CONVENIENCE TRANSLATION

- 15 -

Global authorizations which allow for an exclusion of preemptive rights are – allowing for characteristics of the individual companies involved – common practice, both nationally and internationally. In its decision about the exercise of the authorization and a possible exclusion of preemptive rights, the Executive Board will verify in each individual case if such an exclusion is objectively justified and fair to the shareholders.

To the extent the authorization stipulates under agenda item 11.1 of the shareholders' meeting and under agenda item 2.1 of the separate meeting of preference shareholders that the shareholders' preemptive rights may be excluded beyond a mutual exclusion of preemptive rights, the resolution requires the preference shareholders' consent to be given in a separate meeting of preference shareholders to become effective. The same shall apply for the contingent capital to be resolved upon under agenda item 11.2 of the shareholders' meeting and under agenda item 2.2 of the separate meeting of preference shareholders; the contingent capital also requires the consent of the preference shareholders. This separate meeting of preference shareholders will take place immediately following the shareholders' meeting on June 4, 2009.

The Executive Board will respectively report on the exercise of the authorization for the issuance of convertible and/or option bonds and for the exclusion of preemptive rights in the upcoming shareholders' meeting.

---

### TOTAL AMOUNT OF SHARES AND VOTING RIGHTS

At the date of announcement of convocation of this year's shareholders' meeting and of the separate meeting of preference shareholders in the electronic Federal Gazette (*elektronischer Bundesanzeiger*), the Company's share capital amounts to EUR 218.797.200 and is divided into 218,797,200 no-par value shares, consisting of 109,398,600 registered common shares and 109,398,600 bearer preference shares without voting rights. The total number of voting rights in the Company equals the total number of registered common shares and therefore amounts to 109,398,600 at the date of announcement of convocation of this year's shareholders' meeting and of the separate meeting of preference shareholders in the electronic Federal Gazette (*elektronischer Bundesanzeiger*).

In the separate meeting of preference shareholders – unlike in the shareholders' meeting – only the preference shareholders are entitled to vote. The total number of voting rights in the separate meeting of preference shareholders equals the total number of bearer preference shares and therefore amounts to 109,398,600 at the date of announcement of convocation of this year's shareholders' meeting and of the separate meeting of preference shareholders in the electronic Federal Gazette (*elektronischer Bundesanzeiger*).

## CONVENIENCE TRANSLATION

- 16 -

At the date of announcement of convocation of this year's shareholders' meeting and of the separate meeting of preference shareholders in the electronic Federal Gazette (*elektronischer Bundesanzeiger*), the Company holds a total number of 2,364,163 own bearer preference shares without voting rights. Treasury shares do not convey rights to the Company in the annual shareholders' meeting and in the separate meeting of preference shareholders.

### ATTENDING THE SEPARATE MEETING OF PREFERENCE SHAREHOLDERS

Only those preference shareholders are entitled to attend the separate meeting of preference shareholders and to exercise their voting right who have notified the Company in text form – in German or in English language – of their intention to attend the separate meeting of preference shareholders timely before such meeting.

Moreover, preference shareholders are only entitled to attend the separate meeting of preference shareholders if they provide the Company with a special proof of their share ownership, established in text form – in German or English language – by their depository bank. Such proof must relate to the beginning of the 21<sup>st</sup> day before the shareholders' meeting and the separate meeting of preference shareholders, i.e. to Thursday, May 14, 2009, 00:00 hours (CEST).

The notice of attendance as well as the additionally required proof of share ownership must be received by the Company by no later than Thursday, May 28, 2009, 24:00 hours (CEST), at the respective address set out below:

**ProSiebenSat.1 Media AG**  
**c/o Deutsche Bank AG**  
**- General Meetings -**  
**P.O. Box 20 01 07**  
**D-60605 Frankfurt am Main**  
**Telefax: +49 – 69 – 1201286045**  
**E-mail: WP.HV@Xchanging.com**

Provided the above-mentioned requirements for attending the separate meeting of preference shareholders having been met, the preference shareholders entitled to attend such meeting shall be sent tickets for the separate meeting of preference shareholders.

The holders of common shares shall not be entitled to attend the separate meeting of preference shareholders and shall have no right to vote in such a meeting.

### AUTHORIZATION

Preference shareholders who do not wish to attend the separate meeting of preference shareholders themselves may instruct an individual, a credit institution or a shareholders'



## CONVENIENCE TRANSLATION

- 17 -

association to act as their proxy at the separate meeting of preference shareholders and to exercise those voting rights.

In addition, we offer our preference shareholders the opportunity to be represented in the separate meeting of preference shareholders by a proxy designated by the Company who will vote on their behalf in accordance with their voting instructions.

The proxy to exercise voting rights requires, subject to the provisions of the articles of association, written form; the authorization of a proxy designated by the Company may also be granted by telefax. Reference is made to the special provisions of Sec. 135 of the German Stock Corporation Act pertaining to proxy voting rights granted to a credit institution, a shareholders' association or other individuals or associations of individuals being legally equal to a credit institution pursuant to Sec. 135 para. 9 and para. 12 of the German Stock Corporation Act.

The preference shareholders entitled to attend the separate meeting of preference shareholders will receive further information on proxy voting and a form for designating and instructing a proxy together with their tickets for the separate meeting of preference shareholders. To the extent that shareholders wish to be represented by proxies designated by the Company, such proxies will, in any event, have to receive instructions for the exercise of voting rights; they will be obliged to vote in accordance with their voting instructions.

### DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available to preference shareholders for inspection during usual business hours at the offices of ProSiebenSat.1 Media AG (Medienallee 7, D-85774 Unterföhring, Germany), as of the date of convocation of the separate meeting of preference shareholders:

- the report pursuant to Sec. 203 para 2 sentence 2 of the German Stock Corporation Act in conjunction with Sec. 186 para. 4, sentence 2 of the German Stock Corporation Act made by the Executive Board on agenda item 1 of the separate meeting of preference shareholders (as part of the invitation to the separate meeting of preference shareholders);
- the report pursuant to Sec. 221 para 4 of the German Stock Corporation Act in conjunction with Sec. 186 para. 4, sentence 2 of the German Stock Corporation Act made by the Executive Board on agenda item 2 of the separate meeting of preference shareholders (as part of the invitation to the separate meeting of preference shareholders);

Upon request, each preference shareholder will immediately receive a free copy of the above documents. In addition, all of the above documents will be available on the Company's website at [http://www.prosiebensat1.com/investor\\_relations/hauptversammlung/1/](http://www.prosiebensat1.com/investor_relations/hauptversammlung/1/) as of the date of convocation of the separate meeting of preference shareholders and will also be available

## CONVENIENCE TRANSLATION

- 18 -

to preference shareholders for inspection at the separate meeting of preference shareholders itself.

### SHAREHOLDER INQUIRIES/OPPOSING MOTIONS

We request preference shareholders who have questions on or motions for the separate meeting of preference shareholders or wish to receive copies of the above documents to exclusively apply to the following address:

ProSiebenSat.1 Media AG  
Aktieninformation  
Medienallee 7, D-85774 Unterföhring  
Telefax: +49 - 89 - 9507 - 1159  
E-mail: [hauptversammlung@ProSiebenSat1.com](mailto:hauptversammlung@ProSiebenSat1.com)

Duly submitted motions in opposition to the proposals of the Executive Board and Supervisory Board on the items of the agenda, with explanations of reasons of preference shareholders, that are received at the above address two weeks prior to the date of the general shareholders' meeting and the date of the separate meeting of preference shareholders at the latest, will be published without undue delay after receipt at the web address [http://www.prosiebensat1.com/investor\\_relations/hauptversammlung/1/](http://www.prosiebensat1.com/investor_relations/hauptversammlung/1/).

Any statements of position by the Company's boards on the opposing motions will likewise be published at that web address after that date.

Unterföhring, April 2009

**The Executive Board**