

CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY!



**Annual Meeting of Shareholders of ProSiebenSat.1 Media AG
on May 15, 2012**

Total number of shares and voting rights at the time of the publication of convocation of the shareholders' meeting pursuant to Section 124a Sentence 1 No. 4 of the German Stock Corporation Act

The Company's share capital at the time of the publication of convocation of the shareholders' meeting in the Federal Gazette (*Bundesanzeiger*) amounts to EUR 218,797,200.00 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 time of the publication of convocation of this year's shareholders' meeting in the Federal Gazette (*Bundesanzeiger*). Unless stipulated otherwise by law, the holders of preference shares are not entitled to vote.

At the time of the publication of convocation of this year's shareholders' meeting in the Federal Gazette (*Bundesanzeiger*), the Company holds a total number of 6,926,750 bearer treasury preference shares without voting rights. Treasury shares do not convey rights to the Company in the shareholders' meeting.