

CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY!



**Separate Meeting of Preference Shareholders of ProSiebenSat.1 Media AG
on July 23, 2013**

Total number of shares and voting rights at the time of the publication of convocation of the shareholders' meeting and the separate meeting of preference shareholders 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 this year's ordinary shareholders' meeting and of the separate meeting of preference shareholders 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 the ordinary shareholders' meeting and of the separate meeting of preference shareholders in the Federal Gazette (*Bundesanzeiger*).

In the separate meeting of preference shareholders – unlike in the ordinary shareholders' meeting – only, however, 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 the ordinary shareholders' meeting and of the separate meeting of preference shareholders in the Federal Gazette (*Bundesanzeiger*).

At the time of the publication of convocation of the ordinary shareholders' meeting and of the separate meeting of preference shareholders in the Federal Gazette (*Bundesanzeiger*), the Company holds a total number of 5,780,900 own bearer preference shares without voting rights. Treasury shares do not convey rights to the Company in the shareholders' meeting and in the separate meeting of preference shareholders.