

# ELECTIONS OF MEMBERS TO THE SUPERVISORY BOARD



ANNUAL  
GENERAL  
MEETING  
MAY 21, 2015

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The task of the company's Supervisory Board is to advise and supervise the Executive Board as it manages the company. It is involved in decisions of fundamental importance.

In accordance with the articles of incorporation, the Supervisory Board of ProSiebenSat.1 Media AG comprises nine members, who are elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals. At the Annual General Meeting on May 21, 2015, shareholders will be presented with the decision to elect a successor for a vacancy in the Supervisory Board of ProSiebenSat.1 Media AG, left open by a prematurely departed board member.

Due to the conversion of the company into a European Company (Societas Europaea, SE), to be resolved upon at the Annual General Meeting on May 21, 2015, the first Supervisory Board of the future ProSiebenSat.1 Media SE is also to be elected by the Annual General Meeting on May 21, 2015. The Supervisory Board of ProSiebenSat.1 Media SE likewise comprises nine members, who must all be elected by the Annual General Meeting. The Annual General Meeting is not bound by election proposals in this case either. The members of the first Supervisory Board of ProSiebenSat.1 Media SE are to be elected individually in accordance with the recommendation of the German Corporate Governance Code.

The Supervisory Board of ProSiebenSat.1 Media AG therefore nominates the persons listed below for election to the Supervisory Board of ProSiebenSat.1 Media AG or ProSiebenSat.1 Media SE respectively, by the Annual General Meeting on May 21, 2015.



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# THE CANDIDATES



# DR. WERNER BRANDT

(nominated as Chairman)

## PROFESSIONAL CAREER

### 2014 – present

Management Consultant, Frankfurt am Main/Germany

### 2001 – 2014

Member of the Global Managing Board and CFO of SAP AG; additionally, Chief Human Resources Officer and Labor Relations Director since July 2013

### 1999 – 2001

Member of the Executive Board and CFO of Fresenius Medical Care AG

### 1992 – 1999

Member of the Management Board and Vice President for European Operations of Baxter Deutschland GmbH

Dr. Werner Brandt completed his doctorate in business administration at the Technical University of Darmstadt, Germany, in 1991, after studying business administration at the University of Nuremberg-Erlangen, Germany, from 1976 to 1981.

Dr. Werner Brandt has been Member and Chairman of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

- Deutsche Lufthansa AG, Frankfurt am Main/Germany – Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Nomination Committee
- RWE AG, Essen/Germany – Member of the Supervisory Board and Chairman of the Audit Committee
- Osram Licht AG, Munich/Germany – Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Nomination Committee
- Qiagen N.V., Venlo/The Netherlands – Chairman of the Board (Dr. Werner Brandt will not stand again for re-election at the shareholders' meeting in June 2016)

## PERSONAL DATA

### Age:

61

### Nationality:

German

### Residence:

Bad Homburg/Germany



# LAWRENCE AIDEM

## PROFESSIONAL CAREER

### 2011 – present

Co-Founder, President and CEO of Iconic Entertainment Inc., New York/USA

### 2009 – 2011

President and CEO of Rayv Content LLC, New York and Los Angeles/USA

### 2008 – 2009

President of Rainbow Media Holdings, New York/USA

### 1997 – 2008

President and CEO of Sundance Channel LLC, New York/USA

### 1994 – 1997

Executive Vice President at Showtime Networks Inc., New York/USA

### 1982 – 1994

Vice President at Home Box Office Inc., New York/USA

Lawrence A. Aidem holds a Bachelor of Arts with Distinction in Communications & Political Science from Stanford University and a MBA from Harvard Business School.

Lawrence A. Aidem has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

— none

## PERSONAL DATA

### Age:

58

### Nationality:

US

### Residence:

New York/USA



# ANTOINETTE (ANNET) P. ARIS

## PROFESSIONAL CAREER

### 2003 – present

Adjunct Professor Strategy of INSEAD, Fontainebleau/France

### 1985 – 2003

Management positions and Partner at McKinsey & Co. in Amsterdam/The Netherlands, London/UK and Munich/Germany

Author of the book "Managing Media Companies" and of a large number of articles on the media industry

Antoinette (Annet) P. Aris has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

- Kabel Deutschland Holding AG, Unterfoehring/Germany – Member of the Supervisory Board and Chairman of the Audit Committee (resigned on May 12, 2015, effective on June 30, 2015)
- Jungheinrich AG, Hamburg/Germany – Member of the Supervisory Board
- Thomas Cook PLC, London/UK – Board Member
- ASR Netherlands N.V., Utrecht/The Netherlands – Board Member and Chairman of the Nomination and Remuneration Committee
- ASML N.V., Veldhoven/The Netherlands – Board Member (as of April 22, 2015)

## PERSONAL DATA

### Age:

56

### Nationality:

Dutch

### Residence:

Den Haag/The Netherlands



# ADAM CAHAN

## PROFESSIONAL CAREER

### 2012 – present

Senior Vice President at Yahoo Inc., Sunnyvale/USA

### 2011 – 2012

Founder and CEO of the mobile platform startup "IntoNow", USA

### 2008 – 2011

Founder and CEO of Auditude, a video ad-serving and management platform

### 2006 – 2007

EVP Strategy & Business Development at MTV Networks, USA

### 2005 – 2006

Business Operations at Google, USA

### 2001 – 2005

Associate Principal at McKinsey & Co., USA

### 1999 – 2001

Director Digital Strategy & Business Development at NBC Universal, USA

### 1993 – 1996

Associate Producer at National Geographic Television, Africa

Adam Cahan has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

— none

## PERSONAL DATA

### Age:

43

### Nationality:

US

### Residence:

San Francisco/USA



# PHILIPP FREISE

## PROFESSIONAL CAREER

### 2001 – present

Partner (since 2012) at KKR Kohlberg Kravis Roberts & Co. Partners LLP, London/UK

### 2000 – 2001

Co-founder of the Berlin-based investment firm Venturepark, which was sponsored by Bertelsmann, Goldman Sachs and DaimlerChrysler, among others

### 1996 – 1999

Consultant at McKinsey & Co. in Vienna/Austria, Frankfurt am Main/Germany and New York/USA

Named as “Young Global Leader” of the World Economic Forum in 2009

Philipp Freise graduated from WHU, Otto Beisheim School of Management in Koblenz with a degree of Diplom-Kaufmann and from the McCombs School of Business at the University of Texas with a Master of Business Administration.

Philipp Freise has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since March 2007.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

- Arago GmbH, Frankfurt am Main/Germany – Member of the Supervisory Board
- Victoria Investments Bidco Limited, London/UK – Board Member
- Omnimedia Holding AG, Wünnewil-Flamatt/Switzerland – Board Member [Vice President]
- Omnimedia AG (wholly owned by Omnimedia Holding AG), Wünnewil-Flamatt/Switzerland – Board Member [Vice President]
- Scout24 Holding AG, Wünnewil-Flamatt/Switzerland – Board Member [Vice President]
- Scout24 Schweiz AG (wholly owned by Scout24 Holding AG), Wünnewil-Flamatt/Switzerland – Board Member [Vice President]

## PERSONAL DATA

### Age:

41

### Nationality:

German

### Residence:

Richmond, Surrey/UK





# ANGELIKA GIFFORD

## PROFESSIONAL CAREER

### 2014 – present

Managing Director of Hewlett-Packard GmbH, Böblingen/Germany

### 2012 – 2013

Senior Director Microsoft EMEA Public Sector Services, Member of the EMEA Management Team

### 2011 – 2012

Sabbatical for socio-political projects working in close cooperation with political forums in Berlin as well as a five months international sojourn

### 2006 – 2011

Member of the Executive Board of Microsoft Germany GmbH, Munich

### 1993 – 2006

Diverse senior management positions with Microsoft Germany GmbH and Europe

Mrs. Gifford possesses deep understanding in the areas of IT, Digital Business Strategy, Mobility and Cyber Security. Additionally, she has comprehensive sales and marketing expertise gained by developing new markets in Europe and the USA. She is experienced in strategic and operational management of large organizations, including P&L responsibility.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

- TUI AG, Berlin, Hannover/Germany – Member of the Supervisory Board (discontinued until presumably February 2016)
- Paris Orléans S.C.A., Paris/France – Board Member

## PERSONAL DATA

### Age:

49

### Nationality:

German

### Residence:

Kranzberg/Germany



# DR. MARION HELMES

## PROFESSIONAL CAREER

### 2014 – present

Management Consultant, Berlin/Germany

### 2012 – 2014

Chief Financial Officer of Celesio AG, Stuttgart/Germany, since 2013 Speaker of the Management Board

### 2010 – 2011

Chief Financial Officer of Q-Cells SE, Bitterfeld-Wolfen/Germany

### 2006 – 2010

Chief Financial Officer of ThyssenKrupp Elevator AG, Düsseldorf/Germany

### 2005 – 2006

Chief Financial Officer of ThyssenKrupp Stainless AG, Duisburg/Germany

### 2003 – 2005

Director Mergers & Acquisitions at ThyssenKrupp AG, Düsseldorf/Germany

### 2000 – 2002

Vice President Corporate Development at Budd Company Inc., Detroit/USA

### 1997 – 1999

Senior Manager Controlling/Mergers & Acquisitions at ThyssenKrupp AG, Düsseldorf/Germany

### 1996

Project Manager at St. Gallen Consulting Group, Warsaw/Poland

Dr. Marion Helmes graduated with a degree in business administration at the FU Berlin and received a PhD from the University of St. Gallen.

Dr. Marion Helmes has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

- NXP Semiconductors N.V., Eindhoven/The Netherlands – Board Member and Member of the Audit Committee
- Commerzbank AG, Frankfurt am Main/Germany – Member of the Central Advisory Board (*Zentraler Beirat*)

## PERSONAL DATA

### Age:

49

### Nationality:

German

### Residence:

Berlin/Germany



# ERIK HUGGERS

## PROFESSIONAL CAREER

### May 2015 – present

President & CEO at Vevo, USA

### 2014 – April 2015

Management Consultant, Los Altos/USA

### 2014

Senior Vice President at Verizon Communications, USA

### 2012 – 2014

Corporate Vice President & General Manager at Intel Corporation, USA

### 2011

Corporate Vice President & General Manager at Digital Home Group, USA

### 2007 – 2011

Executive Board Member at BBC, London/UK

### 1998 – 2007

Management experience in Europe and the US at Microsoft Corporation

### 1997 – 1998

Advisor to the Board at Star Child Foundation, Amsterdam/The Netherlands

### 1995 – 1997

Director Business Development at Endemol Entertainment, Hilversum/  
The Netherlands

Erik Huggers has been Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 2014.

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

— Consolidated Media Industries B.V., Hilversum/The Netherlands —  
Board Member

## PERSONAL DATA

### Age:

42

### Nationality:

Dutch

### Residence:

Los Altos/USA



# PROF. DR. ROLF NONNENMACHER

## PROFESSIONAL CAREER

### 2014 – present

Senior Advisor at Lazard & Co. GmbH, Frankfurt am Main/Germany

### 2013

Retirement from KPMG AG Wirtschaftsprüfungsgesellschaft

### 2011 – 2013

Chairman KPMG EMA Region

### 2005 – 2012

CEO KPMG Germany and Member of the Global Executive Team of KPMG International

### 1998 – 2005

Head of Audit at KPMG Germany

### 1987 – 1998

Partner at KPMG Munich, Germany

### 1981

Start at KPMG Munich, Germany

Rolf Nonnenmacher was board member of the International Federation of Accountants (2003 – 2006), member of the German Government Panel on Corporate Governance (2000/2001), member of the Board of Directors of the Institute of Public Auditors in Germany (2002 –2007) and member of the Executive Committee of The Accounting Standards Committee of Germany (2005 –2011).

He holds a Master of Business Administration of the University of Regensburg, Germany, a Doctorate in Business Administration of the University of Hohenheim, Stuttgart, Germany and is German CPA (Wirtschaftsprüfer).

## NON-EXECUTIVE ROLES IN OTHER COMPANIES

— Continental AG, Hannover/Germany – Member of the Supervisory Board, Chairman of the Audit Committee and Member of the Nomination Committee

## PERSONAL DATA

### Age:

60

### Nationality:

German

### Residence:

Berg (Starnberger See)/Germany



