

CONVENIENCE TRANSLATION. FOR READING PURPOSES ONLY!



**Annual General Meeting of ProSiebenSat.1 Media SE
on May 12, 2017**

Explanations on the shareholders' rights pursuant to section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Art. 56 sentence 2 and 3 of the SE Regulation and section 50 (2) of the SEAG as well as sections 126 (1), 127, 131 (1) of the German Stock Corporation Act

The convocation of the shareholders' meeting includes information about the shareholders' rights pursuant to section 122 (2) of the German Stock Corporation Act in conjunction with Art. 56 sentence 2 and 3 of the SE Regulation and section 50 (2) of the SEAG as well as sections 126 (1), 127, 131 (1) of the German Stock Corporation Act^a. The following information serves the purpose to give more detailed explanations thereon.

Shareholders' right to an addition to the agenda pursuant to section 122 (2) of the German Stock Corporation Act in conjunction with Art. 56 sentence 2 and 3 of the SE Regulation and section 50 (2) of the SEAG

Shareholders whose aggregate shareholdings represent 5% of the share capital or the proportionate amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 no-par value shares) may request that items be included on the agenda and published. The request must be submitted in writing to the Executive Board of ProSiebenSat.1 Media SE. We kindly ask you to address such requests to the following mailing-address:

ProSiebenSat.1 Media SE
– Vorstand –
Medienallee 7
D-85774 Unterföhring
Deutschland

The request must be received by the Company at least 30 days prior to the shareholders' meeting. The day of receiving the request and the day of the shareholders' meeting shall not be taken into account. The request, therefore, must be received by the Company no later than on Tuesday, April 11, 2017, 24:00 hrs. In contrast to a German stock corporation, a minimum holding period for the shareholders of an SE is not required pursuant to Art. 56 of the SE Regulation.

^a Unless stipulated otherwise by specific provisions of the SE regulation or of the SEAG, the provisions which apply to German stock corporations also apply to the SE pursuant to Art. 9 (1) lit c) (ii) of the SE Regulation. In particular, according to Art. 53 of the SE regulation, the respective provisions regarding the organization and the procedure of the shareholders' meeting as well as regarding the voting procedure which apply to German stock corporations shall apply to the SE unless stipulated otherwise in Section 4 of the SE regulation.

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Each new item of the agenda must include a reasoning or a resolution proposal.

Additions to the agenda to be published will – if they have not already been published together with the convocation of the shareholders' meeting – be published without undue delay after the receipt of the request in the same way as the convocation.

The statutory provisions on which these shareholders' rights are based are the following:

Art. 56 of the SE Regulation

Addition to the agenda

¹One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting.

²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 of the SEAG

Convocation and addition to the agenda upon request of a minority

(Excerpt – Paragraph 2)

One or more shareholders may request that one or more additional items be put on the agenda of a general meeting provided that his or their shareholding amounts to at least 5 % of the share capital or the pro-rata amount of EUR 500,000.

Section 122 of the German Stock Corporation Act

Convocation on request of a minority

(Excerpt – Paragraph 1 sentence 1 and 2 and paragraph 2)

(1) ¹A shareholders' meeting shall be called if shareholders whose aggregate shareholding equals or exceeds one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons therefore; such request shall be addressed to the executive board. ²The articles of association may provide that the right to request calling of a shareholders' meeting shall require a different form and the holding of a lower portion of the share capital.

(2) ¹In the same manner, shareholders whose aggregate shareholding equals or exceeds one-twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be included in the agenda and published. ²Each new item must be attached a reasoning or a resolution proposal. ³The request within the meaning of sentence 1 must have been received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

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*Section 124 of the German Stock Corporation Act
Publication of Requests for Additions to the Agenda; Resolution Proposals*

(Excerpt – Paragraph 1)

¹If the minority has requested pursuant to section 122 (2) that items be added to the agenda, these items shall be published either already upon convocation or immediately after the receipt of the request. ²Section 121 (4) shall apply analogously; moreover, with respect to listed companies section 121 (4a) shall apply analogously. ³Publication and submission shall be made in the same way as the convocation.

Shareholders' counter-motions and election proposals pursuant to sections 126 (1), 127 of the German Stock Corporation Act

Any shareholder has the right to submit in the shareholders' meeting counter-motions to the proposals of the Executive Board and/or the Supervisory Board on specific agenda items as well as proposals regarding an election of Supervisory Board members or auditors provided for in the agenda. Pursuant to section 124 (4) sentence 2 of the German Stock Corporation Act, the counter-motion or the election proposal does not need to be submitted to the Company or be published in advance.

Furthermore, any shareholder, subject to further detailed provisions in section 126 (1), 127 of the German Stock Corporation Act, has the right that his counter-motions and election proposals will be made available on the website of the Company, if they are submitted in due time prior to the shareholders' meeting to the address stated for this purpose in the convocation of the shareholders' meeting. For meeting these requirements, counter-motions also including a reasoning and election proposals must be sent to the following address:

ProSiebenSat.1 Media SE

- Aktieninformation -
Medienallee 7
D-85774 Unterföhring
Deutschland
Telefax: +49 89 9507-1159

Counter-motions including a reasoning and election proposals will be made available without undue delay together with the shareholder's name, the reasoning and potential statements of the management on the website of the Company at <http://www.prosiebensat1.com/investor-relations/hauptversammlung-2017> if they are submitted to the Company at the foregoing addressee at least 14 days prior to the shareholders' meeting; the day of receiving and the day of the shareholders' meeting shall not be counted. Therefore, counter-motions and election proposals must be received by the Company by no later than Thursday, April 27, 2017, 24:00 hrs. Counter-motions and election proposals addressed differently as well as counter-motions without reasoning will not be considered; election proposals do not require a reasoning.

Even if the above mentioned requirements are fulfilled, subject to the conditions provided for in section 126 (2) of the German Stock Corporation Act, the Company may partially or completely

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refrain from making counter-motions or election proposals available. An election proposal, furthermore, does not need to be made available, if it does not include the information provided for in section 127 (3) of the German Stock Corporation Act. Furthermore, subject to the conditions provided for in section 126 (3) of the German Stock Corporation Act, the Company may summarize counter-motions or election proposals and their reasoning, respectively.

Even if counter-motions and election proposals have been submitted to the Company in advance, they will only be considered at the shareholders' meeting if they are submitted or put forward verbally there. The shareholders' right to submit counter-motions or election proposals during the annual shareholders' meeting without previous submission to the Company remains unaffected.

The statutory provisions of the German Stock Corporation Act on which these shareholders' rights are based and which also provide for the conditions under which counter-motions and election proposals or their reasoning need not be made available, are the following:

Section 126 of the German Stock Corporation Act Motions by shareholders

- (1) *¹Motions by shareholders including the shareholder's name, the reasoning therefore and any statements of the management shall be made available to the relevant persons to be notified pursuant to Section 125 (1) to (3) of the German Stock Corporation Act under the conditions set forth therein, provided that the shareholder has sent a counter-motion against a proposal of the executive board and the supervisory board with respect to a specific item of the agenda, including a reasoning for the counter-motion, to the address stated for this purpose in the convocation, no later than 14 days prior to the meeting of the company. ²The date of receipt shall not be taken into account. ³In the case of listed companies, the aforementioned information must be made available on the website of the company. ⁴Section 125 (3) shall apply analogously.*
- (2) *¹A counter-motion and the reasoning therefore do not need to be made available*
 1. *if the executive board would by reason of such communication become criminally liable;*
 2. *if the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles of association;*
 3. *if the reasoning includes statements which are manifestly false or misleading in material respects or which are libellous;*
 4. *if a counter-motion of such shareholder based on the same facts has already been published with respect to a shareholders' meeting of the company pursuant to Section 125;*
 5. *if the same counter-motion of such shareholder with basically identical reasoning has already been published pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share of capital represented has voted in favour of such counter-motion;*

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6. *if the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or*
7. *if within the past two years at two shareholders' meetings, the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.*

²*The reasoning does not need to be made available if it includes a total of more than 5,000 characters.*

- (3) *If several shareholders make counter-motions in respect to the same subject matter, the executive board may summarize such counter-motions and the respective reasoning.*

Section 127 of the German Stock Corporation Act Election proposals by shareholders

(Excerpt – Sentences 1 to 3)

¹*Section 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. ²The election proposal does not require a reasoning. ³The executive board does not need to make the proposal available unless it contains the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5.*

Section 124 of the German Stock Corporation Act Publication of requests for addition; proposals for resolution

(Excerpt – Paragraph 3 sentence 4)

[...] ⁴The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence. [...]

Section 125 of the German Stock Corporation Act Communications to shareholders and to supervisory board members

(Excerpt – Paragraph 1 sentence 1 and 5; paragraph 2 sentence 1; paragraph 3)

- (1) ¹*The executive board shall, at least 21 days before the meeting, announce the convening of the meeting to those credit institutions and shareholders' associations which had exercised voting rights on behalf of shareholders in the preceding shareholders' meeting or which have requested such communication. [...]*⁵*In the case of listed companies, any proposal for the election of supervisory board members must be attached information on their membership in other supervisory boards the establishment of which is required by law; details on their membership in comparable domestic and foreign control bodies of economic enterprises should also be provided.*
- (2) ¹*The executive board shall provide the same information to shareholders who make such request or are registered as shareholders in the company's share register at the beginning of the 14th day prior to the meeting. [...]*

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- (3) *Each member of the supervisory board may request that the executive board send the same communication to him.*

Shareholders' right to request information pursuant to section 131 (1) of the German Stock Corporation Act

At the annual shareholders' meeting, on request, the Executive Board shall give information about company matters to any shareholder to the extent that such information is required for proper evaluation of an item on the agenda. The obligation to provide information also covers the Company's legal and business relations with affiliated companies as well as the situation of the ProSiebenSat.1 group and the companies included in the consolidated financial statements of the Company. The information shall be in compliance with the principles of conscientious and accurate accounting.

Subject to specific conditions further set out in section 131 (3) of the German Stock Corporation Act, the Executive Board may refuse to provide information. Furthermore, the chairman of the meeting, subject to further provisions in section 17 (3) of the Company's articles of incorporation, is authorized to set reasonable time limits for the shareholders' right to ask questions and give speeches; in particular, he is authorized, at the beginning of the shareholders' meeting or during its process to determine the time frame for the whole meeting process, the discussion about the individual agenda items or the individual questions and speeches given.

The statutory provisions of the German Stock Corporation Act on which these shareholders' rights are based and that also provide for the conditions under which information need not to be provided and the relevant provisions of the articles of incorporation of the Company are the following:

Section 131 of the German Stock Corporation Act Rights of shareholders to request information

- (1) *¹Each shareholder shall upon request be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. ²The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. ³If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such simplified procedure had not been applied. ⁴A parent enterprise's (Section 290 (1), (2) of the Commercial Code) executive board's duty to provide information in the shareholders' meeting to which the consolidated financial statements and the consolidated management report is presented shall extend to the situation of the group and the companies included in the consolidated financial statements.*
- (2) *¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The articles or the rules of procedure pursuant to section 129*

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may authorize the chairmen of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down more details thereon.

- (3) ¹The management board may refuse to provide information
1. to the extent that providing such information is, according to sound business judgement, likely to cause material damage to the company or an affiliated enterprise;
 2. to the extent that such information relates to tax valuations or the amount of specific taxes
 3. with regard to the difference between the value at which items are shown on the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
 4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of Section 264 (2) of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
 5. if provision thereof would render the executive board criminally liable;
 6. if in the case of a credit institution or financial services institution information about the applied accounting and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statements or the consolidated management report need not be given;
 7. if the information is continuously available on the company's website over a period of at least seven days prior to the shareholders' meeting as well as at all times during the meeting.
- ²The provision of information may not be denied for other reasons.
- (4) ¹If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary for a proper evaluation of an item on the agenda. ²The executive board may not refuse to provide such information for the reasons of (3) sentence 1 no. 1 to 4. ³Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the Commercial Code), a joint venture (Section 310 (1) of the Commercial Code) or an affiliate (Section 311 (1) of the Commercial Code) provides the information to a parent company (Section 290 (1) and (2) of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statements of the parent company and the information is required for this purpose.
- (5) ¹A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

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Section 17 of the articles of incorporation of ProSiebenSat.1 Media SE

(Excerpt – Paragraph 3)

- (3) *¹The chairman of the meeting is authorized to determine appropriate time limits for the shareholders' right to ask questions and give speeches. ²In particular, he is authorized at the beginning of the shareholders' meeting or during its process to determine the time frame for the whole meeting process, the discussion about individual agenda items or individual questions and speeches given.*

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