



ProSiebenSat.1 Media SE

**Additional Information
regarding Organization
of the Annual
General Meeting**

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the Annual General Meeting of**

ProSiebenSat.1 Media SE

June 12, 2019, 10:00 a.m.

Dear Shareholders,

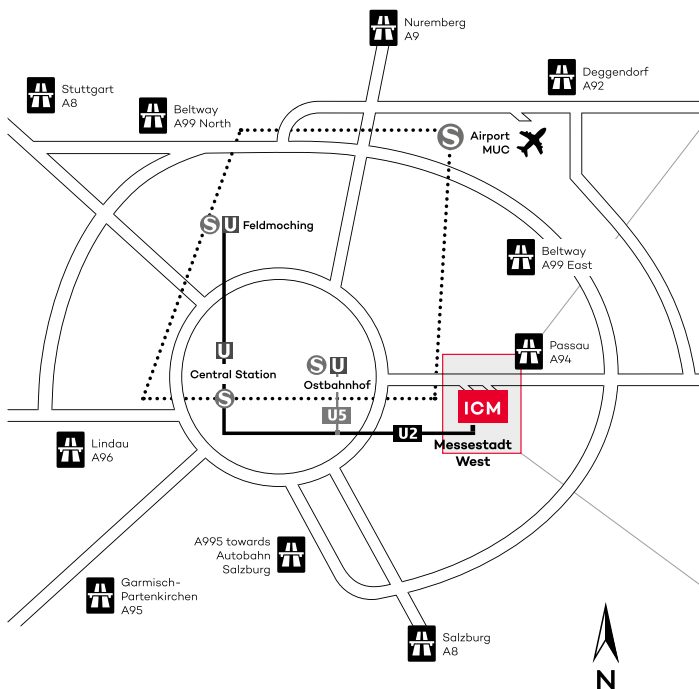
We are pleased that you are interested in our Annual General Meeting for this year and ask that you note the following organizational information.

Please note that it is intended to broadcast the Annual General Meeting publicly available on the internet until the beginning of the general debate. In addition, shareholders will have the opportunity to follow the general debate of the Annual General Meeting in its entirety online using the password-protected online service.

Shareholders will also have the opportunity to submit power of attorney and instructions to company proxies until the end of the general debate, provided that the online service is being used for this purpose. You can find additional details regarding the online broadcast and authorizing and instructing proxies in the invitation documents.

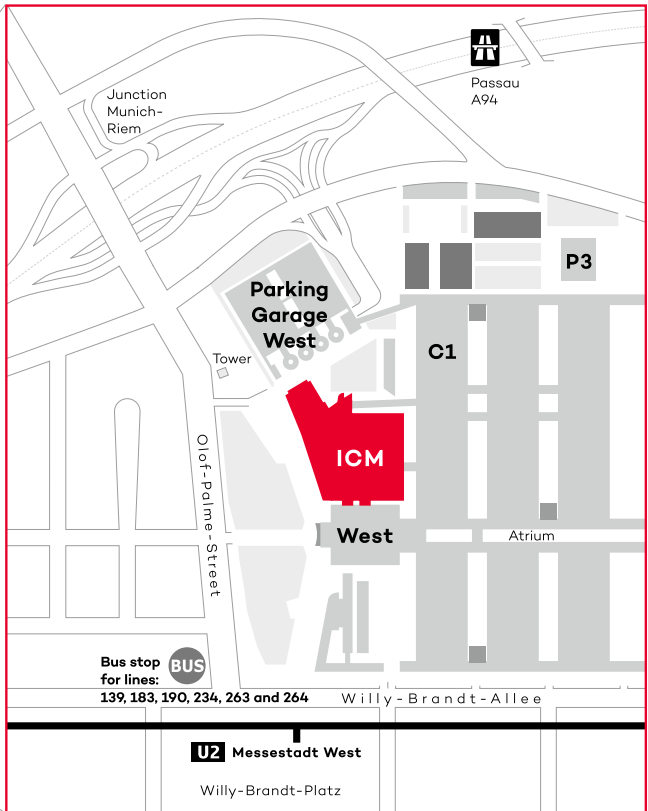
1. MEETING LOCATION/DIRECTIONS TO THE ANNUAL GENERAL MEETING

The Annual General Meeting of ProSiebenSat.1 Media SE will take place on June 12, 2019, starting at 10:00 a.m. on the premises of ICM (Internationales Congress Center Munich), Am Messesee 6, Messengelände, 81829 Munich.



by car

The ICM is located directly on the A94 motorway and can be reached via the exits Feldkirchen-West (exit no. 6) or München-Riem (exit no. 5). From there follow the signs to the ICM congress center.



parking

You can park in the ICM's West multi-storey car park for a fee. This is clearly visible in Paul-Henri-Spaak-Straße 6, from where you can walk to the location.

by public transportation

subway (U2) Take the U2 (direction to Messestadt Ost) until the **Messestadt West** stop and use the exit towards ICM.

bus (139, 183, 190, 234, 263, 264): Get off at the **Messestadt West** bus stop and follow the signs to the ICM.

2. REGISTRATION FOR THE ANNUAL GENERAL MEETING

As well as being entered in the share register, attending the Annual General Meeting and exercising voting rights require timely registration. The last day for the receipt of the registration for the Annual General Meeting is

Wednesday, June 5, 2019, 24:00 (registration deadline).

The registration must be made in writing in German or English and must be received by the company by this date either at the following address:

ProSiebenSat.1 Media SE
c/o Computershare Operations Center
80249 Munich
Germany

Or by **fax** or **email**

Fax: +49 89 30903-74675
Email: anmeldestelle@computershare.de

Or, from May 17, 2019, using the password-protected **online service** at the following website of the company:

<https://www.prosiebensat1.com/en/annual-general-meeting#2019>

A registration form and the personal login credentials required to use the online service will be sent by mail along with the invitation to the Annual General Meeting to the shareholders who are entered in the company's share register no later than at the beginning of the 14th day prior to the Annual General Meeting, i.e. on May 29, 2019, 00:00 CEST (known as the "record stop"). Any shareholders entered in the company's share register after the record stop are not automatically included in the company's distribution list for invitations and must instead contact the company directly in order to receive an invitation. If this applies to you, please use one of the contact methods mentioned above to request an invitation to the Annual General Meeting from the company.

You can also view your shareholder data via the **online service** and update your email address, telephone number, or fax number. In addition, you can use the online service in our shareholder portal to register to have future Annual General Meeting invitations and documents sent by email:

<https://www.prosiebensat1.com/en/investor-relations/service-for-shareholders/shareholder-portal>

You were entered on the share register by your depositary bank with the address indicated in our online service. Please check this information. If the information is incorrect, please notify your principal/depositary bank of your change of address in writing and ask them to forward and correct this information.

If you have registered in time (last day for the receipt of registration: June 5, 2019, 24:00) but **have not received a ticket**, you can still attend the Annual General Meeting. If the ticket was issued and simply did not reach the recipient (on time), you will still be registered on the registration list. This can be checked at the special counter on-site, and a replacement ticket entitling you to attend can be issued. Please have your ID ready at the special counter.

For **questions concerning registration** for the Annual General Meeting, you can reach our AGM hotline Monday through Friday, except holidays, from 9:00 a.m. to 5:00 p.m. at **+49 89-309 036 355**.

3. ENTITLEMENT TO ATTEND AND ENTITLEMENT TO VOTE

Every shareholder entered in the company's share register on the day of the Annual General Meeting who has also registered in time is entitled to attend and vote. Attendance and the exercise of voting rights is governed by the number of shares entered on the company's share register at the end of the last day of the registration deadline, i.e. 24:00 on Wednesday, June 5, 2019 (known as the "technical record date").

For technical reasons, no changes of ownership, e.g. due to share purchases and/or sales, will be entered in the share register between 00:00 on Thursday, June 6, 2019, and the day of the Annual General Meeting on June 12, 2019 (both dates inclusive). However, the shares are not blocked. However, only shareholders who are correctly registered and are also entered in the company's share register on the day of the Annual General Meeting are entitled to attend and vote. Those acquiring shares who are not entered in the share register for the acquired shares by the registration deadline are therefore unable to exercise any attendance or voting rights from these shares in their own right. In these cases, participation and voting rights remain with the shareholder entered in the share register for the relevant shares until the re-entry in the share register.

4. ISSUING POWERS OF ATTORNEY

Issuing powers of attorney prior to the Annual General Meeting

If you have registered for the Annual General Meeting on time but are unable to attend in person, you have the option of authorizing a bank, a shareholder association, or another person of your choice to exercise your voting rights. In addition, we offer you the possibility of being represented at the Annual General Meeting by company-appointed proxies.

If you issue powers of attorney to company-appointed proxies, you must give them instructions on how to exercise your voting right. Company-appointed proxies are obligated to vote in accordance with your instructions. Without instructions, the power of attorney is invalid. You can use the registration form sent with the invitation or the ticket sent on request to issue powers of attorney and instructions. These forms also include directions on how to do this.

Details on issuing powers of attorney and instructions are included in the section "Procedure for voting by proxy" in the invitation sent to you and in the registration form. The invitation can also be retrieved from the following website of the company:

<https://www.prosiebensat1.com/en/annual-general-meeting#2019>

For issuing power of attorney or issuing power of attorney and instructions to company-appointed proxies, you can also use our password-protected online service, which you can also find through the website mentioned above starting on May 17, 2019. Your personal login credentials, which are required to use the online service, will be sent along with the invitation to the Annual General Meeting to the shareholders who are entered in the company's share register no later than at the beginning of the 14th day prior to the Annual General Meeting, i.e. on May 29, 2019, 00:00 CEST (known as the "record stop").

Even if you have already issued powers of attorney and instructions to the proxies prior to the Annual General Meeting, you can still attend the Annual General Meeting in person. The power of attorney you have already issued and the accompanying instructions will be revoked if you check in at the registration counters at the premises of ICM by the end of the general debate at the Annual General Meeting on June 12, 2019.

Issuing powers of attorney during the Annual General Meeting

If you would like to leave the Annual General Meeting early, but still be represented, you can also issue powers of attorney still during the course of the Annual General Meeting. To do so, you can use the form marked "Power of attorney" found in your pad of voting cards. You will receive the pad of voting cards at the entrance checkpoint in exchange for your ticket. In such cases, please turn in the completed power of attorney form at the exit checkpoint; the authorized person will receive the pad of voting cards.

Instead of this, you can also use the power of attorney forms marked "Power of attorney with instructions for proxies" – which can be found in your pad of voting cards – to authorize company-appointed proxies to exercise your voting right according to your instructions. If you do, please remember to issue the corresponding instructions. You can find more detailed instructions on this in your pad of voting cards. Please return the pad of voting cards with the completed power of attorney and instructions at the exit checkpoint.

An additional possibility of granting power of attorney and issuing instructions to the company-appointed proxies during the course of the Annual General Meeting exists via the password-protected online service. When using this online service, you may – without participating in the Annual General Meeting in person – grant power of attorney and issue instructions to the company-appointed proxies until the end of the general debate or change and/or revoke the instructions issued, respectively.

Company proxies can only be authorized and the corresponding instructions given for votes on resolutions proposed by the Boards for items on the agenda. Instructions to exercise voting rights regarding other proposed resolutions or to exercise other shareholder rights at the Annual General Meeting will not be accepted by company proxies.

For **questions concerning proxying**, you can reach our AGM hotline Monday through Friday, except holidays, from 9:00 a.m. to 5:00 p.m. at **+49 89-309 036 355**.

5. LEAVING THE ANNUAL GENERAL MEETING TEMPORARILY OR EARLY

If you only need to leave the Annual General Meeting temporarily and want to return later on, please sign out at the exit checkpoint. You can leave the Annual General Meeting temporarily through the exit counter. When you re-enter, please sign in again so that the attendance register can be updated accordingly.

You can also leave the Annual General Meeting early, of course. In order for your voting right to still be represented after you leave the Annual General Meeting, you can instruct the proxies appointed by ProSiebenSat.1 Media SE or another attendee to cast your vote for you. You will find the forms required for this and additional information in your pad of voting cards. You can also find more detailed information on this in this information sheet under section "Issuing powers of attorney during the Annual General Meeting."

6. DOCUMENTS REGARDING THE AGENDA

Already prior to the Annual General Meeting, the documents regarding the agenda – which are listed in the invitation to the Annual General Meeting under the section with the same title – can be found on the company's website at <https://www.prosiebensat1.com/en/annual-general-meeting#2019>. Once the Annual General Meeting is convened, they will also be on display at the company's business premises (Medienallee 7, 85774 Unterföhring) and will be sent to you upon request immediately at no cost.

During the Annual General Meeting, they are also available at the desk where requests to speak are submitted and at computer terminals located nearby.

7. ATTENDANCE AREA

The Annual General Meeting is also broadcasted in the foyer, the catering area, and the restrooms located inside the area delimited by the exit checkpoint so that you can follow the Annual General Meeting there, as well, and can continue to attend the Annual General Meeting. We would like to point out to you, however, that votes are only held in the assembly hall itself. So, please return to the assembly hall on time when voting starts.

8. REQUESTS TO SPEAK AND DISCUSSION

We ask shareholders and shareholder representatives who would like to speak to report their intended contribution to the discussion to the desk marked "*Wortmeldungen*" (requests to speak). Please have your pad of voting cards ready for this.

We ask that you speak at the lectern, once called upon by the chairperson of the meeting, so that all the attendees of the meeting can hear the speakers' comments.

9. VOTING PROCEDURE

Voting cards, which are included in your pad of voting cards, are used to vote at the Annual General Meeting. You will receive the pad of voting cards at the entrance checkpoint in exchange for your ticket.

If you were given multiple tickets, please check whether you have turned in all of them for a pad of voting cards.

The number of votes is registered on the respective voting cards by a barcode. They are counted using an electronic document reader. The attending notary will monitor correctness and the counting of the votes.

Cumulative voting cards are provided in your pad of voting cards for voting on agenda items 2–9. These cumulative voting cards are gathered in a single round of collection after voting has begun. No resolution is being adopted for agenda item 1.

The votes will be counted in full (*Additionsverfahren*), unless the chairperson of the meeting arranges for a different form of voting. This means that the yes votes and the no votes are counted. The number of votes cast is calculated by adding the valid yes and no votes cast. Abstentions are not counted and are regarded as non-participation in the votes. The ratio of yes votes to no votes determines the result of the vote.

If you would like to vote “yes” or “no” for agenda items 2–9, please draw an “x” in the respective yes or no boxes in relation to the respective agenda items on the cumulative voting cards. Please use the ballpoint pen you received at the entrance checkpoint or a different ballpoint pen with blue or black ink to mark an “x” on your voting cards. Please do not use a red or green pen under any circumstances, since the data processor cannot interpret such marks reliably.

Please separate the cumulative voting cards from the pad of voting cards along the perforated line prior to voting.

Once voting has begun, voting aides will pass through the assembly hall and collect the voting cards. **Please note that your voting cards are only collected in the assembly hall.**

Votes that are cast by the company-appointed proxies based on the powers of attorney and instructions issued to them by shareholders will be entered by data processing in connection with the voting procedure. The same applies for credit institutions and shareholder associations that represent a large number of shareholders and have requested that special cumulative voting cards be issued. All other proxies must submit completed voting cards.

Once the result of the vote is determined, the result is disclosed to the Annual General Meeting and the adopted resolutions are announced and established.

The voting results are published on the company's website following the Annual General Meeting.

10. DIVIDEND

A dividend of EUR 1.19 per no-par value share entitled to dividend will be proposed to the Annual General Meeting of ProSiebenSat.1 Media SE. This equates to an expected distribution of EUR 269 million (based on the number of treasury shares of 6,919,513).

If you hold shares in ProSiebenSat.1 on the dividend record date, these shares are entitled to the dividend. The dividend record date is the day of the Annual General Meeting, i.e. June 12, 2019.

Subject to approval by the Annual General Meeting, the dividend will be paid out starting on June 17, 2019.

Of the proposed dividend per no-par value share entitled to dividend of EUR 1.19, no amount will be paid out of the tax contribution account (*steuerliches Einlagekonto*). Therefore, the total dividend amount is generally subject to withholding tax at a rate of 25%, plus solidarity surcharge of 5.5% thereon, resulting in a total tax rate of 26.375% (plus any church tax). If you have any additional questions regarding dividend taxation, please consult your tax advisor.

11. ADDITIONAL INFORMATION FOR NATURAL PERSONS REGARDING TAX ON DIVIDEND DISTRIBUTIONS

The information provided below does not constitute tax advice but only describes certain general principles of German taxation, which might be relevant in connection with the dividend distribution. Shareholders should seek advice from their own tax advisor regarding the tax implications of the dividend distribution.

The sections below only apply to shareholders who are natural persons and hold their shares as private assets. Whether such shareholders are to be considered resident taxpayers for the purposes of the summary below depends upon whether they are subject to unlimited taxation in Germany (e.g., due to their residence or usual place of abode).

Resident taxpayers

The tax liability applicable to dividend payments is generally satisfied by withholding a flat tax (*Abgeltungsteuer*) of 25%, plus a solidarity surcharge of 5.5% thereon, resulting in a total tax rate of 26.375% (plus any church tax). Under certain circumstances, however, no withholding will be made, e.g. if shareholders have given their bank a certificate from the German tax authorities stating that the shareholder is not subject to an assessment procedure (*Nichtveranlagungsbescheinigung*). The same applies to such shareholders who have submitted a German application for exemption (*Freistellungsauftrag*) from withholding tax with sufficient exemption volume that has not been used in connection with other income from capital investment.

The withholding will be made irrespective of the individual tax rate and generally satisfies the personal income tax liability of the shareholders in respect of the dividend. However, certain exemptions apply. For instance, shareholders may request that a tax assessment be carried out on their income from the dividend and all other capital investments if this results in less tax liability (e.g., due to a lower individual tax rate, an unused lump-sum saving allowance (*Sparer-Pauschbetrag*) or allowances for losses). However, as a rule, expenses actually incurred in connection with the dividend are not tax deductible within the scope of the flat rate withholding tax (*Abgeltungsteuer*).

The above principles do not apply to the extent funds from the tax contribution account (*steuerliches Einlagekonto*) are deemed to be used for the distribution. In this case, the respective amounts are generally tax exempt (at least, if the amounts from the tax contribution account do not exceed the acquisition cost/tax basis of the shares) and are not subject to withholding. However, the German tax authorities assume that amounts distributed from the tax contribution account result in a reduction of the acquisition cost/tax basis for the shares. Shareholders should consult their tax advisor for more details.

Based on the proposed dividend of EUR 1.19 per no-par value share entitled to dividend, the company expects that no amount thereof will be from the tax contribution account.

Non-resident taxpayers

Non-resident taxpayers are subject to limited taxation in Germany with respect to the dividend, i.e., the flat withholding tax (*Abgeltungsteuer*) also applies to them in principle. As a consequence, the dividend will be subject to a withholding tax at a rate of 25%, plus a solidarity surcharge of 5.5% thereon, i.e., in total 26.375% to the extent that no amounts from the tax contribution account (*steuerliches Einlagekonto*) are deemed to be used for the distribution (please see "Dividend" section above).

For dividend payments to non-resident taxpayers, a reduced withholding tax rate may apply if there is a respective double-taxation treaty in place between Germany and the country in which the shareholder

resides for tax purposes. The discount, if any, is generally granted by crediting the difference between the withheld tax and the tax liability arising under the respective treaty. The shareholder must file a corresponding request with the Federal Central Tax Office (Bundeszentralamt für Steuern, An der Kuppe 1, 53225 Bonn, Germany or the German website <http://www.bzst.bund.de>) in compliance with certain formalities and deadlines.

If and to what extent non-resident taxpayers are liable to taxes on the dividend in the country of their tax residence is to be determined on the basis of the tax laws applicable in such country.

12. GENERAL INFORMATION

Start and length of the Annual General Meeting

The Annual General Meeting begins at 10:00 a.m. The building and the assembly hall are open as of 8:30 a.m. The length of the Annual General Meeting cannot be predicted.

Reserved seating and handicapped-accessible seats

Seats cannot be reserved, since there are no assigned seats. Handicapped-accessible seats are provided in the front rows.

Hospitality

We will serve a small breakfast as well as a snack buffet. Non-alcoholic drinks will be available until the end of the Annual General Meeting. The Annual General Meeting will not be adjourned during the snack buffet. Those visiting the buffet are still in attendance at the Annual General Meeting.

Audio and video broadcast

Please note that it is intended to broadcast the Annual General Meeting publicly available on the internet at <https://www.prosiebensat1.com/en/annual-general-meeting#2019> until the general debate commences.

Additionally, shareholders of the Company may also view the complete general debate during the Annual General Meeting via the password-protected online service available via the internet address mentioned above. The personal login data which are required for using the online service will be sent to the shareholders who are registered in the Company's share register on the relevant date together with the invitation to the Annual General Meeting unrequested.

Audio and video recordings of the meeting by attendees are not permitted. We ask you for your compliance in this matter.

Attendance register

A copy of the attendance register will be displayed for inspection at the desk where requests to speak are submitted after the first statement of attendance. Changes in attendance will be documented in supplements and also displayed for inspection in duplicate form.

Certificate of attendance

A certificate of attendance at the Annual General Meeting can be found on the back of your pad of voting cards.

Cell phones/non-smokers

So as not to disturb the proceedings of the Annual General Meeting, we kindly ask you to avoid using cell phones in the hall and to refrain from smoking in the assembly hall. Due to the characteristics of the site, you will need to sign out temporarily at the exit checkpoint in order to leave the building if you would like to smoke.

Verbal instructions from the chairperson of the meeting

Please obey additional instructions and any different instructions from the chairperson of the meeting during the Annual General Meeting.

NOTIZEN

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