

Rainer Beaujean, ProSiebenSat.1 Media SE
Annual General Meeting 2020
June 10, 2020



– *Check against delivery* –

[Company trailer]

[Welcome]

Dear shareholders, on behalf of the Executive Board of ProSiebenSat.1 Media SE, welcome to today's and our first ever virtual Annual General Meeting. I would also like to welcome the media representatives and all viewers and employees watching our Annual General Meeting live on the internet. A special welcome goes to Dr. Antonella Mei-Pochtler, who is standing for election to our Supervisory Board today. Dr. Mei-Pochtler will introduce herself later via a short speech.

Ladies and gentlemen, the outbreak of COVID-19 has placed our lives in a historic state of emergency, that we have never experienced before. We notice this in our personal everyday lives, in public life or in business. It is also historic that the so-called Corona Emergency Act currently allows us to hold an Annual General Meeting in virtual form. I can assure you: I would rather answer your questions in person today. Especially in turbulent times like these, there is a lot to discuss. But part of our corporate responsibility is to protect you, our shareholders, as well as our employees in this time of crisis. This is why we have decided to make use of the new law: We host this event digitally and stick to the scheduled date. After all, as a European stock corporation we do have the legal obligation to hold our Annual General Meeting by June 30. Being a digital media company, we are broadcasting from one of our most modern TV studios – as we normally do every day with our Galileo science magazine. Galileo has been part of our ProSieben TV program for 22 years now. This makes it the oldest and the most successful knowledge magazine in Germany. Galileo stands for both, consistency and change. In the last years, we have developed the format from a pure TV show to a 360-degree brand that offers knowledge via all channels.

Consistency plus change – that also applies to your company ProSiebenSat.1: Not only our industry is changing, we also are on a transformation journey – and at the same time amidst the biggest economic crisis since the post-war period which poses enormous challenges for our business. But we have reacted to this situation immediately and have set the course to steer your company safely through this storm. But it is just as essential that we look ahead to a value-creating future.

[New Executive Board team]

When I say "we", I mean the entire Executive Board of ProSiebenSat.1. I stand before you today as spokesperson for a new, three-person Executive Board team. Since the end of March, I have shared management responsibility with my colleagues Christine Scheffler and Wolfgang Link. Both will introduce themselves to you later. In this set-up, we have everything that ProSiebenSat.1 needs now and in the future:

- Our core business is entertainment. This is our focus and exactly what Wolfgang Link stands for with his many years of experience in the entertainment industry.
- Our CHRO Christine Scheffler has been responsible for operational and cultural change processes in different companies. She will now drive the transformation of the Group and modernize our organizational structure.
- Finally, I am contributing my expertise in strategic and financial implementation. I have mastered crisis situations on several occasions in my career, and I can contribute this experience to guide ProSiebenSat.1 in the current situation.

With our different competencies, we will bring ProSiebenSat.1 safely through the current COVID-19 crisis and continue to work on our transformation process. In the past, there have been some changes in our ranks. But as a team, we now stand for stability and the consistency in change as I mentioned earlier. We are happy that the Supervisory Board has expressed its long-term confidence in us.

Entertainment and HR are now anchored in the Executive Board. This shows exactly what ProSiebenSat.1 stands for and what you just saw in our trailer:

- Best Entertainment
- Innovation and a sense for new, digital business models

- Creative and dedicated employees
- And passion for what we do.

And we are especially aware of our social responsibility these days. We thoroughly provide information via our TV channels and platforms and use our reach to set an example of solidarity. The important thing is that our programs contribute to pluralism as well as balance of views and prevent the dominance of one opinion only. This is, of course, our duty as a private broadcasting medium.

[COVID-19: Impact]

Ladies and gentlemen, you all know as well as I do: with COVID-19 we are confronted with an historic crisis of global scale. By restricting public life, the German Federal Government and the Bavarian State Government made severe cuts. But these were important measures to get the infection rates under control. We as a Group fully support these regulations – after all, we are part of the system-critical infrastructure.

Health and safety of our employees always come first for us. Thus, ProSiebenSat.1 was one of the first companies to implement the contact restrictions in daily work. We set up a COVID-19 task force very early on, on February 27. This was at a time when the Robert Koch-Institute assessed the risk of a pandemic for the German population as "low to moderate". This made it possible for us to react quickly and comprehensively: From March 16 till now, a total of 2,500 employees works from home instead of on the campus in Unterfoehring. And the same applies to most of our NuCom and Red Arrow companies. Only those employees whose presence is essential for our broadcasting operations work on campus – under the strictest health and safety precautions.

We thus make sure that the screens at your home don't stay black. As the saying goes, "The show must go on!" And right now, TV is proving again its very own campfire character. TV is clearly THE medium of the hour – and that across all channels: More than ever, people are turning to television. Searching for information and distraction. And we offer both:

- On the one hand: news and background on current affairs. Especially in the early days, we developed a large number of regular information programs on COVID-19 on our channels: for example, the daily corona special on ProSieben and the Bild

corona special on SAT.1. In Austria alone, 2,208 news and special programs were shown on the stations between mid-March and mid-May, five times more than in normal times.

- On the other hand: first-class entertainment. One in eight people in Germany watched the finale of the show "The Masked Singer" on April 14 to see which star was hiding behind the mask. A market share of 36.2 percent in our core target group of 14- to 49-year-olds is proof: TV still has the power to create the talk of the nation. And with "Germany's next Topmodel" we have shown how to reinvent a show again and again. In its 15th year, an average market share of 18.4 percent made the season the best in eight years.

Information and entertainment – the fact that we offer exactly what viewers are looking for is reflected in increased reach and viewing time. Across all age groups. Compared to February, the daily net number of viewers in our core target group of 14- to 49-year-olds grew by 7 percent in March. Among 14- to 29-year-old viewers, the increase even was 11 percent. As far as viewing time is concerned, it increased by 2 percent in March, by 13 percent in April and by 5 percent in May within the total audience. In our core target group, viewing time at our stations in May is even growing significantly stronger than the market.

The use of our platforms is also increasing digitally – including Joyn, for example. Our joint streaming platform with Discovery Communications offers live and on-demand services: With its local focus, it also benefits from the "We stay at home" time: The number of users increased by 12 percent in March and the service had almost 4 million unique users by the end of the first quarter. Overall, since the beginning of the year our total video viewtime, the sum of all minutes watched on our channels, increased by 2.9 percent year-on-year.

When we look at the media market as a whole, we see: All three core offerings of ProSiebenSat.1 performed significantly better than the other genres at the beginning of the social distancing measures. In terms of daily reach, TV, ad-financed video-on-demand and online services increased in the first two lock-down weeks by 8, 15 and 5 percent. And this is an opportunity. Such figures put us in a promising starting position for the post-Corona period.

Ladies and gentlemen, this exceptional situation was a time for us to show what we, as a company with a million-strong reach, can do for society. And by this I do not only mean that

we provide regular, relevant and reliable news. In Germany alone, we reach around 62 million people with our channels every month – our aim is to use this reach for the benefit of the people. And I am deeply impressed by the additional work our employees have done in recent weeks:

- In a large-scale, four-part campaign with the motto "with each other. for each other" ("miteinander.füreinander"), our well-known channel faces called on the population to stay at home and thus to protect each other. In the campaign, we also gave a stage to the heroes of our everyday life and thanked them for literally keeping our society running. Therefore, we put on over 3,500 trailers, which were seen 1.1 billion times in the total audience.
- And the colleagues from Galileo launched a call to donate masks to social institutions for children. By that 4,173 masks worth 29,253 euros were collected, and 1,000 masks came from the Galileo team itself.
- We collected impressions of these campaigns for you in a trailer which we will show you towards the end of the Annual General Meeting, before the announcement of the voting results.

The ProSiebenSat.1 staff put all this together while they either completed or rescheduled more than 130 ongoing television and film productions under distance regulations and hygiene standards. They implemented numerous special programs virtually overnight and created completely new TV formats.

I could continue this list for minutes. But I think you already understand what I want to say: That I am incredibly proud of this team. And that I'll never be tired of praising its outstanding achievements. At this point, please allow me to thank each and every one at ProSiebenSat.1 for this incredible commitment!

[Finance]

Ladies and gentlemen, let me now turn to the economic impact of COVID-19. Like all other media companies, we are currently in a paradoxical situation. While our offerings are really flying high, both linear and digital, advertisers are drastically reducing their spending. In the first quarter of 2020, our business has developed well and completely in line with our original

targets for the year 2020 until the corona-related restrictions in Germany began. Since then, however, we have seen the effects of the pandemic in many of our businesses.

Overall, we closed the first quarter of 2020 with a slight increase in revenues of 1 percent to a total of EUR 926 million. However, the Group's adjusted EBITDA declined by 17 percent to EUR 157 million. Where does this difference come from? We have a different earnings structure in our business segments, with entertainment and its core TV advertising revenue being by far the most significant contributor. And in the crisis, advertising clients unfortunately tend to cut or shift marketing budgets. Overall, our revenues in the Entertainment business fell by 3 percent. The other two business units remained stable or grew – however, they have lower margins. And this despite the first negative effects of the COVID-19 pandemic.

First-quarter revenues at Red Arrow Studios, our production and distribution business, remained at the previous year's level. Especially at our US production companies, initial order postponements and cancellation were noticeable. The NuCom Group segment increased its revenues by 15 percent overall. Our commerce portfolio is highly diversified. Therefore, it is not really surprising that some portfolio companies benefit from the crisis, such as Parship and Flaconi. Our matchmaking services and many beauty and lifestyle products are in high demand online. Other companies are struggling with the effects of the crisis – especially those in the leisure and travel industry.

Of course, in view of these corona effects, we did everything we could and reacted fast to make ProSiebenSat.1 "stormproof" with a solid financial basis and we prepared ourselves for a potentially longer-lasting storm. We prepared for various crisis scenarios and took measures in all business areas to mitigate negative effects on our profitability and secure our liquidity. Important: We are addressing non-business-critical costs here! That means:

- We are reducing program investments by around EUR 50 million compared with the previous year. At the same time, we continue investing around EUR 1 billion in our program. The quality of our programs will therefore remain high.
- We are drastically reducing travel, consulting and marketing costs and strengthening cost synergies within the Group.

- Current investment projects, for example in the IT area, will be postponed if they are not time-critical.
- And we are using the instrument of short-time work where the current situation results in a lower workload. We already applied this in the companies of NuCom Group I just mentioned as well as the German production subsidiary Redseven and in our Austrian subsidiary ProSiebenSat.1 PULS 4.

At the same time, we manage cash flow and strengthen our liquidity position:

- Our cash position amounted to EUR 898 million Euro at the end of the first quarter of 2020.
- At the beginning of April, we drew on EUR 350 million of our syndicated revolving credit facility to ensure access to liquidity reserves. A further EUR 400 million of the RCF is available at any time.
- In addition, we have adjusted tax prepayments and improved payment terms.

With all these measures, we naturally keep a close eye on our net financial debt, which at the end of the first quarter was at EUR 2.294 billion. Most of our financing instruments will not be due until April 2024. Only one bond with a volume of EUR 600 million matures in April 2021. Moreover, our financing instruments are without any financial covenants. As you can see: We are actively managing costs, cash flow and liquidity to get ProSiebenSat.1 safely through the corona storm.

[Dividend and Financial Outlook]

The fact is: We are facing extraordinary challenges and must meet them with extraordinary measures. That is why we took a decision together with the Supervisory Board on April 22, 2020, which was not an easy one. Today, we are proposing that the full amount of the balance sheet profits will be carried forward to the new accounting period. Due to the extraordinary circumstances of the global COVID-19 pandemic, we have therefore withdrawn the dividend proposal for fiscal year 2019 which we had announced at the beginning of March 2020.

We just talked about the fact that we have to take as many measures as possible to ensure that ProSiebenSat.1 can steer safely through the storm and remain as liquid as we are now.

The dividend is another one of these measures. By withdrawing the dividend, we are securing additional liquidity of EUR 192 million. Believe me: I too am a shareholder of this company and understand your displeasure, which some of you have also expressed in the form of a counter-motion. However, it is my responsibility to take a long-term view to protect our company and to ensure that we can pay you attractive dividends again in the future. Let us therefore do our part together as shareholders today and take this important measure.

I want to emphasize that this is a one-time measure. In general, we are confirming our current dividend policy, a payout ratio of 50 percent of the Group's adjusted net income. After all, we want your investment in ProSiebenSat.1 to pay off. And we are doing everything we can to ensure that it does so again.

But we don't have an easy path ahead of us. The International Monetary Fund expects global economic output to decline by 3 percent in 2020. In April and May, we saw a decline of about 40 percent in TV core advertising revenues. We are still not seeing any improvement in June either. And the business of Red Arrow Studios continues to be affected by production postponements. But there is also good news: Instead of simply canceling their advertising bookings, many of our customers are postponing them until later this year. And finally, despite the Coronavirus situation, major customers have confirmed their annual budget at the previous year's level with us – they recognize the opportunity to take advantage of the increased performance of TV and invest against the trend. It remains a fact that in the past, the months of September, October, November and December always made up about 50 percent of our adjusted EBITDA. Of course, we do not know how it will turn out this year. But we remain optimistic and, at the same time, are continuing to put the brakes on costs massively.

You see: We must manage a lot of uncertainties. The biggest one is, of course, when will the Corona crisis actually end and how quickly will our economy recover? Germany played a great first half and the infection rate slowed down thanks to strict contact restrictions. But the second half, the current opening phase, will decide the game. Against the backdrop of this great uncertainty, we also decided on April 22 to withdraw our financial outlook for 2020, which we published in early March. It is currently not possible for us to provide a reliable outlook for the full-year.

[Review of 2019]

In these uncertain times, our focus is more on today and tomorrow than on yesterday. Nevertheless, let me briefly present our results for the past year: 2019 was a year of good progress for ProSiebenSat.1.

Our Group revenues grew by 3 percent. At segment level, our Entertainment revenues declined by 4 percent, while Red Arrow Studios grew by 18 percent and NuCom Group by 16 percent. As expected, the Group's adjusted EBITDA decreased by 14 percent: This was mainly due to the weakening TV advertising market and the announced investments in our program and in NuCom Group.

Overall, revenues in our non-TV core advertising business rose by 12 percent in 2019 and accounted for 52 percent of our Group revenues. This is an increase of 4 percentage points compared to the previous year and proves that we are driving forward our diversification. We made fundamental strategic progress in becoming less dependent from the TV advertising market.

Let me remind you of the cornerstones of our strategy last year:

1. We want to become more local in our content.
2. We want to become more digital in our reach.
3. We want to become smarter in our advertising.
4. We want to make greater use of our synergies within the Group.
5. And we want to become more diversified and thus less dependent on TV core advertising revenues.

In 2019, we created a strong base in all these areas, which we are building on today:

1. Local content: With 160 new local formats, we have never launched as much German content as in 2019. In doing so, we have achieved the best annual market share since 2015. At the same time, our digital viewing time has grown by 30 percent.

2. Digital reach: With Joyn, we have created a strong streaming platform in Europe. We combine over 60 live TV channels with a video-on-demand media library and thus 39,000 video assets.

3. Intelligent advertising: We are growing strongly in digital and addressable advertising and have launched more than 800 so-called addressable TV advertising campaigns in 2019. This is a first step towards better monetization of our reach.

4. Synergies: How we use our synergies within the Group shows at best our collaboration with Red Arrow Studios. In 2019, around 18 percent of our local program content came from the German Red Arrow subsidiary Redseven Entertainment. This is another 4 percentage points more than in the previous year.

5. Diversification: Our strongest lever for this, NuCom Group, took over the US matchmaking provider eharmony in fall 2018. In 2019, the NuCom colleagues integrated the US company into a joint IT platform with our Parship Group and realigned the brand. With success: both revenues and new registrations have been rising since.

[Strategic priorities / Outlook 2020]

Ladies and gentlemen, how do we now drive our future forward from this basis? Even though our highest priority now is to steer our company safely through the crisis, we are keeping a firm eye on the post-Corona period. We are creating conditions that will help us to get off the starting line faster than the competition on the future key topics. Especially, I also see the opportunity to benefit from the changes in consumer behavior in the long term.

What does that mean in practice? We want to focus strongly on our core competence again. Precisely focusing on what we are really good at: entertainment and infotainment in all its facets. This means: driving local content and digital innovations and creating even more synergies with Red Arrow Studios and NuCom Group. Thus, we are strengthening and monetizing our reach. In short: Our goal is to be the leading entertainment and infotainment player in Germany, Austria and Switzerland, and achieve sustainable and profitable growth in all segments.

At this point, I would like to take a brief look at the topics we are working on in our three segments to achieve this goal.

1. One important step was certainly the merger and reorganization of our Entertainment division: Today, we are uniting all our market-leading channel brands as well as our content,

digital and sales business under the umbrella of the **SevenOne Entertainment Group**. With that, we have made enormous progress on our way to transforming ourselves from a TV provider into a digital, platform-independent entertainment company.

In doing so, we are strengthening our successful channel and format brands with local as well as in-house produced content. We promote digital innovations such as Joyn or our new audio platform FYEO. And we are improving the monetization of the thus resulting greater reach of our offerings – also by continuing to invest in data, advertising technology and targeted, addressable advertising. Here, we have created an excellent technological basis in the past years and thus a leading market position in Europe.

2. **Red Arrow Studios**, with its national and international production and distribution business and the digital studio Studio71, is a successful content supplier for the SevenOne Entertainment Group as well as for high-ranking international providers such as Amazon, Netflix, ZDF and the BBC.

Especially in the current situation, the short distances between our production subsidiary Redseven Entertainment and our channels are proving to be a great advantage. Together we have created new programs tailored to the situation in a very short time, such as a cooking format for Kabel Eins, music and live talk formats for ProSieben and brain TV for sixx. We are working hard to include more of Red Arrow Studios' own productions in our TV program.

Internationally, Red Arrow Studios focuses on cooperation with international players and produces high-quality content that has become the audience's favorite in many countries. This includes the Netflix series "Love is Blind", which was among the most watched shows in Germany, UK and the US shortly after its release.

3. In **NuCom Group**, we bundle our commerce portfolio in the four areas of consumer advice, matchmaking, beauty & lifestyle and experiences. Here, we are focusing on increasing their profitability and leveraging even more synergies in the areas of marketing and data. In recent years, we have proven how successfully we are making these companies known via advertising on our channels and our own brand know-how and how we strengthen their growth.

We are currently working on a prominent reinforcement of this portfolio. As you probably know, in March we signed an agreement with our partner General Atlantic to acquire the American online dating and social entertainment company The Meet Group. We want to combine The Meet Group with our successful Parship Group and its brands Parship, ElitePartner and eharmony. By that, we want to create one of the world's leading platforms in the online dating segment. Last Thursday, the shareholders of The Meet Group accepted our takeover offer with a majority of 94 percent of the voting rights present. The transaction is currently still subject to the approval of the relevant antitrust authorities. We expect this approval in the second half of the year. We are convinced that the acquisition of The Meet Group will generate very high additional value – also for you. For example, by separating this dating pillar from NuCom and launching it on the stock exchange at the right time in a profitable manner. For this purpose, we are currently targeting the 2022 financial year.

Ladies and gentlemen, as I have just explained by various examples, synergies between our divisions have been and will be an important lever. But I would like to put even greater focus on them. In the future, we will therefore analyze the contribution of all parts of our company to the core business, the entertainment segment. We will especially consider how they increase the value of the Group as a whole. This means that we will analyze across the entire Group to what extent we are still the best possible owner of the individual companies and where we can crystallize value. Of course, we will only do this once the market has returned to normal and the optimal time has come. After all, our goal is to create value for you, our shareholders.

Perhaps some of you will remember my presentation at last year's Annual General Meeting. In my speech, I pointed out that it is important for me to continually question and develop business models. Active portfolio management was and is one of the guiding principles of my professional career. In the same way, I believe in "Cash is King" and that successful companies must generate not only growth but especially cash flow.

This brings me to my next point: Growth alone should no longer be our benchmark. We want long-term profitability. That's why we will examine all strategic initiatives more closely regarding their mid-term financial impact, especially the Return on Capital Employed and their contribution to cash flow in sight. Our Group's mid-term goal is clear: We want a Return on Capital Employed – according to ProSiebenSat.1's definition essentially excluding taxes –

of at least 15 percent. This means that we will manage capital expenditure even more rigorously to improve value enhancement. To that end we will clearly define the return on investment and the payback period for transformation and strategic projects in advance. The precise definition of our ProSiebenSat.1 Return on Capital Employed can by the way be found on page 87 of our Annual Report.

As you can see: Our focus remains on transformation, digitization and top entertainment. But with a clearly sharpened focus on the right implementation, measurable progress and a clear results orientation.

[Conclusion]

Ladies and gentlemen, today I talked a lot about responsibility. And we are aware of it – our responsibility to society, to our employees, to you as our shareholders. We are also fully aware that we have challenged your patience in the past years.

At the 2018 Annual General Meeting, our share price was around EUR 25. Last year it was around EUR 15. Meanwhile, we are indeed well above the Corona low, partly because the capital market has rewarded the measures taken to secure liquidity and the fact that we have adapted the strategy more closely to our core business in the new Executive Board set-up. But of course, the share price is still far from reaching a satisfactory level. But I am convinced that ProSiebenSat.1 has much more potential than is currently being externally attributed to the company.

Our current shareholder structure also proves this: With Czech Media Invest, Mediaset and, most recently, KKR, we have three major investors on board who have excellent knowledge of the media industry. All three have highlighted that ProSiebenSat.1 is an attractive investment in Europe's largest media market – even in times of crisis. And their investments are a sign that they believe in our strategy, our leadership and above all in our successful future. Let me summarize my most important points at the end:

1. Right now, our top priority is of course to steer ProSiebenSat.1 safely through the COVID-19 pandemic. We have made the right adjustments and set ourselves up for long-term stability.

2. In the mid and long term, our full focus is on accelerating the implementation of our strategy. We have a strong foundation to build on. And strengthening entertainment as the core of our business is the right way forward. We know that this will not be an easy one. There is no elevator to the destination, we have to take the stairs. That's sometimes exhausting, but it's worth it.
3. We focus on profitability, long-term returns, a strong cash flow and value creation for all stakeholders. And:
4. Last but not least, as management team, we stand for unity and consistency and ensure stability in this changing environment.

The decisive factor here is: We determine our future on our own and use our own strength to drive the Group forward. How? By focusing on our core business in the German-speaking countries. Without the need for strategic acquisitions. And within the framework of regulation that treats public, private, and digital providers equally.

I am convinced that ProSiebenSat.1 will come through this crisis well and create value again for you, our shareholders. We are all working daily towards our goal of being the leading entertainment and infotainment player in Germany, Austria and Switzerland. And I can assure you: We have everything we need for a successful future: the right set-up, the right strategic orientation, and the right team that will shape the future of ProSiebenSat.1 together with concentration, passion and commitment.

Thank you very much for your attention and stay healthy!