



Counter motions and election proposals from shareholders pursuant to sections 126, 127 of the German Stock Corporation Act regarding the Annual General Meeting on June 1, 2021

Below you will find all shareholder motions (counter motions and election proposals pursuant to sections 126, 127 AktG) to be published regarding the items on the agenda of the Annual General Meeting 2021.

Notes on voting or issuing instructions with regard to motions by shareholders

The Company will treat the published motions as if they had been submitted orally at the Annual General Meeting.

You may join motions by shareholders which are only directed at rejecting the proposal of the Boards by checking the box "No" regarding the agenda item to which such a motion relates on the registration form or in our shareholders' portal at <https://www.prosiebensat1.com/en/annual-general-meeting>. Such shareholder motions are listed below **without a marking with a capital letter**.

Shareholder motions which are intended not only to reject the Board's proposal but also to bring about a resolution differing in content are marked below **with a capital letter**. If you wish to issue instructions on how to exercise your voting rights in respect of such motions in the event of a separate vote at the Annual General Meeting, or if you wish to cast your vote by absentee vote, please mark the desired box for the relevant motion on the registration form or in our shareholders' portal under the heading "shareholder counter motions and election proposals".

Countermotion A

Klaus Engel

May 7, 2021

I hereby submit the following countermotion for the AGM 2021:

Regarding agenda item 2: Use of balance sheet profits: I propose that 50% of the net income from fiscal years 2019 and 2020 be paid out. For the year 2019, the dividend (reason Corona) failed, with a surplus of €302 million after taxes. For fiscal year 2020 (surplus of €119 million), the management boasts a 50% payout, and this with balance sheet profits in 2020 of €573 million. In addition, the Executive Board has had an increase of around 34% approved for salaries from 2020 to 2021. In view of Corona and the meager dividend, I consider this to be inappropriate.

Sincerely,

Klaus Engel, [address]