



ProSiebenSat.1
Media SE

ANNUAL GENERAL MEETING
JUNE 30, 2023

ELECTIONS OF MEMBERS TO THE SUPERVISORY BOARD

In accordance with the Company's articles of incorporation, the Supervisory Board of ProSiebenSat.1 Media SE consists of nine members, who are elected by the Annual General Meeting. The Executive Board of the Company is supervised and advised by the Supervisory Board of ProSiebenSat.1 Media SE in its management of the Company. All transactions and decisions of fundamental importance to the Company are handled in close consultation between the Executive Board and the Supervisory Board. To this end, open communication and close cooperation between the executive bodies are of particular importance.

At the end of this year's shareholders' meeting, the current regular term of office of the Supervisory Board members Lawrence A. Aidem, Dr. Antonella Mei-Pochtler and Dr. Marion Helmes will expire. Therefore, elections for three seats on the Supervisory Board of ProSiebenSat.1 Media SE have to be held. All aforementioned members have decided not to stand for re-election as members of the Supervisory Board at this meeting of shareholders. Furthermore, the previous member of the Supervisory Board, Mr. Hubertus ("Bert") Habets, has resigned prematurely from his position as a member of the Supervisory Board of ProSiebenSat.1 Media SE with effect from October 31, 2022 in order to join the Executive Board as Chairman of the Executive Board. As a successor has not yet been appointed it is intended to hold a by-election for Bert Habets.

The Supervisory Board of ProSiebenSat.1 Media SE therefore proposes the following persons for election as new members to the Supervisory Board at the Annual General Meeting:

- Thomas Ingelfinger, formerly a member of the Executive Board at Beiersdorf AG, is proposed for election as new member of the Supervisory Board.
- Katharina Behrends and Prof. Dr. Cai-Nicolas Ziegler are proposed for election as further new members of the Supervisory Board.
- Dr. Katrin Burkhardt, former Member of the Executive Board of Deutsche Rückversicherung AG, is proposed for election to the Supervisory Board by way of by-election as successor to Bert Habets.

It is planned to elect the new members by individual vote in accordance with the recommendation of the German Corporate Governance Code. The Annual General Meeting is not bound by the election proposals. In the opinion of the Supervisory Board, all persons proposed for election are independent of the Company and its Executive Board within the meaning of Recommendation C.7 of the German Corporate Governance Code in the version of April 28, 2022.

Information on personal and business relationships of the persons proposed for election to the Company, the corporate bodies of the Company and a major shareholder being, in the opinion of the Supervisory Board, significant for the election decision:

Katharina Behrends is an executive (General Manager) at MFE – MediaForEurope N.V. MFE – MediaForEurope N.V. directly and indirectly holds more than 10% of the share capital of the Company and is, therefore, a shareholder of the Company with a significant participation.

ACTING SUPERVISORY BOARD

SINCE NOVEMBER 1, 2022



DR. ANDREAS WIELE
Chairman of the Supervisory Board

Appointed until close of the 2025 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since February 13, 2022

COMMITTEES

- Presiding and Nomination Committee (Chairman)
- Compensation Committee (Chairman)
- Capital Markets Committee (Chairman)

FURTHER NON-EXECUTIVE ROLES

- **Giano Capital Management S.à r.l.** (belongs to Giano Capital S.à r.l.), Luxembourg/Luxemburg, private – Member of the Supervisory Board
- **Giano Capital S.à r.l.**, Geneva/Switzerland, private – Member of the Advisory Board
- **OakTree Power Ltd**, London/UK, private – Member of the Board of Directors



DR. MARION HELMES
Vice Chairwoman of the Supervisory Board

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Presiding and Nomination Committee (Co-Chairwoman)
- Audit and Finance Committee (Member)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **Heineken N.V.**, Amsterdam/The Netherlands, listed – Member of the Supervisory Board, Chairwoman of the Audit Committee
- **Siemens Healthineers AG**, Munich, listed – Member of the Supervisory Board, Chairwoman of the Audit Committee
- **LONZA Group Ltd**, Basel, listed – Member of the Supervisory Board, Member of the Audit Committee



LAWRENCE A. AIDEM

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Presiding and Nomination Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- None



ERIK HUGGERS

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media AG since June 26, 2014 / of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- None

FURTHER NON-EXECUTIVE ROLES

- **WeTransfer B.V.**, Amsterdam/The Netherlands – Member of the Supervisory Board
- **Freepik Company S.L.**, Malaga/Spain – Chairman (non-executive)
- **Hexagon AB**, Stockholm/Sweden, listed – Member of the Supervisory Board



MARJORIE KAPLAN

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since May 16, 2018

COMMITTEES

- Presiding and Nomination Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **ArtBnK LLC**, Newmarket, New Hampshire/USA – Member of the Advisory Board



KETAN MEHTA

Appointed until close of the 2024 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since November 24, 2015

COMMITTEES

- Presiding and Nomination Committee (Member)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- None



DR. ANTONELLA MEI-POCHTLER

Appointed until close of the 2023 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since April 13, 2020

COMMITTEES

- Presiding and Nomination Committee (Member)
- Audit and Finance Committee (Member)

FURTHER NON-EXECUTIVE ROLES

- **Publicis Groupe S.A.**, Paris/France, listed – Member of the Supervisory Board, the Strategy Committee, the Remuneration Committee and Member of the Governance and Sustainability Committee
- **Assicurazioni Generali SpA**, Milan, listed – Member of the Supervisory Board, Chairwoman of the Strategy and Investment Committee, Member of the Innovation and ESG Committee
- **Westwing Group AG**, Munich, listed – Vice Chairwoman of the Supervisory Board, Chairwoman of the Remuneration Committee



PROF. DR. ROLF NONNENMACHER

Appointed until close of the 2025 Annual General Meeting

Member of the Supervisory Board of ProSiebenSat.1 Media SE since May 21, 2015

COMMITTEES

- Compensation Committee (Member)
- Audit and Finance Committee (Chairman and independent financial expert)
- Capital Markets Committee (Member)

FURTHER NON-EXECUTIVE ROLES

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

THE CANDIDATES

KATHARINA BEHRENDTS

PROFESSIONAL CAREER

SINCE 2022	MFE – MediaForEurope N.V., Amsterdam/Netherlands General Manager (DACH)
2018 – 2021	NBCUniversal Networks, Munich, London/UK Managing Director GAS, Central and Eastern Europe
2009 – 2017	A&E Networks German-speaking region Member of the Supervisory Board
2008 – 2018	NBC Universal Global Networks GmbH, Munich Managing Director Germany, Austria and Switzerland
2005 – 2007	NBC Universal Germany GmbH, Munich Director Legal, Business Affairs and Network Development, Member of the Management Board
1999 – 2005	MTV Central Europe, Munich Director Business Affairs and Distribution, Member of the Management Board
1995 – 1999	Premiere Medien GmbH & Co. KG, Hamburg (now: Sky Deutschland Fernsehen GmbH & Co KG) General Counsel
SINCE 1995	Lawyer

EDUCATION/EXPERTISE

Katharina Behrends studied law at the Westfälische Wilhelms-Universität Münster and at the Albert-Ludwigs-Universität Freiburg. She has more than 25 years of experience in management positions at global media groups. She has also held various industry-relevant board positions, for example as a member of the board responsible for television at the Association of Private Media VAUNET and on the board of A&E Germany. Since October 2022, Behrends has been General Manager for MFE-MediaForEurope's activities in the DACH region. Previously, she held various management positions at NBCUniversal International Networks since 2005, during which time she was responsible for the development and implementation of a comprehensive free/pay TV/SVoD strategy as well as for the company's digital transformation. Thanks to these many years of experience, Behrends brings with her a deep knowledge of the market environment and the relevant challenges for ProSiebenSat.1 Group's business segments (including broadcasting and streaming).



PERSONAL DATA

YEAR OF BIRTH
1966

NATIONALITY
German

RESIDENCE
Munich

GENDER
Female

**KATHARINA
BEHRENDTS****MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN
COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF
BUSINESS ENTERPRISES (II)**

(i) None

(ii) None

OTHER EXPLANATORY NOTES

The Supervisory Board has verified that Ms. Behrends is in a position to perform her duties for the Company without restriction.

In the opinion of the Supervisory Board, Ms. Behrends is a particularly suitable candidate for the Supervisory Board due to her extensive experience in the media and entertainment sector as well as in digital transformation, which ideally rounds off the competence profile of the Company's Supervisory Board.

Katharina Behrends is an executive (General Manager) at MFE – MediaForEurope N.V. MFE – MediaForEurope N.V. directly and indirectly holds more than 10% of the share capital of the Company and is, therefore, a shareholder of the Company with a significant participation.

THOMAS INGELFINGER

PROFESSIONAL CAREER

SINCE 2022	Member of various Supervisory Boards
2014 – 2022	Beiersdorf AG, Hamburg Member of the Executive Board
2011 – 2014	Beiersdorf Southern Europe General Manager
2005 – 2011	Beiersdorf S.p.A., Milan/Italy Managing Director
1997 – 2005	Beiersdorf AG, Hamburg Marketing Director
1993 – 1997	Beiersdorf UK Ltd. and Republic of Ireland, Birmingham/UK Managing Director
1991 – 1992	Beiersdorf AG, Hamburg International Brand Manager
1988 – 1991	Beiersdorf S.A.s., Paris/France Product Manager
1986 – 1988	Beiersdorf AG, Hamburg Assistant of Head of Business Development International

EDUCATION/EXPERTISE

After his studies of Business Administration at the universities of Konstanz in Germany, Grenoble in France and Rutgers in USA, Thomas Ingelfinger held various positions in the Beiersdorf Group for 36 years. Most recently, he was responsible for the cosmetics business in Europe on the Executive Board of Beiersdorf AG until his retirement in 2022. He thus has many years of experience and expertise in brand management of some of the world's best-known consumer brands, as well as leadership experience from a listed, internationally operating company.

MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)

- (i) None
- (ii) **Tengelmann Verwaltungs- und Beteiligungs GmbH,**
Munich – Chairman of the Advisory Board

Unternehmensgruppe Theo Müller S.e.c.s.,
Luxembourg/ Luxembourg – Member of the Supervisory Board

Marchesi Antinori S.p.A.,
Florence/Italy, Member of the Board of Directors (non-executive)



PERSONAL DATA

YEAR OF BIRTH

1960

NATIONALITY

German

RESIDENCE

Hamburg

GENDER

Male

**THOMAS
INGELFINGER****OTHER EXPLANATORY NOTES**

The Supervisory Board has satisfied itself that Mr. Ingelfinger is in a position to perform his duties for the Company without restriction in addition to the mandates listed above.

In the opinion of the Supervisory Board, Mr. Ingelfinger's many years of experience in the advertising industry make him a particularly suitable Supervisory Board candidate who ideally rounds off the competence profile of the Company's Supervisory Board.

PROF. DR. CAI-NICOLAS ZIEGLER

PROFESSIONAL CAREER

SINCE 2022	doctari group, Berlin Chairman of the Management Board (CEO)
SINCE 2015	Albert-Ludwigs-Universität, Freiburg University Professor
2019 – 2022	immowelt Group AG, Nuremberg Chairman of the Executive Board (CEO)
2014 – 2019	XING Events GmbH, Munich CEO
2011 – 2014	PAYBACK GmbH (American Express), Munich Director Product Management and Social Media
2008 – 2011	Boston Consulting Group, Munich Management Consultant (Project Leader)
2005 – 2008	Siemens AG, Corporate Technology, München Technical Consultant
2003 – 2015	Albert-Ludwigs-Universität, Freiburg Scientific employee and lecturer
2000 – 2010	Freelance journalist and staff writer
1998	SNT AG, Frankfurt am Main Freelance Software Engineer

EDUCATION/EXPERTISE

Prof. Dr. Cai-Nicolas Ziegler is CEO of the health tech company doctari group. Previously, he was CEO of the real estate platform immowelt and of XING Events. Prof. Dr. Cai-Nicolas Ziegler habilitated at the University of Freiburg in 2010 after studying Computer Science at the Universities of Passau and Freiburg in Germany and in Québec, Canada. The Computer Science professor (specialization in Artificial Intelligence) has in-depth knowledge of digital business development, as well as data and advertising technologies, which are of particular relevance to the work of ProSiebenSat.1 Group.

MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)

- (i) None
- (ii) None

OTHER EXPLANATORY NOTES

The Supervisory Board has satisfied itself that Prof. Dr. Ziegler is in a position to perform his duties for the Company without restriction. In the opinion of the Supervisory Board, Prof. Dr. Ziegler's many years of in-depth digital experience make him a particularly suitable Supervisory Board candidate who ideally rounds off the competence profile of the Company's Supervisory Board.



PERSONAL DATA

YEAR OF BIRTH
1977

NATIONALITY
German

RESIDENCE
Munich

GENDER
Male

DR. KATRIN BURKHARDT

PROFESSIONAL CAREER

SINCE 2020	ODDO BHF SE, Frankfurt Member of the Supervisory Board, Chairwoman of the Risk Committee, Member of the Audit Committee
SINCE 2020	Independent Business consultant, Berlin
2014 - 2018	Verband öffentlicher Versicherer, Berlin Member of the Executive Board
2014 - 2018	Deutsche Rückversicherung AG, Düsseldorf Member of the Executive Board
2009 - 2014	Allianz SE, Berlin Director, Head of the Berlin Representative Office
2008 - 2009	Dresdner Bank AG, Frankfurt am Main Director, Head of Department "Accounting Policy Department"
2003 - 2008	Bundesverband Deutscher Banken e.V., Berlin Member of the Management Board, Accounting & SME Financing
2001 - 2003	Bundesverband Deutscher Banken e.V., Berlin Director Accounting
1999 - 2000	Federal Financial Supervisory Authority (BaFin), Berlin Advisor

EDUCATION/EXPERTISE

Dr. Katrin Burkhardt studied economics at Freie Universität Berlin and obtained her PhD in financial market regulation. Dr. Burkhardt is currently a member of the Supervisory Board of the private bank ODDO BHF SE. There, she chairs the Risk Committee and is a member of the Audit Committee. Previously, she was a member of the Executive Board of the Association of Public Insurers and a member of the Executive Board of Deutsche Rückversicherung AG, where her responsibilities included Legal, Compliance, Internal Audit and IT. As financial expert, Dr. Burkhardt has more than 20 years of experience in management positions in companies in the banking and insurance sectors. With her many years of experience in accounting, risk management and compliance, she inter alia has the necessary knowledge in the aforementioned areas for the Supervisory Board activity at ProSiebenSat.1 Media SE.



PERSONAL DATA

YEAR OF BIRTH

1962

NATIONALITY

German

RESIDENCE

Berlin

GENDER

Female

**DR. KATRIN
BURKHARDT****MEMBERSHIPS IN OTHER STATUTORY SUPERVISORY BOARDS (I) AND IN COMPARABLE DOMESTIC AND FOREIGN SUPERVISORY COMMITTEES OF BUSINESS ENTERPRISES (II)**

- (i) **ODDO BHF SE**, Frankfurt – Member of the Supervisory Board, Chairwomen of the Risk Committee, Member of the Audit Committee

- (ii) None

OTHER EXPLANATORY NOTES

The Supervisory Board has verified that Dr. Katrin Burkhardt is in a position to perform her duties for the Company without restriction in addition to the mandates listed above.

In the opinion of the Supervisory Board, Dr. Katrin Burkhardt's many years of experience in accounting and risk management make her a particularly suitable Supervisory Board candidate who ideally rounds off the competence profile of the Company's Supervisory Board.