

PROSIEBENSAT.1 MEDIA SE (NOTES IN ACCORDANCE WITH HGB)

The Annual Financial Statements of ProSiebenSat.1 Media SE are prepared in accordance with the provisions of the German Commercial Code (Handelsgesetzbuch – "HGB") and the supplementary provisions of the German Stock Corporation Act (Aktiengesetz – "AktG") and the Company's articles of incorporation.

BUSINESS AND ECONOMIC ENVIRONMENT

ProSiebenSat.1 Media SE, based in Unterföhring, Germany, is a management holding company with its own operating businesses. In particular, it generates revenues from the intragroup provision of services and from the sale of programming assets and ancillary rights. It is responsible for management functions such as corporate strategy and risk management for ProSiebenSat.1 Group, investment management, central financing, and other service functions.

As of December 31, 2024, a distinction is made between two areas: On the one hand, there is the holding function, which is also reported separately in the Consolidated Financial Statements, and thus overarching support functions that are not directly attributable to the segments. These include, for example, corporate communications, investor relations, Group controlling and accounting or Group strategy. On the other hand, there are so-called "Centers of Excellence" that can be used by all segments and the holding company. These are performance-focused and enable us to work cost-efficiently, which means that it is not necessary to set up special units in the respective Group companies. The former third key area was represented by the "Shared Service Center", in which volume transactions and overarching accounting competencies were bundled. This area was transferred to ProSiebenSat.1 Tech & Services GmbH, Unterföhring, effective from April 1, 2024.

ProSiebenSat.1 Media SE controls the significant operational investments it holds directly in Seven.One Entertainment Group GmbH, Unterföhring, NCG-NUCOM GROUP SE, Unterföhring, ParshipMeet Holding GmbH, Hamburg, and Seven.One Studios GmbH, Unterföhring, and indirectly controls the investments held by these companies. ProSiebenSat.1 Media SE receives income from these investments in the form of profit transfers or dividends.

ProSiebenSat.1 Media SE's financial performance and financial position are particularly characterized by this investment result and thus significantly by the business performance of the ProSiebenSat.1 Group as a whole. The profit and loss transfer of Seven.One Entertainment Group GmbH and thus the business performance of the Entertainment segment is particularly relevant. The investment result is therefore the Company's key financial performance indicator.

The economic conditions for ProSiebenSat.1 Media SE essentially correspond to those of ProSiebenSat.1 Group and are described in detail in the section Group Environment.

→ **Group Environment**

The management declaration in accordance with Section 289f HGB is publicly available on the Company's website.

→ www.prosiebensat1.com/en/investor-relations/corporate-governance/management-declaration

SIGNIFICANT EVENTS IN FINANCIAL YEAR 2024

In financial year 2024, significant effects on earnings resulted from the valuation of shares in affiliated companies. The carrying amount of ParshipMeet Holding GmbH was written down by EUR 214 million due to the generally gloomy market situation, among other things as a result of a change in usage behavior of the relevant target groups. By contrast, the carrying amount of the investment in NCG – NUCOM GROUP SE was written up by EUR 169 million due to an improvement in the outlook for business development in the Commerce & Ventures segment.

In April 2024, ProSiebenSat.1 Media SE extended the majority of the loan tranche of the syndicated loan in the amount of EUR 353 million, which was previously due in April 2026, by a further year to April 2027. The remaining part of this loan tranche of EUR 47 million remains due in April 2026.

COMPARISON OF THE ACTUAL AND EXPECTED BUSINESS PERFORMANCE

The forecast for the 2024 financial year anticipated a significantly higher investment result, excluding the effects on earnings of the valuation of investments due to their unpredictability, and thus a significantly positive net profit for the 2024 financial year. Business performance in 2024 met the expectations of the management board. Income from investments increased by EUR 417 million and was therefore the reason for achieving a net profit of EUR 129 million.

EARNINGS OF PROSIEBENSAT.1 MEDIA SE

STATEMENT OF INCOME ACCORDING TO GERMAN GAAP (HGB) in EUR m

	2024	2023
Revenues	93	95
Other operating income	239	244
Program and material expenses	49	49
Personnel expenses	52	64
Depreciation	8	8
Other operating expenses	91	96
Operating expenses	200	217
Investment result	404	– 13
Financial result	– 397	– 168
Taxes	6	+8
Income after taxes	133	– 51
Other taxes	4	3
Profit/loss of the year	129	– 54

ProSiebenSat.1 Media SE's revenues decreased by EUR 2 million to EUR 93 million in the financial year 2024. While internal Group revenues – consisting of services for administration and rental as well as other revenues – increased by EUR 2 million to EUR 79 million, external Group revenues from the sale of programming assets and ancillary rights fell significantly. They amounted to EUR 11 million compared to EUR 14 million in the previous year.

Other operating income fell by EUR 5 million compared to the previous year to EUR 239 million. The decline is driven by the following, partly offsetting developments: Write-ups on financial assets amounted to EUR 171 million (previous year: EUR 187 million), of which EUR 169 million (previous year: 178 million) is attributable to the recovery of the book value of the investment in NCG – NUCOM GROUP SE. Income from currency translation also fell by EUR 3 million to EUR 17 million.

In addition, income of EUR 15 million was realized due to the write-off of trade payables that had expired.

Operating expenses fell by EUR 17 million to EUR 200 million in the financial year 2024. While programming and material expenses remained constant at EUR 49 million, personnel expenses fell by EUR 12 million to EUR 52 million. This was due to a significant reduction in the number of employees and a decrease in severance payments. In addition to personnel expenses, operating expenses also fell. They decreased by EUR 5 million to EUR 91 million, which is mainly attributed to the EUR 5 million decline in consulting services, down to EUR 19 million. ProSiebenSat.1 Media SE has concluded long-term rental agreements for real estate used at the Unterföhring site, which are classified as operating leases. As in the previous year, rental expenses including ancillary costs amounted to EUR 25 million.

The investment result as the balance of income from profit transfers less expenses from loss transfers recorded an increase to EUR 404 million (previous year: EUR -13 million). The result of Seven.One Entertainment Group GmbH, which rose to EUR 396 million (previous year: EUR -29 million) had a significant influence on the investment result. The previous year's figure was impacted by unscheduled depreciation and amortization for programming assets and the recognition of provisions for onerous contracts for programming assets as part of the strategic realignment of the Entertainment segment.

The financial result and thus the balance of interest income and interest expenses as well as depreciation of financial assets amounted to EUR -397 million (previous year: EUR -168 million). This development was highly influenced by the write-down of the book value regarding ParshipMeet Holding GmbH, Hamburg, amounting to EUR 214 million.

The developments described above result in net income of EUR 129 million for the financial year 2024. This corresponds to an improvement of EUR 183 million compared to the previous year.

PERFORMANCE, FINANCIAL POSITION AND LIQUIDITY OF PROSIEBENSAT.1 MEDIA SE

BALANCE SHEET IN ACCORDANCE WITH GERMAN GAAP (HGB) in EUR m

	12/31/2024	12/31/2023
Assets		
Intangible assets	1	1
Properties	121	111
Financial assets	7,053	7,124
Non-current assets	7,175	7,236
Receivables and other assets	684	282
Cash and cash equivalents	476	423
Current assets	1,160	705
Prepaid expenses	1	1
Excess of plan assets over pension liability	0	0
Total assets	8,337	7,942
 Liabilities and equity		
Equity	3,242	3,122
Provisions	123	153
Liabilities	4,972	4,667
Total liabilities and equity	8,337	7,942

Balance Sheet

As of December 31, 2024, **fixed assets** decreased by 1% or EUR 61 million to EUR 7,175 million compared to the previous year's reporting date. This development is due in particular to a write-down of the book value of the investment in ParshipMeet Holding GmbH in the amount of EUR 214 million. The write-up of the book value of the investment in NCG – NUCOM GROUP SE in the amount of EUR 169 million had an offsetting impact.

Current assets increased by 65% or EUR 455 million to EUR 1,160 million, with intragroup receivables recording a sharp rise of EUR 464 million to EUR 581 million. This was due on the one hand to a EUR 389 million increase in receivables from profit transfers and on the other hand to a EUR 78 million increase in internal trade receivables. In addition, bank balances were up EUR 53 million to EUR 476 million. There was a decline in other assets, in particular tax receivables (EUR -36 million) and advance payments for programming assets (EUR -23 million). Another significant item under current assets is trade receivables amounting to EUR 25 million (previous year: EUR 21 million).

ProSiebenSat.1 Media SE concludes a significant portion of its license agreements with production studios in the USA, and generally meets its financial obligations from these programming rights purchases in US dollars. To hedge against market-related exchange rate fluctuations, the Company uses derivative and primary financial instruments in the form of forward exchange transactions, currency swaps, currency options and currency holdings (spot currency position). As of December 31, 2024, the hedge ratio was 88% (previous year: 76%) based on the total volume of all future US dollar payments resulting from existing license agreements that will fall due within a strategic hedge horizon of seven years.

ProSiebenSat.1 Media SE's **equity** increased by 4% or EUR 120 million to EUR 3,242 million as of December 31, 2024. The equity ratio therefore amounted to 39% (previous year: 39%). In the financial year 2024, a dividend of EUR 11 million was distributed from the balance sheet profit as of December 31, 2023.

Provisions decreased by EUR 30 million to EUR 123 million. This was due in particular to the reduction in tax provisions by EUR 32 million to EUR 52 million.

Liabilities were at EUR 4,972 million as of December 31, 2024, which was EUR 305 million above the previous year's level of EUR 4,667 million. The increase is the result of both the EUR 241 million rise in liabilities to affiliated companies and the EUR 76 million increase in trade payables.

ProSiebenSat.1 Media SE's **total assets** increased by 5% or EUR 395 million to EUR 8,337 million as of December 31, 2024.

Financial and Liquidity Position

The Group's cash management is carried out centrally at ProSiebenSat.1 Media SE; the Group-wide cash flows are largely pooled at ProSiebenSat.1 Media SE as the holding company through the implemented cash pooling system. In this respect, the cash flows of ProSiebenSat.1 Group influence the liquidity of ProSiebenSat.1 Media SE to a very high degree. As of December 31, 2024, the balance of cash pool receivables and cash pool liabilities amounted to EUR -2,437 million, compared to EUR -2,158 million on the previous year's reporting date.

ProSiebenSat.1 Media SE has various financing instruments at its disposal and practices active financial management.

The durations and volumes of the long-term financing instruments are as follows:

- The loan liabilities relate to an unsecured syndicated loan consisting of several term loan tranches with a total nominal volume of EUR 1,200 million.
- A loan tranche of EUR 800 million and the revolving credit facility (RCF) with a framework volume of EUR 500 million mature in April 2027. As of December 31, 2024, the RCF had not been utilized. In April 2024, the Group extended the majority of the EUR 353 million loan tranche previously maturing in April 2026 by a further year until April 2027. The remaining part of this loan tranche of EUR 47 million will still mature in April 2026.
- In addition, ProSiebenSat.1 Media SE had promissory note loans with a total nominal volume of EUR 925 million and remaining terms of up to seven years as of December 31, 2024.

The Group's financing instruments are not subject to compliance with financial covenants.

The variable financing instruments bear interest at Euribor money market rates plus a credit margin, whereby the financing agreements provide for a floor of 0% for the base rate. The Group uses derivative financial instruments in the form of interest rate swaps and interest rate options to hedge against market-related changes in interest rates. As of December 31, 2024, the fixed interest share was 86% (previous year: 86%) of the entire long-term financing portfolio.

ProSiebenSat.1 Media SE acts as a purchasing commission agent for programming assets for the Group companies, especially for the German stations. In the financial year 2024, EUR 314 million (previous year: EUR 352 million) went to investments in programming assets (including advance payments made). The inflow from the internal transfer of programming assets to Group companies at the start of the license amounted to EUR 424 million in the past financial year (previous year: EUR 270 million). The total future financial obligations from programming purchasing agreements already concluded decreased to EUR 400 million as of December 31, 2024 (previous year: EUR 655 million).

Cash outflows for investments in property, plant, and equipment amounted to EUR 18 million in the reporting period (previous year: EUR 25 million).

In the financial year 2024, ProSiebenSat.1 Media SE received EUR 70 million (previous year: EUR 65 million) in the form of repayments from the capital reserve of ParshipMeet Holding GmbH, Hamburg. Payments into the capital reserves of a direct subsidiary of EUR 11 million were made in the financial year 2024 (previous year: EUR 0 million).

As of December 31, 2024, there were intragroup obligations from financing commitments to affiliated companies in the form of loan facilities in the amount of EUR 151 million (previous year: EUR 145 million). However, it cannot be predicted when and to what extent they will be utilized.

In addition, ProSiebenSat.1 Media SE acquired all shares in Jochen Schweizer mydays Holding GmbH, Munich, held by NCG - NUCOM GROUP SE, Unterföhring on March 13, 2023 and subsequently gave it a financing commitment. The financing commitment with a maximum amount of EUR 87 million and a term until December 31, 2024 was necessary so that the two wholly owned subsidiaries of Jochen Schweizer mydays Holding GmbH, (Jochen Schweizer GmbH, Munich, and mydays GmbH, Munich, could adjust their product offering due to the previously existing regulatory concerns on March 13/14, 2023. Up to December 31, 2024, Jochen Schweizer mydays Holding GmbH had utilized the financing commitment by taking out loans in the amount of EUR 79 million. These loan receivables were fully written off as of the reporting date.

ProSiebenSat.1 Media SE expects further financing requirements in the financial year 2025. For this reason, the Supervisory Board decided on December 5, 2024 to make a further commitment of EUR 52 million for an indefinite period. In addition to this measure, ProSiebenSat.1 Media SE issued a letter of comfort to Jochen Schweizer mydays Holding GmbH in April 2023 with regard to its

payment obligations to its subsidiaries, which is limited until September 30, 2026 and is intended to ensure the going concern of the beneficiary company.

ProSiebenSat.1 Media SE was and is able to meet its own payment obligations at all times.

Further information on the Statement of Financial Position and Income Statement can be found in the Notes to the Annual Financial Statements of ProSiebenSat.1 Media SE.

DEVELOPMENT OF EMPLOYEE NUMBERS

As of December 31, 2024, ProSiebenSat.1 Media SE had 324 employees on a full-time equivalent (FTE) basis (previous year: 420 employees). In addition, as of December 31, 2024, 39 (previous year: 35) apprentices, trainees, and interns were employed.

RISKS AND OPPORTUNITIES

The business performance of ProSiebenSat.1 Media SE is generally subject to the same risks and opportunities as the business performance of ProSiebenSat.1 Group. ProSiebenSat.1 Media SE participates in the risks of its subsidiaries and equity investments in proportion to its respective shareholding. The risks and opportunities are presented in the Risk and Opportunity Report.

ProSiebenSat.1 Media SE is integrated into the Group-wide risk management system and the internal control system of ProSiebenSat.1 Group. For further information, please refer to the Risk and Opportunity Report.

→ **Risk and Opportunity Report**

OUTLOOK

As the Group's parent company, ProSiebenSat.1 Media SE receives the results of the main German subsidiaries via profit and loss transfers and distributions. The economic position of ProSiebenSat.1 Media SE is therefore strongly influenced by these investment results and the business performance of the Group as a whole.

Based on the forecasts for the profit and loss transfer of the Entertainment segment, we expect a significant decline in the investment result for financial year 2025 compared to financial year 2024. Earnings effects from the valuation of investments are not considered in this forecast due to their unpredictability. Therefore, we expect that the net result in 2025 will be significantly below the previous year's figure.

→ **Company Outlook**