

PROSIEBENSAT.1 MEDIA SE SHARE

PROSIEBENSAT.1 MEDIA SE ON THE CAPITAL MARKET

In 2024, the major listed companies recorded a positive trend that contrasted with the mixed performance of the stock market as a whole. An upward trend began at the beginning of the year, supported by good company figures, falling inflation rates and the expected interest rate cuts by the European Central Bank. Innovations in the field of artificial intelligence, driven in particular by the large technology companies, also contributed to the positive development. In spring, however, the upturn was dampened by geopolitical tensions, among other things. In the second half of the year, weak economic data from Germany and Europe as well as disappointing labor market figures from the US put further pressure on the stock markets.

Volatility was intensified towards the end of the year by the elections in the US and the upcoming new elections in Germany. Concerns about a possible return to the "America First" policy and increasing economic uncertainty in Europe weighed on the markets. Nevertheless, the DAX recovered and exceeded the 20,000-point mark for the first time at the beginning of December. In contrast, the corporate results of the companies listed on the MDAX and SDAX and, as a result, their share prices were significantly weaker than those of the DAX companies. This was mainly due to the fact that, compared to the DAX companies, they generated a significantly lower proportion of their revenue and earnings abroad, and thus the weak economic trend in Germany had a greater impact on the business development of mid- and small-caps.

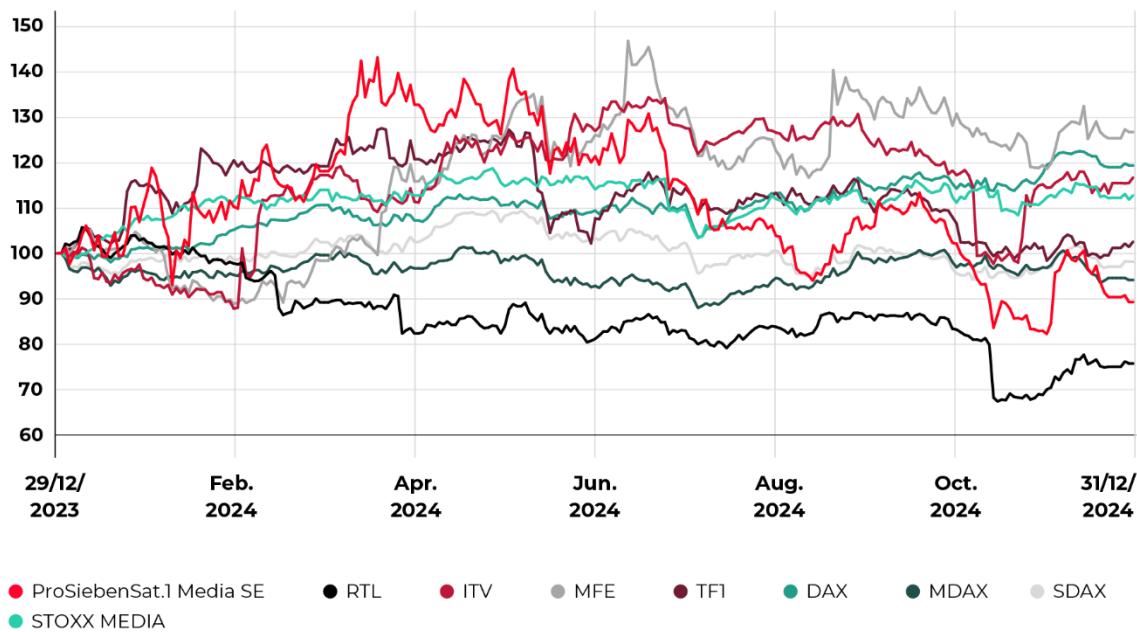
On the last day of trading, the DAX closed at 19,909.14 points, up 18.8% on the end of the previous year. The SDAX, which also includes the share of ProSiebenSat.1 Media SE, ended the trading year down 1.8% at 13,711.33 points. The Stoxx Media Index, which includes other media stocks in addition to TV companies, stood at 368.52 points, up 12.5% compared to the end of 2023.

While the DAX reached new highs several times in 2024, the small-cap indices MDAX and SDAX performed weaker. In this environment, the ProSiebenSat.1 share was very volatile, but outperformed the benchmark indices in the first months of the year: Better-than-expected company figures in the first quarter of 2024 strengthened the share price, which reached its high for the year in April. In the weeks that followed, however, political and macroeconomic uncertainties weighed heavily on the share price. At the end of 2024, the ProSiebenSat.1 share recovered, partly due to speculation about a possible takeover by MFE-MEDIAFOREUROPE N.V., Amsterdam, Netherlands ("MFE"), and closed at EUR 4.96 (December 31, 2023: EUR 5.53).

The analysts' average price target (median) at the end of 2024 was EUR 6.50. 14 brokerage houses and financial institutions actively covered the ProSiebenSat.1 share and published research reports. 43% of analysts recommended the ProSiebenSat.1 share as a buy, while 50% were in favor of holding the share and 7% gave a sell recommendation.

→ **Strategy and Objectives**

PROSIEBENSAT.1 MEDIA SE SHARE PRICE PERFORMANCE



Base: Xetra closing prices, index 100 = December 31, 2023; source: Bloomberg.

KEY FIGURES FOR THE PROSIEBENSAT.1 MEDIA SE SHARE IN A MULTI-YEAR COMPARISON

	2024	2023	2022	2021 ¹	2020
Share capital at closing date	EUR 233,000,000	233,000,000	233,000,000	233,000,000	233,000,000
Number of shares as of closing date	Shares 233,000,000	233,000,000	233,000,000	233,000,000	233,000,000
Free float market capitalization at end of financial year (according to Deutsche Börse)	EUR m 729	775	1,397	2,488	2,421
Close at end of financial year (XETRA)	EUR 4.96	5.53	8.35	14.01	13.76
High (XETRA)	EUR 7.86	10.09	14.61	18.92	14.04
Low (XETRA)	EUR 4.58	4.91	6.57	13.00	5.89
Dividend per entitled share	EUR -/- ²	0.05	0.05	0.80	0.49
Total dividend	EUR m -/- ²	11	11	181	111
Adjusted earnings per share	EUR 1.01	0.99	1.33	1.61	0.98
Adjusted net income	EUR m 229	225	301	365	221
Weighted average number of shares issued	Shares 226,714,150	226,501,493	226,318,471	226,234,153	226,147,133
Dividend yield per share on basis of closing price	% -/- ²	0.9	0.6	5.7	3.6
Total XETRA trading volume	Million shares 148.1	184.4	269.8	286.7	462.3

1 Prior-year figures partly adjusted as described in Notes to Consolidated Financial Statements for financial year 2022, note 3 "Changes in reporting standards and accounting policies".

2 Dividend proposal, please refer to Company Outlook.

SHAREHOLDER STRUCTURE OF PROSIEBENSAT.1 MEDIA SE

ProSiebenSat.1 Media SE's shares are largely held by institutional investors from Europe and the USA as well as private shareholders. In total, 57.9% of the shares of ProSiebenSat.1 Media SE were held in free float on December 31, 2024 (December 31, 2023: 59.1%). This includes 26.6% held by private shareholders (December 31, 2023: 28.7%) and 2.6% held in treasury (December 31, 2023: 2.7%).

→ [Notes to Consolidated Financial Statements, note 26 "Shareholders' equity"](#)

Based on the voting rights notifications received by December 31, 2024 in accordance with Sections 33 and 34 Securities Trading Act (Wertpapierhandelsgesetz- WpHG), ProSiebenSat.1 Media SE has two major individual shareholders:

According to the voting rights notification received on September 21, 2023 from Marina Elvira Berlusconi (born August 10, 1966) and Pier Silvio Berlusconi (born April 28, 1969), MFE held 26.58% of the shares in ProSiebenSat.1 as of June 12, 2023. In addition, according to the aforementioned voting rights notification, instruments within the meaning of Section 38 (1) WpHG are held in the amount of 2.29%.

According to the voting rights notification we received from Renáta Kellnerová (born July 4, 1967) on October 24, 2024, PPF IM LTD, Nicosia, Cyprus ("PPF") held 12.95% of the shares in ProSiebenSat.1 as of October 24, 2024. In addition, at this point in time, according to the aforementioned voting rights notification, instruments within the meaning of Section 38 (1) WpHG are held in the amount of 1.99%.

A detailed description of the shareholding structure in relation to MFE and PPF as of December 31, 2024 can be found in the Combined Management Report in the section "Takeover-Related Disclosures".

→ **Takeover-Related Disclosures**

ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2023

The Annual General Meeting of ProSiebenSat.1 Media SE for the financial year 2023 was held in virtual form on April 30, 2024. This means that the shareholders entitled to attend and their proxies were able to follow the Annual General Meeting live and in full length in video and audio on the online shareholder portal. The participants were able to exercise their rights in virtual form in the same way as at a physical event: The shareholders or their proxies who were connected to the meeting were able to register their speech via a virtual registration table and made their contributions and asked questions live. A total of around 80 questions were received, which were answered by the Executive Board and Supervisory Board. 63.5% of the share capital was represented at the Annual General Meeting.

→ **Significant Events**

The Annual General Meeting resolved to distribute a dividend of EUR 0.05 per share to the dividend-entitled holders for the financial year 2023 (previous year: EUR 0.05). The dividend was paid on May 6, 2024.

In addition, the Annual General Meeting included, in particular, elections for three Supervisory Board seats. Klára Brachtlová, who had already been a court-appointed member of the Supervisory Board since October 16, 2023, was confirmed by the Annual General Meeting. The Boards' proposed new appointments to the Supervisory Board to replace Marjorie Kaplan and Ketan Mehta, whose terms of office expire, by re-electing Marjorie Kaplan and electing Pim Schmitz did not receive the required majority at the Annual General Meeting. Instead, Christoph Mainusch and Leopoldo Attolico were elected to the Supervisory Board. Christoph Mainusch was elected on the basis of an election proposal by PPF and Leopoldo Attolico was elected on the basis of an election proposal by MFE. Prof. Moreover, Dr. Rolf Nonnenmacher, member of the Supervisory Board and Chairman of the Audit and Finance Committee, was replaced by Simone Scettri as a result of a request for an addition to the agenda by MFE. Prof. Dr. Rolf Nonnenmacher, Marjorie Kaplan and Ketan Mehta have therefore no longer been members of the Supervisory Board since the end of the Annual General Meeting on April 30, 2024.

The Annual General Meeting also approved MFE's request for amendments to the Articles of Association with regard to certain transactions of the Executive Board requiring approval and the cancellation of Authorized Capital 2021 with the required simple majority. However, the required

qualified majority of 75% of the share capital represented at the adoption of the resolution was not achieved with regard to MFE's request to create new Authorized Capital 2024 and to prepare the spin-off of the parts of the Company not belonging to the Entertainment segment (Commerce & Ventures and Dating & Video segments).,

The proposals of the Executive Board and Supervisory Board for an internal reorganization of Joyn GmbH also did not receive the required qualified majority of 75% of the share capital represented at the adoption of the resolution.

Also on the agenda were the individual discharges of the Supervisory Board members for the financial year 2023. With the exception of Prof. Dr. Rolf Nonnenmacher, all members of the Supervisory Board were discharged. In addition, the resolution on the discharge of the Executive Board members Ralf Peter Gierig and Christine Scheffler in office in the financial years 2022 and 2023, and on the discharge of the Executive Board member Rainer Beaujean in office in the financial year 2022, for their respective activities in the financial years 2022 and 2023 was postponed to the Annual General Meeting of the Company in the financial year 2025; the other members of the Executive Board were granted discharge for their activities in the financial years 2022 and 2023. All other proposed resolutions were approved by the Annual General Meeting with a clear majority.

CAPITAL MARKET COMMUNICATION

In 2024, we informed investors and analysts about ProSiebenSat.1 Group's strategy and economic development at numerous conferences and roadshows in Europe and the US. Environmental, social and governance (ESG) issues are also a regular part of the conversations. In addition, we regularly inform our shareholders about all important events and developments at ProSiebenSat.1. To ensure transparent communication, all relevant corporate information is published on the ProSiebenSat.1 website in German and English in a timely manner and, if necessary, on an ad-hoc basis.

→ www.prosiebensat1.com/en/investor-relations/publications/results

ESG RATINGS

For ProSiebenSat.1, success does not only mean increasing the Group's economic results in the long-term. We also believe success means developing the Group's sustainability performance and non-financial performance indicators and thus fulfilling our corporate responsibility. This includes our particular social responsibility: With our offerings, we make an important contribution to a pluralistic opinion.

ProSiebenSat.1's non-financial performance in the area of ESG is analyzed by various rating agencies. In 2024, the Group was assessed as part of the ESG ratings of CDP, EcoVadis, ISS as well as MSCI, S&P Global and Sustainalytics, among others. In addition, UHLALA Group carried out the voluntary Pride Champion Audit, and the German Association for Financial Analysis and Asset Management (DFVA) audited our governance performance. The current ratings and rankings are published on the Group website as part of the Investor Relations Company Presentation.

→ www.prosiebensat1.com/en/investor-relations/presentations-events/company-presentation

ESG RATINGS UND RANKINGS

as of December 31, 2024

ESG Rating	Score	Classification
CDP Climate Change Score	B	The score corresponds to the industry average and the European average.
EcoVadis Sustainability Rating	Bronze medal (61 / 100)	The rating is higher or equal to the rating of 75% of all companies rated by EcoVadis
MSCI ESG Rating	AA	The score is above the industry average
S&P Global ESG Score	40	The score is above the industry average
ISS ESG Rating	C	The score is above the industry average
Sustainalytics ESG Risk Rating	11,8	The ProSiebenSat.1 Group ranks 26th out of 265 within the industry
UHLALA LGBTIQ+ Diversity Ranking	0.9	ProSiebenSat.1 Group has been awarded the Pride Championship Gold Seal
DVFA Corporate Governance Score	76.63%	The ProSiebenSat.1 Group is ranked 5th out of 67 within the SDAX

We are implementing our sustainability strategy with determination. Against this background, the Supervisory Board of ProSiebenSat.1 Media SE commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft ("PwC") to audit the content of the Sustainability Report. Furthermore, the Supervisory Board has engaged PwC to audit selected performance indicators and related explanations with "reasonable assurance". Further information can be found in the Combined Management Report, Chapter: "Information on sustainability reporting in accordance with the German Commercial Code (HGB) and the European Sustainability Reporting Standards".

→ Sustainability